

This English language version of the Final Terms is legally binding and prevailing. The German language translation of the Final Terms is not legally binding.

26.04.2022

## Final Terms

### **MiFID II Product Governance / Eligible Counterparties, Professional Investors and Retail Investors**

Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"), and (ii) all channels for distribution of the Notes are appropriate, including investment advice, portfolio management, non-advised sales and pure execution services. Any person subsequently offering, selling or recommending the Notes (a "**Distributor**") should take into consideration the manufacturer's target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

## Final Terms

**1,25% ERSTE Fair Invest Garant 90% 22-27**  
(the "**Notes**")

issued pursuant to the

**Structured Notes Programme**

of

**Erste Group Bank AG**

Initial Issue Price: 100.00 per cent. plus the issue charge mentioned in Part B

Issue Date: 31.05.2022<sup>4</sup>

Series No.: 710

Tranche No.: 1

<sup>2</sup> The Issue Date is the date of issue and payment of the Notes. In the case of free delivery, the Issue Date is the delivery date.

## IMPORTANT NOTICE

These Final Terms have been prepared for the purpose of Article 8 of the Regulation (EU) 2017/1129, as amended and must be read in conjunction with the base prospectus (consisting of (i) the securities note dated 7 December 2021 and its supplement(s) (if any) and (ii) the registration document of Erste Group Bank AG (the "**Issuer**") dated 21 June 2021, and its supplement(s) (if any)) (the "**Prospectus**") pertaining to the Structured Notes Programme (the "**Programme**"). The Prospectus and any supplements thereto are available for viewing in electronic form on the Issuer's website ("[www .erstegroup.com/de/ ueber-uns/erste-group-emissionen/prospekte/anleihen](http://www.erstegroup.com/de/ueber-uns/erste-group-emissionen/prospekte/anleihen)"). Full information on the Issuer and the Notes is only available on the basis of the combination of the Prospectus, any supplements thereto and these Final Terms. A summary of this issue is annexed to these Final Terms.

**Warning:** The Prospectus dated 7 December 2021 is expected to be valid until 6 December 2022. Thereafter the Issuer intends to publish an updated and approved Prospectus on the Issuer's website ("[www.erstegroup.com/de/ueber-uns/erste-group-emissionen/prospekte/anleihen](http://www.erstegroup.com/de/ueber-uns/erste-group-emissionen/prospekte/anleihen)") and from that point in time, the Final Terms must be read in conjunction with the new Prospectus.

## PART A - TERMS AND CONDITIONS

### I. ESSENTIAL INFORMATION RELATING TO THE PRODUCT

#### Product (Option)

The Notes are Vario-Garant Notes - Option III linked to a(n) Index.

### II. ISSUE SPECIFIC CONDITIONS

The Conditions applicable to the Notes (the "**Conditions**") are the General Conditions contained in the Securities Note and the Issue Specific Conditions set out below.

#### § 1 CURRENCY, PRINCIPAL AMOUNT, DENOMINATION, GLOBAL NOTE, BUSINESS DAY AND LANGUAGE

(1) *Currency, Principal Amount, Denomination and Global Note.* This tranche (the "**Tranche**") of notes (the "**Notes**") is being issued by Erste Group Bank AG (the "**Issuer**") in Euro (EUR) (the "**Specified Currency**") in the aggregate principal amount of up to EUR 50,000,000 (in words: fifty million) (the "**Aggregate Principal Amount**") in the denomination of EUR 1,000 (the "**Specified Denomination**" or the "**Principal Amount per Note**").

The Notes are represented by a global note (the "**Global Note**") without coupons; the claim for interest payments under the Notes (if any) is represented by the Global Note. The Global Note was signed by or on behalf of the Issuer. Definitive Notes and coupons will not be issued, and the Holders have no right to require the printing and delivery of definitive Notes and coupons.

(2) *Business Day.* "**Business Day**" means a calendar day (other than a Saturday or a Sunday) on which the Trans-European Automated Real-Time Gross Settlement Express Transfer System 2 or its successor ("**TARGET**") is open.

(3) *Language.* These Terms and Conditions are written in the English language and provided with a German language translation. The English text shall be prevailing and binding. The German language translation shall be non-binding.

#### § 2 INTEREST

(1) *Rate of Interest and Interest Payment Dates.* The Notes shall bear interest on their outstanding Aggregate Principal Amount at the rate of 1.25 per cent. per annum (from, and including, 31.05.2022 (the "**Interest Commencement Date**") to, but excluding, the Maturity Date (as defined in § 3 of the Issue Specific Conditions). Interest shall be payable annually in arrear on 31.05. in each year (each such date, an "**Interest Payment Date**"), commencing on 31.05.2023 and ending on 31.05.2027. Interest Payment Dates are subject to adjustment in accordance with the provisions set out in § 4 of the Issue Specific Conditions.

(2) *Calculation of Amount of Interest.* If the amount of interest payable under the Notes is required to be calculated for any period of time such amount of interest shall be calculated by applying the rate of interest to the Specified Denomination, multiplying such sum by the applicable Day Count Fraction (as defined below), and rounding the resultant figure to the nearest sub-unit of the Specified Currency, half of such sub-unit being rounded upwards or otherwise in accordance with the applicable market convention.

(3) *Day Count Fraction.* "**Day Count Fraction**" means, in respect of the calculation of an amount of interest on any Note for any period of time (the "**Calculation Period**"):

the number of days in the Calculation Period divided by 360, calculated in accordance with the following formula:

$$DCF = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

Where:

"**DCF**" means Day Count Fraction;

"Y<sub>1</sub>" is the year, expressed as a number, in which the first day of the Calculation Period falls;

"Y<sub>2</sub>" is the year, expressed as a number, in which the day immediately following the last day of the Calculation Period falls;

"M<sub>1</sub>" is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

"M<sub>2</sub>" is the calendar month, expressed as a number, in which the day immediately following the last day of the Calculation Period falls;

"D<sub>1</sub>" is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D<sub>1</sub> will be 30; and

"D<sub>2</sub>" is the calendar day, expressed as a number, immediately following the last day of the Calculation Period, unless such number would be 31 and D<sub>1</sub> is greater than 29, in which case D<sub>2</sub> will be 30.

### § 3 REDEMPTION

Unless previously redeemed in whole or in part or purchased and cancelled, the Notes shall be redeemed on the Maturity Date by the Issuer by payment of an amount, which is calculated by the Calculation Agent and is equal to the product of (i) the Principal Amount per Note and (ii) the Redemption Price.

The "**Redemption Price**" means the sum of (i) Base Percentage and (ii) the product of (x) the Participation and (y) the Performance of the Reference Asset, and equals to at least the Floor, i.e. the Redemption Price is at least 90.00 *per cent.* of the Principal Amount per Note (the "**Minimum Redemption Price**") and is calculated by using the following formula:

$$\text{Base Percentage} + \text{Max}(\text{Participation} \times \text{Performance}; \text{Floor})$$

#### General Definitions:

"**Strike Price**" means 100.00 per cent. of the Closing Price of the Reference Asset on the Strike Fixing Date.

"**Base Percentage**" means 100.00<sup>1</sup> per cent.

"**Valuation Date**" is, subject to an adjustment pursuant to § 5 of the Issue Specific Conditions, 24.05.2027 or if such day is not a Scheduled Trading Day (as defined in § 5 of the Issue Specific Conditions), the next Scheduled Trading Day.

"**Floor**" is -10.00<sup>1</sup> per cent. and specifies the lower limit of the product of (x) the Participation and (y) the Performance.

"**Strike Fixing Date**" is, subject to an adjustment pursuant to § 5 of the Issue Specific Conditions 25.05.2022 or if such day is not a Scheduled Trading Day (as defined in § 5 of the Issue Specific Conditions), the next Scheduled Trading Day.

"**Max**" followed by a series of amounts inside brackets, means whichever is the greatest of the amounts separated by a semi colon inside those brackets.

"**Maturity Date**" is 31.05.2027, subject to an adjustment pursuant to these Issue Specific Conditions.

"**Participation**" is 100.00 per cent. The Participation determines the interest of the Holders in the Performance of the Reference Asset expressed as a percentage.

"**Performance**" of the Reference Asset is an amount expressed as a percentage, which is calculated by the Calculation Agent and is equal to the result of dividing (i) the Closing Price on the Valuation Date by (ii) the Strike Price minus one, and is calculated by using the following formula:

$$\frac{\text{Closing Price on the Valuation Date}}{\text{Strike Price}} - 1$$

#### Definitions specific to the Reference Asset:

<sup>1</sup> In the case of Garant Notes, the sum of Base Percentage and Floor is always greater than or equal to 100 per cent., i.e. the Redemption Price is at least 100 per cent. In the case of Vario-Garant Notes the sum of Base Percentage and Floor is always below 100 per cent., i.e. the Redemption Price may be less than 100 per cent.

"Reference Asset" is the Index.

"Screen Page" means the screen page listed in the below table for the Index.

"Exchange" means, each exchange on which any Component of the Index is, in the determination of the Calculation Agent, principally traded, or any successor to such exchange or quotation system or any substitute exchange or quotation system to which trading in the Components underlying such Index has been temporarily relocated (provided that the Calculation Agent has determined that there is comparable liquidity relative to the Components underlying such Index on such temporary substitute exchange or quotation system as on the original Exchange).

"Index Sponsor" is the Index Sponsor as listed in the table below (as well as any entity which has been commissioned by it to calculate and/or publish the Index Level) or any successor of it.

"Index" is the index listed in the below table:

Name of the Index	Index Sponsor	Single Exchange or Multi Exchange Index	Exchange	Screen Page
Solactive ERSTE Fair Invest Index VC	Solactive AG (as well as any entity which has been commissioned by it to calculate and/or publish the Index Level)	Multi Exchange Index	various exchanges / trading platforms	Reuters .SEFIVC

"Closing Price" of the Reference Asset is the official Closing Price of the Index, as determined by the Calculation Agent on the relevant day and calculated and published by the Index Sponsor and determined by the Calculation Agent.

#### § 4

##### MANNER OF PAYMENT AND BUSINESS DAY CONVENTION

(1) *Manner of Payment.* Subject to applicable fiscal and other laws and regulations, payments of amounts due in respect of the Notes shall be made in the Specified Currency.

(2) *Business Day Convention.* If the due date for any payment in respect of any Note is not a Business Day (as defined in § 1 (2)), then the Holder shall not be entitled to payment until the next day that is a Business Day and shall not be entitled to further interest or other payment in respect of such delay (the Interest Period shall not be adjusted accordingly).

"Interest Period" means the period from the Interest Commencement Date (including) to Interest Payment Date (excluding) and thereafter from each Interest Payment Date (including) to the immediately following Interest Payment Date (excluding).

If the Maturity Date of the Notes is adjusted, the Holder shall not be entitled to payments in respect of such adjustment.

#### § 5

##### MARKET DISRUPTIONS IN RESPECT OF THE INDICES

###### (a) Market Disruptions

If the Calculation Agent determines that any Reference Date is a Disrupted Day, then the Reference Date for the Index shall be the first succeeding Scheduled Trading Day that the Calculation Agent determines is not a Disrupted Day in respect of the Index, unless the Calculation Agent determines that each of the consecutive Scheduled Trading Days up to and including the Reference Cut-Off Date is a Disrupted Day. In that case or if any Reference Date falls on the Reference Cut-Off Date as the original date on which it was scheduled to fall is not a Scheduled Trading Day:

(i) that Reference Cut-Off Date shall be deemed to be the Reference Date for the Index, notwithstanding the fact that such day is a Disrupted Day or is not a Scheduled Trading Day; and

(ii) the Calculation Agent shall determine the relevant level or price of the Index on that Reference Cut-Off

Date in accordance with the formula for and method of, calculating the Index last in effect prior to the Reference Cut-Off Date and using its good faith estimate of the value for the components of the Index (and such determination by the Calculation Agent pursuant to this paragraph (ii) shall be deemed to be the Index Level in respect of the relevant Reference Date).

**(b) Notification**

The Calculation Agent shall give notice, as soon as practicable, to the Holders in accordance with § 10 of the General Conditions of the occurrence of a Disrupted Day on any day that, but for the occurrence of a Disrupted Day would have been a Reference Date. Any failure by the Calculation Agent to so notify the Holders of the occurrence of a Disrupted Day shall not affect the validity of the occurrence or the consequences of such Disrupted Day.

**(c) Definitions**

**"Valuation Date"** has the meaning as defined in § 3 of the Issue Specific Conditions.

**"Index"** has the meaning as defined in § 3 of the Issue Specific Conditions.

**"Index Level"** means the Level of the Reference Asset as defined in § 3 of the Issue Specific Conditions.

**"Index Sponsor"** has the meaning as defined in § 3 of the Issue Specific Conditions.

**"Component"** means each security or other component included in the Index.

**"Reference Cut-Off Date"** means the eighth Scheduled Trading Day immediately following the Scheduled Reference Date or, if earlier, the Scheduled Trading Day falling on or immediately preceding the second Business Day immediately preceding the due date on which payment of any amount or delivery of any assets may have to be made pursuant to any calculation or determination made on such Reference Date, provided that the Reference Cut-Off Date shall not fall prior to the original date on which such Reference Date was scheduled to fall.

**"Reference Date"** means the Valuation Date or, if earlier, the Reference Cut-Off Date.

**"Disrupted Day"** means any Scheduled Trading Day on which the Index Sponsor fails to calculate and publish the Index Level.

**"Scheduled Trading Day"** means any day on which the Index Sponsor is scheduled to publish the Index Level.

**"Scheduled Reference Date"** means any original date that, but for the occurrence of an event causing a Disrupted Day, would have been a Reference Date.

**§ 6**

**ADJUSTMENTS IN RESPECT TO THE INDEX**

**(a) Adjustments**

(i) If an Index is (1) not calculated and announced by the Index Sponsor but is calculated and announced by a successor sponsor acceptable to the Calculation Agent, or (2) replaced by a successor index using, in the determination of the Calculation Agent, the same or a substantially similar formula for, and method of, calculation as used in the calculation of that Index, then that index (the **"Successor Index"**) will be deemed to be the Index.

(ii) If the Calculation Agent determines that, (1) on or prior to any Reference Date or other relevant date, the Index Sponsor makes or announces that it will make a material change in the formula for, or the method of, calculating a relevant Index, or in any other way materially modifies that Index (other than a modification prescribed in that formula or method to maintain that Index in the event of changes in the Components, capitalization and/or other routine events) (an **"Index Modification"**), or permanently cancels the Index and no Successor Index exists as at the date of such cancellation (an **"Index Cancellation"**), or (2) on any Reference Date or other relevant date, the Index Sponsor fails to calculate and announce the relevant Index Level (an **"Index Disruption"**) (provided that, the Calculation Agent may, in its reasonable discretion, determine that such event instead results in the occurrence of a Disrupted Day) and, together with an Index Modification and an Index Cancellation, each (an **"Index Adjustment Event"**) then:

(aa) the Calculation Agent shall determine if such Index Adjustment Event has a material effect on the Notes and, if so, may elect to calculate the relevant Index Level using, in lieu of a published level for that Index, the level for that Index on that Reference Date or other relevant date, as the case may be, as determined by the Calculation Agent in accordance with the formula for, and method of, calculating that

Index last in effect prior to the relevant Index Adjustment Event, but using only those Components that comprised that Index immediately prior to that Index Adjustment Event; or

(bb) the Calculation Agent may elect to determine, in its reasonable discretion, the appropriate adjustment, if any, to be made to any of the terms of these Issue Specific Conditions to account for the Index Adjustment Event and determine the effective date of that adjustment; or

(cc) the Calculation Agent may elect to select a successor index with a substantially similar strategy as the original Index and, upon selection of such index, the Calculation Agent shall promptly notify the Holders in accordance with § 10 of the General Conditions and such index shall become the Successor Index and deemed to be the 'Index' for the purposes of the Notes and the Calculation Agent will make such adjustment, if any, to these Issue Specific Conditions to account for the Successor Index and determine the effective date of that adjustment; or

(dd) provided that, in the determination of the Calculation Agent, the provisions according to (aa) to (cc) above would not achieve a commercially reasonable result, on giving notice to Holders in accordance with § 10 of the General Conditions, the Issuer shall redeem the Notes in whole but not in part, each Note being redeemed by payment of an amount equal to the fair market price of such Note taking into account the Index Adjustment Event, adjusted to account fully for any reasonable expenses and costs of the Issuer and/or its affiliates of unwinding any underlying and/or related hedging and funding arrangements (including, without limitation, any equity options, equity swaps, or other securities of any type whatsoever hedging the Issuer's obligations under the Notes), all as determined by the Calculation Agent in good faith and in a commercially reasonable manner. Payments will be made in such manner as shall be notified to the Holders in accordance with § 10 of the General Conditions.

#### **(b) Correction of Index Level**

If the level of the relevant Index published by the Index Sponsor on any date which is utilized for any calculation or determination (a "**Relevant Calculation**") is subsequently corrected and the correction is published by the Index Sponsor (the "**Corrected Index Level**") no later than two Business Days prior to the date of payment of any amount to be calculated by reference to the Relevant Calculation then such Corrected Index Level shall be deemed to be the relevant level for such Index on such day and the Calculation Agent shall use such Corrected Index Level in determining the relevant level.

## **§ 7**

### **ADDITIONAL DISRUPTION EVENTS**

If any Additional Disruption Event occurs, the Issuer, in its reasonable discretion, may:

(i) require the Calculation Agent to determine, in its reasonable discretion, the appropriate adjustment, if any, to be made to any of the terms of these Issue Specific Conditions to account for the Additional Disruption Event and determine the effective date of that adjustment; or

(ii) terminate the Notes in whole but not in part by giving notice to Holders in accordance with § 10 of the General Conditions. If the Notes are so redeemed, the Issuer will pay to each Holder, in respect of each Note held by such Holder, an amount equal to the fair market price of the Notes taking into account the Additional Disruption Event, adjusted to account fully for any reasonable expenses and costs of the Issuer and/or its affiliates of unwinding any underlying and/or related hedging and funding arrangements (including, without limitation, any equity options, equity swaps, or other securities of any type whatsoever hedging the Issuer's obligations under the Notes), all as determined by the Calculation Agent in good faith and in a commercially reasonable manner. Payments will be made in such manner as shall be notified to the Holders in accordance with § 10 of the General Conditions.

Upon the occurrence of an applicable Additional Disruption Event, the Issuer shall give notice, as soon as practicable, to the Holders in accordance with § 10 of the General Conditions, stating the occurrence of the Additional Disruption Event, giving details thereof and the action proposed to be taken in relation thereto. Any failure to give, or non-receipt of, such notice will not affect the validity of the Additional Disruption Event.

**"Hedge Positions"** means any purchase, sale, entry into or maintenance of one or more (i) positions or contracts in securities, options, futures, derivatives, or foreign exchange, (ii) stock loan transactions, or (iii) other arrangements (howsoever described) by the Issuer and/or any of its affiliates in order to hedge, individually or on a portfolio basis, its obligations under the Notes.

**"Hedging Disruption"** means that the Issuer and/or any of its affiliates is unable, after using commercially reasonable efforts, to (i) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge the equity or other price risk of the Issuer issuing and performing its obligations with respect to the Notes, or (ii) realize, recover, or remit the proceeds of any

such transaction(s) or asset(s).

**"Administrator/Benchmark Event"** means, in respect of any Note and a Relevant Benchmark, the occurrence or existence, as determined by the Calculation Agent, of any of the following events in respect of such Relevant Benchmark:

(a) **"Non-Approval Event"**, being any of the following:

- (i) any authorisation, registration, recognition, endorsement, equivalence decision or approval in respect of the Relevant Benchmark or the administrator or sponsor of the Relevant Benchmark is not obtained;
- (ii) the Relevant Benchmark or the administrator or sponsor of the Relevant Benchmark is not included in an official register; or
- (iii) the Relevant Benchmark or the administrator or sponsor of the Relevant Benchmark does not fulfil any other legal or regulatory requirement applicable to the Notes or the Relevant Benchmark,

in each case, if required in order for the Issuer or the Calculation Agent to perform its or their respective obligations in respect of the Notes in compliance with the Benchmark Regulation. For the avoidance of doubt, a Non-Approval Event shall not occur if the Relevant Benchmark or the administrator or sponsor of the Relevant Benchmark is not included in an official register because its authorisation, registration, recognition, endorsement, equivalence decision or approval is suspended if, at the time of such suspension, the continued provision and use of the Relevant Benchmark is permitted in respect of the Notes under the Benchmark Regulation during the period of such suspension;

(b) a **"Rejection Event"**, being the relevant competent authority or other relevant official body rejects or refuses any application for authorisation, registration, recognition, endorsement, an equivalence decision, approval or inclusion in any official register which, in each case, is required in relation to the Relevant Benchmark or the administrator or sponsor of the Relevant Benchmark for the Issuer or the Calculation Agent to perform its or their respective obligations in respect of the Notes in compliance with the Benchmark Regulation; or

(c) a **"Suspension/Withdrawal Event"**, being any of the following:

- (i) the relevant competent authority or other relevant official body suspends or withdraws any authorisation, registration, recognition, endorsement, equivalence decision or approval in relation to the Relevant Benchmark or the administrator or sponsor of the Relevant Benchmark which is required in order for the Issuer or the Calculation Agent to perform its or their respective obligations in respect of the Notes in compliance with the Benchmark Regulation; or
- (ii) the Relevant Benchmark or the administrator or sponsor of the Relevant Benchmark is removed from any official register where inclusion in such register is required in order for the Issuer or the Calculation Agent to perform its or their respective obligations in respect of the Notes in compliance with the Benchmark Regulation.

For the avoidance of doubt: a Suspension/Withdrawal Event shall not occur if such authorisation, registration, recognition, endorsement, equivalence decision or approval is suspended or where inclusion in any official register is withdrawn if, at the time of such suspension or withdrawal, the continued provision and use of the Relevant Benchmark is permitted in respect of the Notes under the Benchmark Regulation during the period of such suspension or withdrawal.

**"Benchmark Regulation"** means Regulation (EU) 2016/1011 of the European Parliament and the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending directives 2008/48/EC and 2014/17/EU and Regulation (EU) 596/2014 (as may be amended from time to time), including any subsidiary legislation or rules and regulations and associated guidance.

**"Increased Cost of Hedging"** means that the Issuer and/or any of its affiliates would incur a materially increased (as compared with circumstances existing on the Strike Fixing Date) amount of tax, duty, expense, or fee (other than brokerage commissions) to (i) acquire, establish, re-establish, substitute, maintain, unwind, or dispose of any transaction(s) or asset(s) it deems necessary to hedge the equity or other price risk of the Issuer issuing and performing its obligations with respect to the Notes, or (ii) realize, recover, or remit the proceeds of any such transaction(s) or asset(s), provided that any such materially increased amount that is incurred solely due to the deterioration of the creditworthiness of the Issuer and/or any of its affiliates shall not be deemed an Increased Cost of Hedging.

**"Change in Law"** means that, on or after the Strike Fixing Date, due to (i) the adoption of or any change in any applicable law or regulation (including, without limitation, any tax law), or (ii) the promulgation of or any change in the interpretation by any court, tribunal, or regulatory authority with competent jurisdiction of any



applicable law or regulation (including any action taken by a taxing authority), the Calculation Agent determines, in its reasonable discretion, that (y) it has become illegal for the Issuer and/or any of its affiliates to hold, acquire, or dispose of relevant Hedge Positions (including any Components comprised in an Index), or (z) the Issuer and/or any of its affiliates will incur a materially increased cost in performing its obligations under the Notes (including, without limitation, due to any increase in tax liability, decrease in tax benefit, or other adverse effect on its tax position).

**"Relevant Benchmark"** means any rate, level, price, value or other figure in respect of one or more underlyings or other index utilised in order to determine the amount of interest and/or principal and/or any other amount payable or asset deliverable under the Notes, in each case, which is a "benchmark" for the purposes of the Benchmark Regulation, as determined by the Calculation Agent.

**"Additional Disruption Event"** means any Change in Law, Hedging Disruption, Increased Cost of Hedging and/or Administrator/Benchmark Event.

## PART B - OTHER INFORMATION

### ESSENTIAL INFORMATION

#### Interests of Natural and Legal Persons Involved in the Issue or the Offering

- Save for the commercial interests of the Manager, so far as the Issuer is aware, no person involved in the issue or offering of the Notes has an interest material to the issue or the offering.
- Other Interests, including conflicts of interest

#### Reasons for the Offer and Use of Proceeds<sup>6</sup>

Not applicable

Estimated Net Proceeds

Not applicable

Estimated Total Expenses of the Issue

up to EUR 4,000

### INFORMATION CONCERNING THE SECURITIES TO BE OFFERED OR ADMITTED TO TRADING

#### Securities Codes

- ISIN AT0000A2XLR9
- German Security Code EB09HY
- Any Other Security Code

#### Information about the past and future performance of the underlying and its volatility

Detailed information about the past and future performance of the Index can be obtained from the following screen page (this information is not free of charge):

Index	Screen Page
Solactive ERSTE Fair Invest Index VC	Reuters .SEFIVC

#### Issue Yield

The minimum issue yield cannot be disclosed in advance (i) as it depends on the development of one or more underlyings or (ii) as certain payments are effectuated as bullet payments.

Resolutions, authorisations and approvals by virtue of which the Notes will be created and/or issued

According to Overall Planning Approval of Management Board dated 23 November 2021 and Supervisory Board dated 16 December 2021

### TERMS AND CONDITIONS OF THE OFFER

#### Conditions, Offer Statistics, Expected Timetable and Action Required to Apply for the Offer

Conditions, to which the offer is subject

Not applicable

Total amount of the issue/offer; if the amount is not fixed, description of the arrangements and time for announcing to the public the definitive amount of the offer

up to EUR 50,000,000

The time period, including any possible amendments, during which the offer will be open and description of the application process

The Notes will be offered by the Issuer for subscription at the issue price by means of a public offering from 28.04.2022 respectively in the

<sup>6</sup> See the section entitled "2.1.10 Reasons for the offer and use of proceeds from the sale of the Notes" in the Securities Note. If the net proceeds shall not be applied for purposes set out therein insert those reasons.

period from 04.05.2022 (the "**Start of Subscription Period**") until the end of the term of the Notes or until the closing of the tap issue or until the exercise of a call option.

If the aggregate principal amount for the Notes indicated in the Final Terms has been reached prior to the end of the subscription period or offer period at any time on a business day, the Issuer will terminate the subscription period or offer period for the Notes at the relevant time on that business day without prior notice. If the Issuer has not received sufficient valid subscription applications for the Notes until the first value date of the tap issue, the Issuer reserves the right to cancel the tap issue of the Notes. The Issuer is not obliged to issue subscribed Notes.

A description of the possibility to reduce subscriptions and the manner for refunding excess amount paid by applicants Not applicable

Details of the minimum and/or maximum amount of application (whether in number of securities or aggregate amount to invest) Minimum amount of application is EUR 1,000

Method and time limits for paying up the securities and for delivery of the securities Payment of the issue price and delivery of the securities is made on the basis of the subscription agreement to be concluded between the investor and the Issuer in relation to the purchase of the Notes.

A full description of the manner and date in which results of the offer are to be made public The results of the offer will be made public by the Issuer at the end of the subscription period or in case of a tap issue, immediately at the end of the offer by notifying the OeKB CSD GmbH as common securities depository and the stock exchange on which the Notes are listed.

The procedure for the exercise of any right of pre-emption, the negotiability of subscription rights and the treatment of subscription rights not exercised Not applicable

### **Plan of Distribution and Allotment**

If the offer is being made simultaneously in the markets of two or more countries and if a tranche has been or is being reserved for certain of these, indicate any such tranche. Not applicable

Process for notification to applicants of the amount allotted and the indication whether dealing may begin The subscriber will be informed of the amount of securities allocated by way of booking such amount to its

before notification is made.

deposit account. Commencement of trading is not possible before the allocation of the Notes.

### Pricing

An indication of the expected price at which the securities will be offered or the method of determining the price and the process for its disclosure.

Initial Issue Price of 100.00% which may be adjusted from time to time in accordance with the market price plus issue surcharge to the amount of up to 2.50%

Indicate the amount of any expenses and taxes specifically charged to the subscriber or purchaser.

Not applicable

### PLACING AND UNDERWRITING

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer and, to the extent known to the Issuer or the offeror, or the placers in the various countries where the offer takes place.

Various Financial Service Providers in Austria, Romania, Croatia

### Method of Distribution

Non-Syndicated

Syndicated

### Subscription Agreement

Date of Subscription Agreement

Not applicable

General Features of the Subscription Agreement

Not applicable

### Details with Regard to the Manager

Manager

Not applicable

Firm Commitment

Without Firm Commitment

Stabilising Manager

None

### Commissions, Concessions and Estimated Total Expenses

Management and Underwriting Commission

Selling Concession

Other

Total Commission and Concession

Issue charge

up to 2.50 per cent. of the Aggregate Principal Amount

### LISTINGS, ADMISSIONS TO TRADING AND DEALING ARRANGEMENTS

#### Listings

Yes

Frankfurt am Main

Regulated Market

- Open Market
- Stuttgart
- Regulated Market
- Open Market
- Vienna
- Official Market
- Warsaw
- Regulated Market

**Date of Admissions** on or around the Issue Date (as defined above)

Estimate of the total expenses related to the admission to trading Not applicable

All regulated markets or equivalent markets on which to the knowledge of the Issuer, notes of the same class of the Notes to be offered or admitted to trading are already admitted to trading Not applicable

Name and address of the entities which have committed themselves to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment Not applicable

**ADDITIONAL INFORMATION**

**Rating**

As at the date of these Final Terms the Notes have not been rated. The Issuer reserves the right to apply for a rating in future.

**Selling Restrictions**

**TEFRA**

- TEFRA C
- Additional Selling Restrictions Not applicable

**Consent to the Use of the Prospectus**

Offer period during which subsequent resale or final placement of the Notes by dealers and/or further financial intermediaries can be made For the duration of the validity of the Prospectus

Further conditions for the use of the Prospectus Not applicable

**Listing**

These Final Terms comprise the details required to list the issue of Notes described in these Final Terms pursuant to the Programme (as from 31.05.2022).

**Statement on benchmarks according to Article 29 (2) of the Benchmark Regulation:** The amount(s) payable under the Notes is/are calculated by reference

to Solactive ERSTE Fair Invest Index VC, which is/are provided by Solactive AG. As at the date of these Final Terms, Solactive AG is/are included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 of the Regulation (EU) 2016/1011.

The Issuer makes the following declaration in relation to the Index:

- The complete set of rules of the Index and information on the performance of the Index are freely accessible on the issuer's or on the Index Sponsor's website, and
- the governing rules (including methodology of the index for the selection and the re-balancing of the components of the Index, description of market disruption events and adjustment rules) are based on predetermined and objective criteria.

Signed on behalf of the Issuer

By:  
Duly authorised

By:  
Duly authorised

Issue specific summary	
<b>1st Section - Introduction, containing warnings</b>	
<b>Warnings</b>	
<p>This summary (the "<b>Summary</b>") should be read as an introduction to the base prospectus consisting of separate documents dated 7 December 2021 (the "<b>Prospectus</b>") in relation to the Structured Notes Programme (the "<b>Programme</b>") of Erste Group Bank AG (the "<b>Issuer</b>"). Any decision to invest in the securities (the "<b>Notes</b>" or the "<b>Securities</b>") should be based on a consideration of the Prospectus as a whole by the investors, i.e. the securities note relating to the Programme dated 7 December 2021 as supplemented, the registration document of the Issuer dated 21 June 2021 as supplemented (the "<b>Registration Document</b>"), any information incorporated by reference into both of these documents, any supplements thereto and the final terms (the "<b>Final Terms</b>"). Investors should note that they could lose all or part of their invested capital.</p> <p>Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investors might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled this Summary including any translation thereof, but only where this Summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such Notes.</p> <p>You are about to purchase a product that is not simple and may be difficult to understand.</p>	
<b>Introduction</b>	
<b>Name and securities identification number</b>	1,25% ERSTE Fair Invest Garant 90% 22-27 ISIN: AT0000A2XLR9
<b>Issuer</b>	Erste Group Bank AG LEI: PQOH26KWDF7CG10L6792 Contact details: Am Belvedere 1, A-1100 Vienna, Tel.: +43-50100-0
<b>Competent authority</b>	Austrian Financial Market Authority (Finanzmarktaufsichtsbehörde - FMA), Otto-Wagner-Platz 5, A-1090 Vienna, Tel.: (+43-1) 249 59 0
<b>Date of approval of the Prospectus</b>	Final Terms dated 26 April 2022 Securities note dated 7 December 2021 Registration Document dated 21 June 2021
<b>2nd Section - Key information on the Issuer</b>	
<b>Who is the Issuer of the Notes?</b>	
<b>Domicile, legal form, law of operation and country of incorporation</b>	
<p>The Issuer is registered as a joint-stock corporation (<i>Aktiengesellschaft</i>) in the Austrian companies register (<i>Firmenbuch</i>) at the Vienna commercial court (<i>Handelsgericht Wien</i>) and has the registration number FN 33209 m. The Issuer's registered office is in Vienna, Republic of Austria. It operates under Austrian law.</p>	
<b>Principal activities</b>	
<p>The Issuer and its subsidiaries and participations taken as a whole (the "<b>Erste Group</b>") offer their 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.</p>	
<b>Major shareholders</b>	
<p>As of the date of the Registration Document, DIE ERSTE österreichische Spar-Casse Privatstiftung ("<b>ERSTE Stiftung</b>") holds together with its partners to shareholder agreements approximately 31.17% share capital of the subscribed capital of the Issuer and is with 16.50% principal shareholder. ERSTE Stiftung is holding 5.90% of the share capital directly, the indirect participation of ERSTE Stiftung amounts to 10.60% of the share capital held by Sparkassen Beteiligungs GmbH &amp; Co KG, which is an affiliated company of ERSTE Stiftung. 1.67% of the share capital are directly held by saving banks foundations acting together with ERSTE Stiftung. 9.92% of the subscribed capital are held by ERSTE Stiftung on the basis of a shareholder agreement with CaixaBank S.A., 3.08% are held by other partners to other shareholder agreements. The free float amounts to 68.83% (of which 47.37% were held by institutional investors, 5.00% by Austrian retail investors, 4.08% by BlackRock Inc., 10.41% by unidentified international institutional and private investors, 1.16% by identified trading (including market makers, prime brokerage, proprietary trading, collateral and stock lending) and 0.81% by Erste Group's employees) (all numbers are rounded).</p>	
<b>Identity of key managing directors</b>	
<p>The members of the Issuer's management board as of the date of the Final Terms are:</p> <ul style="list-style-type: none"> <li>• Bernhard Spalt</li> <li>• Ingo Bleier</li> <li>• Stefan Dörfler</li> <li>• Alexandra Habeler-Drabek</li> <li>• David O'Mahony</li> <li>• Maurizio Poletto</li> </ul>	

**Identity of statutory auditors**

Sparkassen-Prüfungsverband Prüfungsstelle (statutory auditor, two current directors of which are members of "Kammer der Steuerberater und Wirtschaftsprüfer") at Am Belvedere 1, A-1100 Vienna, and PwC Wirtschaftsprüfung GmbH (a member of "Kammer der Steuerberater und Wirtschaftsprüfer") at DC Tower 1, Donau-City-Straße 7, A-1220 Vienna.

**What is the key financial information regarding the Issuer?****Income statement** (in EUR million (rounded))

	31 December 2021 audited	31 December 2020 audited
Net interest income	4,975.7	4,774.8
Net fee and commission income	2,303.7	1,976.8
Impairment result from financial instruments	-158.8	-1,294.8
Net trading result	58.6	137.6
Operating result	3,435.5	2,934.6
Net result attributable to owners of the parent	1,923.4	783.1

**Balance sheet** (in EUR million (rounded))

	31 December 2021 audited	31 December 2020 audited	Value as outcome from the most recent Supervisory Review and Evaluation Process (SREP)
Total assets	307,428	277,394	-
Senior debt (in issue)*	25,295	24,587	-
Subordinated debt (in issue)**	6,835	6,090	-
Loans and advances to customer	180,268	166,050	-
Deposits from customers	210,523	191,070	-
Total equity	23,513	22,410	-
Non-performing loans (based on net carrying amount / loans and receivables)	2.4%	2.7%	-
Common Equity Tier 1 capital (CET 1) ratio	14.5%	14.2%	10.2% (minimum requirement as of 31 December 2021)
Total Capital Ratio	19.1%	19.7%	14.4% (minimum requirement as of 31 December 2021)
Leverage Ratio	6.5%	6.7%	3.0% (minimum requirement pursuant to CRR applicable since 2021)

\*) including covered bonds

\*\*\*) including non-preferred senior notes

**What are the key risks that are specific to the Issuer?**



- Erste Group may in the future continue to experience deterioration in credit quality, particularly as a result of financial crises or economic downturns.
- Erste Group may experience severe economic disruptions, as those for instance are induced by the worldwide corona virus (COVID-19) pandemic, which may have significant negative effects on Erste Group and its clients.
- Erste Group's business entails several forms of operational risks.
- Erste Group is subject to the risk that liquidity may not be readily available.

### 3rd Section - Key information about the Securities

#### What are the main features of the Securities?

##### Type, class and ISIN

The Notes are Vario-Garant Notes. The Notes will be represented by a non-digital global note. Form and content of the Notes as well as all rights and obligations from matters under the Notes are determined in every respect by the laws of Austria.

ISIN: AT0000A2XLR9 / WKN: EB09HY

##### Currency, Principal Amount (denomination), number of Notes issued and term of the Notes

The Notes are denominated in Euro (EUR) with a principal amount per Note of EUR 1,000 (the "**Principal Amount**") and an aggregate principal amount of up to EUR 50,000,000 (the "**Aggregate Principal Amount**"). The Notes have a fixed term which ends at the latest on 31.05.2027 (the "**Maturity Date**"), subject to an extraordinary termination by the Issuer.

#### Rights attached to the Securities

##### Interest payments under the Notes

The interest rate paid under the Notes is 1.25 *per cent.* per annum. The "**Interest Payment Dates**" are Annually on 31.05. in each year, starting on 31.05.2023.

##### Repayment of the Notes

Each Note will be redeemed by the Issuer by payment of an amount on the Maturity Date, which equals the product of (i) the Principal Amount per Note and (ii) the Redemption Price. The "**Redemption Price**" means the sum of (a) 100.00 per cent. and (b) the product of (x) 100.00 per cent. if the performance of the Reference Asset is positive or (ii) 100.00 per cent. if the performance of the Reference Asset is zero or negative and (y) the performance of the underlying Reference Asset during the term of the Notes, and equals at least -10.00 per cent, i.e. the Redemption Price equals at least 90.00 per cent. of the Principal Amount per Note (the "**Minimum Redemption Price**").

The performance of the underlying Reference Asset reflects the performance of the underlying Reference Asset between the Strike price (being 100.00 per cent. of the closing price(s) on the Strike Fixing date) and the closing price of the underlying Reference Asset on the relevant Valuation Date.

"**Strike Price**" is 100.00 per cent. of the closing price of the Reference Asset on the Strike Fixing Date.

"**Strike Fixing Date**" is 25.05.2022, or if such day is not a business/trading day, the next business/trading day.

"**Valuation Date**" is 24.05.2027, or if such day is not a business/trading day, the next business/trading day.

#### The Reference Asset underlying the Notes

The type of reference asset type underlying the Notes is Index

"**Reference Asset**" is the index listed in the below table:

Name of the Index	Index Sponsor	Single Exchange or Multi Exchange Index	Exchange	Screen Page
Solactive ERSTE Fair Invest Index VC	Solactive AG	Multi Exchange Index	various exchanges / trading platforms	Reuters .SEFIVC

Information on the underlying Index can be obtained on the Screen Page indicated above.

#### Consequences of certain events regarding the Reference Asset

In case of certain events regarding the underlying Reference Asset (e.g. market disruptions and additional disruption events, all as set forth in the Terms and Conditions), any of the following may occur:

- certain dates which are relevant for determinations regarding the Notes may be postponed; and/or
- certain calculations and/or determinations and/or adjustments regarding the Notes may be effected by the

calculation agent and such calculations, determinations and adjustments will be binding for the Holders; and/or the Issuer may terminate the Notes for their fair market price as determined by the calculation agent.

### **Early redemption of the Notes in case of an Event of Default or for Reasons of Taxation**

#### **Early termination by holders in case of an Event of Default**

In case of an event of default, each holder of a Note (each a "Holder") shall be entitled to declare its Notes due and demand immediate redemption thereof at the redemption amount(s) together with accrued interest (if any) to (but excluding) the date of repayment.

#### **Early Redemption by the Issuer for Reasons of Taxation**

The Notes will be redeemed at the option of the Issuer in whole, but not in part, at any time on giving not less than 30 Business Days' nor more than 90 Business Days' prior notice of redemption, if on the next succeeding interest payment date, the Issuer will become obliged to pay additional amounts as a result of any change in, or amendment to, the laws or regulations of the Republic Austria or of any political subdivision or taxing authority thereof or therein, or as a result of any change in, or amendment to, an official interpretation or application of such laws or regulations.

#### **Relative seniority of the securities**

The Notes constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer and rank *pari passu* among themselves and (subject to any applicable statutory exceptions and without prejudice to the aforesaid) the payment obligations of the Issuer under the Notes rank *pari passu* with all other unsecured and unsubordinated obligations of the Issuer, present and future.

#### **Restrictions on transferability**

The Notes are freely transferable in accordance with applicable law and the applicable rules of the relevant clearing system.

#### **Where will the Securities be traded?**

#### **Application for admission to trading on a regulated market or for trading on an MTF**

Application will be made for the Notes to be admitted to the "Amtlicher Handel" (Official Market) of the Wiener Börse AG (Vienna Stock Exchange) and to trading on the Stuttgart Stock Exchange (Baden-Württembergische Wertpapierbörse).

#### **What are the key risks that are specific to the Securities?**

##### **Risk factors relating to the structure and pay-off of the Notes**

- Holders are exposed to the risk that they receive less than 100 per cent. of the principal amount of the Notes.

##### **Risk factors relating to an Index or Index Basket as reference asset**

- Macroeconomic and company-specific Factors having a negative effect on the Performance of the Index may also affect the market price and Redemption Amount of the Notes.
- Certain events in relation to the Index may result in an adjustment or early redemption of the Notes.
- The performance of the Notes will not take into account dividends and other distributions, since they are not reflected in the price of such index.

##### **Risk factor relating to the early termination of the Notes**

- Market disruptions, adjustment measures and termination rights may negatively affect the rights of the Holders.

##### **Risk factor relating to the status of the Notes**

- Holders are exposed to the risk of statutory loss absorption.

##### **Risk factor relating to conflicts of interest with regards to the Notes**

- Investors are exposed to the risk that direct or indirect actions of the Issuer have negative effects on the market price of the Notes or otherwise negatively affect the Holders and conflicts of interest may make such actions more likely.

##### **Risk factors related to the investment and pricing of the Notes**

- The issue price of the Notes may include a margin on the mathematical (fair) market price of the Notes. Since the Issuer will, when determining the price of the securities on the secondary market, also take into account, in particular, the subscription fee (agio), the spread between bid and ask prices as well as commission and other fees in addition to the mathematical (fair) market price of the Notes, the prices quoted by the Issuer may considerably deviate from the fair market price of the Notes.
- Holders are exposed to the risk of an unfavourable development of market prices of their Notes which materialises if the Holder sells the Notes prior to the final maturity of such Notes.
- Holders assume the risk that the credit spread of the Issuer widens resulting in a decrease in the market price of the Notes.

##### **Risk factor related to the costs associated with and the market in the Notes**

- The Notes may have no liquidity or the market for such Notes may be limited and this may adversely impact their market price or the ability of the Holder to dispose of them. Holders are exposed to the risk of wrong assessment of the Notes' liquidity due to the issue size of the Notes.

#### **4th Section - Key information on the offer of securities to the public and/or the admission to trading on a regulated market**

##### **Under which conditions and timetable can I invest in this security?**

###### **General terms, conditions and expected timetable of the offer**

Not applicable; there are no conditions to which the offer is subject.

The Notes will be offered permanently (Daueremission, "**tap issue**").

The Notes will be offered in Austria, Romania, Croatia (the "**Offer State(s)**").

The Issue Date is 31.05.2022.

The Notes will be offered by the Issuer for subscription at the issue price by means of a public offering from 28.04.2022 respectively in the period from 04.05.2022 (the "**Start of Subscription Period**") until the end of the term of the Notes or until the closing of the tap issue or until the exercise of a call option.

If the aggregate principal amount for the Notes indicated in the Final Terms has been reached prior to the end of the subscription period or offer period at any time on a business day, the Issuer will terminate the subscription period or offer period for the Notes at the relevant time on that business day without prior notice.

If the Issuer has not received sufficient valid subscription applications for the Notes until the first value date of the tap issue, the Issuer reserves the right to cancel the tap issue of the Notes. The Issuer is not obliged to issue subscribed Notes.

###### **Estimated expenses charged to the investor**

The Issuer will charge to the subscriber or purchaser costs of up to 1.50 per cent of the Initial Issue Price at the Issue Date.

##### **Why is this prospectus being produced?**

###### **Use and estimated net amount of the proceeds**

The issue of the Notes is part of the ordinary business activity of the Issuer and is undertaken solely to generate profits.

###### **Date of the underwriting agreement**

There is no firm underwriting in relation to the Notes offered.

##### **Indication of the most material conflicts of interest pertaining to the offer or the admission to trading**

The Issuer may from time to time act in other capacities with regard to the Notes, such as calculation agent. Such functions may allow the Issuer to calculate the value of the reference asset or (where the reference asset is a basket) to determine the composition of the reference asset, which could raise conflicts of interest where securities or other assets issued by the Issuer itself or a group company can be chosen to be part of the reference asset, or where the Issuer maintains a business relationship with the issuer or obligor of such securities or assets.

The Issuer acts as market maker for the Notes and, in certain cases, the underlying. In the context of such market making activities, the Issuer will substantially determine the market price of the Notes and possibly that of the underlying. The market prices provided by the Issuer in its capacity as market maker will not always correspond to the market prices that would have formed in the absence of such market making and in a liquid market.

The Issuer may from time to time engage in transactions involving the reference asset for its proprietary accounts and for accounts under its management. Such transactions may have a negative effect on the value of the reference asset and consequently upon the market price of the Notes. References to the reference asset shall be deemed to include any of its components of the Index, if applicable.

The Issuer may issue other derivative instruments in respect of the relevant reference asset and the introduction of such competing products into the marketplace may affect the market price of the Notes.

The Issuer may use all or some of the proceeds received from the sale of the Notes to enter into hedging transactions. The Issuer's hedging activities might affect such market price. The market price of the Notes might in particular be affected by the liquidation of all or a portion of the hedging positions at or about the time of the maturity or expiration of the Notes.

The Issuer may acquire non-public information with respect to the reference asset, and the Issuer does not undertake to disclose any such information to any holder. In addition, the Issuer may publish research reports with respect to the reference asset. Such activities could present conflicts of interest and may affect the market price of the Notes.

The Issuer and its consolidated subsidiaries might employ people with secondary occupations such as executives of management boards or supervisory boards in other companies or within Erste Group. Companies of Erste Group or such other companies might be underlyings of the Notes.

<b>Sažetak za izdanje</b>	
<b>1. odjeljak – Uvod, s upozorenjima</b>	
<b>Upozorenja</b>	
<p>Ovaj sažetak („<b>Sažetak</b>“) se treba tumačiti kao uvod u osnovni prospekt koji se sastoji od zasebnih dokumenata od 7. prosinca 2021. („<b>Prospekt</b>“) u vezi s Programom strukturiranih obveznica („<b>Program</b>“) društva Erste Group Bank AG („<b>Izdavatelj</b>“). Bilo koja odluka o ulaganju u vrijednosne papire („<b>Obveznice</b>“ ili „<b>Vrijednosni papiri</b>“) treba biti temeljena na razmatranju Prospekta u cjelini od strane ulagatelja, tj. na razmatranju obavijesti o vrijednosnim papirima u vezi s Programom od 7. prosinca 2021., kako je dopunjen, registracijskog dokumenta Izdavatelja od 21. lipnja 2021., kako je dopunjen („<b>Registracijski dokument</b>“), bilo kojih informacija uvrštenih u oba ta dokumenta upućivanjem, bilo kojih dodataka njima i konačnih uvjeta („<b>Konačni uvjeti</b>“). Ulagatelji bi trebali imati na umu da mogu izgubiti svoj cjelokupni uloženi kapital ili njegov dio.</p> <p>U slučaju kad je sudu podnesen zahtjev povezan s informacijama sadržanima u Prospektu, ulagatelji u svojstvu tužitelja će možda morati, na temelju nacionalnog zakonodavstva, snositi troškove prijevoda Prospekta prije pokretanja pravnog postupka.</p> <p>Građanskopravna odgovornost pridaje se samo onim osobama koje su podnijele ovaj Sažetak, uključujući i bilo koji njegov prijevod, ali samo ako je Sažetak obmanjujući, netočan ili nedosljedan kada se čita zajedno s ostalim dijelovima Prospekta ili ako, kada se čita zajedno s ostalim dijelovima Prospekta, ne daje ključne informacije koje bi ulagateljima pomogle pri razmatranju hoće li ulagati u takve Obveznice.</p> <p>Pripremate se za kupnju proizvoda koji nije jednostavan i koji će možda biti teško razumjeti.</p>	
<b>Uvod</b>	
<b>Naziv i identifikacijski broj vrijednosnih papira</b>	<b>1,25% ERSTE Fair Invest Garant 90% 22-27</b> ISIN: <b>AT0000A2XLR9</b>
<b>Izdavatelj</b>	Erste Group Bank AG Identifikator pravne osobe (LEI): PQOH26KWDF7CG10L6792 Podaci za kontakt: Am Belvedere 1, A-1100 Beč, Tel.: +43-50100-0
<b>Nadležno tijelo</b>	Austrijska agencija za nadzor financijskog tržišta ( <i>Finanzmarktaufsichtsbehörde – FMA</i> ), Otto-Wagner-Platz 5, A-1090 Beč, Tel.: (+43 -1) 249 59 0
<b>Datum odobrenja Prospekta</b>	Konačni uvjeti na dan 26. travanj 2022 Obavijest o vrijednosnim papirima od 7. prosinca 2021. Registracijski dokument od 21. lipnja 2021.
<b>2. odjeljak – Ključne informacije o Izdavatelju</b>	
<b>Tko je Izdavatelj Obveznica?</b>	
<b>Sjedište, pravni oblik, pravo mjerodavno za poslovanje i država osnivanja</b>	
Izdavatelj je upisan kao dioničko društvo ( <i>Aktiengesellschaft</i> ) u austrijskom registru trgovačkih društava ( <i>Firmenbuch</i> ) Trgovačkog suda u Beču ( <i>Handelsgericht Wien</i> ) pod brojem upisa FN 33209 m. Sjedište Izdavatelja je u Beču, Republika Austrija. Izdavatelj posluje u skladu s austrijskim pravom.	
<b>Osnovne djelatnosti</b>	
Izdavatelj i njegova društva kćeri i povezana društva, kao cjelina („ <b>Erste Group</b> “), svojim klijentima pružaju širok raspon usluga koje, ovisno o pojedinom tržištu, uključuju proizvode s depozitima i tekućim računima, hipoteke i potrošačko financiranje, ulaganje i financiranje obrtnog kapitala, privatno bankarstvo, investicijsko bankarstvo, upravljanje imovinom, projektno financiranje, financiranje međunarodne trgovine, trgovanje, leasing i factoring.	
<b>Najveći dioničari</b>	
Na datum Registracijskog dokumenta, društvo DIE ERSTE österreichische Spar-Casse Privatstiftung („ <b>ERSTE Stiftung</b> “) drži zajedno sa svojim sučlanovima dioničarskih ugovora otprilike 31,17% upisanog temeljnog kapitala Izdavatelja te je s 16,50% glavni dioničar. Društvo ERSTE Stiftung drži 5,90% temeljnog kapitala direktno, indirektno sudjelovanje društva ERSTE Stiftung iznosi 10,60% temeljnog kapitala koje drži društvo Sparkassen Beteiligungs GmbH & Co KG, koje je povezano društvo Erste Stiftung. 1,67% temeljnog kapitala direktno drže zaklade štednih banaka koje djeluju zajedno s društvom ERSTE Stiftung. 9,92% upisanog kapitala drže ERSTE Stiftung temeljem dioničarskog ugovora s društvom CaixaBank S.A., 3,08% drže drugi članovi drugih dioničarskih ugovora. U slobodnoj prodaji ( <i>free float</i> ) nalazi se 68,83% dionica (od čega su 47,37% držali institucionalni ulagači, 5,00% austrijski mali ulagači, 4,08% BlackRoc Inc., 10,41% neidentificirani međunarodni institucionalni i privatni ulagači, 1,16% identificirana trgovina (uključujući održavatelje tržišta, prvorazredne brokerske usluge, vlastito trgovanje, pozajmljivanje kolaterala i dionica) te 0,81% zaposlenici društva Erste Group (sve brojeke su zaokružene).	

**Ključni generalni direktori**

Članovi uprave Izdavatelja na datum Konačnih uvjeta su sljedeći:

Bernhard Spalt  
Ingo Bleier  
Stefan Dörfler  
Alexandra Habeler-Drabek  
David O'Mahony  
Maurizio Poletto

**Ovlašteni revizori**

Sparkassen-Prüfungsverband Prüfungsstelle (ovlašteni revizor čija su dva trenutna direktora članovi Komore poreznih savjetnika i revizora (*Kammer der Steuerberater und Wirtschaftsprüfer*) na adresi Am Belvedere 1, A-1100 Beč, i PwC Wirtschaftsprüfung GmbH (član Komore poreznih savjetnika i revizora) na adresi DC Tower 1, Donau-City-Straße 7, A-1220 Beč.

**Koje su ključne financijske informacije o Izdavatelju?****Račun dobiti i gubitka** (u milijunima EUR (zaokruženi iznos))

	31. prosinca 2021. revidiran	31. prosinca 2020. revidiran
Neto prihod od kamata	4.975,7	4.774,8
Neto prihod od naknada i provizija	2.303,7	1.976,8
Rezultat umanjenja vrijednosti u vezi s financijskim instrumentima	-158,8	-1.294,8
Neto rezultat trgovanja	58,6	137,6
Rezultat poslovanja	3.435,5	2.934,6
Neto rezultat koji se može pripisati vlasnicima matičnog društva	1.923,4	783,1

**Bilanca** (u milijunima EUR (zaokruženi iznos))

	31. prosinca 2021. revidirana	31. prosinca 2020. revidirana	Vrijednost kao ishod posljednjeg postupka nadzorne provjere i ocjene (PNPO)
Ukupna imovina	307.428	277.394	-
Nadređeni dug (relevantni)*	25.295	24.587	-
Podređeni dug (relevantni)**	6.835	6.090	-
Kredit i predujmovi klijentima	180.268	166.050	-
Depoziti klijenata	210.523	191.070	-
Ukupni kapital	23.513	22.410	-

Loši krediti (na temelju neto knjigovodstvene vrijednosti / krediti i potraživanja)	2,4%	2,7%	-
Stopa redovnog osnovnog kapitala	14,5%	14,2%	10,2% (minimalni zahtjev na dan 31. prosinca 2021.)
Stopa ukupnog kapitala	19,1%	19,7%	14,4% (minimalni zahtjev na dan 31. prosinca 2021.)
Omjer financijske poluge	6,5%	6,7%	3,0% (minimalni zahtjev u skladu s CRR primjenjivim od 2021. godine)

\*) uključujući pokrivenne obveznice

\*\*) uključujući nepovlaštene nadređene obveznice

#### Koji su ključni rizici specifični za Izdavatelja?

- Društvo Erste Group moglo bi se u budućnosti suočiti s padom svoje kreditne kvalitete, posebno kao posljedicom financijskih kriza ili gospodarskih padova.
- Erste Group može biti pogođen značajnim ekonomskim poremećajima, kao što su primjerice oni uzrokovani svjetskom pandemijom koronavirusa (COVID-19), a što može imati značajni negativni učinak na Erste Group i njegove klijente.
- Poslovanje društva Erste Group uključuje nekoliko vrsta operativnih rizika.
- Društvo Erste Group je izloženo riziku da likvidnost nije lako ostvariva.

### 3. odjeljak – Ključne informacije o Vrijednosnim papirima

#### Koja su glavna obilježja Vrijednosnih papira?

##### Vrsta, razred i ISIN

Obveznice su Vario-Garant Obveznice. Obveznice će biti predstavljene nedigitalnom globalnom obveznicom. Oblik i sadržaj Obveznica, kao i prava i obveze temeljem Obveznica, u svakom su pogledu uređeni zakonima Austrije.

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##### Valuta, iznos glavnice (vrijednost), broj izdanih Obveznica i trajanje Obveznica

Vrijednost Obveznica je izražena u eurima (EUR), pri čemu je iznos glavnice po Obveznici 1,000 („Iznos glavnice“), a ukupni iznos glavnice do 50,000,000 („Ukupni iznos glavnice“). Obveznice imaju fiksno trajanje najkasnije do 31.05.2027. („Trajanje“), podložno izvanrednom isteku od strane Izdavatelja.

##### Prava vezana za Vrijednosne papire

##### Isplate kamata temeljem Obveznica

Kamata koja se isplaćuje temeljem Obveznica je 1.25 posto godišnje. „Datumi plaćanja kamata“ su godišnje 31.05. svake godine, počevši 31.05.2023.

##### Otplata Obveznica

Izdavatelj će otkupiti svaku Obveznicu plaćanjem iznosa, na Datum dospijea, koji je jednak umnošku (i) Iznosa glavnice po Obveznici i (ii) Cijene otkupa. „Cijena otkupa“ znači zbroj (a) 100.00 posto i (b) umnoška (x) 100.00 posto ako je uspjeh Referentne imovine pozitivan ili (ii) 100.00 posto. Ako je uspjeh Referentne imovine nula ili negativan i (y) uspjeh osnovne Referentne imovine

za vrijeme trajanja Obveznica, i iznosi najmanje -10.00 posto, odnosno Cijena otkupa iznosi najmanje 90.00 posto Iznosa glavnice po Obveznici („Minimalna cijena otkupa“)

Uspjeh osnovne Referentne imovine odražava uspjeh osnovne Referentne imovine između Opcijske cijene (koja je 100,00 posto cijene ili cijena zatvaranja na Datum utvrđivanja opcije) i cijene zatvaranja osnovne Referentne imovine na odnosni Datum Vrednovanja.

„Opcijska cijena“ je 100.00 posto cijene zatvaranja Referentne imovine na Datum utvrđivanja opcije.

„Datum utvrđivanja opcije“ je 25.05.2022. ili, ako taj dan nije radni/trgovinski dan, sljedeći radni/trgovinski dan.

„Datum vrednovanja“ je 24.05.2027. ili, ako taj dan nije radni/trgovinski dan, sljedeći radni/trgovinski dan.

#### **Osnovna Referentna imovina za Obveznice**

Vrsta osnovne referentne imovine za Obveznice je Indeks.

„Referentna imovina“ je indeks naveden u donjoj tablici:

Naziv Indeksa	Sponzor Indeksa	Indeks jedne ili više burza	Burza	Stranica sučelja
Solactive ERSTE Fair Invest Index VC	Solactive AG	Indeks više burza	Različite burze/trgovinske platforme	Reuters .SEFIVC

Informacije o osnovnom Indeksu mogu se dobiti na gore navedenim Stranicama sučelja.

#### **Posljedice određenih događaja u vezi s Referentnom imovinom**

U slučaju određenih događaja u vezi s osnovnom Referentnom imovinom (npr. poremećaji tržišta i drugi poremećaji, svi kako su navedeni u Uvjetima i odredbama), može uslijediti bilo što od sljedećeg:

- mogu se dogoditi određeni datumi koji su važni za određivanje u vezi s Obveznicama; i/ili
- agent za izračun može izvršiti određene izračune i/ili određenja i/ ili usklađenja u vezi s Obveznicama, a takvi izračuni, određenja i usklađenja bit će obvezujući za Imatelje; i/ili

Izdavatelj može poništiti Obveznice po njihovoj fer tržišnoj cijeni koju je odredio agent za izračun.

#### **Prijevremeni otkup Obveznica u slučaju Neispunjenja obveza ili zbog Razloga povezanih s opozivanjem**

##### **Prijevremeno poništenje od strane vlasnika u slučaju Neispunjenja obveza**

U slučaju Neispunjenja obveza, svaki Imatelj obveznice (pojedinačno „Imatelj“) ima pravo proglasiti svoje Obveznice dospjelima i zahtijevati njihov trenutni otkup u iznosu/iznosima otkupa zajedno s dospjelim kamatama (ako postoje) do datuma otplate (no ne uključujući sam datum otplate).

##### **Prijevremeni otkup od strane Izdavatelja zbog Razloga povezanih s opozivanjem**

Obveznice mogu biti otkupljene prema izboru Izdavatelja u cijelosti, ali ne djelomično, u bilo kojem trenutku, uz davanje prethodne obavijesti o otkupu u roku ne kraćem od 30 Radnih dana ni dužem od 90 Radnih dana, ako će, na sljedeći datum plaćanja kamate, Izdavatelj postati obavezan platiti dodatne iznose koji su rezultat bilo koje izmjene ili dopune zakona ili propisa Republike Austrije ili bilo koje političke jedinice ili poreznog tijela Republike Austrije ili u Republici Austriji, ili kao rezultat bilo koje izmjene ili dopune službenog tumačenja ili primjene takvih zakona ili propisa.

#### **Relativna nadređenost vrijednosnih papira**

Obveznice predstavljaju izravne, bezuvjetne, neosigurane i nepodređene obveze Izdavatelja i među sobom imaju rang *pari passu* te (podložno primjenjivim zakonskim izuzecima i bez utjecaja na naprijed navedeno) obveze plaćanja Izdavatelja na temelju Obveznica imaju rang *pari passu* sa svim ostalim neosiguranim i nepodređenim obvezama Izdavatelja, sadašnjim i budućim.

#### **Ograničenja prenosivosti**

Obveznice se mogu slobodno prenositi u skladu s mjerodavnim pravom i primjenjivim pravilima relevantnog sustava kliringa.

<b>Gdje će se trgovati Vrijednosnim papirima?</b>
<b>Zahtjev za uvrštenje za trgovanje na uređenom tržištu ili na Multilateralnoj trgovinskoj platformi (MTF-u)</b> Bit će podnesen zahtjev za uvrštenje Obveznica na <i>Amtlicher Handel</i> (Službeno tržište) <i>Wiener Börse AG</i> (Bečke burze), i za trgovanje na Stuttgartskoj burzi ( <i>Baden-Württembergische Wertpapierbörse</i> ).
<b>Koji su ključni rizici specifični za vrijednosne papire?</b>
<b>Čimbenici rizika koji se odnose na strukturu i otplatu Obveznica</b> <ul style="list-style-type: none"> <li>Imatelji su izloženi riziku da prime manje od 100 posto Iznosa glavnice Obveznica.</li> </ul> <b>Čimbenici rizika u vezi s Indeksom ili Košaricom indeksa kao referentnom imovinom</b> <ul style="list-style-type: none"> <li>Negativan učinak makroekonomskih čimbenika i čimbenika karakterističnih za društvo na Uspjeh Indeksa može također utjecati na tržišnu cijenu i Iznos otkupa Obveznica.</li> <li>Neki događaji povezani s Indeksom mogu dovesti do usklađenja ili ranog otkupa Obveznica.</li> <li>Uspjeh Obveznica ne uzima u obzir dividende i druge isplate budući da se one ne ogledaju u cijeni tog indeksa.</li> </ul> <b>Čimbenik rizika koji se odnosi na prijevremeni istek obveznice</b> <ul style="list-style-type: none"> <li>Poremećaji tržišta, mjere prilagodbe i prava isteka mogu negativno utjecati na prava Imatelja.</li> </ul> <b>Čimbenik rizika koji se odnosi na status Obveznica</b> <ul style="list-style-type: none"> <li>Obveznice mogu biti podložne otpisu vrijednosti ili konverziji u kapital po nastupu određenog događaja koji je pokretač, što može dovesti do toga da Imatelji izgube određena ili sva svoja ulaganja u Obveznice (zakonom propisana apsorpcija gubitaka).</li> </ul> <b>Čimbenik rizika koji se odnosi na sukobe interesa u vezi s Obveznicama</b> <ul style="list-style-type: none"> <li>Ulagači su izloženi riziku da Izdavatelj svojim postupcima izravno ili neizravno negativno utječe na tržišnu cijenu Obveznica ili na drugi način negativno djeluje na Imatelje, a sukob interesa mogao bi takve postupke učiniti vjerojatnijima.</li> </ul> <b>Čimbenici rizika koji se odnose na ulaganje i određivanje cijena Obveznica</b> <ul style="list-style-type: none"> <li>Cijena izdanja Obveznica može uključivati maržu u odnosu na matematičku (fer) tržišnu cijenu Obveznica. Budući da će Izdavatelj prilikom određivanja cijene vrijednosnih papira na sekundarnom tržištu također uzeti u obzir posebno naknadu za upis (ažio), razliku između ponuđene i tražene cijene, kao i proviziju i ostale naknade pored matematičke (fer) tržišne cijene Obveznica, cijene koje nudi Izdavatelj mogu značajno odstupati od fer tržišne cijene Obveznica.</li> <li>Postoji rizik da će trgovanje u Obveznicama ili temeljnoj imovini biti obustavljeno ili prekinuto što može štetno utjecati na tržišnu cijenu takvih Obveznica.</li> <li>Imatelji preuzimaju rizik da će se kreditna marža Izdavatelja proširiti, što će rezultirati smanjenjem tržišne cijene Obveznice.</li> </ul> <b>Čimbenik rizika koji se odnosi na troškove povezane s Obveznicama i tržištem Obveznica</b> <ul style="list-style-type: none"> <li>Obveznice mogu biti nelikvidne ili tržište za njih može biti ograničeno, što može negativno utjecati na njihovu tržišnu cijenu ili na mogućnost prodaje za Imatelja. Imatelji su izloženi riziku pogrešne procjene likvidnosti Obveznica i njihovog opsega izdanja.</li> </ul> <b>Čimbenik rizika u vezi s poreznim i pravnim pitanjima</b> <ul style="list-style-type: none"> <li>Obveznice su uređene austrijskim zakonom, a promjene u primjenjivim zakonima, propisima ili regulatornim politikama mogu imati štetan utjecaj na Izdavatelja, Obveznice i Imatelje.</li> </ul>
<b>4. odjeljak – Ključne informacije o javnoj ponudi vrijednosnih papira i/ili uvrštenju za trgovanje na uređenom tržištu</b>
<b>Pod kojim uvjetima i prema kojem rasporedu mogu uložiti u ovaj vrijednosni papir?</b>
<b>Opći uvjeti, uvjeti i očekivani raspored ponude</b> Nije primjenjivo; ne postoje uvjeti kojima je ponuda podložna. Obveznice će biti ponuđene trajno ( <i>Daueremissionen</i> , „zamjenjivo izdanje“). Obveznice će biti ponuđene u Austriji, Rumunjskoj i Hrvatskoj („ <b>Država/e ponude</b> “). Datum izdavanja je 31.05.2022.  Izdavatelj će ponuditi Obveznice za upis po cijeni izdanja putem javne ponude od 28.04.2022 nadalje u razdoblju od 04.05.2022.



(„Početak Razdoblja upisa“) do isteka trajanja Obveznica ili do zatvaranja zamjenjivog izdanja ili do iskorištavanja opcije opoziva.

Ako je ukupni iznos glavnice za Obveznice naveden u Konačnim uvjetima dosegnut prije kraja razdoblja upisa ili razdoblja ponude u bilo kojem trenutku radnim danom, Izdavatelj će prekinuti razdoblje upisa ili razdoblje ponude za Obveznice u relevantno vrijeme radnog dana bez prethodne najave. Ako Izdavatelj nije primio dovoljno valjanih zahtjeva za upis Obveznica do prvog datuma vrednovanja zamjenjivog izdanja, Izdavatelj zadržava pravo otkazati zamjenjivo izdanje Obveznica. Izdavatelj nije obavezan izdavati upisane Obveznice.

#### **Procijenjeni troškovi naplaćeni ulagaču**

Izdavatelj će naplatiti troškove upisniku ili kupcu u iznosu do 1,50 posto Početne cijene izdanja na Datum izdanja.

#### **Zašto se ovaj prospekt izrađuje?**

##### **Uporaba i procijenjeni neto iznos primitaka**

Izdavanje Obveznica je dio uobičajenih poslovnih aktivnosti Izdavatelja i poduzima se isključivo u svrhu ostvarenja dobiti.

##### **Datum sporazuma o pokroviteljstvu**

Ne postoji čvrsta obveza pokroviteljstva u vezi s ponuđenim Obveznicama.

##### **Naznaka najbitnijih sukoba interesa koji se odnose na ponudu ili uvrštenje za trgovanje**

Izdavatelj može s vremena na vrijeme nastupati u drugim svojstvima u odnosu na Obveznice, na primjer kao agent za izračun. Te funkcije Izdavatelju omogućuju izračun vrijednosti referentne imovine ili (ako je referentna imovina košarica) određivanje sastava referentne imovine, što može dovesti do sukoba interesa ako vrijednosni papiri ili druga imovina koju je izdao sam Izdavatelj ili društvo grupe bude odabrana da čini dio referentne imovine, ili ako je Izdavatelj u poslovnom odnosu s izdavateljem tih vrijednosnih papira ili imovine ili dužnikom na temelju njih.

Izdavatelj djeluje kao održavatelj tržišta za Obveznice i, u određenim slučajevima, osnovu. U kontekstu djelatnosti održavanja tržišta, Izdavatelj će u bitnome odrediti tržišnu cijenu Obveznica, a potencijalno i osnove. Tržišne cijene koje navede Izdavatelj u svojstvu održavatelja tržišta neće uvijek odgovarati tržišnim cijenama koje bi se razvile u odsustvu takvog održavanja tržišta i na likvidnom tržištu.

Izdavatelj može s vremena na vrijeme sklapati transakcije koje uključuju referentnu imovinu za svoje vlasničke račune i za račune kojima upravlja. Takve transakcije mogu imati negativan učinak na vrijednost referentne imovine i posljedično na tržišnu cijenu Obveznica. Smatrat će se da upućivanja na referentnu imovinu uključuju sve sastavnice Indeksa, ako je to primjenjivo.

Izdavatelj može izdati druge izvedene instrumente za relevantnu referentnu imovinu te uvođenje takvih konkurentskih proizvoda na tržište može utjecati na tržišnu cijenu Obveznica.

Izdavatelj može koristiti sve ili dio primitaka od prodaje Obveznica za sklapanje transakcija omeđivanja rizika. Izdavateljeve djelatnosti omeđivanja rizika mogu utjecati na tržišnu cijenu. Na tržišnu cijenu Obveznica osobit bi učinak mogla imati likvidacija svih ili jednog dijela pozicija omeđivanja rizika u vremena dospjeća ili isteka Obveznica ili oko njih.

Izdavatelj može steći informacije o referentnoj imovini koje nisu javne i odlučiti da takve informacije neće priopćiti bilo kojem imatelju. Izdavatelj također može objaviti izvješća istraživanja u vezi s referentnom imovinom. Takvi bi postupci mogli dovesti do sukoba interesa i utjecati na tržišnu cijenu Obveznica.

Izdavatelj i njegova konsolidirana društva kćeri mogu zapošljavati osobe s drugim zaposlenjem, kao što su izvršni službenici upravnih ili nadzornih odbora u drugim društvima ili unutar Erste Group. Društva u okviru društva Erste Group ili druga takva društva mogu biti osnova Obveznica.

<b>Rezumat specific emisiunii</b>	
<b>Secțiunea 1 – Introducere, inclusiv atenționări</b>	
<b>Atenționări</b>	
<p>Acest rezumat („<b>Rezumatul</b>”) trebuie citit ca introducere la prospectul de bază, care este alcătuit din documente separate emise la data de 7 decembrie 2021 („<b>Prospectul</b>”) în legătură cu Programul de Emisiune de Titluri de Creanță Structurate („<b>Programul</b>”) al Erste Group Bank AG („<b>Emitentul</b>”). Orice decizie de a investi în valorile mobiliare („<b>Titlurile de Creanță</b>” sau „<b>Valorile Mobiliare</b>”) trebuie să se bazeze pe o examinare de către investitori a întregului Prospect, care cuprinde nota privind valorile mobiliare aferentă Programului din data de 7 decembrie 2021, cu completările ulterioare, documentul de înregistrare al Emitentului din data de 21 iunie 2021 cu completările ulterioare („<b>Documentul de Înregistrare</b>”), orice informații încorporate prin referință în aceste două documente, orice suplimente ale acestora, precum și condițiile finale („<b>Condițiile Finale</b>”). Investitorii trebuie să aibă în vedere faptul că ar putea să piardă, integral sau parțial, capitalul investit.</p> <p>În cazul în care se intenționează o acțiune în fața unei instanțe privind informațiile cuprinse în Prospect, este posibil ca, în conformitate cu legislația națională, investitorii reclamantși să suporte cheltuielile de traducere a Prospectului înainte începerii procedurii judiciare.</p> <p>Răspunderea civilă revine exclusiv persoanelor care au prezentat acest Rezumat, inclusiv orice traducere a acestuia, dar doar atunci când acest Rezumat este înșelător, inexact sau contradictoriu în raport cu celelalte părți ale Prospectului, sau atunci când acesta nu furnizează, în raport cu celelalte părți ale Prospectului, informațiile esențiale pentru a ajuta investitorii să decidă atunci când iau în considerare dacă investesc în astfel de Titluri de Creanță.</p> <p>Produsul pe care intenționați să îl achiziționați este un produs complex și ar putea fi dificil de înțeles.</p>	
<b>Introducere</b>	
<b>Denumirea și numărul de identificare a valorilor mobiliare</b>	1,25% ERSTE Fair Invest Garant 90% 22-27 ISIN: AT0000A2XLR9
<b>Emitent</b>	Erste Group Bank AG LEI: PQOH26KWDF7CG10L6792 Detalii de contact: Am Belvedere 1, A-1100 Vienna, Tel.: +43-50100-0
<b>Autoritatea competentă</b>	Autoritatea Austriacă a Piețelor Financiare ( <i>Finanzmarktaufsichtsbehörde - FMA</i> ), Otto-Wagner-Platz 5, A-1090 Vienna, Tel.: (+43-1) 249 59 0
<b>Data aprobării Prospectului</b>	Condiții Finale din data de 26 Aprilie 2022 Notă privind valorile mobiliare din data de 7 decembrie 2021 Document de Înregistrare din data de 21 iunie 2021
<b>Secțiunea 2 – Informații esențiale privind Emitentul</b>	
<b>Cine este Emitentul Titlurilor de Creanță?</b>	
<b>Sediul social, forma juridică, legislația în temeiul căreia își desfășoară activitatea și țara în care a fost constituit</b>	
Emitentul este o societate pe acțiuni ( <i>Aktiengesellschaft</i> ), înregistrată la registrul societăților comerciale din Austria ( <i>Firmenbuch</i> ) de pe lângă tribunalul comercial din Viena ( <i>Handelsgericht Wien</i> ) sub numărul de înregistrare FN 33209 m. Emitentul are sediul social în Viena, Republica Austria. Acesta funcționează conform legislației austriece.	
<b>Activități principale</b>	
Emitentul, împreună cu filialele și participațiile luate ca întreg („ <b>Grupul Erste</b> ”) oferă clienților săi o gamă largă de servicii incluzând, în funcție de piața specifică, produse legate de depozite și de conturi curente, acordarea de credite ipotecare și credite de consum, finanțări de investiții și de capital de lucru, servicii de private banking, servicii de investment banking, administrare de active, finanțare de proiecte, finanțarea tranzacțiilor comerciale internaționale, servicii de tranzacționare, leasing și factoring.	
<b>Acționarii majoritari</b>	
La data Documentului de Înregistrare, DIE ERSTE österreichische Spar-Casse Privatstiftung („ <b>ERSTE Stiftung</b> ”) deține împreună cu partenerii săi co-semnatari ai contractelor între acționari aproximativ 31,17% din capitalul social subscris al Emitentului și este acționar principal cu o participație de 16,50%. Erste Stiftung deține 5,90% din capitalul social în mod direct, participația indirectă a Erste Stiftung reprezintă 10,60% din capitalul social deținut de Sparkassen Beteiligungs GmbH & Co KG, o societate afiliată a ERSTE Stiftung. O participație de 1,67% din capitalul social este deținută în mod direct de către fundații ale băncilor de economii acționând împreună cu ERSTE Stiftung. O participație de 9,92% din capitalul subscris este deținută de către ERSTE Stiftung în baza unui contract între acționari încheiat cu CaixaBank S.A., iar o participație de 3,08% este deținută de alți parteneri co-semnatari ai altor contracte între acționari. Acțiunile aflate în circulație liberă reprezintă 68,83% (din care 47,37% erau deținute de investitori	

instituționali, 5,00% de către investitori de retail din Austria, 4,08% de către BlackRock Inc., 10,41% de către investitori instituționali și privați internaționali neidentificați, 1,16% de către poziții de trading identificate (inclusiv formatori de piață, servicii principale de brokeraj, tranzacționări în nume propriu, garanții și împrumuturi de titluri) și 0,81% de către salariații Grupului Erste (toate cifrele sunt rotunjite).

#### Identitatea administratorilor principali

Membrii consiliului de administrație al Emitentului, la data Condițiilor Finale, sunt:

Bernhard Spalt  
Ingo Bleier  
Stefan Dörfler  
Alexandra Habeler-Drabek  
David O'Mahony  
Maurizio Poletto

#### Identitatea auditorilor statutari

Sparkassen-Prüfungsverband Prüfungsstelle (auditor statutar, doi dintre administratorii căruia sunt membri ai „Kammer der Steuerberater und Wirtschaftsprüfer”) cu sediul la Am Belvedere 1, A-1100 Vienna, și PwC Wirtschaftsprüfung GmbH (membru al „Kammer der Steuerberater und Wirtschaftsprüfer”) cu sediul la DC Tower 1, Donau-City-Straße 7, A-1220 Vienna.

#### Care sunt informațiile financiare esențiale referitoare la Emitent?

##### Contul de profit și pierdere (în milioane de Euro (rotunjit))

	31 decembrie 2021 auditate	31 decembrie 2020 auditate
Venituri nete din dobânzi	4.975,7	4.774,8
Venituri nete din taxe și comisioane	2.303,7	1.976,8
Pierdere netă din deprecierea activelor financiare	-158,8	-1.294,8
Venituri nete din tranzacționare	58,6	137,6
Rezultatul operațional	3.435,5	2.934,6
Profit net sau pierdere netă atribuibil(ă) acționarilor societății-mamă	1.923,4	783,1

##### Bilanțul (în milioane de Euro (rotunjit))

	31 decembrie 2021 auditate	31 decembrie 2020 auditate	Valoarea care reprezintă rezultatul celui mai recent proces de supraveghere și evaluare (SREP)
Total active	307.428	277.394	-
Datorii cu rang prioritar (în emisiune)*	25.295	24.587	-
Datorii subordonate (în emisiune)**	6.835	6.090	-
Împrumuturi și avansuri către clienți	180.268	166.050	-
Depozite de la clienți	210.523	191.070	-
Total capitaluri proprii	23.513	22.410	-

Credite neperformante (pe baza valorii contabile nete)/împrumuturi și creanțe	2,4%	2,7%	-
Rata fondurilor proprii de nivel 1 de bază (CET1)	14,5%	14,2%	10,2% (Cerință minimă în vigoare de la 31 decembrie 2021)
Rata fondurilor proprii totale	19,1%	19,7%	14,4% (Cerință minimă în vigoare de la 31 decembrie 2021)
Indicatorul efectului de levier	6,5%	6,7%	3,0% (cerință minimă conform CRR aplicabilă din 2021) de capital) aplicabil începând cu 2021)

\*) inclusiv obligațiuni garantate

\*\*\*) inclusiv titluri de creanță nepreferențiale cu rang prioritar

#### Care sunt principalele riscuri specifice Emitentului?

- Grupul Erste se poate confrunta în continuare în viitor cu deteriorarea calității creditelor, în special ca urmare a crizei financiare și a încetinirii economice.
- Grupul Erste ar putea suferi perturbări economice severe, astfel cum sunt induse de exemplu de către pandemia mondială de coronavirus (COVID-19), care poate avea efecte negative semnificative asupra Grupului Erste și asupra clienților săi.
- Activitatea Grupului Erste este expusă unor riscuri operaționale diverse.
- Grupul Erste este expus riscului ca lichiditățile să nu fie imediat disponibile.

#### Secțiunea 3 – Informații esențiale privind Valorile Mobiliare

##### Care sunt principalele caracteristici ale Valorilor Mobiliare?

###### Tip, clasă și ISIN

Titlurile de Creanță sunt Titluri de Creanță Vario-Garant. Titlurile de Creanță vor fi reprezentate printr-un titlu de creanță global nedigital. Forma și conținutul Titlurilor de Creanță precum și toate drepturile și obligațiile izvorâte din Titlurile de Creanță sunt stabilite, sub orice aspect, de legile din Austria.

ISIN: AT0000A2XLR9 / WKN: EB09HY

**Moneda, Valoarea Principalului (valoarea nominală), numărul de Titluri de Creanță emise și scadența Titlurilor de Creanță**  
Titlurile de Creanță sunt emise în EURO (EUR) cu o valoare a principalului per Titlu de Creanță de EUR 1,000 („**Valoarea Principalului**”) și o valoare totală a principalului de până la EUR 50,000,000 („**Valoarea Totală a Principalului**”). Titlurile de Creanță au un termen de scadență fix, care se încheie cel târziu la data de 31.05.2027 („**Data Scadenței**”), sub rezerva încetării extraordinare de către Emitent.

###### Drepturi aferente Valorilor Mobiliare

###### Plata dobânzilor datorate în baza Titlurilor de Creanță

Rata dobânzii plătită în baza Titlurilor de Creanță este de 1.25 *de procente* pe an. „**Datele de Plată a Dobânzii**” sunt anuale pe data de 31.05 a fiecărui an, începând cu 31.05.2023.

###### Rambursarea Titlurilor de Creanță

Fiecare Titlu de Creanță va fi răscumpărat de Emitent prin plata la Data Scadenței a unei sume egale cu produsul dintre (i) Valoarea Principalului per Titlu de Creanță și (ii) Prețul de Răscumpărare. „**Prețul de Răscumpărare**” înseamnă suma dintre (a) 100.00 de

procente și (b) produsul dintre (x) 100.00 de procente dacă performanța Activului de Referință este pozitivă sau (ii) 100.00 de procente dacă performanța Activului de Referință este zero sau negativă și (y) performanța Activului de Referință subiacent pe durata Titlurilor de Creanță, și este egal cu cel puțin -10.00 de procente, adică Prețul de Răscumpărare este egal cu cel puțin 90.00 de procente din Valoarea Principalului per Titlu de Creanță („**Prețul Minim de Răscumpărare**”).

Performanța Activului de Referință subiacent reflectă performanța Activului de Referință subiacent dintre Prețul Strike (reprezentând 100.00 din prețul(prețurile) de închidere din Data Stabilirii Valorii Strike) și prețul de închidere al Activului de Referință subiacent din Ziua de Evaluare relevantă.

„**Prețul Strike**” este 100.00 de procente din prețul de închidere al Activul de Referință relevant la Data Stabilirii Valorii Strike.

„**Data Stabilirii Valorii Strike**” este 25.05.2022 sau dacă această dată nu este o zi lucrătoare/de tranzacționare, următoarea zi lucrătoare/de tranzacționare.

„**Ziua de Evaluare**” este 24.05.2027 sau dacă data respectivă nu este o zi lucrătoare/de tranzacționare, următoarea zi lucrătoare/de tranzacționare.

#### **Activul de Referință subiacent Titlurilor de Creanță**

Tipul de activ de referință subiacent Titlurilor de Creanță este Indice.

„**Activul de Referință**” este indicele menționat în tabelul de mai jos:

<b>Denumirea Indicelui</b>	<b>Sponsor Indice</b>	<b>Indice tranzacționat pe o singură bursă sau Indice tranzacționat pe mai multe burse</b>	<b>Bursă</b>	<b>Pagina de Afișaj</b>
Solactive ERSTE Fair Invest Index VC	Solactive AG	Indice tranzacționat pe mai multe burse	mai multe burse / platforme de tranzacționare	Reuters .SEFIVC

Informații privind Indicele pot fi obținute de pe Pagina de Afișaj indicate mai sus.

#### **Consecințele anumitor situații care privesc Activul de Referință**

În anumite situații care privesc Activul de Referință subiacent (spre exemplu perturbarea pieței și alte situații de perturbare, astfel cum sunt prevăzute în Termeni și Condiții) pot avea următoarele consecințe:

- pot fi amânate anumite date care sunt relevante pentru determinările privind Titlurile de Creanță și/sau
- agentul de calculare poate efectua anumite calcule și/sau determinări și/sau ajustări cu privire la Titluri de Creanță, iar aceste calcule, determinări și ajustări pot avea caracter obligatoriu pentru Deținători și/sau

Emitentul poate înceta tranzacționarea Titlurilor de Creanță pentru prețul just de piață al acestora determinat de agentul de calculare.

#### **Răscumpărarea anticipată a Titlurilor de Creanță în Situații de Neîndeplinire a Obligațiilor sau în Scopuri Fiscale**

##### **Încetarea anticipată de către deținători la survenirea unei Situații de Neîndeplinire a Obligațiilor**

La survenirea unei situații de neîndeplinire a obligațiilor, fiecare Deținător al unui Titlu de Creanță (denumit „**Deținătorul**”) va fi îndreptățit să declare scadența Titlurilor de Creanță pe care le deține și să solicite răscumpărarea imediată la valoarea de răscumpărare împreună cu dobânda acumulată (dacă este cazul) până la (exclusiv) data răscumpărării.

##### **Răscumpărarea anticipată de către Emitent în scopuri fiscale**

Titlurile de Creanță vor fi răscumpărate la alegerea Emitentului, în totalitate și nu parțial, oricând, în baza unei notificări de răscumpărare transmise cu cel puțin 30 sau cel mult 90 de Zile Lucrătoare în prealabil, dacă la următorul termen de plată a dobânzii, Emitentul va fi obligat la plata unor sume suplimentare în urma oricărei modificări sau a oricărui amendament al legilor sau reglementărilor Republicii Austria sau a oricărei subdiviziuni politice sau autorități fiscale a acesteia, sau ca urmare a oricărei modificări sau a oricărui amendament al unei interpretări oficiale sau al aplicării legilor sau reglementărilor respective.

#### **Rangul relativ al valorilor mobiliare**

Titlurile de Creanță constituie obligații directe, necondiționate, negarantate și nesubordonate ale Emitentului, cu rang *pari passu* unele față de celelalte și (cu rezerva excepțiilor statutare aplicabile și fără a aduce atingere prevederii anterioare) obligațiile de plată ale Emitentului în temeiul Titlurilor de Creanță, au rang *pari passu* față de toate celelalte obligații negarantate și nesubordonate ale

Emitentului, prezente și viitoare.
<b>Restricții impuse asupra liberei transferabilități</b> Titlurile de Creanță sunt liber transferabile conform legilor și reglementărilor aplicabile precum și condițiilor generale aplicabile ale sistemului de compensare relevant.
<b>Unde vor fi tranzacționate Valorile Mobiliare?</b>
<b>Cerere de admitere la tranzacționare pe o piață reglementată sau de tranzacționare într-un MTF</b> Se va solicita admiterea Titlurilor de Creanță la tranzacționare pe „ <i>Amtlicher Handel</i> ” (Piața Oficială) a <i>Wiener Börse AG (Bursa de Valori din Viena)</i> și la tranzacționare pe Bursa de Valori din Stuttgart ( <i>Baden-Württembergische Wertpapierbörse</i> ).
<b>Care sunt principalele riscuri specifice Valorilor Mobiliare?</b>
<b>Factori de risc privind structura și randamentul Titlurilor de Creanță</b> <ul style="list-style-type: none"> <li>Deținătorii sunt expuși riscului să primească mai puțin de 100 % din valoarea principalului Titlurilor de Creanță.</li> </ul> <b>Factori de risc privind un Indice sau un Coș de Indici stabiliți ca activ de referință</b> <ul style="list-style-type: none"> <li>Factori macroeconomici și specifici societății, care au un efect negativ asupra Performanței Indicelui pot afecta, de asemenea, prețul de piață al Titlurilor de Creanță și Valoarea de Răscumpărare a Titlurilor de Creanță.</li> <li>Anumite evenimente referitoare la Indice pot avea drept rezultat o ajustare sau răscumpărarea anticipată a Titlurilor de Creanță.</li> <li>Performanța Titlurilor de Creanță nu conferă dividende și alte repartizări, deoarece acestea nu sunt reflectate în prețul indicelui respectiv.</li> </ul> <b>Factor de risc privind răscumpărarea anticipată a Titlurilor de Creanță</b> <ul style="list-style-type: none"> <li>Înteruperile pieței, măsurile de ajustare și drepturile de rascumparare pot afecta negativ drepturile deținătorilor.</li> </ul> <b>Factor de risc privind statutul Titlurilor de Creanță</b> <ul style="list-style-type: none"> <li>Deținătorii sunt expuși riscului de absorbție a pierderilor conform legii.</li> </ul> <b>Factor de risc privind conflictele de interese cu privire la Titlurile de Creanță</b> <ul style="list-style-type: none"> <li>Investitorii sunt expuși riscului ca acțiunile directe sau indirecte ale Emitentului să aibă efecte negative asupra prețului de piață al Titlurilor de Creanță sau să afecteze în alt mod negativ Deținătorii, iar conflictele de interese pot crește probabilitatea acestor acțiuni.</li> </ul> <b>Factori de risc privind investiția și prețul Titlurilor de Creanță</b> <ul style="list-style-type: none"> <li>Prețul de emisiune al Titlurilor de Creanță poate include o marjă pentru prețul de piață (just) matematic al Titlurilor de Creanță. Dat fiind că, la stabilirea prețului valorilor mobiliare pe piața secundară, Emitentul va lua în considerare, în special, și comisionul de subscriere (agio), diferențialul dintre prețul de ofertă și cel de cerere, precum și comisionul și alte onorarii în plus față de prețul de piață (just) matematic al Titlurilor de Creanță, prețurile cotate de Emitent se pot abate în mod semnificativ de la prețul de piață just al Titlurilor de Creanță.</li> <li>Deținătorii sunt expuși riscului unei evoluții nefavorabile a prețurilor de piață, care se materializează dacă Titularul vinde Titlurile de Creanță înainte de scadența finală a acestora.</li> <li>Deținătorii își asumă riscul creșterii marjei de credit a Emitentului, determinând o scădere a prețului de piață a Titlurilor de Creanță.</li> </ul> <b>Factor de risc privind costurile aferente Titlurilor de Creanță și pieței Titlurilor de Creanță</b> Este posibil ca Titlurile de Creanță să nu aibă lichidități sau ca piața acestor Titluri să fie limitată, iar acest lucru poate afecta în mod nefavorabil prețul de piață al acestora sau capacitatea Deținătorului de a le înstrăina. Deținătorii sunt expuși riscului unei evaluări greșite a lichidității Titlurilor de Creanță cauzată de volumul de emisiune a Titlurilor de Creanță.
<b>Secțiunea 4 – Informații esențiale privind oferta publică de valori mobiliare și/sau admiterea la tranzacționare pe o piață reglementată</b>
<b>Care sunt condițiile și calendarul în care pot investi în aceste valori mobiliare?</b>
<b>Clauze generale, condiții și calendarul preconizat al ofertei</b> Nu se aplică; nu există condiții care să reglementeze oferta. Titlurile de Creanță vor fi oferite permanent ( <i>Daueremissionen</i> , emisiuni continue („ <b>tap issue</b> ”)). Titlurile de Creanță vor fi oferite în Austria, România, Croația („ <b>Statul(Statele) Ofertei</b> ”). Data Emisiunii este 31.05.2022.

Titlurile de Creanță vor fi oferite spre subscriere de către Emitent la prețul de emisiune printr-o ofertă publică de la 28.04.2022 respectiv în perioada de la 04.05.2022 („**Începerea Perioadei de Subscriere**”) până la sfârșitul duratei Titlurilor de Creanță sau până la închiderea emisiunii continue sau până la exercitarea unei opțiuni de cumpărare.

Dacă valoarea totală a principalului Titlurilor de Creanță indicată în Condiții Generale a fost atinsă înainte de încheierea perioadei de subscriere sau a perioadei ofertei în orice moment într-o zi lucrătoare, Emitentul va înceta perioada de subscriere sau perioada ofertei în legătură cu Titlurile de Creanță în momentul respectiv din acea zi lucrătoare, fără notificare prealabilă.

Dacă Emitentul nu a primit suficiente cereri valabile de subscriere pentru Titlurile de Creanță până la prima dată a emisiunii din emisiunea continuă, Emitentul își rezervă dreptul de a anula emisiunea continuă a Titlurilor de Creanță. Emitentul nu este obligat să emită Titlurile de Creanță subscrise.

#### **Cheltuieli estimative percepute investitorului**

Emitentul va percepe de la subscriitor sau de la cumpărător costuri de până la 1,50 per cent din Prețul Inițial de Emisiune la Data Emisiunii.

#### **De ce a fost elaborat acest prospect?**

#### **Utilizarea și cuantumul net estimat al veniturilor**

Emisiunea de Titluri de Creanță face parte din activitatea obișnuită a Emitentului și este realizată exclusiv în scopul de a genera profituri.

#### **Data acordului de subscriere**

Nu există o subscriere fermă în legătură cu Titlurile de Creanță oferite.

#### **Indicație privind cele mai importante conflicte de interese referitoare la ofertă sau la admiterea la tranzacționare**

La diferite intervale de timp, Emitentul poate acționa în alte calități în legătură cu Titlurile de Creanță, precum în calitate de agent de calculare. Asemenea funcții pot permite Emitentului să calculeze valoarea activului de referință sau (dacă activul de referință este un coș) să stabilească compoziția activului de referință, ceea ce poate crea conflicte de interese în cazurile în care pot fi alese valori mobiliare sau alte active emise de Emitent sau de o societate din cadrul grupului pentru a face parte din activul de referință, sau în cazul în care Emitentul are o relație de afaceri cu emitentul sau debitorul valorilor mobiliare sau al activelor respective.

Emitentul acționează ca formator de piață în ceea ce privește Titlurile de Creanță și, în anumite cazuri, elementul subiacent. În contextul acestor activități de formare a pieței, Emitentul va stabili în mod substanțial prețul de piață al Titlurilor de Creanță și eventual al elementului subiacent. Prețurile de piață furnizate de Emitent în calitate de formator de piață nu vor corespunde întotdeauna prețurilor de piață care s-ar fi format în absența acestei activități de formare a pieței și într-o piață lichidă.

La diferite intervale de timp, Emitentul poate participa la tranzacții incluzând activul de referință pentru conturile proprii și pentru conturi administrate de acesta. Aceste tranzacții pot avea un efect negativ asupra valorii activului de referință și, prin urmare, asupra prețului de piață al Titlurilor de Creanță. Referințele la activ de referință se consideră că includ oricare dintre componentele sale de Indice, dacă este cazul.

Emitentul poate emite alte instrumente derivate în legătură cu activul de referință relevant, iar introducerea pe piață a acestor produse concurente poate afecta prețul de piață al Titlurilor de Creanță.

Emitentul poate utiliza toate sau unele dintre veniturile realizate din vânzarea Titlurilor de Creanță pentru a încheia tranzacții de hedging. Activitățile de hedging ale Emitentului pot afecta respectivul preț de piață. Prețul de piață al Titlurilor de Creanță pot fi în special afectate de lichidarea tuturor sau a unora dintre pozițiile de hedging la data sau în jurul datei de scadență sau de expirare a Titlurilor de Creanță.

Emitentul poate dobândi informații fără caracter public cu privire la activul de referință și Emitentul nu se angajează să divulge aceste informații oricărui deținător. De asemenea, Emitentul poate publica rapoarte de cercetare cu privire la activul de referință. Aceste activități pot crea conflicte de interese și pot afecta prețul de piață al Titlurilor de Creanță.

Emitentul și filialele sale consolidate pot angaja persoane cu ocupații secundare, precum directori executivi ai consiliilor de conducere sau ai consiliilor de supraveghere ale altor societăți sau din cadrul Grupului Erste. Societățile Grupului Erste sau aceste alte societăți pot fi elementele subiacente ale Titlurilor de Creanță.