

## Erste Group Bank AG

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

relating to the

**€30,000,000,000**

## Debt Issuance Programme

This supplement (the "Supplement") constitutes a prospectus supplement pursuant to Art 16 (1) of the Directive 2003/71/EC (the "Prospectus Directive") and sec 6 of the Austrian Capital Markets Act (*Kapitalmarktgesetz*) (the "Act") and is supplemental to, and should be read in conjunction with, the prospectus dated 12th August 2008 (the "Original Prospectus") relating to a €30,000,000,000 Debt Issuance Programme (the "Programme") of Erste Group Bank AG (the "Issuer" or "Erste Group Bank"), as amended and supplemented by a prospectus supplement dated 7th November 2008 (the "First Supplement"), and a second prospectus supplement dated 22nd December 2008 (the "Second Supplement") and together with the Original Prospectus and the First Supplement, the "Prospectus").

The Original Prospectus was approved on 12th August 2008 by the Austrian Financial Market Authority and published on 16th August 2008 by making it available in printed form, free of charge, to the public at the registered office of the Issuer. A notice as to the manner of publication and where the Original Prospectus could be obtained was published on 16th August 2008 in the *Amtsblatt zur Wiener Zeitung*. The First Supplement was approved on 17th November 2008 by the Austrian Finanzmarktaufsichtsbehörde (the "FMA") and published on 7th November 2008 by making it available in printed form, free of charge, to the public at the registered office of the Issuer. A notice as to the manner of publication and where the First Supplement could be obtained was published on 8th November 2008 in the *Amtsblatt zur Wiener Zeitung*. The Second Supplement was approved on 2nd January 2009 by the FMA and published on 22nd December 2008 by making it available in printed form, free of charge, to the public at the registered office of the Issuer. A notice as to the manner of publication and where the Second Supplement could be obtained was published on 24 December 2008 in the *Amtsblatt zur Wiener Zeitung*.

This Supplement has been filed for approval with the FMA in its capacity as competent authority under the Act and has been filed with the Filing Office (*Meldestelle*) at Oesterreichische Kontrollbank Aktiengesellschaft in accordance with the Act. This Supplement has also been filed with the Wiener Börse AG, which has admitted the Programme to the "Amtlicher Handel" (Official Market) and the "Geregelter Freiverkehr" (Second Regulated Market). This Supplement has been published by making it available in printed form, free of charge, to the public at the registered office of the Issuer, Graben 21, 1010 Vienna, Austria.

Terms defined in the Original Prospectus shall have the same meaning when used in this Supplement.

**This Supplement does not constitute an offer of, or an invitation by or on behalf of any of the Issuer, the Dealers or the Arrangers to subscribe for, or purchase, any Notes.**

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

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

**In accordance with Art 16 of the Prospectus Directive and sec 6 of the Act, investors who have agreed to subscribe for Notes after the occurrence of the significant new factors described in this Supplement but before the publication of this Supplement have a right to withdraw their acceptances within two banking days after the date of publication of this Supplement. In case subscribers are consumers in the sense of sec 1 para 1 No 2 of the Austrian Consumer Protection Act (*Konsumentenschutzgesetz*), the period for a withdrawal of their acceptances is one week after the day on which this Supplement has been published.**

**8 April 2009**

*The Issuer accepts responsibility for the information contained in this Supplement. Having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of the knowledge of the Issuer, in accordance with the facts and contains no omission likely to affect its import.*

*No person has been authorised to give any information or to make any representation other than those contained in this Supplement in connection with the issue or sale of Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers (as defined in "Subscription and Sale" of the Original Prospectus) or either of J.P. Morgan Securities Ltd. (the "International Arranger") or Erste Group Bank (in its capacity as the arranger of issues of Domestic Notes only, the "Domestic Arranger" and together with the International Arranger, the "Arrangers"). Neither the delivery of this Supplement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Erste Group since the date hereof or the date upon which this Supplement has been most recently amended or supplemented or that there has been no adverse change in the financial position of the Issuer or the Erste Group since the date hereof or the date upon which this Supplement has been most recently amended or supplemented or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.*

*The distribution of this Supplement and the offering or sale of Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer, the Dealers and the Arrangers to inform themselves about and to observe any such restriction. No Notes have been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and may include Notes in bearer form that are subject to US tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to US persons. For a description of certain restrictions on offers and sales of Notes and on distribution of this Supplement, see "Subscription and Sale" of the Original Prospectus.*

*The Dealers and the International Arranger have not separately verified the information contained in this Supplement. None of the Dealers or the International Arranger makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Supplement. Neither this Supplement nor any financial statements supplied in connection with the Programme or any Notes are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Dealers or the Arrangers that any recipient of this Supplement or any financial statements should purchase any Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Supplement or any financial statements and its purchase of Notes should be based upon any such investigation as it deems necessary. None of the Dealers or the International Arranger undertakes to review the financial condition or affairs of the Issuer or the Erste Group during the life of the arrangements contemplated by this Supplement nor to advise any investor or potential investor in any Notes of any information coming to the attention of any of the Dealers or the International Arranger.*

The following significant new factors (as referred to in Art 16 (1) of the Prospectus Directive and sec 6 of the Act) relating to the information included in the Prospectus which are capable of affecting the assessment of any Notes, have arisen:

#### **Audited consolidated financial statements 2008**

The audited consolidated financial statements of the Issuer for the financial year ended on 31 December 2008 according to IFRS (including the notes thereto, the "Audited Consolidated Financial Statements") have been filed with the FMA and are incorporated by reference into and form part of the Prospectus.

#### **EUR 6 billion debt issuance programme in respect of issues guaranteed by the Republic of Austria**

On 8 January 2009 Erste Group Bank established a EUR 6 billion debt issuance programme in respect of issues guaranteed by the Republic of Austria pursuant to a framework agreement for bond issues entered into with the Republic of Austria. Erste Group Bank has subsequently issued two series of bonds guaranteed by the Republic of Austria with a total nominal amount of EUR 2.5 billion.

#### **Increase of tier 1 capital**

On 26 February 2009, Erste Group Bank and Erste Bank Oesterreich signed an agreement in principle ("Grundsatzvereinbarung") with the Republic of Austria for the subscription of tier-1 capital according to the Banking Act originally announced in October 2008. This allows for the issue of tier-1 capital by Erste Group in a total amount of up to EUR 2.7 billion. The Grundsatzvereinbarung contains certain covenants and undertakings to the Republic of Austria in connection with the issue of the above-mentioned tier-1 capital and in connection with the conduct of business of Erste Group Bank and Erste Bank Oesterreich, which are in force as long as the Republic of Austria holds such tier-1 capital.

In line with the decision of the Extraordinary General Meeting of 2 December 2008, Erste Group Bank intends to offer participation capital (which qualifies as tier 1 capital under Austrian banking law) to its existing shareholders in accordance with their subscription rights as well as to retail and institutional investors. The terms of the Grundsatzvereinbarung state that subject to the expected partial public placement of such participation capital there will be no restrictions on the dividend distribution and the dividend rate for the participation capital will be 8% p.a. The participation capital is not convertible into ordinary shares. Should the participation capital not be repaid, the dividend rate will increase by 0.5 percentage points for each of the financial years 2015 and 2016, by 0.75 percentage points for the financial year 2017 and by one percentage point for every year after that. The dividend rate is, however, capped with 12-month Euribor plus 10% p.a.

On 10 March 2009, a first tranche of such participation capital in an aggregate nominal amount of EUR 1,000,000,000 has been purchased by the Republic of Austria in accordance with the Interbank Market Support Act 2008 (*Interbankmarktstärkungsgesetz*), following the waiver of an adequate number of subscription rights by certain existing shareholders. Further tranches of such participation capital may be issued by Erste Group Bank.

**SIGNATURE ACCORDING TO THE AUSTRIAN CAPITAL MARKETS ACT  
("KAPITALMARKTGESETZ")**

Erste Group Bank AG hereby signs this Supplement as Issuer pursuant to Sec 8 para 1 of the Austrian Capital Markets Act ("Kapitalmarktgesetz").

Erste Group Bank AG (as Issuer)

By:

Manfred Neuwirth

Vienna, 8 April 2009

By:

Oswald Huber