The statement of the Management Board of Erste Bank Polska S.A. (the "Statement") has been issued in connection with the tender offer announced on 2 November 2026 by Erste Group Bank AG with its registered seat in Vienna for all shares of Erste Bank Polska S.A. with its registered seat in Warsaw, acting pursuant to Article 80(1) and (2) of the Act of 29 July 2005 on public offerings and the conditions for the admission of financial instruments to organised trading and on public companies, in Polish language version. This English translation of the original Polish-language Statement is provided for convenience only. In the event of any discrepancy or ambiguity between the Polish-language original and this English convenience translation, the Polish-language original shall prevail. Readers should refer to the Polish-language original in case of any doubt. The only legally binding version of the Statement is the Polish-language original of the Statement.

STATEMENT OF THE MANAGEMENT BOARD OF ERSTE BANK POLSKA S.A., WITH ITS REGISTERED OFFICE IN WARSAW, DATED 13 NOVEMBER 2026 REGARDING THE TENDER OFFER TO SUBSCRIBE FOR THE SALE OF SHARES IN ERSTE BANK POLSKA S.A. ANNOUNCED ON 2 NOVEMBER 2026 BY ERSTE GROUP BANK AG

The Management Board of Erste Bank Polska Spółka Akcyjna, with its registered office in Warsaw ("**Management Board**" and "**Bank**"), acting pursuant to Article 80(1) and (2) of the Act of 29 July 2005 on public offerings and the conditions for the admission of financial instruments to organised trading and on public companies ("**Act**"), sets out its statement ("**Statement**") regarding the voluntary tender offer announced on 2 November 2026 by Erste Group Bank AG, with its registered office in Vienna, at Am Belvedere 1, 1100 Vienna, Republic of Austria (**"**Tenderer"), to tender shares in the Bank ("**Tender Offer**"), pursuant to Article 72a(1) of the Act.

In accordance with the terms of the Tender Offer document, the Tenderer intends to acquire all of the shares in the Bank not held by the Tenderer and its subsidiary, i.e. 52,113,041 (in words: fifty-two million one hundred and thirteen thousand and forty-one) ordinary bearer shares in the Bank with a nominal value of 10 zł (ten zlotys) each, dematerialised and registered in the securities depository maintained by Krajowy Depozyt Papierów Wartościowych S.A. under ISIN code: PLBZ00000044, admitted to and traded on the regulated market operated by the Warsaw Stock Exchange S.A. ("**WSE**"), representing in total approximately 51%(fifty-one per cent) of the Bank's share capital, each of which entitles the holder to one vote at the Bank's general meeting ("**General Meeting**"), and together entitling the holders to 52,113,041 (fifty-two million one hundred and thirteen thousand and forty-one) votes at the General Meeting, which represents approximately 51% (fifty-one per cent) of the total number of votes in the Bank ("**Shares**").

The Tenderer is the sole entity acquiring Shares under the Tender Offer. In accordance with the Tender Offer document, the Tenderer is not, and has not been during the 12-month period preceding the submission of the notice of intention to launch the Tender Offer referred to in section 77a(1) of the Act ("**Notice**"), a party to an agreement as referred to in section 87(1)(5) of the Act in relation to the Bank. The Tenderer does not have, and did not have during the 12-month period preceding the submission of the Notice, any parent undertaking. As at the date of submission of the Notice and during the 12-month period preceding the submission of the Notice, there were no entities constituting third parties in relation to the Tenderer within the meaning of Article 87(1)(3)(a) of the Act.

The intermediary in the Tender Offer is Erste Securities Polska S.A., with its registered office in Warsaw ("**Intermediary**").

In accordance with the Tender Offer document, as at the date of submission of the Notice, the Tenderer held, directly and indirectly, a total of 50,076,273 (fifty million seventy-six thousand two hundred and seventy-three) shares in the Bank, representing approximately 49% (forty-nine per cent) of the Bank's share capital,

corresponding to 50,076,273 votes at the General Meeting, constituting approximately 49% (forty-nine per cent) of the total number of votes at the General Meeting, including:

1. The Tenderer held, directly, 50,072,763 (fifty million seventy-two thousand seven hundred and sixty-three) shares in the Bank, representing approximately 49% (forty-nine per cent) of the Bank's share capital, corresponding to 50,072,763 (in words: fifty million seventy-two thousand seven hundred and sixty-three) votes at the General Meeting, constituting approximately 49% (forty-nine per cent) of the total number of votes at the General Meeting; and
2. The Tenderer held, indirectly, through portfolios managed by Erste Alapkezelő Zrt. (a subsidiary of Erste Asset Management GmbH, which is a subsidiary of the Tenderer), 3,510 (three thousand five hundred and ten) shares in the Bank, representing approximately 0.0034% (thirty-four ten-thousandths of a per cent) of the Bank's share capital, corresponding to 3,510 (in words: three thousand five hundred and ten) votes at the General Meeting, constituting approximately 0.0034% (thirty-four ten-thousandths of a per cent) of the total number of votes at the General Meeting.

The tender offer was announced subject to the legal condition referred to in Article 72a(2) of the Act, namely (i) the Financial Supervision Authority ("**PFSA**") has issued a decision in accordance with Article 25h(4) of the Act of 29 August 1997 – Banking Law ("**Banking Law**") stating that there are no grounds for raising an objection to the Tenderer's direct acquisition of Shares in a number sufficient to enable the Tenderer to exceed 50% (fifty per cent) of the Bank's share capital and 50% (fifty per cent) of the total number of votes at the General Meeting, or (ii) the expiry of the statutory period for the PFSA to raise an objection in accordance with Article 25i(1) of the Banking Law to such an acquisition ("**PFSA Authorisation Condition**").

In an announcement published by the Tenderer on 2 November 2026 concerning the fulfilment of the legal condition set out in the Tender Offer document ("**Announcement**"), the Tenderer, acting pursuant to Article 72a(7) and (8) of the Act, announced that on 27 October 2026, i.e., prior to the date of the announcement of the Tender Offer, it had received a decision from the PFSA dated 23 October 2026, issued pursuant to Article 25h (4 of the Banking Law, stating that there were no grounds for raising an objection to the Tenderer's direct acquisition of shares in the Bank in a quantity sufficient to cause the Tenderer to exceed the threshold of 50% (fifty per cent) of the Bank's share capital and the total number of votes at the General Meeting. Thus, the PFSA Authorisation Condition, i.e., the legal condition set out in point 24 of the Tender Offer document, has been fulfilled. Given that the decision referred to above was issued after the date on which the notice of the intention to launch the Tender Offer was submitted, the text of the Tender Offer document published on 2 November 2026 includes the PFSA Authorisation Condition, which had already been fulfilled by that date. Consequently, in accordance with the Announcement, the Tenderer has stated that the Tender Offer remains conditional solely upon the fulfilment of the conditions set out in point 25 of the Tender Offer document, namely:

1. that, during the period for accepting subscriptions under the Tender Offer, the Bank's shareholders submit subscriptions for the sale of at least 1,018,384 (one million eighteen thousand three hundred and eighty-four) Shares ("**Minimum Number of Subscriptions Condition**"); and
2. that the Bank and the Tenderer shall enter into separate agreements with the Bank's shareholders who, collectively, hold shares representing at least 25% (twenty-five per cent) of the Bank's share capital and at least 25% (twenty-five per cent) of the total number of votes at the General Meeting, pursuant to which such shareholders shall undertake not to tender their shares in the Bank in response to the Tender Offer (whereby each such agreement is a tripartite agreement between the Bank, the Tenderer and the relevant shareholder) ("**Condition of Agreements Not to Participate in the Tender Offer**"). The announcement of the Tender Offer subject to the Condition of Agreements Not to Participate in the Tender Offer stems from an investor commitment made by the Tenderer to the PFSA, under which the Tenderer undertook to maintain the free float of the Bank's

shares on the Warsaw Stock Exchange at a level of not less than 25% (twenty-five per cent) of the Bank's share capital and the total number of votes at the General Meeting. The Condition of Agreements Not to Participate in the Tender Offer is intended to ensure that the Tenderer fulfils the aforementioned investor commitment.

In accordance with the Tender Offer document, the Tenderer expects that both the Minimum Number of Subscriptions Condition and the Condition of Agreements Not to Participate in the Tender Offer should be satisfied by the end of the subscription period, i.e., unless the subscription period is extended, no later than 2 December 2026.

In accordance with the Tender Offer document, the Tenderer reserves the right to decide to acquire the Shares despite the Minimum Number of Subscriptions Condition not being met, immediately upon the expiry of the subscription period (which constitutes the deadline by which the Minimum Number of Subscriptions Condition must be met).

In accordance with the Tender Offer document, the Tenderer reserves the right to decide to acquire the Shares even if the Condition of Agreements Not to Participate in the Tender Offer is not met, immediately upon the expiry of the subscription period (which constitutes the deadline by which the Condition of Agreements Not to Participate in the Tender Offer must be met). The Tenderer intends to take such a decision if, during the subscription period, shareholders submit subscriptions for the sale of such a number of Shares that the Tenderer's total direct and indirect holding in the Bank, following the settlement of the Tender Offer, does not exceed 75 per cent (seventy-five per cent) of the Bank's share capital and 75 per cent (seventy-five per cent) of the total number of votes at the General Meeting.

Information as to whether the Minimum Number of Subscriptions Condition and the Condition of Agreements Not to Participate in the Tender Offer have been met within the time limit specified in the Tender Offer, and regarding the Tenderer's decision concerning the acquisition of Shares in the event that the Condition of Agreements Not to Participate in the Tender Offer or the Minimum Subscription Condition is not met, shall be immediately communicated to the news agency referred to in Article 58(1) of the Act.

1. Basis for the preparation of the Statement and disclaimers

For the purposes of drawing up the Statement, the Management Board analysed the following internal and external sources of information and data available to it:

(a) the Tender Offer document;

(b) the Announcement;

(c) the arithmetic mean of the daily volume-weighted average prices of the Shares on the main market of the Warsaw Stock Exchange (WSE) for the last three months preceding the submission of the Notification;

(d) the arithmetic mean of the daily volume-weighted average prices of the Shares on the main market of the WSE for the last six months preceding the submission of the Notice;

(e) available information on the financial and balance sheet position of the Bank, including data contained in periodic reports published by the Bank up to the date of this Statement, in particular in the financial statements;

(f) available data on the macroeconomic environment, economic and factual factors and knowledge of the financial sector in which the Bank operates, as well as their potential impact on projects carried out by the Bank and its group;

(g) other materials which the Management Board considered necessary in connection with the presentation of this Statement.

In order to determine whether the price proposed in the Tender Offer corresponds to the fair value of the Bank's Shares, the Management Board, acting under Article 80 section 3 of the Act, requested KPMG Advisory spółka z ograniczoną odpowiedzialnością sp.k. ("**KPMG**") to prepare an independent opinion on the price offered for the Shares in the Tender Offer, which is subject to the reservations and assumptions set out therein (**"Fairness Opinion**").

On 13 November 2026, KPMG presented an independent Fairness Opinion to the Management Board, in which, following its own independent analyses, KPMG concluded that the price of the Bank's Shares proposed in the Tender Offer, amounting to PLN 713.60 (seven hundred and thirteen zlotys and 60/100 grosz) per Share ("Share Price"), falls within the fair value range of 100 per cent of the Bank's shares (calculated per Bank share), as estimated by KPMG as at the date of the Fairness Opinion, and thus is fair and reasonable for the Bank's Shareholders from a financial point of view. KPMG provided its services under an agreement concluded with the Bank and does not represent any other entity in connection with the Tender Offer, and is it liable to any entity other than the Bank for the provision of services in connection with the Tender Offer or the content of this Statement. The Fairness Opinion is attached to this Statement.

The Management Board has not commissioned any other external opinions as to whether the Share Price corresponds to the Bank's fair value, apart from the Fairness Opinion. The Management Board accepts no responsibility for the accuracy, reliability, completeness or adequacy of the information on which this Statement is based.

The Statement of the Management Board presented in this document does not constitute a recommendation to buy or sell the Bank's shares or any other financial instruments as referred to in Regulation (EU) No. 596/2014 of the European Parliament and of the Council on market abuse (the Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, or in Commission Delegated Regulation (EU) 2016/958 of 9 March 2016 supplementing Regulation (EU) No. 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the technical arrangements for objective presentation of investment recommendations or other information recommending or suggesting an investment strategy and for disclosure of particular interests or indications of conflicts of interest.

In particular, the Management Board emphasises the possibility that there may be different views on the fair value of the Bank than those expressed in this Fairness Opinion. Pursuant to Article 80, section 2 of the Act, the Statement is based on the information provided by the Tenderor in the Tender Offer. Each investor that makes an investment decision regarding the Shares in connection with this Statement of the Management Board regarding the Tender Offer needs to, based on all of the available information, including the information supplied by the Tenderor and the Bank, specifically in connection with compliance with the relevant information requirements, make its own assessment of the investment risk involved in the holding, continued holding or acquisition of financial instruments, inclusive of seeking individual advice or recommendations from licensed advisors to the extent necessary to make the right decision.

The decision concerning the sale of the Shares in response to the Tender Offer must be an independent decision of each shareholder of the Bank. In particular, each shareholder of the Bank, for the purposes of analyzing the ways in which it may respond to the Tender Offer, should assess the investment risk related thereto including the legal and/or tax implications in respect thereof.

2. The Tenderor's strategic plans for the Bank

In accordance with the Tender Offer document, the Tenderor's intention is to increase its total direct and indirect holding in the Bank to a maximum of 75 per cent (seventy-five per cent) of the Bank's share capital and the total number of votes at the General Meeting. However, the actual number of Shares acquired under the Tender Offer will depend on the response of the Bank's shareholders to the Tender Offer. Although the Tenderor is not a parent undertaking of the Bank within the meaning of Article 4 item (14) of the Act, the Tenderor is a parent undertaking of the Bank within the meaning of the Banking Law, and is also the Bank's principal shareholder. The Tenderor considers that a further increase in its stake in the Bank is consistent with its long-term strategic objectives, which are aimed at strengthening its position as the Bank's main shareholder and increasing the value of its investment.

In accordance with the terms of the Tender Offer document, the Tenderor states that it is standard practice within the Tenderor's group of companies for the Tenderor to hold a majority stake in its subsidiaries, and that in the Central and Eastern European region the Tenderor typically holds 100% (one hundred per cent) or close to 100 per cent (one hundred per cent) of the shares in its directly controlled subsidiary banks, and in any event a stake exceeding approximately 70 per cent (seventy per cent). The current 49 per cent (forty-nine per cent) stake in the Bank constitutes the sole exception to this established ownership structure. The planned increase in the Tenderor's stake in the Bank to a maximum of 75 per cent (seventy-five per cent) of the Bank's share capital and the total number of votes at the General Meeting is consistent with the Tenderor's established practice regarding the ownership structure of its subsidiary banks in the region and with the levels of shareholdings held by other international banking groups in Polish listed banks with foreign shareholders.

In accordance with the Tender Offer document, the Tenderor states that the planned increase in the Tenderor's shareholding should benefit the Bank and its minority shareholders. In particular, a higher level of the Tenderor's shareholding may have a positive impact on the Bank's credit profile, given that rating assessment methodologies typically take into account the strength of support from a bank's shareholder. Furthermore, a stronger ownership link would enable the Bank to benefit from the best practices of the Tenderor's group, including in the areas of risk management, corporate governance standards and capital markets expertise, and would also enhance the Bank's strategic and operational flexibility in pursuing opportunities for organic and inorganic growth. At the same time, the interests of minority shareholders will continue to be protected by maintaining the free float at a significant level: with 25 per cent (twenty-five per cent) of shares in free float, the Bank would retain the highest free-float market capitalisation amongst banks listed on the WSE whose main shareholder is a foreign entity, thereby supporting the maintenance of liquidity, investment attractiveness and stable trading in its shares.

In accordance with the terms of the Tender Offer document, the Tenderor hereby announces that, in connection with the Transaction (as defined below), the Tenderor has submitted to the PFSA an investor undertaking to maintain the free float of the Bank's shares on the WSE at a level of not less than 25 per cent (twenty-five per cent) of the Bank's share capital and the total number of votes at the General Meeting. In order to ensure that the Tenderor complies with the above investor undertaking, the Tender Offer has been announced subject to the Condition of Agreements Not to Participate in the Tender Offer.

3. The Management Board's position regarding the impact of the Tender Offer on the Bank's interests, including employment at the Bank, the Tenderer's strategic plans regarding the Bank and their likely impact on employment at the Bank and on the location of its operations

Taking into account the content of the Tender Offer document, in particular:

(a) the Tenderer's expectations and declarations regarding an increase in its total direct and indirect shareholding in the Bank to a maximum of 75 per cent (seventy-five per cent) of the Bank's share

capital and the total number of votes at the General Meeting, which, in the Tenderer's view, may have a positive impact on the Bank's credit profile, and, thanks to a stronger ownership link, may enable the Bank to benefit from the best practices of the Tenderer's group, including in the areas of risk management, corporate governance standards and expertise in capital markets, as well as increase the Bank's strategic and operational flexibility in realising opportunities for organic and inorganic growth;

(b) the Tenderer's declaration that the interests of the Bank's minority shareholders will continue to be protected by maintaining the *free float* at a significant level of 25 per cent (twenty-five per cent); and

(c) the fact that the Tenderer is currently a key shareholder of the Bank,

The Management Board views the Tenderer's strategic plans favourably.

In the Tender Offer document, the Tenderer has not included any information regarding the impact of the Tender Offer on employment at the Bank or on the Bank's future place of business. However, taking into account the content of the Tender Offer document, the strategic intentions declared by the Tenderer, and the fact that the Tenderer is currently a key shareholder of the Bank, in the Management Board's assessment, as at the date of this Statement, there are no grounds for concluding that the announced Tender Offer and its potential success, including the Tenderer's strategic plans regarding the Bank, will have a negative impact on employment at the Bank or on a change in the location of its operations. As at the date of this Statement, the announcement of the Tender Offer had not affected employment at the Bank.

In view of the above, the Management Board considers the Tender Offer to be in the Bank's best interests.

4. The Management Board's Statement on the Share Price proposed in the Tender Offer

The Management Board notes that, in accordance with Article 79 of the Act, the price of the Bank's Shares in the Tender Offer may not be lower than:

(a) the average market price over the three-month period preceding the submission of the Notice, during which trading in those shares took place on the main market of the Warsaw Stock Exchange;

(b) the average market price over the six-month period preceding the submission of the Notice, during which trading in those shares took place on the main market of the Warsaw Stock Exchange;

(c) the highest price, value of assets or rights which the Tenderer or its subsidiaries or parent companies, as well as third parties referred to in Article 87(1)(3)(a) of the Act, or entities which are parties to an agreement concluded with the Tenderer as referred to in Article 87(1)(5) of the Act, have paid, delivered or undertaken to pay or deliver in exchange for the Shares, during the 12-month period preceding the submission of the Notice.

The average market price is deemed to be the arithmetic mean of the volume-weighted average daily prices of the Bank's shares on the Warsaw Stock Exchange during the relevant period.

In accordance with the text of the Tender Offer document:

- The arithmetic mean of the daily volume-weighted average share prices for the period of 3 (three) months preceding the submission of the Notice amounts, when rounded up, to PLN 713.43 (seven hundred and thirteen zlotys 43/100 grosz) per Share.

- The arithmetic mean of the daily volume-weighted average prices for the period of 6 (six) months preceding the submission of the Notice amounts, rounded up, to PLN 669.21 (six hundred and sixty-nine zlotys 21/100 grosz) per Share.
- During the 12-month period preceding the submission of the Notice, on 9 January 2026, the Tenderer, in performance of the preliminary share sale agreement dated 5 May 2025, entered into a definitive share sale agreement with Banco Santander, S.A., with its registered office in Santander ("**Banco Santander**"), relating to the Tenderer's acquisition from Banco Santander of 50,072,763 (fifty million seventy-two thousand seven hundred and sixty-three) ordinary bearer shares in the Bank, entitling the holder to 50,072,763 (fifty million seventy-two thousand seven hundred and sixty-three) votes at the General Meeting, by way of an over-the-counter ("**OTC**") transaction ("**Transaction**"). The Transaction was executed on 9 January 2026 and settled on the same day. The total price paid by the Tenderer to Banco Santander for the shares acquired under the Transaction amounted to 137.09 euros (one hundred and thirty-seven euros 09/100) per share, which corresponds to 577.53 zlotys (five hundred and seventy-seven zlotys 53/100 grosz) per share, settled in two instalments as follows: (i) on 9 January 2026, the sum of 136.69 euros (one hundred and thirty-six euros 69/100) per share was paid, corresponding to 575.83 PLN (five hundred and seventy-five zlotys 83/100 grosz) per share, at the average exchange rate of the National Bank of Poland ("**NBP**") on the date of payment, amounting to 4.2127 zlotys per 1.00 euro; and (ii) on 9 April 2026, a price adjustment of 0.40 euro (forty eurocents) per share was paid, corresponding to 1.70 zł (one zloty 70/100 grosz) per share, based on the average exchange rate of the NBP on the payment date of 4.2610 zł per 1.00 euro. Apart from the Transaction, neither the Tenderer nor any of its subsidiaries has acquired or undertaken to acquire, directly or indirectly, shares in the Bank in return for cash or non-cash consideration during the 12-month period preceding the submission of the Notice.

Given that: (i) the Bank's shares were traded during more than one-third of the trading sessions in the 3-month period preceding the submission of the Notice; and (ii) the trading volume in the Bank's shares during the 6-month period preceding the submission of the Notice amounted to more than 1 per cent (one per cent) of the total number of the Bank's shares admitted to trading on a regulated market, the obligation set out in Article 79(3a) of the Act to have the fair value of the Shares determined by an audit firm selected by the Tenderer does not apply.

The price per Share in the Tender Offer is PLN 713.60 (seven hundred and thirteen zlotys and 60/100 grosz) and therefore meets the minimum price requirements set out in Article 79 of the Act.

In view of the above, including the Share Price Opinion prepared by KPMG, and taking into account the Bank's financial and operational position, the Management Board, in accordance with Article 80(2) of the Act, is of the opinion that the Share Price corresponds to the Bank's fair value.

Appendix: Share Price Opinion prepared by KPMG Advisory Spółka z ograniczoną odpowiedzialnością sp.k.