

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.

25.04.2024

## 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.

### **ERSTE ATX-Garant (V) 24-27** (the "**Notes**")

issued pursuant to the

### **Capital Guaranteed 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: 31.05.2024<sup>1</sup>

Series No.: 229

Tranche No.: 1

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<sup>1</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 23 June 2023 and its supplement(s) (if any) and (ii) the registration document of Erste Group Bank AG (the "**Issuer**") dated 7 June 2023 and its supplement(s) (if any) or any successor registration document, respectively) (the "**Prospectus**") pertaining to the Capital Guaranteed 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 23 June 2023 is expected to be valid until 24 June 2024. 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 Upside Garant Notes - Option I, 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 100,000,000 (in words: one hundred 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 in full by a digital global note (the "**Global Note**") pursuant to § 24 lit e of the Austrian Securities Depository Act, as amended, which has been created by an electronic data record at a central securities depository on the basis of the information electronically communicated to the central securities depository by the Issuer.

(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 ("**T2**") 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

The Notes do not accrue interest.

#### § 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, which is limited by the Cap and equals to at least the Floor, i.e. the Redemption Price is at least 100.00 *per cent.* of the Principal Amount per Note (the "**Minimum Redemption Price**") and no more than 123.00 *per cent.* of the Principal Amount per Note (the "**Maximum Redemption Price**") and is calculated by using the following formula:

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

#### 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"** has the meaning as defined in § 5 of the Issue Specific Conditions.

**"Cap"** is 23.00 per cent. and specifies the upper limit of the product of (x) the Participation and (y) the Performance.

**"Floor"** is 0.00<sup>1</sup> per cent. and specifies the lower limit of the product of (x) the Participation and (y) the Performance.

**"Strike Fixing Date"** has the meaning as defined in § 5 of the Issue Specific Conditions.

**"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.

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

**"Maturity Date"** is 30.11.2027, 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:**

**"Reference Asset"** is the Index.

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

**"Exchange"** means the Exchange listed in the below table for the Index and 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
ATX	Wiener Börse AG (as well as any entity which has been commissioned by it to calculate and/or publish the Index Level)	Single Exchange Index	Vienna Stock Exchange	Reuters .ATX

**"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.

<sup>1</sup> 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.

#### § 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 due date shall be postponed to the next calendar day which is a Business Day.

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 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 as of the relevant Valuation Time 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 using the Exchange traded or quoted price as of the relevant Valuation Time on that Reference Cut-Off Date of each Component comprised in the Index (or, if an event giving rise to a Disrupted Day has occurred in respect of any relevant Component on that Reference Cut-Off Date, its good faith estimate of the value for the relevant Component as of the relevant Valuation Time on that Reference Cut-Off Date) (and such determination by the Calculation Agent pursuant to this paragraph (ii) shall be deemed to be the Index Level at the Valuation Time 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"** is, subject to an adjustment pursuant to § 5 of the Issue Specific Conditions, 23.11.2027 or if such day is not an Exchange Business Day, the next Exchange Business Day.

**"Strike Fixing Date"** is, subject to an adjustment pursuant to this § 5 of the Issue Specific Conditions, 30.05.2024, or if such day is not an Exchange Business Day, the next Exchange Business Day.

**"Valuation Time"** means in respect of a Single Exchange Index (a) for the purposes of determining whether a Market Disruption Event has occurred in respect of (I) any Component, the Scheduled Closing Time on the Exchange in respect of such Component (provided that, if the relevant Exchange closes prior to its Scheduled Closing Time, then the Valuation Time shall be such actual closing time), and (II) any options contracts or futures contracts on the Index, the close of trading on the Related Exchange, and (b) in all other circumstances, the time at which the official closing level of the Index is calculated and published by the Index Sponsor.

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

**"Exchange Business Day"** means in respect of a Single Exchange Index any Scheduled Trading Day on which (a) the Index Sponsor calculates and publishes the level of the Index, and (b) the Exchange and each Related Exchange are open for trading during their respective regular trading sessions notwithstanding any such Exchange or Related Exchange closing prior to its Scheduled Closing Time.

**"Exchange Disruption"** means in respect of a Single Exchange Index, any event (other than an Early Closure) that disrupts or impairs (as determined by the Calculation Agent) the ability of market participants in general (a) to effect transactions in, or obtain market values for, in the case of an Index, any relevant Exchange relating to Components that comprise 20 per cent. or more of the level of the Index, or (b) to effect transactions in, or obtain market values for, futures or options contracts relating to such Index on any relevant Related Exchange.

**"Trading Disruption"** means in respect of a Single Exchange Index any suspension of, or limitation imposed on, trading by the Exchange or Related Exchange or otherwise, and whether by reason of movements in price exceeding limits permitted by the Exchange or Related Exchange or otherwise, (a) relating to Components that comprise 20 per cent. or more of the level of that Index on any relevant Exchange or (b) in futures or options contracts relating to the relevant Index on any relevant Related Exchange.

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

**"Index Level"** means the Closing Price 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.

**"Market Disruption Event"** means in respect of a Single Exchange Index the occurrence or existence of (a) a Trading Disruption, (b) an Exchange Disruption, which in either case the Calculation Agent determines is material, at any time during the one hour period that ends at the relevant Valuation Time, or (c) an Early Closure. For the purposes of determining whether a Market Disruption Event in respect of an Index exists at any time, if a Market Disruption Event occurs in respect of a Component included in the Index at any time, then the relevant percentage contribution of that Component to the level of the Index shall be based on a comparison of (y) the portion of the level of the Index attributable to that Component and (z) the overall level of the Index, in each case immediately before the occurrence of such Market Disruption Event.

**"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 in respect of a Single Exchange Index any Scheduled Trading Day on which (a) the Index Sponsor fails to publish the level of the Index (provided that the Calculation Agent may, in its discretion, determine that such event instead results in the occurrence of an Index Disruption), (b) the Exchange or any Related Exchange fails to open for trading during its regular trading session or (c) a Market Disruption Event has occurred.

**"Related Exchange"** means each exchange or quotation system (as the Calculation Agent may select) where trading has a material effect (as determined by the Calculation Agent) on the overall market for futures or options contracts relating to the Index or, in any such case, any transferee or successor exchange of such exchange or quotation system (provided that the Calculation Agent has determined that there is comparable liquidity relative to the futures or options contracts relating to such Index on such temporary substitute exchange or quotation system as on the original Related Exchange).

**"Scheduled Closing Time"** means in respect of the Exchange or Related Exchange the scheduled weekday closing time of the Exchange or Related Exchange on such Scheduled Trading Day, without regard to after hours or any other trading outside of the regular trading session hours.

**"Scheduled Trading Day"** means in respect of a Single Exchange Index any day on which (a) the Index Sponsor is scheduled to publish the level of the Index, and (b) each Exchange and each Related Exchange are scheduled to be open for trading for their respective regular trading sessions.

**"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.

**"Early Closure"** means in respect of a Single Exchange Index the closure on any Exchange Business Day of the Exchange relating to Components that comprise 20 per cent. or more of the level of the relevant Index or any Related Exchange(s) prior to its Scheduled Closing Time, unless such earlier closing time is announced by such Exchange(s) or Related Exchange(s) at least one hour prior to the earlier of (a) the actual closing time for the regular trading session on such Exchange(s) or Related Exchange(s) on such

Exchange Business Day, and (b) the submission deadline for orders to be entered into the Exchange or Related Exchange system for execution at the Valuation Time on such Exchange Business Day.

## § 6 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 a Note 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.

Any such redemption pursuant to this § 6 shall only be possible if the conditions to redemption and repurchase set out in § 4 (3) of the General Conditions are met.

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 Benchmarks 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 Benchmarks 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

Benchmarks 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 Benchmarks 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 Benchmarks 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 Benchmarks Regulation during the period of such suspension or withdrawal.

**"Benchmarks 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 Benchmarks 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.

## § 7

### 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 relevant 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 a relevant 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 a relevant Index (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:

the Calculation Agent shall determine if such Index Adjustment Event has a material effect on the Notes and, if so, shall calculate the relevant Index Level using, in lieu of a published level for that Index, the level for that Index as at the Valuation Time 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 (other than those Components that have since ceased to be listed on the relevant Exchange).

If, provided that, in the determination of the Calculation Agent, the above provisions 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.

Any such redemption pursuant to this § 7(a) shall only be possible if the conditions to redemption and repurchase set out in § 4 (3) of the General Conditions are met.

**(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.

## 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

#### Reasons for the Offer and Use of Proceeds

See the section entitled "2.1.9 Reasons for the offer and use of proceeds from the sale of the Notes" in the Securities Note.

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 AT0000A3CT23
- German Security Code EB09XM
- 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
ATX	Reuters .ATX

#### Issue Yield

The minimum issue yield is 0.00 per cent. per annum. in case there is no early redemption. The yield is calculated in accordance with the ICMA (International Capital Market Association) method. The ICMA method determines the effective interest rate on notes by taking into account accrued interest on a daily basis.

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 30 November 2023 and Supervisory Board dated 14 December 2023

### 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

up to EUR 100,000,000

announcing to the public the definitive amount of the offer

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, which may be adjusted from time to time in accordance with the market price, by means of a public offering from 29.04.2024 respectively in the period from 03.05.2024 (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 before notification is made. The subscriber will be informed of the amount of securities allocated by way of booking such amount to its 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 2.00%

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, Germany, 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 2.00 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 31.05.2024).

**Statement on benchmarks according to Article 29 (2) of the Benchmarks Regulation:**

The amount(s) payable under the Notes is/are calculated by reference to ATX, which is/are provided by Wiener Börse AG. As at the date of these Final Terms, Wiener Börse 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.

**Publication of post-issuance information:**

Except for the notices referred to in the Terms and Conditions, the Issuer does not intend to publish any post-issuance information.

Signed on behalf of the Issuer

By:  
Duly authorised

By:  
Duly authorised

## ANNEX

### ADDITIONAL PROVISIONS RELATING TO THE UNDERLYING(S)

The **Austrian Traded Index (ATX)** is calculated and published by Vienna Stock Exchange and therefore represents its intellectual property. The designation „**ATX**“ is a registered trademark of Vienna Stock Exchange. The index description as well as its rules and composition are online available on [www.indices.cc](http://www.indices.cc).

Vienna Stock Exchange does not guarantee the accuracy and/or the completeness of the index or any data included therein and Vienna Stock Exchange shall have no liability for any errors, omissions, or interruptions therein.

A non-exclusive authorization to use the index in conjunction with financial products was granted upon the conclusion of a license agreement between the issuer and Vienna Stock Exchange. The only relationship to the licensee is the license agreement for the use of defined designations of the index and the index itself which is determined, composed and calculated by Vienna Stock Exchange without involvement of the licensee or the products. Vienna Stock Exchange reserves the rights to change the methods of index calculation or publication, to cease the calculation or publication of the index or to change the abbreviation of the index or cease its use.

The issued products are not in any way sponsored, endorsed, sold or promoted by Vienna Stock Exchange. Vienna Stock Exchange makes no warranty or representation whatsoever, express or implied, as to results to be obtained by licensee, owners of the products, or any other person or entity from the use of the index or any data included therein. Without limiting any of the foregoing, in no event shall Vienna Stock Exchange have any liability for any special, punitive, indirect, or consequential damages (including lost profits), even if notified of the possibility of such damages.

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 23 June 2023 (the "<b>Prospectus</b>") in relation to the Capital Guaranteed Structured Notes Programme (the "<b>Programme</b>") of Erste Group Bank AG (the "<b>Issuer</b>"). Any decision to invest in the notes (the "<b>Notes</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 23 June 2023 as supplemented, the registration document of the Issuer dated 7 June 2023 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>	ERSTE ATX-Garant (V) 24-27 ISIN: AT0000A3CT23
<b>Issuer</b>	Erste Group Bank AG LEI: PQOH26KWDF7CG10L6792 Contact details: Am Belvedere 1, 1100 Vienna, Austria, Tel.: +43-50100-0
<b>Competent authority</b>	Austrian Financial Market Authority (Finanzmarktaufsichtsbehörde - FMA), Otto-Wagner-Platz 5, 1090 Vienna, Austria, Tel.: (+43-1) 249 59 0
<b>Date of approval of the Prospectus</b>	Final Terms dated 25 April 2024 Securities note dated 23 June 2023 Registration Document dated 7 June 2023
<b>2nd Section - Key information on the Issuer</b>	
<b>Who is the Issuer of the Notes?</b>	
<p><b>Domicile, legal form, law of operation and country of incorporation</b> 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>	
<p><b>Principal activities</b> 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>	
<p><b>Major shareholders</b> 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 24.30% share capital of the subscribed capital of the Issuer and is with 17.48% principal shareholder. ERSTE Stiftung is holding 5.58% of the share capital directly, the indirect participation of ERSTE Stiftung amounts to 11.90% of the share capital held by Sparkassen Beteiligungs GmbH &amp; Co KG, which is an affiliated company of ERSTE Stiftung. 2.74% of the share capital are directly held by savings banks foundations acting together with ERSTE Stiftung. 4.08% are held by Wiener Städtische Versicherungsverein. The free float amounts to 75.70% (of which 61.15% were held by institutional investors, 6.62% by Austrian retail investors, 4.78% by BlackRock Inc., 2.23% by unidentified international institutional and private investors and 0.92% by identified trading (including market makers, prime brokerage, proprietary trading, collateral and stock lending) (all numbers are rounded).</p>	
<p><b>Identity of key managing directors</b> 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>• Willibald Cernko</li> <li>• Ingo Bleier</li> <li>• Stefan Dörfner</li> <li>• Alexandra Habeler-Drabek</li> <li>• David O'Mahony</li> <li>• Maurizio Poletto</li> </ul>	



**Identity of statutory auditors**

Sparkassen-Prüfungsverband (statutory auditor, two current directors of which are members of "Kammer der Steuerberater:innen und Wirtschaftsprüfer:innen") at Karl-Popper-Straße 2, Am Belvedere 10, 1100 Vienna, Austria and PwC Wirtschaftsprüfung GmbH (a member of "Kammer der Steuerberater:innen und Wirtschaftsprüfer:innen") at DC Tower 1, Donau-City-Straße 7, 1220 Vienna, Austria.

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

	31 December 2023 audited	31 December 2022 audited
Net interest income	7,227.9	5,950.6
Net fee and commission income	2,639.6	2,452.4
Impairment result from financial instruments	-127.8	-299.5
Net trading result	754.2	-778.6
Operating result	5,532.0	3,995.8
Net result attributable to owners of the parent	2,997.6	2,164.7

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

	31 December 2023 audited	31 December 2022 audited	Value as outcome from the most recent Supervisory Review and Evaluation Process (SREP)
Total assets	337,155	323,865	-
Senior debt (in issue)*	34,801	29,300	-
Subordinated debt (in issue)**	8,958	6,603	-
Loans and advances to customers	207,828	202,109	-
Deposits from customers	232,815	223,973	-
Total equity	28,502	25,305	-
Non-performing loans (based on net carrying amount / loans and receivables)	2.3%	2.0%	-
Common Equity Tier 1 capital (CET 1) ratio	15.7%	14.2%	11.9% (minimum requirement as of 31 December 2023)
Total Capital Ratio	19.9%	18.2%	16.2% (minimum requirement as of 31 December 2023)
Leverage Ratio	7.1%	6.6%	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's business entails several forms of operational risks.
- Erste Group is subject to the risk that liquidity may not be readily available.
- Changes in consumer protection laws as well as the application or interpretation of such laws might limit the fees and other pricing terms that Erste Group may charge for certain banking transactions and might allow consumers to claim back certain of those fees and interest already paid in the past.

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

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

##### Type, class and ISIN

The Notes are Upside Garant Notes. The Notes will be represented by a 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: AT0000A3CT23 / WKN: EB09XM

##### 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 100,000,000 (the "**Aggregate Principal Amount**"). The Notes have a fixed term which ends at the latest on 30.11.2027 (the "**Maturity Date**"), subject to an early redemption or extraordinary termination by the Issuer.

##### Rights attached to the Notes

##### Interest payments under the Notes Test

The Notes have no payments of interest.

##### 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. and (y) the performance of the underlying Reference Asset during the term of the Notes, and equals at least 0.00 per cent, i.e. the Redemption Price equals at least 100.00 per cent. of the Principal Amount per Note (the "**Minimum Redemption Price**") and is no more than 123.00 per cent. of the Principal Amount per Note (the "**Maximum 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 30.05.2024, or if such day is not a business/trading day, the next business/trading day.

"**Valuation Date**" is 23.11.2027, 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
ATX	Wiener Börse AG	Single Exchange Index	Vienna Stock Exchange	Reuters .ATX

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 (any such redemption shall only be possible if the conditions to redemption and repurchase are met).

### **Early redemption of the Notes for Reasons of Taxation**

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

The Notes (all but not only some) may be redeemed upon giving notice of redemption to the Holders (which notice shall be irrevocable) within the specified notice period at their Early Redemption Amount, 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. Any such early redemption shall only be possible if the conditions to redemption and repurchase are met.

#### **Early Redemption for Regulatory Reasons**

The Notes (all but not only some) may be redeemed upon giving notice of redemption to the Holders (which notice shall be irrevocable) within the specified notice period at their Early Redemption Amount if, as a result of any change in, or amendment to, the directives, laws and regulations applicable in the European Union or the Republic of Austria or their interpretation, the Notes do no longer comply with the MREL Requirement (as defined below), except where such non-compliance would only be based on the remaining maturity of the Notes being less than any period prescribed in the applicable MREL regulations or any applicable limits on the amount of eligible liabilities instruments being exceeded. Any such early redemption shall only be possible if the conditions to redemption and repurchase are met.

**"Early Redemption Amount"** means the amount determined in good faith and in a commercially reasonable manner by the calculation agent to be the fair market price of the Notes immediately prior to (and ignoring the circumstances leading to) such early redemption, 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).

### **Relative seniority of the Notes**

The Notes constitute direct, unsecured and unsubordinated obligations of the Issuer are intended to qualify as eligible liabilities instruments (within the meaning of point (a) of Article 72a(1) and Article 72b CRR with the exception of point (d) of Article 72b(2) CRR) of the Issuer for the MREL Requirement. In the event of insolvency proceedings (*Konkursverfahren*) or the liquidation of the Issuer, the obligations of the Issuer under the Notes:

(a) rank *pari passu* (i) among themselves and (ii) (subject to any applicable statutory exceptions and without prejudice to the aforesaid) with all other present or future unsecured and unsubordinated obligations of the Issuer which rank or are expressed to rank *pari passu* with the Issuer's obligations under the Notes;

(b) rank senior to all present or future obligations under (i) Non-Preferred Senior Instruments and any obligations of the Issuer that rank *pari passu* with Non-Preferred Senior Instruments and (ii) all subordinated obligations of the Issuer; and

(c) will be fully subordinated to the Issuer's Senior Ranking Obligations, so that in any such event no amounts will be payable in respect of the Notes until the Issuer's Senior Ranking Obligations have been satisfied in full.

Where:

**"BaSAG"** means the Austrian Recovery and Resolution Act (*Sanierungs- und Abwicklungsgesetz*), as amended or replaced from time to time, and any references to relevant provisions of the BaSAG include references to any applicable provisions of law amending or replacing such provisions from time to time.

**"BRRD"** means the Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 (*Bank Recovery and Resolution Directive*), as implemented in the Republic of Austria and as amended or replaced from time to time, and any references to relevant Articles of the BRRD include references to any applicable provisions of law amending or replacing such Articles from time to time.

**"CRR"** means the Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 (Capital Requirements Regulation), as amended or replaced from time to time, and any references to relevant provisions of the CRR in these Terms and Conditions include references to any applicable provisions of law amending or replacing such provisions from time to time.

**"MREL Requirement"** means the minimum requirements for eligible liabilities (MREL) which are or, as the case may be, will be, applicable to the Issuer and/or the Issuer's MREL Group in accordance with

(i) Article 45 of the BRRD, as amended, and any applicable national law implementing the BRRD, as amended; or

(ii) Article 12 of the Regulation (EU) No. 806/2014 of the European Parliament and of the Council of 15 July 2014, as amended,

where **"Issuer's MREL Group"** means the Issuer and its subsidiaries which have to comply with the MREL

<p>Requirement on a group basis.</p> <p><b>"Issuer's Senior Ranking Obligations"</b> means all obligations of the Issuer which pursuant to mandatory provisions of law, rank or are expressed to rank senior to the obligations of the Issuer under the Notes.</p> <p><b>"Non-Preferred Senior Instruments"</b> means any obligations of the Issuer which fall or are expressed to fall within the category of obligations described in § 131(3) no. 1 to no. 3 BaSAG implementing Article 108(2) BRRD and any other obligations of the Issuer which, to the extent permitted by Austrian law, rank or are expressed to rank <i>pari passu</i> with the Non-Preferred Senior Instruments of the Issuer.</p>
<p><b>Restrictions on transferability</b></p> <p>The Notes are freely transferable in accordance with applicable law and the applicable rules of the relevant clearing system.</p>
<p><b>Where will the Notes be traded?</b></p>
<p><b>Application for admission to trading on a regulated market or for trading on an MTF</b></p> <p>Application will be made for the Notes to be admitted to the Official Market (Amtlicher Handel) of the Vienna Stock Exchange (Wiener Börse) and included in the open market of the Stuttgart Stock Exchange (Baden-Württembergische Wertpapierbörse).</p>
<p><b>What are the key risks that are specific to the Notes?</b></p>
<p><b>Risk factors relating to the structure and pay-off of the Notes</b></p> <ul style="list-style-type: none"> <li>The redemption amount is capped at a maximum amount. Holders do not participate in any appreciation of the reference asset in excess of such amount.</li> </ul>
<p><b>Risk factors relating to an Index or Index Basket as reference asset</b></p> <ul style="list-style-type: none"> <li>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.</li> <li>Certain events in relation to the Index may result in an adjustment or early redemption of the Notes.</li> <li>The performance of the Notes will not take into account dividends and other distributions, since such dividends and other distributions are not reflected in the price of such index.</li> </ul>
<p><b>Risk factors relating to the status of the Notes</b></p> <ul style="list-style-type: none"> <li>Holdings are exposed to the risk of statutory loss absorption.</li> <li>In case of an insolvency of the Issuer, deposits and certain other claims have a higher ranking than claims of Holders under the Notes.</li> <li>The Notes may be redeemed by the Issuer prior to maturity for regulatory or tax reasons at their early redemption amount which can be zero (i.e. no capital guarantee in such cases).</li> </ul>
<p><b>Risk factor relating to conflicts of interest with regard to the Notes</b></p> <ul style="list-style-type: none"> <li>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.</li> </ul>
<p><b>Risk factors related to the investment and pricing of the Notes</b></p> <ul style="list-style-type: none"> <li>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 the commission and the 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.</li> <li>Holdings assume the risk that the credit spread of the Issuer widens resulting in a decrease in the market price of the Notes.</li> </ul>
<p><b>Risk factor related to the costs associated with and the market in the Notes</b></p> <ul style="list-style-type: none"> <li>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 incorrect assessment of the Notes' liquidity due to the issue size of the Notes.</li> </ul>
<p><b>4th Section - Key information on the offer of Notes to the public and/or the admission to trading on a regulated market</b></p>
<p><b>Under which conditions and timetable can I invest in these Notes?</b></p>
<p><b>General terms, conditions and expected timetable of the offer</b></p> <p>Not applicable; there are no conditions to which the offer is subject.</p> <p>The Notes will be offered permanently (Daueremission, "<b>tap issue</b>").</p> <p>The Notes will be offered in Austria, Germany, Croatia (the "<b>Offer State(s)</b>").</p> <p>The Issue Date is 31.05.2024.</p>
<p>The Notes will be offered by the Issuer for subscription at the issue price by means of a public offering from</p>

29.04.2024 respectively in the period from 03.05.2024 (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 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 decrease or increase 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 23. lipnja 2023. („<b>Prospekt</b>“) u vezi s Programom strukturiranih obveznica zajamčenog kapitala („<b>Program</b>“) društva Erste Group Bank AG („<b>Izdavatelj</b>“). Bilo koja odluka o ulaganju u obveznice („<b>Obveznice</b>“) treba biti temeljena na razmatranju Prospekta u cjelini od strane ulagatelja, tj. na razmatranju obavijesti o vrijednosnim papirima u vezi s Programom od 23. lipnja 2023., kako je dopunjen, registracijskog dokumenta Izdavatelja od 7. lipnja 2023. 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>Građansko-pravna 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>	ERSTE ATX-Garant (V) 24-27 ISIN: AT0000A3CT23
<b>Izdavatelj</b>	Erste Group Bank AG Identifikator pravne osobe (LEI): PQOH26KWDF7CG10L6792 Podaci za kontakt: Am Belvedere 1, 1100 Beč, Austrija, Tel.: +43-50100-0
<b>Nadležno tijelo</b>	Austrijska agencija za nadzor financijskog tržišta ( <i>Finanzmarktaufsichtsbehörde – FMA</i> ), Otto-Wagner-Platz 5, 1090 Beč, Austrija, Tel.: (+43 -1) 249 59 0
<b>Datum odobrenja Prospekta</b>	Konačni uvjeti na dan 25. travnja 2024. Obavijest o vrijednosnim papirima od 23. lipnja 2023. Registracijski dokument od 7. lipnja 2023.
<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 u 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 24,30% upisanog temeljnog kapitala Izdavatelja te je s 17,48% glavni dioničar. Društvo ERSTE Stiftung drži 5,58% temeljnog kapitala direktno, indirektno sudjelovanje društva ERSTE Stiftung iznosi 11,90% temeljnog kapitala koje drži društvo Sparkassen Beteiligungs GmbH & Co KG, koje je povezano društvo Erste Stiftung. 2,74% temeljnog kapitala direktno drže zaklade štednih banaka koje djeluju zajedno s društvom ERSTE Stiftung. 4,08% drži Wiener Städtische Versicherungsverein. U slobodnoj prodaji ( <i>free float</i> ) nalazi se 75,70% dionica (od čega su 61,15% držali institucionalni ulagači, 6,62% austrijski mali ulagači, 4,78% BlackRock Inc., 2,23% neidentificirani međunarodni institucionalni i privatni ulagači i 0,92% identificirana trgovina (uključujući održavatelje tržišta, usluge glavnog brokera, vlastito trgovanje, pozajmljivanje kolateralu i dionica) (sve brojke su zaokružene).	
<b>Ključni generalni direktori</b>	

Članovi uprave Izdavatelja na datum Konačnih uvjeta su sljedeći:

- Willibald Cernko
- Ingo Bleier
- Stefan Dörfler
- Alexandra Habeler-Drabek
- David O'Mahony
- Maurizio Poletto

#### Ovlašteni revizori

Sparkassen-Prüfungsverband (ovlašteni revizor čija su dva trenutna direktora članovi Komore poreznih savjetnika i revizora (član "Kammer der Steuerberater:innen und Wirtschaftsprüfer:innen") na adresi Karl-Popper-Straße 2, Am Belvedere 10, 1100 Beč, Austrija i PwC Wirtschaftsprüfung GmbH (član "Kammer der Steuerberater:innen und Wirtschaftsprüfer:innen") na adresi DC Tower 1, Donau-City-Straße 7, 1220 Beč, Austrija.

#### Koje su ključne financijske informacije o Izdavatelju?

##### Račun dobiti i gubitka (u milijunima EUR (zaokruženi iznos))

	31. prosinca 2023. revidiran	31. prosinca 2022. revidiran
Neto prihod od kamata	7,227.9	5,950.6
Neto prihod od naknada i provizija	2,639.6	2,452.4
Rezultat umanjenja vrijednosti u vezi s financijskim instrumentima	-127.8	-299.5
Neto rezultat trgovanja	754.2	-778.6
Rezultat poslovanja	5,532.0	3,995.8
Neto rezultat koji se može pripisati vlasnicima matičnog društva	2,997.6	2,164.7

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

	31. prosinca 2023. revidirana	31. prosinca 2022. revidirana	Vrijednost kao ishod posljednjeg postupka nadzorne provjere i ocjene (PNPO)
Ukupna imovina	337,155	323.865	-
Nadređeni dug (relevantni)*	34,801	29.300	-
Podređeni dug (relevantni)**	8,958	6.603	-
Kredit i predujmovi klijentima	207,828	202.109	-
Depoziti klijenata	232,815	223.973	-
Ukupni kapital	28,502	25.305	-
Loši krediti (na temelju neto knjigovodstvene vrijednosti / krediti i potraživanja)	2.3%	2,0%	-
Stopa redovnog osnovnog kapitala	15.7%	14,2%	11,9%

			(minimalni zahtjev na dan 30. rujna 2023.)
Stopa ukupnog kapitala	19.9%	18.2%	16,2% (minimalni zahtjev na dan 30. rujna 2023.)
Omjer financijske poluge	7.1%	6.6%	3,0% (minimalni zahtjev u skladu s CRR primjenjivim od 2021. godine)

\*) uključujući pokriveno 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.
- Promjene zakona o zaštiti potrošača, kao i primjena ili tumačenje tih zakona, mogu ograničiti naknade i druge uvjete određivanja cijene koje bi društvo Erste Group moglo naplatiti za određene bankovne transakcije i mogu omogućiti klijentima da traže povrat nekih od tih naknada i kamata koje su već platili u prošlosti.
- 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 Obveznicama

#### Koja su glavna obilježja Obveznica?

##### Vrsta, razred i ISIN

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

ISIN: AT0000A3CT23/ WKN: EB09XM

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

Vrijednost Obveznica je izražena u eurima (EUR), pri čemu je iznos glavnice po Obveznici EUR 1.000 („Iznos glavnice“), a ukupni iznos glavnice do EUR 100.000.000 („Ukupni iznos glavnice“). Obveznice imaju fiksno trajanje najkasnije do 30.11.2027 („Datum dospjeća“), podložno prijevremenom otkupu ili izvanrednom isteku od strane Izdavatelja.

##### Prava vezana za Obveznice

##### Isplate kamata temeljem Obveznica

Obveznice nemaju isplate kamata.

##### Otplata Obveznica

Izdavatelj će otkupiti svaku Obveznicu plaćanjem iznosa, na Datum dospjeća, 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 i (y) uspjeha osnovne Referentne imovine za vrijeme trajanja Obveznica, i iznosi najmanje 0.0 posto, odnosno Cijena otkupa iznosi najmanje 100.00 posto Iznosa glavnice po Obveznici („Minimalna cijena otkupa“) i ne iznosi više od 123.00 posto Iznosa glavnice po Obveznici („Maksimalna cijena otkupa“).

Uspjeh osnovne Referentne imovine odražava uspjeh osnovne Referentne imovine između Opcijske cijene (koja je 100.00 posto cijene 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 30.05.2024., ili, ako taj dan nije radni/trgovinski dan, sljedeći radni/trgovinski dan.



„Datum vrednovanja“ je 23.11.2027., 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:

<b>Naziv Indeksa</b>	<b>Sponzor Indeksa</b>	<b>Indeks jedne ili više burza</b>	<b>Burza</b>	<b>Stranica sučelja</b>
ATX	Wiener Börse AG	Indeks jedne burze	Vienna Stock Exchange (Bečka burza)	Reuters .ATX

Informacije o osnovnom Indeksu mogu se dobiti na gore navedenoj Stranici 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 odgoditi 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 (svaki takav otkup je moguć samo ako su uvjeti za otkup i nazadkupnju ispunjeni).

### **Prijevremeni otkup Obveznica zbog Razloga povezanih s oporezivanjem i regulatornih Razloga**

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

Obveznice (sve ali ne samo neke) mogu biti otkupljene po obavještanju Imatelja o otkupu (obavijest mora biti neopoziva), unutar roka za davanje obavijesti određenog njihovim Iznosom Prijevremenog Otkupa, 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. Svaki takav prijevremeni otkup je moguć samo ako su uvjeti za otkup i nazadkupnju ispunjeni.

#### **Prijevremeni otkup zbog regulatornih Razloga**

Obveznice (sve ali ne samo neke) mogu biti otkupljene po obavještanju Imatelja o otkupu (obavijest mora biti neopoziva), unutar roka za davanje obavijesti određenog njihovim Iznosom Prijevremenog Otkupa, ako kao rezultat bilo kakve promjene, odnosno izmjene i dopune, direktiva, zakona i propisa koji se primjenjuju u Europskoj Uniji ili Republici Austriji ili njihova tumačenja, Obveznice više nisu u skladu s MREL zahtjevom (kako je definiran niže), osim kada bi se takva neusklađenost temeljila samo na preostalo dospjeće Obveznica koje je kraće od bilo kojeg razdoblja propisanog u primjenjivim propisima o MREL Zahtjevu ili bilo kojim primjenjivim ograničenjima iznosa instrumenata podložnih obveza koji su prekoračeni. Svaki takav prijevremeni otkup je moguć samo ako su uvjeti za otkup i nazadkupnju ispunjeni.

"Iznos Prijevremenog Otkupa" znači iznos određen u dobroj vjeri i na komercijalno prihvatljiv način, koji je izračunom agenta utvrđen kao pravedna tržišna cijena za Obveznica neposredno prije (i zanemarujući okolnosti koji dovode do) takvog prijevremenog otkupa, prilagođen da u potpunosti obuhvaća razumne troškove i izdatke Izdavatelja i/ili njegovih povezanih društava za izravnjanje bilo kakvih temeljnih i/ili povezanih postupaka zaštite od rizika i mehanizama financiranja (uključujući, bez ograničenja, sve opcije kapitala ili zamjene kapitala ili drugih vrijednosnih papira bilo koje vrste koje štite obveze Izdavatelja na temelju Obveznica)

### **Relativna nadređenost Obveznica**

Obveznice predstavljaju izravne, neosigurane i nepodređene obveze Izdavatelja – koje su namijenjene da se kvalificiraju kao instrumenti podložnih obveza (u smislu točke (a) članka 72a(1) i članka 72b CRR-a osim točke (d) članka 72b(2) CRR-a) Izdavatelja u skladu s MREL Zahtjevom. U slučaju insolventnih postupaka (*Konkursverfahren*) ili likvidacije Izdavatelja, obveze Izdavatelja na temelju Obveznica među sobom imaju sljedeći rang:

(a) *pari passu* (i) među sobom te (ii) (podložno primjenjivim zakonskim izuzecima i bez utjecaja na naprijed navedeno) sa svim ostalim neosiguranim i nepodređenim obvezama Izdavatelja, sadašnjim i budućim, koje imaju ili za koje je iskazano da imaju rang

*pari passu* prema Izdavateljevim obvezama na temelju Obveznica;

(b) povlašteni u odnosu na sve sadašnje ili buduće obveze temeljem (i) Neprivilegiranih povlaštenih instrumenata i bilo koje obveze Izdavatelja ranga *pari passu* prema Neprivilegiranim povlaštenim instrumentima i (ii) svih podređenih obveza Izdavatelja; i

(c) koje će biti u potpunosti podređene Izdavateljevim Obvezama povlaštenog ranga, u kojem slučaju nikakav iznos temeljem Obveznica neće biti naplativ sve dok Izdavateljeve Obveze povlaštenog ranga ne budu naplaćene u cijelosti.

Pri čemu:

"**BaSAG**" znači austrijski Zakon o sanaciji i oporavku (*Sanierungs- und Abwicklungsgesetz*), uključujući njegove povremene izmjene i dopune, pri čemu sva upućivanja na mjerodavne odredbe BaSAG-a uključuju upućivanje na sve primjenjive odredbe zakona kojima se te odredbe s vremena na vrijeme izmjenjuju i dopunjuju ili zamjenjuju.

"**BRRD**" znači Direktiva 2014/59/EU Europskog Parlamenta i Vijeća od 15. svibnja 2014. (*Direktiva o oporavku i sanaciji banaka*), kao što je implementirana u Austriji, uključujući njene povremene izmjene i dopune, pri čemu sva upućivanja na mjerodavne članke BRRD-a uključuju upućivanje na sve primjenjive odredbe zakona kojim se ti članci s vremena na vrijeme izmjenjuju i dopunjuju ili zamjenjuju.

"**CRR**" znači Uredba (EU) br. 575/2013 Europskog Parlamenta i Vijeća od 26. lipnja 2013., uključujući njene povremene izmjene i dopune, pri čemu sva upućivanja na mjerodavne odredbe CRR-a u ovim Uvjetima i odredbama uključuju upućivanje na sve primjenjive odredbe zakona kojim se te odredbe s vremena na vrijeme izmjenjuju i dopunjuju ili zamjenjuju.

"**MREL Zahtjev**" znači minimalni zahtjevi za podložne obveze (MREL) koje su ili, kao što može biti slučaj, će biti primjenjivi na Izdavatelja i/ili Izdavateljevu MREL Grupi u skladu s

- (i) Člankom 45. BRRD-a, kako je izmijenjen, i u skladu s bilo kojim primjenjivim nacionalnim pravom, kako je izmijenjeno; ili
- (ii) Člankom 12. Uredbe (EU) br. 806/2014 Europskog parlamenta i Vijeća od 15. srpnja 2014., kako je izmijenjena,

gdje "**Izdavatelj MREL Grupe**" znači Izdavatelj i njegova društva kćeri koja trebaju biti usklađena s MREL Zahtjevom na razini grupe.

"**Izdavateljeve Obveze povlaštenog ranga**" znači sve Izdavateljeve obveze koje proizlaze iz prisilnih zakonskih odredbi, koje imaju ili za koje je iskazano da imaju povlašteni rang u odnosu na obveze Izdavatelja temeljem Obveznica.

"**Neprivilegirani povlašteni instrumenti**" znači bilo koje obveze Izdavatelja koje pripadaju ili su iskazane da pripadaju u kategoriju obveza opisanu u § 131(3) br. 1 do br. 3 BaSAG kojim je implementiran članak 108(2) BRRD-a i bilo koje obveze Izdavatelja koje, u okviru dopuštenom austrijskim zakonom, imaju rang ili su su izražene da imaju rang *pari passu* prema Neprivilegiranim povlaštenim instrumentima Izdavatelja.

#### Ograničenja prenosivosti

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

#### Gdje će se trgovati Obveznicama?

##### Zahtjev za uvrštenje za trgovanje na uređenom tržištu ili na Multilateralnoj trgovinskoj platformi (MTF-u)

Bit će podnesen zahtjev za uvrštenje Obveznica na Službeno tržište (*Amtlicher Handel*) Bečke burze (*Wiener Börse*) i uključujući na otvorenom tržištu Stuttgartske burze (*Baden-Württembergische Wertpapierbörse*).

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

##### Čimbenici rizika koji se odnose na strukturu i otplatu Obveznica

- Iznos otkupa ograničen je na maksimalni iznos. Imatelji ne sudjeluju u bilo kojem rastu vrijednosti referentne imovine koji bi premašivao taj iznos.

##### Čimbenici rizika u vezi s Indeksom ili Košaricom indeksa kao referentnom imovinom

- Negativan učinak makroekonomskih čimbenika i čimbenika karakterističnih za društvo na Uspjeh Indeksa može također utjecati na tržišnu cijenu i Iznos otkupa Obveznica.
- Neki događaji povezani s Indeksom mogu dovesti do usklađenja ili ranog otkupa Obveznica.
- Uspjeh Obveznica ne uzima u obzir dividende i druge isplate budući da se takve dividende i druge isplate ne ogledaju u cijeni tog indeksa.

##### Čimbenici rizika koji se odnose na status Obveznica

- Imatelji su izloženi riziku zakonom propisane apsorpcije gubitaka.
- U slučaju insolventnosti Izdavatelja, depoziti te određena druga potraživanja imaju viši rang od potraživanja Izdavatelja na temelju Obveznica.

- Obveznice mogu biti otkupljene od strane Izdavatelja prije dospijeca zbog regulatornih razloga i razloga povezanih s oporezivanjem za iznos prijevremenog otkupa koji može biti nula (odnosno, u tom slučaju nema zajamčenog kapitala).

#### Čimbenik rizika koji se odnosi na sukobe interesa u vezi s Obveznicama

- Ulagачi 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.

#### Čimbenici rizika koji se odnose na ulaganje i određivanje cijena Obveznica

- 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.
- Imatelji preuzimaju rizik da će se kreditna marža Izdavatelja proširiti, što će rezultirati smanjenjem tržišne cijene Obveznice.

#### Čimbenik rizika koji se odnosi na troškove povezane s Obveznicama i tržištem Obveznica

- 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 netočne procjene likvidnosti Obveznica i njihovog opsega izdanja.

### 4. odjeljak – Ključne informacije o javnoj ponudi Obveznica i/ili uvrštenju za trgovanje na uređenom tržištu

#### Pod kojim uvjetima i prema kojem rasporedu mogu uložiti u ove Obveznice?

##### Opći uvjeti, uvjeti i očekivani raspored ponude

Nije primjenjivo; ne postoje uvjeti kojima je ponuda podložna.

Obveznice će biti ponuđene trajno (*Daueremissionen*, „zamjenjivo izdanje“).

Obveznice će biti ponuđene u Austriji, Njemačkoj, Hrvatskoj („Država/e ponude“).

Datum izdavanja je 31.05.2024.

Izdavatelj će ponuditi Obveznice za upis po cijeni izdanja putem javne ponude od 29.04.2024. nadalje u razdoblju od 03.05.2024. („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 1,5 posto početne cijene izdanja na datum izdanja.

#### Zašto se ovaj prospekt izrađuje?

##### Uporaba 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 smanjiti ili povećati takvu tržišnu cijenu. Na tržišnu cijenu Obveznica osobit bi učinak mogla imati likvidacija svih ili jednog dijela pozicija omeđivanja rizika u vremena dospijeca 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.