

Company Registration No. 83373

ERSTE FINANCE (JERSEY) (4) LIMITED

Annual Report

and

Audited Financial Statements

for the year ended 31 December 2011

ERSTE FINANCE (JERSEY) (4) LIMITED
Financial Statements for the year ended 31 December 2011

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ERSTE FINANCE (JERSEY) (4) LIMITED
Financial Statements for the year ended 31 December 2011

GENERAL INFORMATION

Registration

Erste Finance (Jersey) (4) Limited (the "Company") is registered in Jersey, Channel Islands as a public limited liability company under the Companies (Jersey) Law, 1991. The Company's registration number is 83373.

Directors

Executive Directors

Gareth Essex - Cater
Helen Grant
Francois Chesnay
Martin Sadleder
Marouska Agius

Non-executive Director

Gerald Fleischmann

Company Secretary

State Street Secretaries (Jersey) Limited

Registered Office

22, Grenville Street
St. Helier
Jersey
JE4 8PX
Channel Islands

Auditors

Ernst & Young LLP
Liberation House
Castle Street
St Helier,
Jersey
JE1 1EY
Channel Islands

ERSTE FINANCE (JERSEY) (4) LIMITED
Financial Statements for the year ended 31 December 2011

DIRECTORS' REPORT

The Directors present their report together with the audited Financial Statements for the year ended 31st December 2011.

Principal activity

The Company is engaged in raising finance for its ultimate parent company as disclosed in note 12 to these Financial Statements.

Results and dividends

The Statement of Comprehensive income is set out on page 6 and the movements in retained earnings are disclosed in the statement of changes in equity on page 8.

No dividend payments have been proposed or paid to the holders of the ordinary shares during the current or prior year.

Directors

The names of the Directors of the Company who held office during the year ended 31st December 2011 to date are set out on page 2.

Statement of Directors' responsibilities

The Directors are responsible for preparing the Financial Statements in accordance with applicable law and regulations.

Jersey Company law requires the directors to prepare Financial Statements for each financial period in accordance with any generally accepted accounting principles. The Financial Statements of the Company are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these Financial Statements, the directors should:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and appropriate;
- specify which generally accepted accounting principles have been adopted in their preparation; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping accounting records which are sufficient to show and explain its transactions and are such as to disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements prepared by the Company comply with the requirements of the Companies (Jersey) Law 1991. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

ERSTE FINANCE (JERSEY) (4) LIMITED
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DIRECTORS' REPORT - continued

Statement of persons responsible within the issuer

With regard to Regulation 2004/109/EC of the European Union (the "EU Transparency Directive"), we confirm to the best of our knowledge that the Financial Statements for the year ended 31 December 2011 give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company as required by the applicable accounting standards.

The Directors' Report gives a true and fair view of important events that have occurred during the financial year and their impact on the Financial Statements. The principal risks and uncertainties faced by the Company are disclosed in Note 13 of these Financial Statements.

Going Concern

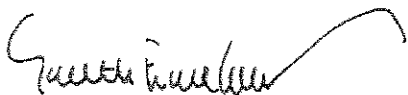
The ultimate shareholder of the Company, Erste Group Bank AG, Vienna, announced on 17th of February 2012 the intention to offer to the holders of Preference Shares issued by Erste Capital Finance (Jersey) 4 Limited, a buy back offer, for a significant volume of such instruments. The buy back by Erste Group Bank AG has been successful and Erste Group Bank AG intends to redeem EUR125,459,000 of preference shares issued by Erste Finance (Jersey) 4 Limited, by end of June 2012. The redemption will occur at par.

As at the date of the Financial Statements, it is not the intention of Erste Group Bank AG to redeem the remaining preference shares or liquidate the Company. According to the planned cash flows we expect sufficient cash flows to fulfill all commitments of the Company.

Auditors

Ernst & Young LLP have expressed their willingness to continue in office.

BY THE ORDER OF THE BOARD



State Street Secretaries (Jersey) Limited
Secretary

Date: 10/05/2012

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ERSTE FINANCE (JERSEY) (4) LIMITED

We have audited the financial statements of Erste Finance (Jersey) (4) Limited for the year ended 31 December 2011 which comprise Statement of Comprehensive Income, Statement of Financial Position, Statement of changes in Equity, Statement of Cash Flows and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards as adopted by the European Union.

This report is made solely to the company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing. Those standards require us to comply with the International Federation of Accountants's Handbook of the Code of Ethics for Professional Accountants.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements


In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its profit for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies (Jersey) Law 1991 requires us to report to you if, in our opinion:

- proper accounting records have not been kept, or proper returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.



Christopher James Matthews, FCA
for and on behalf of Ernst & Young LLP
Jersey, Channel Islands
Date: 11 May 2012

ERSTE FINANCE (JERSEY) (4) LIMITED
Financial Statements for the year ended 31 December 2011

STATEMENT OF COMPREHENSIVE INCOME

	Notes	2011 EUR	2010 EUR
Finance revenue	3	8,192,498	8,185,499
Finance costs	4	(8,090,984)	(8,069,157)
Net finance revenue		101,514	116,342
Administrative expenses	5	(25,876)	(29,570)
Profit for the financial year		75,638	86,772
Other comprehensive income		-	-
Total comprehensive income for the year net of tax, Attributable to equity holders of the parent		75,638	86,772

All results originate from continuing operations.

The accounting policies and explanatory notes on pages 10 to 21 form an integral part of the Financial Statements.

ERSTE FINANCE (JERSEY) (4) LIMITED
 Financial Statements for the year ended 31 December 2011

STATEMENT OF FINANCIAL POSITION
 as at 31 December 2011

	Notes	2011 EUR	2010 EUR
ASSETS			
Current assets			
Financial assets	6	274,500,000	274,500,000
Receivables	7	75,488	196,908
Cash at bank	11	507,363	428,376
		275,082,851	275,125,284
TOTAL ASSETS			
		275,082,851	275,125,284
EQUITY AND LIABILITIES			
Capital and reserves			
Issued capital	8	3	3
Share premium	8	22,000,232	22,000,232
Retained earnings		502,293	426,655
Total equity		22,502,528	22,426,890
Current liabilities			
Preference shares	9	252,500,000	252,500,000
Payables	10	80,323	198,394
		252,580,323	252,698,394
TOTAL EQUITY AND LIABILITIES			
		275,082,851	275,125,284

The accounting policies and explanatory notes on pages 10 to 21 form an integral part of the Financial Statements.

The Financial Statements on pages 6 to 21 were approved and authorised for issue by the Board of Directors on 10 Nov 2012 and were signed on its behalf by:



Director

ERSTE FINANCE (JERSEY) (4) LIMITED
 Financial Statements for the year ended 31 December 2011

STATEMENT OF CHANGES IN EQUITY

	Issued Share capital EUR	Share premium EUR	Retained earnings EUR	Total EUR
Balance as at 1 January 2011	3	22,000,232	426,655	22,426,890
Profit for the year	-	-	75,638	75,638
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income	-	-	75,638	75,638
Balance as at 31 December 2011	3	22,000,232	502,293	22,502,528
Balance as at 1 January 2010	3	22,000,232	339,883	22,340,118
Profit for the year	-	-	86,772	86,772
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income	-	-	86,772	86,772
Balance as at 31 December 2010	3	22,000,232	426,655	22,426,890

The accounting policies and explanatory notes on pages 10 to 21 form an integral part of the financial statements.

ERSTE FINANCE (JERSEY) (4) LIMITED
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STATEMENT OF CASH FLOWS

	Note	2011 EUR	2010 EUR
Cash flows from operating activities			
Interest received on financial assets		8,313,918	8,198,444
Dividends paid on preference shares		(8,209,407)	(8,088,932)
Cash paid on administrative expenses		(25,524)	(29,881)
		<hr/>	<hr/>
NET MOVEMENT IN CASH AND CASH EQUIVALENTS		78,987	79,631
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		428,376	348,745
		<hr/>	<hr/>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	11	507,363	428,376
		<hr/>	<hr/>

The accounting policies and explanatory notes on pages 10 to 21 form an integral part of the Financial Statements.

ERSTE FINANCE (JERSEY) (4) LIMITED
Financial Statements for the year ended 31 December 2011

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Erste Finance (Jersey) (4) Limited (the "Company") is a limited liability company incorporated and domiciled in Jersey.

The Financial Statements of the Company for the year ended 31 December 2011 were authorised for issue in accordance with a resolution of the directors on 10 May 2012. The principal activities of the Company are described in the directors' report.

2.1 BASIS OF PREPARATION

Basis of preparation

These Financial Statements are prepared on the historical cost basis and presented in Euros.

Going Concern

The ultimate shareholder of the Company, Erste Group Bank AG, Vienna, announced on 17th of February 2012 the intention to offer to the holders of Preference Shares issued by Erste Finance (Jersey) (4) Limited, a buy back offer, for a significant volume of such instruments. The buy back by Erste Group Bank AG has been successful and Erste Group Bank AG intends to redeem EUR125,459,000 of Preference shares issued by Erste Finance (Jersey) 4 Limited, by end of June 2012. The redemption will occur at par.

As at the date of the Financial Statements, it is not the intention of Erste Group Bank AG to redeem the remaining preference shares or liquidate the Company. According to the planned cash flows we expect sufficient cash flows to fulfill all commitments of the Company

Statement of compliance

These Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the EU and comply with the Companies (Jersey) Law, 1991.

2.2 CHANGES IN ACCOUNTING POLICIES

The Company has adopted the following new and amended IFRS and IFRIC interpretations as of 1 January 2011:

- IFRS 1 (Amendments) *Limited Exemption from Comparative IFRS 7 Disclosures for First-time Adopters* (effective for annual periods beginning on or after 1 July 2010)
- IAS 24 (Amendments) *Related Party Disclosures* (effective for financial years beginning on or after 1 January 2011)
- IAS 32 (Amendments) *Financial Instruments: Presentation - Classification of Rights Issues* (effective for financial years beginning on or after 1 February 2010)
- IFRIC 14 (Amendments) *Prepayments of a minimum funding requirements* (effective for financial years beginning on or after 1 January 2011)
- IFRIC 19 *Extinguishing Financial Liabilities with Equity Instruments* (effective for financial years beginning on or after 1 July 2010)
- Improvements to IFRSs issued in May 2010 (various effective dates, earliest for the financial year beginning on or after 1 July 2010)

The adoption of these standards did not have an impact on the Financial Statements of the company.

NOTES TO THE FINANCIAL STATEMENTS - continued

2.2 CHANGES IN ACCOUNTING POLICIES - continued

Standards, interpretations and amendments to published standards that are not yet effective

Up to the date of approval of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective for the current reporting period and which have not been adopted early. None of these standards, interpretations and amendments is expected to have an impact on the financial position or performance of the Company.

- IFRS 1 (Amendments) *Additional Exemptions for First-time Adopters* (effective for annual periods beginning on or after 1 July 2011)
- IFRS 7 (Amendments) *transfer of financial assets disclosure* (effective for the financial years beginning on or after 1 July 2011)

Standards, interpretations and amendments that are not yet endorsed by the EU

- IFRS 1 (Amendments) *Severe Hyperinflation and Removal of Fixed Dates for First-Time Adopters* (effective for financial years beginning on or after 1 July 2011)
- IFRS 1 (Amendments) *Government Loans* (effective for financial years beginning on or after 1 January 2013)
- IAS 1 (Amendments) *Presentation of Items of Other Comprehensive Income* (effective for financial years beginning in or after 1 July 2012)
- IAS 12 (Amendments) *Deferred tax: Recovery of Underlying Assets* (effective for financial years beginning in or after 1 January 2012)
- IAS 19 (Amendments) *Employee Benefits* (effective for financial years beginning in or after 1 January 2013)
- IAS 27 (Amendments) *Separate Financial Statements* (effective for annual periods beginning on or after 1 January 2013)
- IAS 28 (Amendments) *Investments in Associates and Joint Ventures* (effective for annual periods beginning on or after 1 January 2013)
- IAS 32 (Amendments) *Offsetting of financial assets and financial liabilities presentation* (effective for financial years beginning on or after 1 January 2014)
- IFRS 7 (Amendments) *Offsetting of financial assets and financial liabilities* (effective for financial years beginning on or after 1 January 2013)
- IFRS 7 (Amendments) *Disclosure for initial application of IFRS 9* (effective for financial years beginning on or after 1 January 2015)
- IFRS 9 *Financial Instruments: Classification and Measurement* (effective for financial years beginning on or after 1 January 2015)
- IFRS 10 *Consolidated Financial Statements* (effective for annual periods beginning on or after 1 January 2013)
- IFRS 11 *Joint Arrangements* (effective for annual periods beginning on or after 1 January 2013)
- IFRS 12 *Disclosure of Interests in Other Entities* (effective for annual periods beginning on or after 1 January 2013)
- IFRS 13 *Fair value Measurement* (effective for annual periods beginning on or after 1 January 2013)
- IFRIC 20 *Stripping Costs in the Production Phase of a Surface Mine* (effective for annual periods beginning on or after 1 January 2013)

The company is still assessing the impact that the adoption of these standards will have on the Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS – continued

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial assets

Financial assets consist of Floating Rate Callable Subordinated Notes which are unlisted private placements of funds to the company's ultimate parent company and are classified as loans and receivables.

When financial assets are recognised initially, they are measured at cost plus directly attributable transaction costs as this is reflective of their fair value.

All purchases and sales of financial assets are recognised on the trade date which is the date that an asset is delivered to or by the company. Purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

After initial measurement loans and receivables are subsequently carried at amortised cost using the effective interest method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and transaction costs.

Gains and losses are recognised in the statement of comprehensive income when loans and receivables are derecognised or impaired, as well as through the amortisation process.

Embedded Contracts

As disclosed in notes 6 and 9, the host debt instrument includes certain embedded derivatives. The Directors have assessed that all embedded derivatives are closely related to their host contract and have therefore not separately accounted for them.

Preference shares

When financial liabilities are recognised initially, they are measured at fair value plus directly attributable transactions costs. After initial recognition these are subsequently measured at amortised cost, using the effective interest rate method.

Gains and losses are recognised in the Statement of Comprehensive Income when the liability is derecognised as well as through the amortization process.

Preference shares are classified as financial liabilities since the payments are obligatory and the issuer has no discretion to avoid payments. As a result they are measured at amortised cost.

Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. The following specific recognition criteria must also be met before revenue is recognised:

Interest income

Revenue is recognised as the interest accrues, using the effective interest rate method unless collectability is in doubt.

NOTES TO THE FINANCIAL STATEMENTS - continued

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Interest expense

The corresponding dividends on Preference shares are recognised as an interest expense in the Statement of Comprehensive Income. Interest expense is recognised as the interest accrues using the effective interest rate method.

Foreign currency translation

Transactions in foreign currency are translated to Euro, which is also the functional and reporting currency. Transactions in foreign currencies are initially recorded in the functional currency rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the reporting date. All differences are taken to the Statement of Comprehensive income.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates ruling at the dates of the initial transactions. Non-monetary assets and liabilities measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Taxation

Profits arising from the Company are subject to Jersey Income Tax, currently at a rate of 0%.

Derecognition of financial assets and financial liabilities

Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised where:

- the rights to receive cash flows from the asset have expired; or
- the company has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and
- either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the company's continuing involvement in the asset.

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the statement of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS - continued

2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Impairment of financial assets

Assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The amount of loss shall be recognised in the Statement of Comprehensive Income.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in the profit or loss, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

Receivables

Receivables are recognised and carried at the expected recoverable amount.

Cash and cash equivalents

For the purposes of the Statement of Financial Position and the Statement of Cash Flows, cash at bank and cash equivalents, consist of cash at bank with a maturity of less than 3 months. Cash at bank is carried at cost.

Payables

Amounts payable are recognised and carried at cost which is the consideration to be paid for services received, whether or not billed to the Company.

Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances.

In the opinion of the Directors, the accounting estimates and judgements made in the course of preparing these Financial Statements are not difficult, subjective or complex to a degree which would warrant their description as significant in terms of the requirements of IAS 1 (revised).

3. FINANCE REVENUE

	2011	2010
	EUR	EUR
Income from financial assets	8,192,498	8,185,499

4. FINANCE COSTS

	2011	2010
	EUR	EUR
Dividends on preference shares	8,090,984	8,069,157

ERSTE FINANCE (JERSEY) (4) LIMITED
Financial Statements for the year ended 31 December 2011

NOTES TO THE FINANCIAL STATEMENTS - continued

5. ADMINISTRATIVE EXPENSES

	2011	2010
	EUR	EUR
Auditors' remuneration	12,200	11,500
Professional fees	13,524	13,960
Bank charges	152	4,110
	25,876	29,570

6. FINANCIAL ASSETS

	2011	2010
	EUR	EUR
Current		
Loans and receivables		
Subordinated Perpetual CMS Floating Rate Notes	274,500,000	274,500,000

At 31 December 2011, the Company held Series No: 232 EUR274,500,000 Subordinated Perpetual CMS Floating Rate Notes issued by Erste Group Bank AG (formerly Erste Bank der Oesterreichischen Sparkassen AG).

The Notes are redeemable at the option of the Issuer, on any interest payment date falling on 24 March 2009 or any subsequent interest payment date thereafter, which are paid quarterly.

Interest is receivable quarterly, in arrears, at the ten-year mid swap rate in EUR plus a variable margin depending on the fixing of the EUR CMS 10, with a maximum rate of 8.335% per annum.

7. RECEIVABLES

	2011	2010
	EUR	EUR
Interest income receivable	75,488	196,908

8. ISSUED CAPITAL

Authorised share capital

The authorised share capital is made up of:

500,000 Ordinary shares and 500,000 Unclassified shares of GBP 0.01 each
500,000 Ordinary shares and 500,000 Unclassified shares of EUR0.01 each
500,000 Ordinary shares and 500,000 Unclassified shares of US\$ 0.01 each
5,000 Ordinary shares and 5,000 Unclassified shares of JPY 1.00 each

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NOTES TO THE FINANCIAL STATEMENTS - continued

8. ISSUED CAPITAL - continued

Issued share capital

	Issued Capital 2011 EUR	Share Premium 2011 EUR	Issued Capital 2010 EUR	Share Premium 2010 EUR
Ordinary shares				
<i>Issued and paid up share capital</i>				
10 ordinary shares of EUR0.01 at a premium of EUR0.99 each	1	9	1	9
220 ordinary shares of EUR0.01 at a premium of EUR99,999.99 each	2	21,999,998	2	21,999,998
1 ordinary share of EUR0.01 at a premium of EUR224.99 issued on 14 December 2006	-	225	-	225
	3	22,000,232	3	22,000,232

The rights attaching to the Ordinary Shares are as follows:

- **As regards Income** - Subject to the Law and the provisions of the company's Articles of Association, each ordinary share shall confer on the holder thereof the right to receive such profits of the company available for distribution as the Directors may declare or the Members may resolve by Ordinary Resolution after any payment to or provision for the holders of the preference shares of any amount then payable in accordance with any Statement of Rights relating thereto and after payment of any other preferential dividend then payable on any other class of shares.
- **As regards Capital** - Subject to the Law and the provisions of the company's Articles of Association, on a winding-up or other return of capital (other than a purchase or redemption of any preference share or any share of any other class of redeemable shares) the holder of each ordinary share shall be entitled, following payment to the holders of the preference shares of all amounts then payable in accordance with any Statement of Rights and following payment in accordance with the rights of any other class of shares having priority in accordance herewith and following the repayment of the nominal amount of the capital paid-up on the nominal shares, to repayment of the nominal amount of the capital paid-up thereon and thereafter any surplus assets then remaining shall be distributed *pari passu* among the holders of the ordinary shares in proportion to the amounts paid-up thereon.
- **As regards Voting** - The holder of each ordinary share shall be entitled to receive notice of general meetings of the company and class meetings relating to ordinary shares and to attend and vote thereat.

9. PREFERENCE SHARES

	2011 EUR	2010 EUR
Current		
252,500 Series H Preference shares of EUR0.01 at a premium of EUR999.99 each	252,500,000	252,500,000

ERSTE FINANCE (JERSEY) (4) LIMITED
Financial Statements for the year ended 31 December 2011

NOTES TO THE FINANCIAL STATEMENTS - continued

9. PREFERENCE SHARES - continued

At 31 December 2011, 252,500 Series H Floating Rate Non-cumulative Non-voting preference shares of EUR1,000 each were in issue.

Dividends on the preference shares are payable quarterly, in arrears, at the ten year mid swap rate in EUR six month Euribor plus 0.10% per annum, with a maximum rate of 9% per annum.

Preference shares are redeemable at the option of the company, subject to the prior consent of the ultimate parent company Erste Group Bank AG (formerly Erste Bank der Oesterreichischen Sparkassen AG) on any dividend payment date falling on 24 March 2009 or any subsequent dividend payment date thereafter. Upon redemption, the holders of preference shares will be entitled to receive EUR1,000 per share plus accrued dividends.

The Preference shares rank ahead of the Ordinary shares in the event of liquidation, dissolution or winding up of the company and have the benefit of a 'Support Agreement' entered into by the company and Erste Bank for the purpose of fulfilling the company's payment obligations in respect of the preference shares. Preference shares do not carry the right to vote unless dividends are in arrears.

Redeemable preference shares

Notwithstanding the availability of sufficient assets of the company to pay any liquidation distribution to the holders of the preference shares, if at the time such liquidation distribution is to be paid, proceedings are pending or have been commenced for the voluntary or involuntary liquidation, dissolution or winding up of Erste Bank, the liquidation distribution paid to the holders of the preference shares shall not exceed the amount per share that would have been paid as the liquidation distribution from the assets of Erste Bank had the preference shares been issued by Erste Bank and ranked (i) junior to all liabilities of Erste Bank (other than any liability expressed to rank pari passu with or junior to the 'Support Agreement'), (ii) pari passu with all asset party securities of Erste Bank and (iii) senior to Erste Bank's share capital.

10. PAYABLES

	2011	2010
	EUR	EUR
Dividends payable on preference shares	73,926	192,349
Accruals	6,397	6,045
	80,323	198,394

11. CASH AND CASH EQUIVALENTS

For the purpose of the Statement of Financial Position and the Statement of Cash Flows, cash and cash equivalents comprise the following balances:

	2011	2010
	EUR	EUR
Cash at bank	507,363	428,376

ERSTE FINANCE (JERSEY) (4) LIMITED
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NOTES TO THE FINANCIAL STATEMENTS - continued

12. RELATED PARTY DISCLOSURES

The parent and ultimate parent company

The parent company of the Company is Erste Bank (Malta) Limited, a company registered in Malta, with its registered address at 6, Rosa Marina Building, 216 Marina Scafront, Pieta PTA 9041. Erste Bank (Malta) Limited owns 100% of the ordinary shares in the Company.

The ultimate parent of the Company is Erste Group Bank AG ("Erste Bank") (formerly Erste Bank der Oesterreichischen Sparkassen AG) incorporated under the laws of Austria, with its registered office at Graben 21, 1010 A Vienna, Austria.

Related party transactions and balances

During the financial year interest receivable on Subordinated Perpetual CMS Floating Rate Notes issued by the ultimate parent company amounted to EUR8,192,498 (2010:EUR8,185,499). Accrued interest receivable at 31 December 2011 is separately disclosed in Note 7.

Key management personnel

Gerald Fleischmann, Martin Sadleder and Marouska Agius are senior employees of Erste Bank (Malta) Limited or Erste Group Bank AG (formerly Erste Bank der Oesterreichischen Sparkassen AG) or their affiliate companies. They do not receive directors' fees.

G.P. Essex-Cater is a shareholder of Mourant Limited. Until 1st April 2010, each of G.P. Essex-Cater, F.X.A. Chesnay and H.C. Grant was an employee of a subsidiary of Mourant Limited. Affiliates of Mourant Limited provided administrative services to the Company at commercial rates.

On 1 April 2010, Mourant Limited sold its interest in certain affiliates to State Street Corporation ("SSC"). Each of G.P. Essex-Cater, H.C. Grant and F.X.A. Chesnay is now an employee of a subsidiary of SSC, affiliates of which provide ongoing administrative services to the Company at commercial rates.

13. FINANCIAL INSTRUMENTS

Financial risk management policies

Erste Bank (Malta) Limited being 100% owner of the Company uses a control and risk management system that is proactive and tailored to the group's risk profile. This system is based on a clear risk strategy consistent with the company's business strategy. The system's goal is the early identification and management of risks and trends.

Due to the static nature of the Company, risk was assessed upfront during the set up of the special purpose vehicle between lawyers and Erste Group Bank AG itself. This resulted in careful selection of assets and liabilities with similar terms to minimise the risk within the company. The directors believe there has been no change to the risks.

The Company's principal financial assets comprise Loans and receivables, cash at bank and receivables. Financial liabilities comprise preference share and payables.

ERSTE FINANCE (JERSEY) (4) LIMITED
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NOTES TO THE FINANCIAL STATEMENTS - continued

13. FINANCIAL INSTRUMENTS - continued

Fair values

At 31 December, the carrying amounts of cash at bank, receivables and payables approximated their fair values due to the short term maturities of these assets and liabilities.

The fair value of the borrowings, based on the quoted market price of the Preference Shares as at 31 December 2011 stood at EUR85,430,850 (2010: EUR134,694,000). These Preference Shares are listed on the Luxembourg Stock Exchange.

As disclosed in notes 6 and 9, the host debt instrument includes certain embedded derivatives. The Directors have assessed that all embedded derivatives are either closely related to the host debt instrument or are non-option in their nature and have therefore not separately accounted for them.

Market risk

Market risk is the risk of performance impact from the fluctuation in interest rates, exchange rate and security prices. However as the company has only one loan outstanding, where the borrower is the ultimate parent company Erste Group Bank AG security price risk can be considered as very limited. Interest rate risk and foreign currency risk, making up market risk, are dealt in detail below.

Interest rate risk

Interest rate risk is the risk of adverse change in the fair value of financial instruments caused by movement in market interest rates. This type of risk arises, when mismatches exist between assets and liabilities in respect of their maturities or of the timing of interest rate adjustments.

As detailed in note 6 and 9 there is a mismatch in the calculation method for interest receivable on the assets and payable on the preference shares. However interest rate caps are in place to limit this risk.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the company's profit before tax (through the impact of floating rate borrowings).

	Increase/ decrease in basis points	Effect on profit before tax EUR
2011	+20	44,000
	-20	(44,000)
2010	+20	44,000
	-20	(44,000)

Foreign currency risk

Fluctuation in foreign exchange rates creates foreign currency risks. The Company has transactional currency exposures arising from interest receivables and dividend payables in Euro. As the timing of interest receivables in Euro matches that of dividend payables in Euro and the fact, that the base currency of the financial statement is Euro as well, the foreign currencies risk is limited only to certain administrative expenses incurred in foreign currencies

ERSTE FINANCE (JERSEY) (4) LIMITED
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NOTES TO THE FINANCIAL STATEMENTS - continued

13. FINANCIAL INSTRUMENTS - continued

Credit risk

The Company's exposure to credit risk with respect to financial assets arises from default of the counter party, with a maximum exposure equal to the carrying amounts. In particular, the Company is exposed to Erste Bank's credit risk as there is a concentration of credit risk with the ultimate parent company. Erste Group AG's credit rating as at 31 December 2011 was A as categorized by Standard and Poor's (2010: A). The financial assets of the Company are neither past due nor impaired. Please refer to Note 6 for a detailed overview of the Company investments.

Liquidity risk

Liquidity risk is the risk that the company will be unable to meet its payment obligations when they fall due under normal and stress circumstances.

The Company manages liquidity risk throughout the entire year, resulting in a positive short-term liquidity gap, and by timing the financial asset maturities on a basis similar to those of the financial liabilities. The Company also has the benefit of the preference shares in issue being limited recourse.

Liquidity risk relates principally to the company's dividend payment obligations under the preference shares. The timing of cash flows receivable on interest accruing to the company on its investments matches that of dividend payments. Therefore we consider that there is no liquidity risk at all.

The table below summarises the maturity profile of the Company's financial liabilities at 31 December 2011 based on contractual undiscounted repayment obligations. The repayment obligations are based on the assumption that the interest rates in the future will be similar to those prevailing at 31 December 2011.

	Less than 1 month EUR	Between 1 and 3 months EUR	Between 3 months and 1 year EUR	Between 1 year and 5 years EUR	More than 5 years EUR	Undated EUR	Total EUR
2011							
Liabilities							
Preference shares	-	-	257,271,459	-	-	-	257,271,459
Other liabilities	-	80,323	-	-	-	-	80,323
Capital and reserves	-	-	-	-	-	22,764,862	22,764,862
Total liabilities	-	80,323	257,271,459	-	-	22,764,862	280,116,644
2010							
Liabilities							
Preference shares	-	-	261,275,918	-	-	-	261,275,918
Other liabilities	-	198,394	-	-	-	-	198,394
Capital and reserves	-	-	-	-	-	22,634,900	22,634,900
Total liabilities	-	198,394	261,275,918	-	-	22,634,890	284,109,212

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NOTES TO THE FINANCIAL STATEMENTS - continued

13. FINANCIAL INSTRUMENTS - continued

Liquidity risk – continued

The table below summarises the undiscounted maturity profile of the Company's financial assets at 31 December 2011 and 2010:

	Less than 1 month EUR	Between 1 and 3 months EUR	Between 3 months and 1 year EUR	Between 1 year and 5 years EUR	More than 5 years EUR	Undated EUR	Total EUR
2011							
Assets							
Financial Assets	-	-	279,533,793	-	-	-	279,533,793
Other Assets	-	75,488	-	-	-	-	75,488
Cash at Bank	507,363	-	-	-	-	-	507,363
Total assets	507,363	75,488	279,533,794	-	-	-	280,116,644
2010							
Assets							
Financial Assets	-	-	283,483,928	-	-	-	283,483,928
Other Assets	-	196,908	-	-	-	-	196,908
Cash at Bank	428,376	-	-	-	-	-	428,376
Total assets	428,376	196,908	283,483,928	-	-	-	284,109,212

Capital management

The primary objective of the company is to raise capital for the Erste Bank group by raising money in the form of preference shares and in turn lends this capital to Erste Group Bank AG (formerly Erste Bank der Oesterreichischen Sparkassen AG). In doing so the company ensures to support the group's requirements, whilst retaining sufficient financial independence there from.

14. SUBSEQUENT EVENTS

As at the date of approval of these Financial Statements, Erste Group Bank AG intends to redeem EUR125,459,000 of Preference Shares issued by Erste Finance (Jersey) (4) Limited by end of June 2012. The redemption will occur at par.