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## ERSTE Memory Express Anleihe auf Royal Dutch Shell PLC 19-24

### ERSTE Memory Express Bond on Royal Dutch Shell PLC 19-24

#### SNP Series 335

<b>Issuer</b>	Erste Group Bank AG
<b>Seniority</b>	Senior unsecured notes
<b>Issuer Rating</b>	A (S&P), A2 (Moody's), A (Fitch)
<b>ISIN</b>	AT0000A2ANN2
<b>German WKN</b>	EB0FS3
<b>Public Offer in</b>	Austria, Romania, Slovakia, Germany
<b>Start of Public Offer</b>	27.09.2019
<b>Start of Subscription Period</b>	03.10.2019
<b>Issue Date</b>	31.10.2019
<b>Maturity Date</b>	31.10.2024
<b>Currency</b>	Euro (EUR)
<b>Principal Amount</b>	Tap Issue, up to EUR 50,000,000
<b>Principal Amount per Note</b>	EUR 1,000
<b>Initial Issue Price</b>	100.00 per cent. Issue price may adjust to market conditions continuously.
<b>Issue Surcharge</b>	Up to 2.00 per cent.
<b>Selling concession</b>	Up to 0.00 per cent.
<b>Interest Rate</b>	<p>The interest rate is equal to the sum of (i) 5.80 per cent. of the Principal Amount per Note ("Basic Rate of Interest") and (ii) the product of (x) 5.80 per cent. of the Principal Amount per Note ("Memory Rate of Interest") and (y) the number of all Interest Payment Dates prior to the relevant Interest Payment Date, on which no interest and also no Memory Rate of Interest has been paid.</p> <p>(i) If the Closing Price of the Reference Asset on the Valuation Date immediately preceding the relevant Interest Payment Date is equal to or greater than the Coupon Barrier, interest will be paid, or</p> <p>(ii) otherwise no interest will be paid on such Interest Payment Date.</p>
<b>Payment Dates</b>	Annually on 31.10. in each year, starting on 31.10.2020, subject to adjustment with Following Business Day Convention The interest amount shall not be adjusted accordingly.
<b>Reference Asset</b>	

Share issuer	ISIN	Type	Exchange	Screen Page
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ROYAL DUTCH SHELL PLC-A SHS	GB00B03MLX29	Common Share	Amsterdam Stock Exchange (Euronext)	Reuters RDSa.AS
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<b>Strike Price</b>	100.00 per cent. of the Closing Price on 30.10.2019
<b>Coupon Barrier</b>	65.00 per cent. of the Strike Price.
<b>Redemption Barrier</b>	100.00 per cent. of the Strike Price
<b>Final Redemption Barrier</b>	65.00 per cent. of the Strike Price
<b>Valuation Dates</b>	Valuation Dates are respectively 5 Business Days prior to the following Early Redemption Date. The Last Valuation Date is on 24.10.2024.
<b>Early Redemption</b>	If the Closing Price of the Reference Asset is equal or greater than the Redemption Barrier on one of the Valuation Dates, which is not the Last Valuation Date, each Note will be redeemed by the Issuer at the Early Redemption Amount on the Early Redemption Date following the relevant Valuation Date.
<b>Early Redemption Amount</b>	100.00 per cent.
<b>Early Redemption Dates</b>	Early Redemption Dates occur annually in each case on the 31.10. of each year commencing on 31.10.2020 and ending on 31.10.2023.
<b>Redemption Amount</b>	If early redemption has not occurred and <ul style="list-style-type: none"> <li>if the Closing Price of the Reference Asset on the Last Valuation Date is equal or greater than the Final Redemption Barrier, each Note will be redeemed on 31.10.2024 by an amount equal to the product of the Principal Amount per Note and 100.00 per cent.</li> <li>otherwise each Note will be redeemed on 31.10.2024 by (x) delivery of the Delivery Shares and (y) if applicable payment of the Cash Amount.</li> </ul>

Delivery Shares are, in respect of each Note, the number (or fractions thereof) of Shares, which is equal to the result of dividing (i) the Principal Amount per Note by (ii) the Strike Price (the "Multiplier"), and is calculated by using the following formula:

$$\text{Multiplier} = \frac{\text{Principal Amount per Note}}{\text{Strike Price}}$$

If the Multiplier contains fractions of Shares (in relation to a Note, the "**Residual Fraction**"), a Holder will receive the number of Shares corresponding with the Multiplier, rounded down to the next lower integral number of Shares, which can be delivered by the Issuer. The Residual Fraction will be settled in money. The amount to be settled in money is equal to the Cash Amount.

Cash Amount is an amount, which is equal to the product of (i) the Residual Fraction per Note and (ii) the Closing Price on 24.10.2024 and is calculated by using the following formula:

$$\text{Cash Amount} = \text{Residual Fraction} * \text{Closing Price on 24.10.2024}$$

<b>Business Days</b>	TARGET
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<b>Listing</b>	Vienna Stock Exchange (official market), Stuttgart Stock Exchange (Open Market)
<b>Documentation</b>	Structured Notes Programme (SNP), approved on 11.12.2018
<b>Calculation Agent</b>	Erste Group Bank AG
<b>Paying Agent</b>	Erste Group Bank AG
<b>Additional Information (only for the Data Service Provider)</b>	SI-Status: Ja Strukturkennzeichen: G I N Keine Stückzinsenberechnung (Dirty Price) Kein Garantierter Tilgungskurs Tilgungswert von der Wertentwicklung des Basiswertes abhängig WP-Art: 2031 Anleihen mit Andienungsrecht

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A Base Prospectus has been drawn up and approved by the Austrian Financial Markets Authority (FMA) in accordance with Directive 2003/71/EC of the European Parliament and of the Council, the Commission Regulation (EC) no. 809/2004. The Base Prospectus has been notified by the FMA to the Authorities in Germany, Croatia, Czech Republic, Hungary, Slovakia and Romania according to section 8b of the Austrian Capital Market Act and to the respective authorities in the countries where the product is subject to public offers. The Final Terms are deposited with the FMA. The complete information on the Financial Instrument (Base Prospectus, Final Terms, supplements, if any, customer information under MiFID) can be obtained free of charge upon request at the issuer's registered office at Am Belvedere 1, 1100 Vienna during regularly business hours. An electronic version of the Prospectus is available at the website of Erste Group Bank AG [www.erstegroup.com](http://www.erstegroup.com).

All illustrations, analyses and conclusions contained herein are of a general nature. This Term Sheet neither provides a full and complete overview of the transaction itself, the potential risks and consequences, nor take into account the individual circumstances and needs of our investors regarding income, taxes and risk tolerance, or whether Financial Instrument is a suitable or appropriate investment for them. Financial instruments involve different risk levels and besides the benefits described herein, the Financial Instrument involves risks to be considered by the investor. The illustrated market performance and sample calculations cannot provide reliable predictions about the future performance. Past performance is not necessarily indicative for future performances and transactions in financial instruments may involve significant risks and can be considered as speculative. The lower the credit rating/credit worthiness of the issuer, the higher is the risk of the investment. Since not all transactions are suitable for every investor, the investor shall, prior to the entering into any transaction, consult its independent advisors (including but not limited to legal and tax advisor), to make sure that, irrespective of the information herein, the planned investment fits into the investor's needs and preferences and that the involved risks are fully understood by the investor and that after due consideration the investor is convinced that s/he wish to enter into the planned transaction, is able to do so and can bear the economic consequences. The MiFID relevant customer information available at investor's credit institution must be taken into account by the investor. Although the information herein has been obtained from, and any opinions herein are based upon, sources believed reliable, Erste Group (including its principals, employees and/or representatives) makes no representation and warranty, express or implied, to the accuracy, completeness and correctness of the information contained herein. Neither Erste Group nor any of its principals, employees and/or representatives shall be liable for any losses or damages whatever its nature is (including but not limited to any direct, indirect or consequential loss or loss of profit) and which may result from reliance upon the information herein. From time to time, Erste Group and its principals, representatives or employees of Erste Group respectively may have a position in the Financial Instrument or hold options, warrants or rights with respect thereto or other financial instruments of such issuers and may make a market or otherwise act in transactions in any of these financial instruments. Erste Group, its principals, representatives and/or employees may from time to time provide investment banking or consulting services to or serve as a manager/director in a company referred to herein. The distribution of this Term Sheet and Financial Instrument is restricted or prohibited in certain jurisdiction such as, inter alia, Australia, Canada, Great Britain, Japan and the United States of America. In particular, this Term Sheet may not be distributed and the Financial Instrument may not be offered or sold within the United States of America or to, or for the account or benefit of, any U.S. Persons (as defined in Regulation S under the U.S. Securities Act of 1933 as amended) unless an exemption under U.S. law or the state laws in the United States is applicable. Persons into whose possession this Term Sheet comes are required by Erste Group to inform them about and to observe such restrictions. Further information is available in the Prospectus. Additional information on the Financial Instrument can be obtained from Erste Group upon request. This Term Sheet is based on the level of knowledge of the person entrusted with their compilation on the date of its preparation. This Term Sheet should not be regarded as financial, legal, tax, regulatory or other advice. It is not construed as financial analysis under MiFID regulation. Any statement herein is non-binding and without any obligation. Erste Group is not responsible for printing or typographical errors. This Term Sheet and the contents thereof is private and confidential and must not be reproduced, distributed, published or otherwise disclosed to any third party without the prior written consent of Erste Group Bank AG. Erste Group Bank AG is regulated by the Financial Service Authority for the conduct of investment business in the UK.

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