

Registration Document

Erste Group Bank AG

(Incorporated as a stock corporation in the Republic of Austria under registered number FN 33209 m)

This supplement (the "**Supplement**") dated 16 June 2023 constitutes a supplement pursuant to Article 23 (1) of the Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") and is supplemental to, and should be read in conjunction with, the registration document dated 21 June 2022 (the "**Original Registration Document**" and together with the Registration Document Supplement No. 1 dated 3 August 2022, the Registration Document Supplement No. 2 dated 9 November 2022, the Registration Document Supplement No. 3 dated 3 March 2023, the Registration Document Supplement No. 4 dated 4 April 2023 and the Registration Document Supplement No. 5 dated 4 May 2023, the "**Registration Document**") of Erste Group Bank AG (the "**Issuer**" or "**Erste Group Bank**"). The Registration Document forms part of any base prospectus of the Issuer consisting of separate documents within the meaning of Article 8 (6) of the Prospectus Regulation and as of the date of this Supplement, this Supplement relates to the base prospectuses consisting of separate documents in relation to the following programmes of the Issuer: (i) the capital guaranteed structured notes programme dated 24 June 2022; (ii) the warrants programme dated 8 July 2022; (iii) the debt issuance programme dated 21 September 2022; (iv) the certificates programme dated 25 October 2022; (v) the additional tier 1 notes programme dated 11 November 2022; (vi) the multi issuer EMTN programme dated 2 December 2022; (vii) the structured notes programme dated 7 December 2022; (viii) the covered bonds programme dated 15 December 2022 and (ix) the debt issuance programme dated 22 February 2023.

The Original Registration Document has been approved on 21 June 2022 by the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*, the "**FMA**").

This Supplement has been filed with and approved by the FMA in its capacity as competent authority, filed with the Vienna Stock Exchange (*Wiener Börse*) and published in electronic form on the Issuer's website under "www.kestegroup.com/de/ueber-uns/erste-group-emissionen/prospekte/anleihen/rd21062022".

Terms defined in the Registration Document shall have the same meaning when used in this Supplement.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Registration Document by this Supplement and (b) any other statement in or incorporated by reference in the Registration Document, the statements mentioned in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or material inaccuracy relating to the information included in the Registration Document has arisen or been noted, as the case may be, since the publication of the Registration Document.

In accordance with Article 23 (2) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities issued or to be issued by the Issuer before this Supplement was published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances until, and including 20 June 2023, provided that the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period and the delivery of the securities issued or to be issued, whichever occurs first. Investors may contact the relevant financial intermediary if they wish to exercise their right of withdrawal.

The accuracy of the information contained in this Supplement does not fall within the scope of examination by the FMA under the Prospectus Regulation. The FMA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement.

RESPONSIBILITY STATEMENT

The Issuer, with its registered office at Am Belvedere 1, 1100 Vienna, Austria, is responsible for the information given in this Supplement.

The Issuer hereby declares that, to the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

NOTICE

No person has been authorised to give any information or to make any representation other than those contained in this Supplement in connection with the issue or sale of securities issued or to be issued by the Issuer and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any arranger or dealer. Neither the delivery of the Registration Document and/or this Supplement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Issuer and its subsidiaries and participations taken as a whole (the "**Erste Group**") since the date hereof or the date upon which the Registration Document has been most recently supplemented or that there has been no adverse change in the financial position of the Issuer or Erste Group since the date hereof or the date upon which the Registration Document has been most recently supplemented or that any other information supplied in connection with the Registration Document is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of this Supplement and the offering or sale of securities issued or to be issued by the Issuer in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer, any arranger and any dealer to inform themselves about and to observe any such restriction.

This Supplement does not constitute an offer of, or an invitation by or on behalf of any of the Issuer, any arranger or any dealer to subscribe for, or purchase, any securities issued or to be issued by the Issuer.

In case of any arranger or dealer none of them has independently verified the information contained in this Supplement and none of them makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Supplement. Neither this Supplement nor any financial statements supplied in connection with the Registration Document or any securities issued or to be issued by the Issuer are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer, any arranger or any dealer that any recipient of this Supplement or any financial statements should purchase securities issued or to be issued by the Issuer. Each potential purchaser of securities issued or to be issued by the Issuer should determine for itself the relevance of the information contained in this Supplement or any financial statements and its purchase of securities issued or to be issued by the Issuer should be based upon any such investigation as it deems necessary. None of any arranger or any dealer undertakes to review the financial condition or affairs of the Issuer or Erste Group during the life of the arrangements contemplated by this Supplement nor to advise any investor or potential investor in securities issued or to be issued by the Issuer of any information coming to the attention of any arranger or any dealer.

Significant new factors, material mistakes and/or material inaccuracies (as referred to in Article 23 (1) of the Prospectus Regulation) have arisen which in the Issuer's perception are capable of affecting the assessment of securities issued or to be issued by the Issuer, and are thus herewith included in the Registration Document as follows:

- 1.1. In the section entitled "1. RISK FACTORS", subsection entitled "1.1 CREDIT RISKS" commencing on page 7 of the Original Registration Document as amended by Registration Document Supplement No. 1 dated 3 August 2022, Registration Document Supplement No. 2 dated 9 November 2022, Registration Document Supplement No. 4 dated 4 April 2023 and Registration Document Supplement No. 5 dated 4 May 2023, the fifth and sixth paragraph of the risk factor entitled "Erste Group may in the future continue to experience deterioration in credit quality, particularly as a result of financial crises or economic downturns." as amended by Registration Document Supplement No. 1 dated 3 August 2022, Registration Document Supplement No. 2 dated 9 November 2022 and Registration Document Supplement No. 4 dated 4 April 2023 shall be replaced by the following paragraph:

"Emerging markets do not have in place the full business, legal and regulatory structures that would commonly exist in more mature free market economies. As a result, Erste Group's operations are exposed to risks common to regions undergoing rapid political, economic and social changes, including – but not limited to – currency fluctuations, exchange control restrictions, an evolving regulatory environment, inflation or deflation, economic recession, local market disruption and labour unrest or even military disputes. Particularly noteworthy are the sanctions against Russia. These sanctions limited direct trade with Russia and may negatively impact the business models of Erste Group's clients. However, trade in some instances was just re-routed over other countries. This could cause regulatory attendance. Secondary sanctions against countries or corporates could have negative economic consequences or directly affect risk costs of Erste Group. All this could have a material negative impact on the business and the creditworthiness of Erste Group's clients and may result in higher risk costs for Erste Group."

- 1.2. In the section entitled "1. RISK FACTORS", subsection entitled "1.2 BUSINESS RISKS" commencing on page 9 of the Original Registration Document, the information in the risk factor entitled "Erste Group's business entails several forms of operational risks." shall be replaced by the following information:

"Operational risk to which Erste Group is exposed, is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events such as natural disasters, terrorism, external infrastructure failures or external fraud, including legal risk, model risk and information and communication technology ("ICT") risk but not strategic and reputational risk. Its main components are therefore:

- Conduct risk: In case of Erste Group, such risk arises from inappropriate supply of financial services including cases of willful or negligent misconduct. Erste Group continues to face litigations tied to violations or alleged violation of consumer protection or consumer rights across multiple jurisdictions. Such litigation risk remains increased for Erste Group if and when several risk drivers occur simultaneously (e.g. negative economic outlook, moratoria, strict regulatory scrutiny, unprecedented sanctions, new regulations for climate change etc.) resulting in an increased political risk coupled with potential historic market-wide conduct failures in the financial industry.
- Execution risk: In case of Erste Group, such risk can materialise in deficiencies and/or errors in the origination of products and transactions, or failed execution or omission of contractual obligations and constitutes another major operational risk type for Erste Group. The increasing number of outsourcings and the complexity of services can significantly alter its risk profile, for example increase the ICT (as defined below) risk resulting from significant usage of cloud service providers. Outsourced services and activities executed wrongly or loss of internal management control over them can result in similar material adverse impacts for Erste Group, as deficiencies, errors or omissions stemming from its own inhouse execution risk. Business continuity management plans might prove inadequate or insufficient to completely restore infrastructure or business, including the one from third party vendors.

- ICT risk: Erste Group relies heavily on network information systems or communication technology to conduct its business. In case of Erste Group, ICT risk can lead to failure of hardware or software and processing which can compromise the availability, integrity, accessibility and security of such infrastructures and of data. ICT systems, the increasing usage of cloud services and aging architecture have a potential impact from their failures on Erste Group and on the financial sector as a whole due to interlinkages between Erste Group and other institutions, also in the cross-border context. It includes information security risk which could result in compromised assets, unauthorised access, data loss or damage or disclosure or modification of IT-assets. ICT risk includes the increasing risk of cyber threats on Erste Group whereas the corresponding preventive controls might not be effective. As a result, the ability to serve some customers' needs on a timely basis could be negatively affected with potential impact on Erste Group's business relationships.
- Fraud risk: In case of Erste Group, such risk can materialise in intended acts to defraud, misappropriate property or circumvent regulations, the law or company policy, involving an internal or external party. Due to the constantly changing fraud schemes or internal frauds spanning for longer time or credit risk related external frauds due to increasing business activity, respective monitoring, reporting and screening activities might not be fully effective in certain cases in Erste Group.
- Security risk: Erste Group is exposed to losses arising from loss or damages to physical assets from natural disaster or other events including losses originated from restoring the original situation after a pandemic or more and more frequent and severe natural disaster due to the climate change.
- Compliance risk: In case of Erste Group, there is the possibility to incur legal or regulatory sanctions, including restrictions on business activities, fines or enhanced reporting requirements, in case of failure to comply with applicable laws, rules, regulations, related internal rules and codes of conduct applicable to Erste Group's banking activities. Compliance risk materialises itself in fines imposed by the financial market authorities for Erste Group where the amount of the monetary fines is on a record level in the industry and also Erste Group can be found liable for damages and thus losing civil law cases due to deliberate non-compliance. The regulatory scrutiny is not expected to decrease, neither in terms of additional duties Erste Group will have to observe nor in terms of the authorities' audit exercises. It is possible that the number of audits and subsequently also the number of audit findings and potential fines for Erste Group will increase.
- Legal risk: As a secondary impact of the above risk types, Erste Group may be the subject of a claim or proceedings alleging non-compliance with contractual or legal or statutory responsibilities. The increase in complexity and the constant change in the regulatory environment imposing more and more obligations on credit institutions (including Erste Group) to be fulfilled towards clients in particular in retail business, is coupled with regulatory scrutiny and legal actions by consumer protection associations and agencies. This is expected to increase the level of uncertainty and sources of legal risks for Erste Group."

1.3. In the section entitled "1. RISK FACTORS", subsection entitled "1.2 BUSINESS RISKS" commencing on page 9 of the Original Registration Document, the third paragraph of the risk factor entitled "Erste Group may be affected by the current setup of the Eurozone and the European Union." shall be replaced by the following paragraph:

"In general, concerns over the ability of highly indebted Eurozone sovereigns to manage their debt levels may intensify again after European governments increased their spending in order to support the economies during the pandemic and the energy price shock. Debt restructuring negotiations similar to those with Greece could take place with respect to the sovereign debt of affected countries, and the outcome of any negotiation regarding changed terms (including reduced principal amounts or extended maturities) of such sovereign debt may result in Erste Group suffering additional impairments. Any such negotiations are highly likely to be subject to political and economic pressures beyond Erste Group's control. Risk concentrations on the Top 20 exposures are driven by sovereigns in Austria, the Czech Republic, Romania, Slovakia, Hungary and Croatia."

- 1.4. In the section entitled "1. RISK FACTORS", subsection entitled "1.2 BUSINESS RISKS" commencing on page 9 of the Original Registration Document, the information in the risk factor entitled "Erste Group Bank's profit can be lower or even negative." shall be replaced by the following information:**

"Erste Group's results of operations in the current financial year and in the future will depend in part on the profitability of its subsidiaries. Erste Group Bank (i.e. the holding company of Erste Group) may have higher than planned risk provisions for loans and advances or may receive lower than planned dividend payments from its subsidiaries. Also, a crisis like the one resulting from geopolitical risks (e.g. war, supply chain interruptions) brings the general risk of negative impacts on the profitability. Depending on the size of the reduction in profitability, such geopolitical event could have a material adverse effect on Erste Group's results of operations in that period, on the reported amount of its assets and on its equity, and on Erste Group's ability to make payments on the securities issued or to be issued."

- 1.5. In the section entitled "1. RISK FACTORS", subsection entitled "1.2 BUSINESS RISKS" commencing on page 9 of the Original Registration Document, the first paragraph of the risk factor entitled "Erste Group operates in highly competitive markets and competes against large international financial institutions as well as established local competitors." shall be replaced by the following information:**

"Exposure to domestic and global political developments and their impact on financial markets could have a material adverse effect on the Erste Group's business, financial condition, results of operations and prospects. Erste Group also may be affected by geopolitical events, such as the Russia-Ukraine war, Taiwan, as well as ongoing strains in trade relations between the U.S., China, and the EU.

Erste Group is exposed to an unstable macro-economic environment that can have a negative impact on equity and fixed income markets, property prices and currency exchange rates. Current rapid changes in short- or long term inflation can result in rising costs and declining margins with a detrimental impact on Erste Group."

- 1.6. In the section entitled "1. RISK FACTORS", subsection entitled "1.2 BUSINESS RISKS" commencing on page 9 of the Original Registration Document, the first paragraph of the risk factor entitled "Changes in interest rates are caused by many factors beyond Erste Group's control, and such changes can have a material adverse effect on its net interest income." shall be replaced by the following information:**

"Erste Group derives most of its operating income from net interest income. Interest rates are sensitive to many external driven factors beyond Erste Group's control, such as inflation, monetary policies set by central banks and national governments, the innovation of financial services and increased competition in the markets in which Erste Group operates, domestic and international economic and political conditions.

The latest updrift of the interest rate levels improved the income situation on the variable assets, whereas the liability side only slowly adapts to the new rates environment. A quick repricing of the liability side would result in reduced net interest income. Decreasing interest rates would result in reduced net interest income, especially on the asset side."

- 1.7. In the section entitled "1. RISK FACTORS", subsection entitled "1.2 BUSINESS RISKS" commencing on page 9 of the Original Registration Document, the information of the risk factor entitled "Erste Group is generally exposed to market volatility when it comes to loans covered by real estate collateral." shall be replaced by the following information:**

"Industry concentration is identified in the real estate sector which represents the largest exposure of Erste Group. As a consequence, Erste Group's collateral concentration is centered on residential real estate.

The real estate market prices have shown in general an upward trend in the last years that decelerated in second half of 2022. Collateral values, however, are strongly correlated to the real estate market price development. If the market conditions take a turn for the worse, Erste Group's collateral values may be negatively influenced, a development already experienced in the past.

The development of the commercial and residential real estate market highly depends on the economic progress of the CEE countries where Erste Group operates. In certain of these

countries the economic surroundings are highly influenced by political forces, and this could have a negative impact on the real estate market and in turn on the collateral held by Erste Group. External crisis – like the prolonged war in Ukraine - may impact the demand as well as the construction and energy costs significantly. By this, possible future market price reductions may lead to a decline of collateral values as well as of the collateralisation ratio of the existing loan portfolios of Erste Group and its affected local subsidiaries as well as to reduced collateral recoveries in case of default of their borrowers. Prices for used objects with bad energy performance will probably underperform. The investment market is facing increasing interest rates and other insecurities what implies a slow down of transaction volume.

New restrictive rules for granting of mortgage loans to private individuals (like the *Kreditinstitute-Immobilienfinanzierungsmaßnahmen-Verordnung ("KIM-VO")* in Austria), that have been implemented mid of 2022, show an impact on demand for residential real estate objects and for such loans. This may have an impact on residential real estate prices, especially for used objects with bad energy performance."

- 1.8. In the section entitled "1. RISK FACTORS", subsection entitled "1.2 BUSINESS RISKS" commencing on page 9 of the Original Registration Document, the first paragraph of the risk factor entitled " Market fluctuations and volatility may adversely affect the value of Erste Group's assets, reduce profitability and make it more difficult to assess the fair value of certain of its assets." shall be replaced by the following paragraph:

"Financial markets could face periods of significant stress conditions when steep falls in perceived or actual values of assets held by Erste Group and other credit/financial institutions could be accompanied by a severe reduction in market liquidity. Valuations of financial assets in the Eurozone and globally have been materially affected by inflation, increases in interest rates, and the curtailing of quantitative easing by central banks. Changes in the rate of inflation leading to abrupt and unexpected shifts in central bank interest rate policies and other supporting measures could potentially lead to a material price adjustment of financial assets. Increases in bond yields in Erste Group's CEE markets and a general slowdown of economic activity in Europe threaten the profitability of Erste Group's investment portfolio. The war in Ukraine could trigger further elevated levels of market volatility as well as higher uncertainty with regard to interest rate policies of central banks, both potentially leading to sudden losses related to changes in the fair value of assets. Political tensions in several other European countries (in particular Italy, Romania, Hungary, Poland, Great Britain) could lead to impairment charges or revaluation losses for Erste Group. The value of financial assets may start to fluctuate significantly and materially impact Erste Group's capital and comprehensive income."

- 1.9. In the section entitled "1. RISK FACTORS", subsection entitled "1.2 BUSINESS RISKS" commencing on page 9 of the Original Registration Document, the first paragraph of the risk factor entitled "Erste Group's risk management strategies, techniques and internal control procedures may leave it exposed to unidentified or unanticipated risks." shall be replaced by the following paragraph:

"Erste Group's risk management techniques and strategies have not been, and may in the future not be, fully effective in mitigating Erste Group's risk exposure in all economic market environments or against all types of risks, including risks that it fails to identify or anticipate. Furthermore, regulatory audits or other regular reviews of the risk management procedures and methods have in the past detected, and may in the future detect, weaknesses or deficiencies in Erste Group's risk management systems. Some of Erste Group's quantitative tools and metrics for managing risks are based upon its use of observed historical market behaviour. During global crisis situations, as for instance the global financial crisis, the COVID-19 pandemic, the war in Ukraine, turmoil in the energy markets as well as continued international supply chain disruptions, the financial markets experienced unprecedented levels of volatility (rapid changes in price development, rise in inflation with an adverse impact on consumer spending and investment activity, higher interest rates and stricter regulatory standards) and the breakdown of historically observed correlations across asset classes, compounded by extremely limited liquidity. In the volatile market environment, Erste Group's risk management tools and metrics failed to predict some of the losses that it experienced to the full extent, and may in the future under similar conditions of market disruption only partially reflect future important risk exposures."

1.10. In the section entitled "1. RISK FACTORS", subsection entitled "1.3 LEGAL AND REGULATORY RISKS" commencing on page 16 of the Original Registration Document, in the risk factor entitled "New governmental or regulatory requirements and changes in perceived levels of adequate capitalisation and leverage could subject Erste Group to increased capital and MREL requirements or standards and require it to obtain additional capital, liabilities eligible for MREL purposes or liquidity in the future." the information in the third bullet point entitled "EU Banking Reform Package" shall be replaced by the following information:

"The legislative package in relation to the Banking Union ("EU Banking Package") consisting of (i) CRD; (ii) Regulation (EU) No 575/2013, as amended (Capital Requirements Regulation - "CRR"); (iii) Directive 2014/59/EU, as amended (Bank Recovery and Resolution Directive - "BRRD"); and (iv) Regulation (EU) 806/2014, as amended (Single Resolution Mechanism Regulation – "SRMR") and implementing reforms agreed at international level following the 2007-2008 financial crisis to strengthen the banking sector as well as addressing outstanding challenges to financial stability, was published in the Official Journal of the EU on 7 June 2019, with most of the rules becoming applicable as of June 2021 (in some exceptional cases, at a later date). In Austria, the relevant amendments to the CRD and the BRRD were implemented in the Austrian Banking Act (Bankwesengesetz – "BWG") and the Austrian Recovery and Resolution Act (Sanierungs- und Abwicklungsgegesetz – "BaSAG"), as amended.

On 27 October 2021, the European Commission adopted a further package of a review of the CRR and the CRD which is currently subject to further discussions on EU level. These new rules are aimed to ensure that EU banks become more resilient to potential future economic shocks, while contributing to Europe's recovery from the COVID-19 pandemic and the transition to climate neutrality. This package of the European Commission comprises the following legislative elements:

- implementing the Basel III framework;
- sustainability; and
- stronger enforcement tools.

The obligation to comply with, implement and monitor these new regulatory (capital) provisions and requirements, and the resulting uncertainty, may have a negative impact on Erste Group's business, financial condition, results of operations."

1.11. In the section entitled "1. RISK FACTORS", subsection entitled "1.3 LEGAL AND REGULATORY RISKS" commencing on page 16 of the Original Registration Document, in the risk factor entitled "New governmental or regulatory requirements and changes in perceived levels of adequate capitalisation and leverage could subject Erste Group to increased capital and MREL requirements or standards and require it to obtain additional capital, liabilities eligible for MREL purposes or liquidity in the future." after the eighth paragraph in the fourth bullet point entitled "Bank Recovery and Resolution Legislation" the following paragraph shall be inserted:

"On 18 April 2023, the European Commission has adopted a proposal to adjust and further strengthen the EU's existing bank crisis management and deposit insurance (CMDI) framework, aiming to improve the crisis tools used to manage the failure of banks and give resolution authorities even more effective tools to ensure that, when a crisis occurs and when financial stability is at stake, depositors, are sufficiently protected. The core part of this reform is made up of three legislative proposals amending the BRRD, the SRMR and the Deposit guarantee schemes directive (Directive 2014/49/EU). According to the European Commission, these requirements should enter into force in January 2024 and become applicable at a later point in time."

- 1.12. In the section entitled "1. RISK FACTORS", subsection entitled "1.3 LEGAL AND REGULATORY RISKS" commencing on page 16 of the Original Registration Document, in the risk factor entitled "New governmental or regulatory requirements and changes in perceived levels of adequate capitalisation and leverage could subject Erste Group to increased capital and MREL requirements or standards and require it to obtain additional capital, liabilities eligible for MREL purposes or liquidity in the future." the first paragraph after the bullet points shall be replaced by the following information:**

"Additional, stricter and/or new regulatory requirements may be adopted in the future, and the existing regulatory environment in many markets in which Erste Group operates continues to develop and change.

The substance and scope of any such (new or amended) laws, regulations / macroprudential measures (e.g. KIM-VO) as well as the manner in which they are (or will be) adopted, enforced or interpreted may limit generation of new business and/or increase Erste Group's financing costs."

- 1.13. In the section entitled "2. ERSTE GROUP BANK AG", subsection entitled "2.2 BACKGROUND" on page 22 of the Original Registration Document, the second paragraph shall be replaced by the following paragraph:**

"Erste Group is a leading banking group focused on retail and corporate customers in Austria and CEE. Erste Group offers its customers a broad range of services that, depending on the particular market, includes deposit and current account products, mortgage and consumer finance, investment and working capital finance, private banking, investment banking, asset management, project finance, international trade finance, trading, leasing and factoring. Erste Group is among the leading banking groups in Austria, the Czech Republic, Romania and Slovakia by assets, total loans and total deposits, and has further operations in Hungary, Croatia and Serbia. Erste Group serves approximately 16.1 million customers across Austria and its core CEE markets through a region-wide network of approximately 2,000 branches. As of 31 December 2022, Erste Group had 45,485 employees (full-time equivalents) worldwide (of which 1,756 (full-time equivalents) were employed by Erste Group Bank in Austria). Erste Group Bank is also the central institution (Zentralinstitut) of the Austrian Savings Banks Sector. As of 31 December 2022, Erste Group had EUR 323.9 billion in total assets."

- 1.14. In the section entitled "2. ERSTE GROUP BANK AG", subsection entitled "2.7 BUSINESS OVERVIEW" commencing on page 23 of the Original Registration Document as amended by Registration Document Supplement No. 1 dated 3 August 2022, Registration Document Supplement No. 2 dated 9 November 2022, Registration Document Supplement No. 3 dated 3 March 2023 and Registration Document Supplement No. 5 dated 4 May 2023, the information under the sub-heading "Haftungsverbund / Institutional Protection Scheme" shall be replaced by the following information:**

"All Austrian Savings banks and sBausparkasse are united with a contractual cross-guarantee agreement ("Haftungsverbundvereinbarung"). It was formed in 2001 and further developed over the years. The aim of the last amendment, which entered into force on 1 January 2014, is the setting up of an institutional protection scheme (Article 113(7) CRR) and a cross-guarantee scheme (Article 4 (1)(127) CRR) in order to fulfil the requirements of Article 84(6) CRR for being exempted from the deduction of any minority interest and thus, being entitled to recognize any minority interest arising within the cross-guarantee scheme in full and in light of IFRS 10.

Therefore, the members of the cross-guarantee-scheme form a contractual group with Erste Group (predominantly without capital participation of the parent company Erste Group Bank) and a credit institution group pursuant to Article 30 BWG or a regulatory scope of consolidation within the meaning of Articles 18/19 of the CRR whose superordinate credit institution is Erste Group Bank, which forms the basis for the consolidation of own funds under IFRS 10 and gives the Erste Group sufficient direct and indirect control.

The Haftungsverbundvereinbarung strengthens the Erste Group's unity and performance, in particular by taking a joint approach in the development of common management information and control systems and integration of central functions.

The agreement was also notified to the Austrian competition authority (Bundeswettbewerbsbehörde) as mergers (Zusammenschluss) within the meaning of the Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations

between undertakings (EC Merger Regulation) and the Austrian Cartel Act (Kartellgesetz) and the competition authorities did not object to them in these proceedings. The Haftungsverbund GmbH ("Steering Company") participates, inter alia, in appointing members of the management board of Erste Group, approves the annual budget and investment plans and approves the general business policy principles of the shareholders.

The Steering Company is responsible for resolving on measures to support member savings banks in financial difficulties, to make, as a trustee of the Haftungsverbund/Institutional Protection Scheme ("IPS"), compensation payments to customers, and to enforce certain information and control rights vis-à-vis member savings banks.

The members hold the entire share capital of the Steering Company. Erste Group Bank effectively controls the Steering Company through majority interest (held directly or indirectly through its wholly-owned subsidiary Erste Bank Oesterreich and several Austrian savings banks in which Erste Bank Oesterreich holds majority interests) in the share capital and nomination rights for the board of managing directors (Geschäftsführung). In addition to the provisions of the agreements for the Haftungsverbund/IPS, the activities are also governed by several rule books setting forth detailed provisions in the fields of risk management, treasury, internal control and audit.

The Steering Company has five corporate bodies: the board of managing directors (Geschäftsführung), the executive committee (s-Steuerungsvorstand), the advisory board (Beirat), the shareholders' committee (Gesellschafterausschuss), and the shareholders' meeting (Gesellschafterversammlung). The board of managing directors comprises of up to four managing directors, two of whom can be nominated by Erste Bank Oesterreich and two of whom can be nominated by the other member savings banks. The chairman of the board of managing directors, who is nominated by Erste Bank Oesterreich, casts the deciding vote in the event of a deadlock. The s-Steuerungsvorstand consists of 14 members, 7 members are nominated by Erste Group and Erste Bank Oesterreich and 7 members are nominated by shareholders in which Erste Group does not hold a direct interest and/or an indirect interest of more than 50%. The chairperson, who is nominated by Erste Group casts the deciding vote in the event of a deadlock. The s-Steuerungsvorstand is primarily responsible for the validity, the amendment and the supplementation of the rulebooks. The shareholders' committee (Gesellschafterausschuss) consists of fifteen members, eight of whom are nominated by Erste Bank Oesterreich and seven of whom are nominated by the member savings banks. It is primarily responsible for advising and assisting the savings banks with regard to questions concerning the application of the Haftungsverbund/IPS agreement and for providing mediation in the event of disputes that arise between the Steering Company and the shareholders or among the shareholders. In order to implement joint business and marketing strategies for savings banks, working committees for various fields have been established, such as internal audits, accounting, infrastructure and risk management. The chairperson of each working committee is an employee of Erste Group or Erste Bank Oesterreich.

The Haftungsverbund/IPS is designed to enable a common risk management approach and implementation across the Austrian Savings Banks Sector. This includes establishing general principles of business conduct, the determination of risk capacity for each member savings bank and the setting of risk limits. The Steering Company's governance rights include the following: prior approval by the Steering Company of appointments to the management boards of member savings banks; prior approval by the Steering Company of annual budgets and capital expenditure plans; prior approval of significant changes of a member savings bank's business; and, in the event of continuing non-compliance with material provisions of the agreements and policies of the Haftungsverbund/IPS, imposition of sanctions and ultimately expulsion from the Haftungsverbund/IPS.

The member savings banks share an IT platform and a common management reporting system. This allows the Steering Company to generate comprehensive reports regarding the operations and financial condition of each member savings bank, data regarding key performance indicators as well as risk profiles on both an individual savings bank and an aggregate basis. Depending on the information being collected, these analyses are performed on a quarterly, monthly and even daily basis.

A key focus of the Haftungsverbund/IPS is the early warning system. If the risk monitoring systems indicate that a member savings bank could experience financial difficulties, the

Steering Company will alert this member savings bank and discuss remedial measures. To date, the Haftungsverbund/IPS has been able to deal with situations of concern through the early warning system.

If a member encounters financial difficulties, the Steering Company has the power to intervene in the management of the affected member savings bank and to require other member savings banks to provide such support and assistance as the Steering Company determines. Support measures shall be taken if, from the Steering Company's point of view, it is reasonable to expect that without such support, a need for early intervention (Frühinterventionsbedarf) exists requiring the competent authorities (ECB / FMA) to impose early intervention measures. Such need for early intervention exists if a credit institution (which is subject to the SRM) does not meet or is likely to violate ("likely breach") the capital and liquidity requirements under the CRR. Such support measures include, inter alia, the implementation of certain restructuring measures, the engagement of outside advisors, injections of liquidity, the granting of subordinated loans, the assumption of guarantees, the contribution of equity, the review of the credit portfolio, and the restructuring of the risk management. In providing any such support measures, the Steering Company may require that the management board of a member savings bank in financial difficulties is supplemented by additional members until the financial difficulties have been resolved or that individual members of the management board of such member savings bank be removed and substituted.

In case of any need for financial contributions in the context of support measures, each of the member savings banks has made a commitment to contribute funds on the basis of the maximum amount pursuant to the regulatory requirements set forth by Article 84(6) CRR based on a contractually defined key. In the event of assistance, any individual member is only obliged to contribute to the extent that such contribution does not result in a violation of the regulatory requirements applicable to that member. Furthermore, in order to secure the financial support that is to be provided to member savings banks facing economic difficulties at the request of the Steering Company, the member savings banks agreed that a part of the funds has to be ex ante financed in the form of special funds, whereas the Steering Company alone has access to these special funds and is obliged to use all other options available before availing itself of the special funds. In order to build up the special fund, all savings banks contribute funds on a quarterly basis until the special fund reaches its final size by year end 2031.

Each of the member savings bank has made a commitment to contribute funds of 1.5% of the member's risk-weighted assets, determined on an individual basis and based on the most recently approved financial statements of the respective member, plus 75% of the member's anticipated pre-tax profits for the current financial year in the event of insolvency of a member savings bank. In the event of assistance, any individual savings bank member is only obliged to contribute to the extent that such contribution does not result in a violation of the regulatory requirements applicable to that individual member.

Each member savings bank has a right to terminate the Haftungsverbundvereinbarung if it notifies Erste Group Bank within a period of twelve weeks after the occurrence of a change of control at Erste Group Bank. A change of control at Erste Group Bank is defined as any acquisition of more than 25% of the voting rights in outstanding shares of Erste Group Bank by a non-member of the Austrian Savings Banks Sector. If a termination becomes effective, the relevant member savings bank would cease to be a member of the Haftungsverbund/IPS."

- 1.15. In the section entitled "2. ERSTE GROUP BANK AG", subsection entitled "2.7 BUSINESS OVERVIEW" commencing on page 23 of the Original Registration Document as amended by Registration Document Supplement No. 1 dated 3 August 2022, Registration Document Supplement No. 2 dated 9 November 2022, Registration Document Supplement No. 3 dated 3 March 2023 and Registration Document Supplement No. 5 dated 4 May 2023, the paragraphs after the fourth paragraph, under the sub-heading "Capital Requirements" shall be replaced by the following information:**

"On 16 May 2023, the FMA notified the Issuer about its MREL requirement set by the SRB and calibrated on balance sheet data as of 31 December 2021 and the BRRD II.

The Issuer, as the resolution entity of the Austrian resolution group, must comply with binding interim MREL requirements equivalent to 26.03% (excluding the combined buffer requirement ("CBR")) of TREA and 9.34% of LRE of the Austrian resolution group starting from 1 January 2022.

The binding MREL requirements on fully loaded basis, effective from 1 January 2024, are equivalent to 28.69% of TREA (excluding CBR) and 9.49% of LRE of the Austrian resolution group, respectively.

In addition, the minimum subordination requirements were set at a level of 16.88% of TREA (excl. CBR) and 8.81% of LRE, thereby specifying the amount of the total MREL requirements that must be met with subordinated instruments such as regulatory capital, subordinated debt and senior non-preferred debt.

The TREA of the Austrian resolution group as of 31 December 2021 (as applied by the SRB for the MREL calibration) amounted to EUR 83.41 billion and LRE to EUR 202.88 billion.

The table below summarises the Issuer's current MREL and subordination requirements:

Requirements for Austrian resolution group based on December 2021 data	binding from 1 January 2022		binding from 1 January 2024	
	in % of TREA (excl. CBR)	in % of LRE	in % of TREA (excl. CBR)	in % of LRE
Total MREL	26.03%	9.34%	28.69%	9.49%
Subordinated MREL	14.61%	8.43%	16.88%	8.81%

As of 16 June 2023 and based on balance sheet data of the Austrian resolution group as of 31 December 2022 and 31 March 2023 (latest reporting date) and the SRB's 2022 MREL Policy, the Issuer complies with the above-mentioned total MREL and subordination requirements, on both interim and fully loaded basis.

MREL and subordination requirements do not apply to Erste Group's consolidated balance sheet, but to the Austrian resolution group comprising mainly of the Issuer, its direct Austrian subsidiaries and all Austrian savings banks. As the Austrian resolution group is not a legal entity or reporting unit, there is no statutory reporting nor a capital requirement at the consolidation level of the Austrian resolution group."

- 1.16. In the section entitled "2. ERSTE GROUP BANK AG", subsection entitled "2.9 RECENT EVENTS" on page 33 of the Original Registration Document as amended by Registration Document Supplement No. 3 dated 3 March 2023 and Registration Document Supplement No. 4 dated 4 April 2023, the first paragraph under the subheading entitled "Dividend" shall be replaced by the following paragraph:**

"At the Issuer's 30th annual general meeting, which took place on 12 May 2023, the resolution as proposed by the Management Board and the Supervisory Board to pay a dividend per share of EUR 1.90 for the financial year 2022 was passed."

- 1.17. In the section entitled "2. ERSTE GROUP BANK AG", subsection entitled "2.10 TREND INFORMATION" on page 33 of the Original Registration Document, the information shall be replaced by the following information:**

"Erste Group's core markets are expected to avoid recession in 2023 and, in fact, to post real gross domestic product growth. Inflationary pressures are expected to subside in 2023, following double digit-levels in 2022 as a result of high energy prices. Continued strong labour markets should be supportive of economic performance in all of Erste Group's markets. Current account balances, which suffered during 2022 on the back of high energy prices, are expected to improve again in 2023 benefiting from a reversal in energy prices. Fiscal balances should likewise consolidate again after significant budget deficits in 2022. Public debt to gross domestic product in all Erste Group markets is projected to be broadly stable, and hence remain materially below the euro zone average."

- 1.18. In the section entitled "3. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES", the information in the subsection entitled "3.4 POTENTIAL CONFLICTS OF**

INTEREST" on page 42 of the Original Registration Document shall be replaced by the following information:

"In certain circumstances, agreements of Erste Group Bank's Management Board and its Supervisory Board may generate conflicts of interest. Members of the Issuer's Management and Supervisory Board may serve on management or supervisory boards of other companies or organisations (affiliated and non-affiliated), including customers of and investors in Erste Group Bank, which may also compete directly or indirectly with the Issuer. If the Issuer maintains active business relations with such companies, directorships of that kind may lead to potential conflicts of interest. In this sense, it generally cannot be excluded that multiple functions of the members of the Issuer's Managing Board and/or Supervisory Board in other companies and/or organisations may lead to conflicts of interest with respect to decisions that might not be in the primary interest of the Issuer and/or the Holders.

Should any such conflict of interest arise, Erste Group Bank has appropriate rules and procedures pursuant to the Austrian Securities Supervision Act 2018 (Wertpapieraufsichtsgesetz 2018 – WAG 2018), European regulations, compliance rules and industry standards in place, regulating the management of conflicts of interest, also including the continuous application of these guidelines and rules. Primary goal of Erste Group Bank conflicts of interest management is the remediation of conflicts of interest. If any conflicts of interest are identified with respect to the members of the Issuer's Management Board, Supervisory Board or upper management, where internal procedures or measures would not be sufficient for conflicts of interest remediation/management, such conflicts of interest are to be disclosed.

Erste Group Bank is, according to its best knowledge, not aware of any unmanaged or undisclosed conflicts of interest between the Supervisory Board members' and/or the Management Board members' obligations towards the Issuer and their private or other interests as well as their other obligations."

1.19. In the section entitled "4. LEGAL PROCEEDINGS" commencing on page 44 of the Original Registration Document, the information shall be replaced by the following information:

"Erste Group Bank and some of its subsidiaries are involved and have been involved in the twelve months preceding the date of this Registration Document in legal disputes, including governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), most of which have arisen or have been threatened in the course of ordinary banking business. These proceedings are not expected to have a significant negative impact on the financial position or profitability of Erste Group or Erste Group Bank. Erste Group is also subject to the following ongoing proceedings, some of which, if adversely adjudicated, may have a significant impact on the financial position or profitability of Erste Group or Erste Group Bank:

Consumer protection claims

Several subsidiaries of Erste Group have been named in their respective jurisdictions as defendants in a number of lawsuits and in regulatory proceedings, filed by individual customers, regulatory authorities or consumer protection agencies and associations. Some of the lawsuits are class actions. The proceedings mainly relate to allegations that certain contractual provisions, particularly in respect of consumer loans, violate mandatory consumer protection laws and regulations and principles of general civil law and that certain fees or parts of interest payments charged to customers in the past must be repaid. The allegations relate to the enforceability of certain fees as well as to contractual provisions for the adjustment of interest rates and currencies. In some jurisdictions, the legal risks in connection with loans granted in the past are also increased by the enactment of politically-motivated laws impacting existing lending relationships, which may result in repayment obligations towards customers. The following consumer protection issues are deemed noteworthy.

In Romania, BCR is - aside from being a defendant in a number of individual law suits initiated by consumers regarding alleged violations of applicable consumer protection laws - among several local credit institutions pursued by the consumer protection authority for allegedly abusive clauses pertaining to pre-2010 lending practices. In connection therewith, BCR is currently a defendant in individual litigation claims filed by the local consumer protection

authority, in each case on behalf of a single or several borrowers. Only a part of these cases have so far been finally decided by the courts, only few of them with an adverse result for BCR and with rather limited impact so far. Adverse judgments on the validity of certain clauses may have the impact of invalidating such clauses also in other similar agreements concluded by BCR with other consumers.

In Croatia, the Supreme Court of Croatia, in a proceeding initiated by a local consumer protection association against several credit institutions ("Collective Case"), among them Erste Bank Croatia, declared in 2015 that CHF clauses in loan agreements with consumers are valid, but contractual provisions permitting unilateral change of the variable interest rates in CHF denominated consumer loans, used by the majority of credit institutions until 2008, are null and void. In 2016, the Croatian Constitutional Court rescinded the part of the Supreme Court of Croatia decision relating to the validity of CHF clauses. After the case had been returned for a retrial with respect to the CHF clause to the court of second instance, such court delivered its decision in 2018, declaring in essence the nullification of the CHF currency clause, holding that collective and individual consumer rights were breached. However, no specific obligation of the bank was ordered by the verdict. In 2019, the Supreme Court of Croatia rejected the appeal of the credit institutions against the 2018 decision. As the subsequent constitutional claim against such decision was rejected by the Croatian Constitutional Court in 2021, Erste Bank Croatia filed a request to the European Court of Human Rights, that was dismissed at the end of 2022. The impact of the rulings in the Collective Case on legal disputes with individual clients related to CHF denominated loan agreements is still difficult to predict. In December 2022, the Supreme Court of Croatia reached a legal standing according to which clients who have converted their CHF denominated loans to EUR denominated loans (in accordance with applicable laws of Croatia enacted in 2015) are entitled to default interest for overpaid amounts taken into account by a credit institution when converting. Aforementioned legal standing of the Supreme Court of Croatia was released after a procedure initiated at the European Court of Justice regarding the interpretation of relevant provisions of EU's Directive 93/13.

Due the legal standing of the Supreme Court of Croatia a provision amounting to EUR 11.5 million was recognised. However, a local consumer protection association declared its willingness to pursue further actions before the Croatian Constitutional Court against the legal standing. In addition, the specific impact of the legal standing to the court practices in individual cases are difficult to predict."

Česká spořitelna minority shareholders claims

Following the completion of a squeeze-out procedure in Česká spořitelna resulting in Erste Group Bank becoming the sole shareholder of Česká spořitelna, some former minority shareholders of Česká spořitelna have filed legal actions with the courts in Prague against Erste Group Bank. Aforementioned court proceeding is still in an early stage. The court proceedings initiated against Česká spořitelna regarding the alleged invalidity of the shareholders' resolution approving the squeeze-out was ultimately settled in summer 2022 by the High Court in Prague in favor of Česká spořitelna. In the proceedings against Erste Group Bank the plaintiffs allege in essence that the share price of 1.328 CZK (then approximately EUR 51 per share) paid by Erste Group Bank in the squeeze-out of the Česká spořitelna minority shareholders in 2018 was unfair and too low and should be increased. In case the courts find there should be an increase, this would affect all minority shareholders squeezed-out. In the squeeze-out performed in 2018 Erste Group Bank acquired a total of 1.03 % of minority shares for a consideration of approximately EUR 80 million. Erste Group Bank views that the purchase price, established by a valuation done by professional external experts, was correct and fair."

- 1.20. In the section entitled "GERMAN TRANSLATION OF THE RISK FACTORS", subsection entitled "1.1 KREDITRISIKEN" commencing on page 51 of the Original Registration Document as amended by Registration Document Supplement No. 1 dated 3 August 2022, Registration Document Supplement No. 2 dated 9 November 2022, Registration Document Supplement No. 4 dated 4 April 2023 and Registration Document Supplement No. 5 dated 4 May 2023, the fifth and sixth paragraph of the risk factor entitled "Die Erste Group könnte in Zukunft auch weiterhin eine Verschlechterung der Qualität des Kreditportfolios, insbesondere aufgrund von Finanzkrisen oder Konjunkturschwächen erfahren." as amended by Registration Document Supplement No. 1 dated 3 August 2022, Registration Document Supplement No. 2 dated 9 November 2022 and Registration**

Document Supplement No. 4 dated 4 April 2023 shall be replaced by the following paragraph:

"Aufstrebende Märkte verfügen nicht über die wirtschaftlichen, rechtlichen und aufsichtsrechtlichen Strukturen, die normalerweise in weiter entwickelten freien Marktwirtschaften existieren. Folglich sind die Tätigkeiten der Erste Group Risiken ausgesetzt, die für Regionen, die durch rapide politische, wirtschaftliche und soziale Veränderungen gehen, gewöhnlich sind, einschließlich, jedoch nicht begrenzt auf, Währungsschwankungen, devisenrechtliche Beschränkungen, ein sich veränderndes aufsichtsrechtliches Umfeld, Inflation oder Deflation, wirtschaftliche Rezession, lokale Marktstörungen, Arbeitsunruhen oder sogar militärische Auseinandersetzungen. Besonders erwähnenswert sind die Sanktionen gegen Russland. Diese Sanktionen schränkten den Handel mit Russland ein und könnten sich negativ auf die Geschäftsmodelle der Kunden der Erste Group auswirken. Allerdings wurde der Handel in einigen Fällen einfach über andere Länder umgeleitet. Dies könnte zu regulatorischen Eingriffen führen. Sekundärsanktionen gegen Länder oder Unternehmen könnten negative wirtschaftliche Folgen haben oder sich direkt auf die Risikokosten der Erste Group auswirken. All dies könnte erhebliche negative Auswirkungen auf das Geschäft und die Kreditwürdigkeit der Kunden der Erste Group haben und zu höheren Risikokosten für die Erste Group führen."

1.21. In the section entitled "GERMAN TRANSLATION OF THE RISK FACTORS", subsection entitled "1.2 GESCHÄFTSRISIKEN" commencing on page 53 of the Original Registration Document, the information in the risk factor entitled "Das Geschäft der Erste Group unterliegt verschiedensten Formen von operativen Risiken." shall be replaced by the following information:

"Operatives Risiko, dem die Erste Group ausgesetzt ist, wird als das Risiko bezeichnet, dass Verluste aufgrund von ungeeigneten oder fehlerhaften internen Prozessen, Personen und Systemen oder externen Ereignissen entstehen, wie zum Beispiel Naturkatastrophen, Terrorismus, externe Ausfälle von Infrastruktur oder externer Betrüge, einschließlich des Rechtsrisikos, des Modellrisikos und des Informations- und Kommunikationstechnologierisikos ("IKT"), nicht aber des strategischen Risikos und des Reputationsrisikos. Seine Hauptkomponenten sind daher:

- Durchführungsrisiko: Im Fall der Erste Group entsteht dieses Risiko aufgrund der unangemessenen Erbringung von Finanzdienstleistungen einschließlich der Fälle von vorsätzlichem oder fahrlässigem Fehlverhalten. Die Erste Group sieht sich weiterhin mit Rechtsstreitigkeiten im Zusammenhang mit Verstößen und angeblichen Verstößen gegen Konsumentenschutz- oder Verbraucherrechte in einigen ihrer Rechtsträger konfrontiert. Dieses Risiko von Rechtsstreitigkeiten bleibt für die Erste Group erhöht, wenn mehrere Risikotreiber gleichzeitig eintreten (z.B. negative Wirtschaftsaussichten, Moratorien, strenge aufsichtsrechtliche Prüfung, beispiellose Sanktionen, neue Vorschriften für den Klimawandel usw.), was zu einer Erhöhung des politischen Risikos in Verbindung mit möglichen historischen marktweiten Durchführungsfehlern in der Finanzbranche führt.
- Ausführungsrisiko: Im Fall der Erste Group kann sich dieses Risiko in Mängeln und/oder Störungen der Herkunft von Produkten und Transaktionen oder fehlerhaften Ausführung oder Unterlassung der vertraglichen Verpflichtungen materialisieren und stellt einen weiteren wesentlichen operationellen Risikofaktor für die Erste Group dar. Die steigende Anzahl von Outsourcing und die Komplexität der Dienstleistungen kann das Risikoprofil signifikant verändern, zum Beispiel das IKT (wie nachstehend definiert) Risiko aufgrund der beträchtlichen Nutzung von Cloud Service Providern erhöhen. Die falsche Ausführung ausgelagerter Dienstleistungen und Aktivitäten oder ein Kontrollverlust durch das interne Management über sie, kann ähnliche wesentliche nachteilige Auswirkungen für die Erste Group haben, wie zum Beispiel Mängel, Fehler oder Versäumnisse, die aus ihren eigenen internen Risiken resultieren. Geschäftsfortsetzungsmanagementpläne könnten sich möglicherweise als unangemessen oder unzureichend erweisen, um die Infrastruktur und den Geschäftsbetrieb, einschließlich jener von Drittanbietern, vollständig wiederherzustellen.
- IKT Risiko: Die Erste Group ist stark auf Netzwerk-Informationssysteme oder Kommunikationstechnologie zur Durchführung ihrer Geschäftstätigkeit angewiesen. Im

Fall der Erste Group kann IKT Risiko zu einem Ausfall von Hard-, Software und Datenverarbeitung führen, was die Verfügbarkeit, Vollständigkeit, Zugänglichkeit und Sicherheit einer solchen Infrastruktur und von Daten beeinträchtigen kann. IKT Systeme, die erhöhte Verwendung von Cloud Service und veraltete Architektur könnten durch ein Versagen aufgrund der Verknüpfungen zwischen Erste Group und anderen Instituten, auch im grenzüberschreitenden Zusammenhang, potenzielle Auswirkungen auf die Erste Group und den ganzen Finanzsektor haben. Es umfasst das Informationssicherheitsrisiko, was zu beeinträchtigten Vermögenswerten, unautorisiertem Zugang, Datenverlust oder Beschädigung oder Offenlegung oder Änderung der IT Vermögenswerte führen könnte. IKT Risiko umfasst das zunehmende Risiko von Cyber Attacken auf die Erste Group, wobei die korrespondierenden Präventivkontrollen nicht wirksam sein könnten. Folglich könnte man nicht in der Lage sein, einige Kundenbedürfnisse zeitgerecht zu erfüllen, was sich mit möglichen Auswirkungen auf die Geschäftsbeziehungen der Erste Group negativ auswirken könnte.

- Betrugsrisiko: Im Fall der Erste Group kann sich dieses Risiko in Form von beabsichtigten Betrugshandlungen, Eigentumsveruntreuung oder Umgehung von Verordnungen, Gesetzen oder Unternehmensrichtlinien materialisieren, die sowohl interne als auch externe Parteien involvieren. Aufgrund von ständig wechselnden Betrugsfällen oder internen Betrugsfällen, die sich über einen längeren Zeitraum erstrecken, oder aufgrund von kreditrisikobezogenen externen Beträgereien aufgrund zunehmender Geschäftstätigkeiten könnten entsprechende Überwachungs-, Melde- und Überprüfungsaktivitäten in bestimmten Fällen für die Erste Group nicht vollständig wirksam sein.
- Sichherheitsrisiko: Die Erste Group ist Verlusten ausgesetzt, die sich aus dem Verlust oder der Beschädigung von physischen Vermögenswerten aufgrund von Naturkatastrophen oder anderen Ereignissen ergeben, einschließlich Verlusten, die durch die Wiederherstellung der ursprünglichen Situation nach einer Pandemie oder durch immer häufiger auftretende und schwerere Naturkatastrophen aufgrund des Klimawandels entstehen.
- Compliance-Risiko: Im Fall der Erste Group besteht die Möglichkeit, rechtliche oderaufsichtsrechtliche Sanktionen zu verhängen, einschließlich Beschränkungen der Geschäftstätigkeit, Geldbußen oder erweiterte Berichterstattungspflichten, falls die geltenden Gesetze, Regeln, Vorschriften, Bestimmungen, damit zusammenhängende interne Regeln und Verhaltenskodexe, die für die Bankgeschäfte der Erste Group gelten, nicht eingehalten werden. Das Compliance-Risiko materialisiert sich in Geldstrafen, die von den Finanzmarktaufsichtsbehörden gegen die Erste Group verhängt werden und deren Höhe in der Branche auf Rekordniveau liegt und auch die Erste Group kann schadenersatzpflichtig werden und damit Zivilrechtsstreitigkeiten wegen vorsätzlicher Nichteinhaltung der Compliance-Regeln verlieren. Es wird nicht erwartet, dass sich die aufsichtsrechtliche Überprüfung verringert, weder im Hinblick auf zusätzliche Aufgaben, die die Erste Group zu erfüllen hat, noch im Hinblick auf die Prüfungsmaßnahmen der Behörden. Es ist möglich, dass sich die Anzahl der Prüfungen und damit auch die Anzahl der Prüfungsfeststellungen und möglichen Strafen für die Erste Group erhöhen wird.
- Rechtliches Risiko: Als sekundäre Auswirkung der oben genannten Risikoarten kann die Erste Group Gegenstand eines Anspruchs oder Verfahrens sein, das die Nichteinhaltung vertraglicher oder gesetzlicher oder statutarischer Verpflichtungen zum Gegenstand hat. Die zunehmende Komplexität und der ständige Wandel des aufsichtsrechtlichen Umfelds, die den Kreditinstituten (einschließlich der Erste Group) immer mehr Verpflichtungen auferlegen, die sie gegenüber ihren Kunden, insbesondere im Verbrauchergeschäft, erfüllen müssen, sind mit der aufsichtsrechtlichen Aufsicht und den rechtlichen Verfahren durch Verbraucherschutzverbände und -agenturen verbunden. Es wird erwartet, dass dies das Ausmaß der Unsicherheit und der Quellen für rechtliche Risiken für die Erste Group erhöhen wird."

1.22. In the section entitled "GERMAN TRANSLATION OF THE RISK FACTORS", subsection entitled "1.2 GESCHÄFTSRISIKEN" commencing on page 53 of the Original Registration

Document, the third paragraph of the risk factor entitled "Die Erste Group könnte von der derzeitigen Struktur der Eurozone und der Europäischen Union beeinträchtigt werden." shall be replaced by the following paragraph:

"Generell könnten sich Bedenken über die Fähigkeit zur Bewältigung des Verschuldungsgrades in stark verschuldeten Ländern innerhalb der Eurozone wieder verstärken, nachdem europäische Regierungen ihre Ausgaben erhöht haben, um die Volkswirtschaften während der Pandemie und des Energiepreisschocks zu stützen. Außerdem könnten die politischen Entscheidungsträger und Investoren von der Bekämpfung der Pandemie zu einer Sanierung übergehen, was zusätzliche Sorgen bereitet, da einige Länder massive Schulden anhäufen mussten, um die Auswirkungen der COVID-19 Pandemie abzumildern. Verhandlungen über die Restrukturierung von Staatsschulden ähnlich wie die bei Griechenland auch im Zusammenhang mit Staatsschulden von betroffenen Ländern könnten stattfinden, und die Ergebnisse solcher Diskussionen im Hinblick auf die Änderung von Bedingungen (einschließlich die Reduktion des Nennbetrages oder die Verlängerung der Fälligkeit) solcher Staatsanleihen, können zu zusätzlichen Abschreibungen der Erste Group führen. Solche Diskussionen unterliegen sehr wahrscheinlich politischem und wirtschaftlichem Druck und liegen außerhalb des Einflussbereiches der Erste Group. Die Risikokonzentrationen auf die 20 wichtigsten Risiken bestimmen sich durch die öffentliche Hand in Österreich, Tschechien, Rumänien, der Slowakei, Ungarn und Kroatien."

- 1.23. In the section entitled "GERMAN TRANSLATION OF THE RISK FACTORS", subsection entitled "1.2 GESCHÄFTSRISIKEN" commencing on page 53 of the Original Registration Document, the information in the risk factor entitled "Der Gewinn der Erste Group Bank kann geringer oder sogar negativ ausfallen." shall be replaced by the following information:**

"Die Betriebsergebnisse der Erste Group werden im aktuellen Geschäftsjahr bzw. auch in Zukunft zum Teil davon abhängen, dass ihre Tochtergesellschaften profitabel sind. Die Erste Group Bank (als Muttergesellschaft der Erste Group) könnte höhere als die veranschlagten Rückstellungen für Risiken für Kredite und Ausleihungen haben oder sie könnte weniger als die veranschlagten Dividenden von ihren Tochtergesellschaften erhalten. Außerdem birgt eine Krise, wie sie sich aus geopolitischen Risiken (z.B. Krieg, Unterbrechung der Lieferkette) ergibt, das allgemeine Risiko negativer Auswirkungen auf die Profitabilität. Abhängig von der Höhe der Reduktion der Profitabilität könnte ein solches geopolitisches Ereignis erhebliche nachteilige Auswirkungen auf die Geschäftsergebnisse der Erste Group in dieser Periode, auf den bilanzierten Betrag ihrer Vermögenswerte und auf ihr Eigenkapital sowie auf die Fähigkeit der Erste Group zur Bedienung der Zahlungsverpflichtungen im Zusammenhang mit den begebenen oder zu begebenden Wertpapieren haben."

- 1.24. In the section entitled "GERMAN TRANSLATION OF THE RISK FACTORS", subsection entitled "1.2 GESCHÄFTSRISIKEN" commencing on page 53 of the Original Registration Document, the first paragraph of the risk factor entitled "Die Erste Group ist in wettbewerbsintensiven Märkten tätig und konkurriert mit großen internationalen Finanzinstituten wie auch etablierten lokalen Mitbewerbern." shall be replaced by the following information:**

"Nationale und globale politische Entwicklungen und deren Auswirkungen auf die Finanzmärkte könnten erhebliche negative Auswirkungen auf die Geschäftstätigkeit, die Finanzlage, das Betriebsergebnis und die Aussichten der Erste Group haben. Die Erste Group kann auch von geopolitischen Ereignissen wie dem Russland-Ukraine-Krieg, Taiwan sowie den anhaltenden Spannungen in den Handelsbeziehungen zwischen den USA, China und der EU betroffen sein.

Die Erste Group ist einem instabilen makroökonomischen Umfeld ausgesetzt, das negative Auswirkungen auf die Aktien- und Rentenmärkte, Immobilienpreise und Wechselkurse haben kann. Aktuelle schnelle Änderungen der kurz- oder langfristigen Inflation können zu steigenden Kosten und sinkenden Margen führen, was sich nachteilig auf die Erste Group auswirkt."

- 1.25. In the section entitled "GERMAN TRANSLATION OF THE RISK FACTORS", subsection entitled "1.2 GESCHÄFTSRISIKEN" commencing on page 53 of the Original Registration Document, the information of the risk factor entitled "Zinsänderungen werden durch viele Faktoren verursacht, die außerhalb des Einflussbereichs der Erste Group liegen, und solche Änderungen können eine erhebliche negative Auswirkung auf ihren Nettozinsertrag haben." shall be replaced by the following information:**

"Die Erste Group erzielt den Großteil ihrer betrieblichen Erträge durch Nettozinsen. Die Zinssätze sind von vielen externen Faktoren abhängig, die außerhalb der Kontrolle der Erste Group liegen, wie z.B. Inflation, die von den Zentralbanken oder Regierungen festgelegte Geldpolitik, die Neuerungen bei den Finanzdienstleistungen und verstärkter Wettbewerb auf den Finanzmärkten, in denen die Erste Group tätig ist, innerstaatliche und internationale wirtschaftliche und politische Rahmenbedingungen.

Der jüngste Anstieg des Zinsniveaus hat die Ertragssituation bei den variablen Vermögenswerten verbessert, während sich die Passivseite nur langsam an das neue Zinsumfeld anpasst. Ein schnelles Repricing der Passivseite würde zu einem geringeren Nettozinsergebnis führen. Sinkende Zinssätze würden zu einem geringeren Nettozinsertrag führen, insbesondere auf der Aktivseite."

- 1.26. In the section entitled "GERMAN TRANSLATION OF THE RISK FACTORS", subsection entitled "1.2 GESCHÄFTSRISIKEN" commencing on page 53 of the Original Registration Document, the information of the risk factor entitled "Die Erste Group ist generell der Marktvolatilität ausgesetzt, wenn es um immobilienbesicherte Kredite geht." shall be replaced by the following information:**

"Eine Branchenkonzentration ist im Immobiliensektor erkennbar, der das größte Risikopotenzial der Erste Group darstellt. Folglich stehen Wohnimmobilien der Erste Group im Mittelpunkt der Besicherungen von Krediten.

Die Immobilienmarktpreise haben in den letzten Jahren generell einen Aufwärtstrend gezeigt, der sich in der zweiten Hälfte des Jahres 2022 verlangsamt hat. Die Sicherheitenwerte korrelieren stark mit der Entwicklung der Immobilienmarktpreise. Falls sich die Marktbedingungen verschlechtern, könnte das die Sicherheitenwerte der Erste Group negativ beeinflussen; eine Entwicklung, die in der Vergangenheit bereits stattgefunden hat.

Die Entwicklung des gewerblichen und privaten Immobilienmarktes hängt stark vom wirtschaftlichen Fortschritt der CEE Länder, in denen die Erste Group tätig ist, ab. In bestimmten Ländern wird das wirtschaftliche Umfeld stark durch politische Kräfte bestimmt und dies könnte negative Auswirkungen auf den Immobilienmarkt und das wiederum auf die von der Erste Group gehaltenen Sicherheiten haben. Externe Krisen – wie der anhaltende Krieg in der Ukraine – können die Nachfrage sowie die Bau- und Energiekosten erheblich beeinflussen. Dadurch können mögliche zukünftige Marktpreisrückgänge zu einer Verringerung der Sicherheitenwerte sowie der Besicherungsquote des bestehenden Kreditportfolios der Erste Group und ihrer betroffenen lokalen Tochtergesellschaften sowie zu reduzierten Verwertungsmöglichkeiten ihrer Sicherheiten bei Ausfall der Kreditnehmer führen. Die Preise für gebrauchte Objekte mit schlechter Energieleistung werden sich wahrscheinlich schlechter entwickeln. Der Investmentmarkt ist mit steigenden Zinsen und anderen Unsicherheiten konfrontiert, was eine Verlangsamung des Transaktionsvolumens impliziert.

Neue restriktive Regeln für die Vergabe von Hypothekarkrediten an Privatpersonen (wie die Kreditinstitute-Immobilienfinanzierungsmaßnahmen-Verordnung ("KIM-VO") in Österreich), die Mitte 2022 in Kraft getreten sind, wirken sich auf die Nachfrage nach Wohnimmobilien und nach solchen Krediten aus. Dies kann sich auf die Preise für Wohnimmobilien auswirken, insbesondere für gebrauchte Objekte mit schlechter Energieeffizienz."

- 1.27. In the section entitled "GERMAN TRANSLATION OF THE RISK FACTORS", subsection entitled "1.2 GESCHÄFTSRISIKEN" commencing on page 53 of the Original Registration Document, the first paragraph of the risk factor entitled "Marktschwankungen und Volatilität können sich negativ auf den Wert der Vermögenswerte der Erste Group auswirken, Rentabilität reduzieren und es schwieriger machen, den Fair Value bestimmter Vermögenswerte festzustellen." shall be replaced by the following paragraph:**

"Die Finanzmärkte könnten mit Perioden von erheblichen Stressbedingungen konfrontiert sein wenn starke Rückgänge bei den wahrgenommenen oder tatsächlichen Werten der Vermögenswerte, die von der Erste Group und anderen Kredit-/Finanzinstituten gehalten werden, von einem starken Rückgang der Marktliquidität begleitet werden könnten. Die Bewertungen von Finanzanlagen in der Eurozone und weltweit wurden aufgrund der Inflation, dem Anstieg der Zinssätze und der Einschränkungen der quantitativen Lockerungen der Zentralbanken erheblich beeinflusst. Änderungen der Inflationsrate, die zu abrupten und

unerwarteten Änderungen in der Zinspolitik der Zentralbanken und anderen unterstützenden Maßnahmen führen, könnten potenziell zu einer wesentlichen Preisveränderung bei finanziellen Vermögenswerten führen. Die Rentabilität des Anlageportfolios der Erste Group ist durch Steigerungen der Renditen von Anleihen in den CEE-Ländern der Erste Group und einen allgemeinen Rückgang der wirtschaftlichen Aktivitäten in Europa gefährdet. Der Krieg in der Ukraine könnte zu einem weiteren Anstieg der Marktvolatilität sowie zu größerer Unsicherheit in Bezug auf die Zinspolitik der Zentralbanken führen, was beides zu plötzlichen Verlusten im Zusammenhang mit Änderungen des Fair Value von Vermögenswerten führen könnte. Politische Spannungen in mehreren anderen europäischen Ländern (insbesondere Italien, Rumänien, Ungarn, Polen, Großbritannien) könnten zu Sonderabschreibungen oder Bewertungsverlusten für die Erste Group führen. Der Wert finanzieller Vermögenswerte könnte erheblich zu schwanken beginnen und sich wesentlich auf das Eigenkapital und das Konzernergebnis der Erste Group auswirken."

- 1.28. In the section entitled "GERMAN TRANSLATION OF THE RISK FACTORS", subsection entitled "1.2 GESCHÄFTSRISIKEN" commencing on page 53 of the Original Registration Document, the first paragraph of the risk factor entitled "Trotz Risikomanagement-Strategien, -Techniken und internen Kontrollverfahren kann die Erste Group unbekannten und unerwarteten Risiken ausgesetzt sein." shall be replaced by the following paragraph:**

"Die innerhalb der Erste Group verwendeten Risikomanagementtechniken und -strategien waren nicht und können auch in Zukunft nicht bei der Linderung der Risikobelastung der Erste Group in jedem wirtschaftlichen Marktumfeld oder gegen alle Arten von Risiken, einschließlich des Risikos, dass es misslingt, Risiken zu identifizieren oder vorherzusehen, voll wirksam sein. Darüber hinaus habenaufsichtsrechtliche Prüfungen oder sonstige regelmäßige Überprüfungen der Risikomanagementverfahren und -methoden in der Vergangenheit Schwächen oder Mängel in den Risikomanagementsystemen der Erste Group aufgedeckt und dies kann auch in Zukunft passieren. Einige quantitative Kenngrößen und Messinstrumente für das Bewältigen von Risiken der Erste Group basieren auf dem Einsatz von beobachtetem historischem Marktverhalten. Während weltweiten Krisensituationen, wie zum Beispiel der weltweiten Finanzkrise, der COVID-19 Pandemie, dem Krieg in der Ukraine, Turbulenzen auf den Energiemarkten sowie anhaltende Unterbrechungen der internationalen Lieferketten, erfuhren die Finanzmärkte unerwartete Volatilitätsniveaus (rasche Änderungen von Preisentwicklungen, Anstieg der Inflation mit negativen Auswirkungen auf die Verbraucherausgaben und die Investitionstätigkeit, höhere Zinssätze und strengere Regulierungsstandards) und den Zusammenbruch von in der Vergangenheit beobachteten Korrelationen zwischen Anlageklassen, der durch eine extrem begrenzte Liquidität verstärkt wurde. In dem volatilen Marktumfeld haben die Risikomanagement-Tools und Messverfahren bei der Vorhersage des vollen Ausmaßes bestimmter Verluste der Erste Group versagt und es kann auch für die Zukunft nicht ausgeschlossen werden, dass unter ähnlichen Bedingungen und Marktstörungen wichtige Risikopotentiale nur teilweise widergespiegelt werden können."

- 1.29. In the section entitled "GERMAN TRANSLATION OF THE RISK FACTORS", subsection entitled "1.3 RECHTLICHE UND AUFSICHTSTRECHTLICHE RISIKEN" commencing on page 62 of the Original Registration Document, in the risk factor entitled "Neue staatliche oder aufsichtsrechtliche Anforderungen und Änderungen von Eigenkapitalquoten und des Verschuldungsgrades könnten die Erste Group erhöhten Eigenkapital- und MREL Anforderungen oder Standards unterwerfen und die Aufbringung von zusätzlichem Kapital, zusätzlichen Verbindlichkeiten, die für MREL Zwecke geeignet sind, oder zusätzlicher Liquidität in Zukunft erforderlich machen." the information in the third bullet point entitled "EU Bankenreformpaket" shall be replaced by the following information:**

"Das Gesetzespaket im Zusammenhang mit der Bankenunion ("EU Bankenpaket") bestehend aus (i) CRD; (ii) die Verordnung (EU) Nr. 575/2013 in der jeweils gültigen Fassung (*Capital Requirements Regulation - "CRR"*); (iii) die Richtlinie 2014/59/EU in der jeweils gültigen Fassung (*Bank Recovery and Resolution Directive - "BRRD"*); und (iv) die Verordnung (EU) 806/2014 in der jeweils gültigen Fassung (*Single Resolution Mechanism Regulation - "SRMR"*) wurde im Amtsblatt der EU am 7.6.2019 veröffentlicht und setzt Reformen um, die auf internationaler Ebene nach der Finanzkrise 2007-2008 beschlossen wurden, um den Bankensektor zu stärken sowie außergewöhnliche Gefährdungen für die Finanzstabilität vorzubeugen, wobei die meisten Vorschriften ab Juni 2021 (in einigen Ausnahmefällen zu

einem späteren Zeitpunkt) gelten werden. In Österreich wurden die entsprechenden Änderungen zur CRD und BRRD im österreichischen Bankwesengesetz ("**BWG**") und im österreichischen Sanierungs- und Abwicklungsgesetz ("**BaSAG**") in der jeweils gültigen Fassung umgesetzt.

Am 27.10.2021 verabschiedete die Europäische Kommission ein weiteres Paket zur Überarbeitung der CRR und der CRD, das derzeit auf EU Ebene weiter diskutiert wird. Diese neuen Vorschriften sollen sicherstellen, dass die Banken in der EU widerstandsfähiger gegen mögliche künftige wirtschaftliche Schocks werden, und gleichzeitig einen Beitrag zur Erholung Europas von der COVID-19-Pandemie und zum Übergang zur Klimaneutralität leisten. Dieses Paket der Europäischen Kommission besteht aus den folgenden legislativen Elementen:

- die Umsetzung des Basel III-Rahmens;
- Nachhaltigkeit; und
- stärkere Durchsetzungsinstrumente.

Die Verpflichtung zur Einhaltung, Umsetzung und Überwachung dieser neuen aufsichtsrechtlichen (Kapital-)Bestimmungen und Anforderungen und die daraus resultierende Unsicherheit könnten sich negativ auf die Geschäftstätigkeit, Finanzlage und Ertragslage der Erste Group auswirken."

- 1.30. In the section entitled "GERMAN TRANSLATION OF THE RISK FACTORS", subsection entitled "1.3 RECHTLICHE UND AUFSICHTSTRECHTLICHE RISIKEN" commencing on page 62 of the Original Registration Document, in the risk factor entitled "Neue staatliche oder aufsichtsrechtliche Anforderungen und Änderungen von Eigenkapitalquoten und des Verschuldungsgrades könnten die Erste Group erhöhten Eigenkapital- und MREL Anforderungen oder Standards unterwerfen und die Aufbringung von zusätzlichem Kapital, zusätzlichen Verbindlichkeiten, die für MREL Zwecke geeignet sind, oder zusätzlicher Liquidität in Zukunft erforderlich machen." after ninth paragraph in the fourth bullet point entitled "Gesetzgebung zur Sanierung und Abwicklung von Kreditinstituten" the following paragraph shall be inserted:**

"Am 18. April 2023 hat die Europäische Kommission einen Vorschlag zur Anpassung und weiteren Stärkung des bestehenden EU-Rahmens für das Krisenmanagement und die Einlagensicherung von Banken (CMDI) angenommen, der darauf abzielt, die Kriseninstrumente zur Bewältigung von Bankenausfällen zu verbessern und den Abwicklungsbehörden noch wirksamere Instrumente zu gewähren, um sicherzustellen, dass die Einleger im Falle einer Krise und wenn die Finanzstabilität auf dem Spiel steht, ausreichend geschützt sind. Der Kernteil dieser Reform besteht aus drei Legislativvorschlägen zur Änderung der BRRD, der SRMR und der Richtlinie über Einlagensicherungssysteme (Richtlinie 2014/49/EU). Nach Angaben der Europäischen Kommission sollen diese Anforderungen im Jänner 2024 in Kraft treten und zu einem späteren Zeitpunkt anwendbar werden."

- 1.31. In the section entitled "GERMAN TRANSLATION OF THE RISK FACTORS", subsection entitled "1.3 RECHTLICHE UND AUFSICHTSTRECHTLICHE RISIKEN" commencing on page 62 of the Original Registration Document, in the risk factor entitled "Neue staatliche oder aufsichtsrechtliche Anforderungen und Änderungen von Eigenkapitalquoten und des Verschuldungsgrades könnten die Erste Group erhöhten Eigenkapital- und MREL Anforderungen oder Standards unterwerfen und die Aufbringung von zusätzlichem Kapital, zusätzlichen Verbindlichkeiten, die für MREL Zwecke geeignet sind, oder zusätzlicher Liquidität in Zukunft erforderlich machen." the first paragraph after the bullet points shall be replaced by the following information:**

"In Zukunft können zusätzliche, strengere und/oder neue aufsichtsrechtliche Anforderungen verabschiedet werden und das bestehende aufsichtsrechtliche Umfeld in vielen Märkten, in denen die Erste Group tätig ist, entwickelt und verändert sich weiterhin.

Der Inhalt und Umfang solcher (neuen oder geänderten) Gesetze, Vorschriften / makroprudanzielle Maßnahmen (z.B. KIM-VO) sowie der Art und Weise, in der sie verabschiedet, durchgesetzt oder interpretiert werden, können die Generierung von Neugeschäften einschränken und/oder die Finanzierungskosten der Erste Group erhöhen."

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