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Erste Group Bank AG: Erste Group to launch a voluntary tender offer to increase its shareholding in Erste Bank Polska

Building on transformational acquisition of a 49% controlling stake in January 2026

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Erste Group Bank AG ("Erste Group") announces its intention to launch a voluntary tender offer (the "Offer"), for 100% cash consideration, for shares in Erste Bank Polska S.A. ("Erste Bank Polska" or "EBP") to increase its current 49% shareholding by up to an additional 26% stake and to deepen its exposure to one of its core CEE markets. The **Offer price** will be approx. **PLN 713 per share.**

Offer structure and intended ownership range. Erste Group intends to acquire between c. 1% and 26% of EBP's share capital, with the objective of increasing Erste Group's stake to above 50% but not exceeding 75%. This is in line with the investor commitment Erste Group made to the Polish Financial Supervision Authority ("PFSA") in connection with its acquisition of a 49% stake in EBP in January 2026, under which it undertook to maintain a free float of at least 25% of EBP's shares. The Offer will be conditional upon fulfilment (or, waiver of the first and/or second) of: **(1) a minimum acceptance condition** – the shares tendered, together with Erste Group's existing 49% holding, representing at least 50% of EBP's share capital and total voting rights; **(2) a free float condition** – shareholders representing at least 25% of EBP's shares entering into a commitment with EBP and Erste Group not to tender their shares; and, **(3) a regulatory approval condition** – the Offer will be conditional upon regulatory approval from the PFSA for Erste Group to cross the 50% voting threshold at EBP (unless such approval is obtained prior to the formal announcement of the Offer, in which case the Offer will not be made subject to this condition). If the free-float condition is not met, but Offer acceptances remain below 26% of EBP's shares, Erste Group may elect to waive the condition. Should more than 26% of EBP's shareholders tender their shares – and the free float condition therefore not be satisfied – Erste Group intends to declare the Offer unsuccessful and remain a 49% shareholder in EBP. The detailed terms and conditions of the Offer will be set out in the tender offer circular in accordance with applicable rules.

Details on the Offer price. The Offer price will correspond to the 3-month-volume weighted average price (VWAP) per share preceding 28 September 2026, which is the expected date of filing the notification of the intention to announce the Offer with the PFSA. Based on preliminary data available as of the date of this disclosure this is expected to correspond to approx. PLN 713 per share. It reflects a 22.1% premium over the PLN 584 per share reference price[1] of Erste Group's May 2025 announcement of the acquisition of the 49% stake – a price that embedded a premium for a strategic and controlling stake. It also sits at the upper end of EBP's 52-week trading range.

Key next milestones. Erste Group has already initiated the regulatory approval process with the PFSA to exceed 50% ownership in Erste Bank Polska. Erste Group expects to launch the Offer at the start of November 2026, with a subscription period of 30 days (extendable in accordance with applicable rules). Completion and settlement are anticipated in December 2026.

Full internal funding, sound strategic and financial rationale. Erste Group intends to fund the Offer exclusively from internal resources and targets a post-offer CET1 ratio of >14.25%. Increasing Erste Group's stake in EBP extends its exposure to Poland, one of the fastest-growing economies and among the most profitable banking markets in Europe. The proposed increase of shareholding in EBP to up to 75% would further strengthen Poland's contribution to consolidated net income and is expected to be EPS accretive from 2027.

[1] The purchase price of PLN 584 per share for the acquisition of 49% of Santander Bank Polska was based on the exchange rate agreed between the parties in the share purchase agreement. At exchange rates as of the days of payment of instalments of the purchase price, the purchase price per share corresponds to PLN 577.5.

Erste Group shares (ISIN AT0000652011) are listed on the Vienna, Prague and Bucharest stock exchanges and traded on various electronic marketplaces. The bonds issued by Erste Group Bank AG are admitted to trading on the following regulated markets: Vienna, Luxembourg, Budapest, Bucharest, Stuttgart. The five biggest listed bonds of Erste Group Bank AG in terms of issue volume have the following ISINs: AT0000A324F5, AT0000A33MP9, AT0000A39GD4, AT0000A3B0X2, XS1750974658.

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