



Announcement

Resolutions of the Shareholders Annual General Meeting (AGM)

Nicosia, 25 May 2021

Group Profile

The Bank of Cyprus Group is the leading banking and financial services group in Cyprus, providing a wide range of financial products and services which include retail and commercial banking, finance, factoring, investment banking, brokerage, fund management, private banking, life and general insurance. The Bank of Cyprus Group operates through a total of 91 branches in Cyprus, of which 11 operate as cash offices. Bank of Cyprus also has representative offices in Russia, Ukraine and China. The Bank of Cyprus Group employs 3,557 staff worldwide. At 31 March 2021, the Group's Total Assets amounted to €23.0 bn and Total Equity was €2.1 bn. The Bank of Cyprus Group comprises Bank of Cyprus Holdings Public Limited Company, its subsidiary Bank of Cyprus Public Company Limited and its subsidiaries.

The Annual General Meeting (“AGM”) of the Bank of Cyprus Holdings Public Limited Company (“the Company” or “the Bank”) was held at the Company’s Headquarters on Tuesday, 25 May 2021. The AGM was attended by 42 Shareholders & Depository Interest Holders, either in person or by proxy, who represented 206.848.466 shares, that is 46,36% of the total issued share capital of the Company.

Ordinary Business

The AGM considered the Financial Statements for the year ended 31 December 2020 together with the reports of the Directors and the Auditors and fixed the ordinary remuneration of the Members of the Board.

The AGM authorised the Board of Directors to fix the remuneration of PricewaterhouseCoopers as the Company’s Statutory Auditors for the year 2021.

The following Directors were re-elected to the Board of Directors:

- a) Efstratios-Georgios (Takis) Arapoglou
- b) Lyn Grobler
- c) Arne Berggren
- d) Maksim Goldman
- e) Paula Hadjisotiriou
- f) Dr Michael Heger
- g) Panicos Nicolaou
- h) Maria Philippou
- i) Nicolaos Sofianos
- j) Ioannis Zographakis

Mr Constantine Iordanou and Mrs Eliza Livadiotou were elected to the Board of Directors effective from the date of the approval of their appointment by the European Central Bank (ECB).

The AGM received and considered the Annual Remuneration Report of the Remuneration Committee for the year ended 31 December 2020 and the 2021 Remuneration Policy.

Special Business

The AGM further resolved to:

- Authorise the Directors to issue shares;
- Authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act 2014;
- Authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act 2014 in respect of financing a transaction;
- Authorise the Directors to issue, allot, grant options over or otherwise dispose of ordinary shares on the conversion or exchange of Additional Tier 1 Contingent Equity Conversion Notes;

- Authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act 2014 in respect of shares issued pursuant to Resolution 8;
- Authorise the Directors to repurchase shares of the Company;
- Determine the re-issue price range for treasury shares; and
- Allow for the convening of an Extraordinary General Meeting by at least 14 clear days' notice.

as per the provisions made in the Notice of Annual General Meeting issued on 26 April 2021.

The above Special Business resolutions are valid until the next AGM or 24 August 2022, whichever is the earlier.

In accordance with Listing Rule 14.3.6, copies of the resolutions that do not constitute ordinary business at an annual general meeting will be submitted to the National Storage Mechanism and will be available after 6:00 pm (Cyprus Time).

A table setting out the voting results for each of the resolutions is included in the Appendix attached. It is noted that a vote withheld is not a vote in law and is not counted in the calculation of the proportion of the votes for and against the resolution.

Appendix: List of resolutions approved by the AGM (numbering as per Notice of Annual General Meeting issued on 26 April 2021)

Resolution number	Voting For		Voting Against		Votes Withheld	Approved Yes/No
	Number of shares	% of total valid votes casted	Number of shares	% of total valid votes casted		
1	206,848,179	100.00	0	0.00	0	Yes
2	206,848,179	100.00	0	0.00	0	Yes
3	206,848,179	100.00	0	0.00	0	Yes
4(a)	180,515,404	90.07	19,893,085	9.93	6,439,690	Yes
4(b)	200,408,489	100.00	0	0.00	6,439,690	Yes
4(c)	200,408,489	100.00	0	0.00	6,439,690	Yes
4(d)	106,754,800	57.88	77,691,635	42.12	22,401,744	Yes
4(e)	200,408,489	100.00	0	0.00	6,439,690	Yes
4(f)	200,408,487	100.00	2	0.00	6,439,690	Yes
4(g)	200,408,489	100.00	0	0.00	6,439,690	Yes
4(h)	200,408,487	100.00	2	0.00	6,439,690	Yes
4(i)	200,408,489	100.00	0	0.00	6,439,690	Yes
4(j)	200,408,489	100.00	0	0.00	6,439,690	Yes
4(k)	200,408,489	100.00	0	0.00	6,439,690	Yes
4(l)	200,408,489	100.00	0	0.00	6,439,690	Yes
5	172,376,107	86.01	28,032,382	13.99	6,439,690	Advisory, non-binding resolution
6	200,408,489	100.00	0	0.00	6,439,690	Advisory, non-binding resolution
7	200,408,489	100.00	0	0.00	6,439,690	Yes
8	200,408,489	100.00	0	0.00	6,439,690	Yes
9	200,408,489	100.00	0	0.00	6,439,690	Yes
10	200,408,489	100.00	0	0.00	6,439,690	Yes
11	200,408,489	100.00	0	0.00	6,439,690	Yes
12	200,408,489	100.00	0	0.00	6,439,690	Yes
13	200,408,489	100.00	0	0.00	6,439,690	Yes
14	199,061,445	99.33	1,347,044	0.67	6,439,690	Yes