

**SHAREHOLDER FORM OF PROXY (“FORM OF PROXY”)**

I/We \_\_\_\_\_

being a member/members of Bank of Cyprus Holdings Public Limited Company (the “Company”), hereby appoint:

- 1. The Chairman of the AGM
- 2. \_\_\_\_\_ with ID number \_\_\_\_\_  
or failing him/her, \_\_\_\_\_  
with ID number \_\_\_\_\_

as my/our proxy to attend, speak and vote on my/our behalf at the AGM of the Company, to be held on Tuesday, 25 May 2021, at 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) at the Company’s Headquarters (51 Stassinou Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus) (which shall also be available by audio link to the registered office of the Company at the address, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland) and at any adjournment thereof.

This proxy may be exercised in respect of all / \_\_\_\_\_ (delete/complete as appropriate) ordinary shares registered in my/our name(s).

Please tick here  to indicate that this proxy appointment is one of multiple appointments being made.

I/We direct my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Where no instruction appears below as to how the proxy should vote, the proxy may vote as he or she thinks fit (acting in his/her absolute discretion) in relation to any business of the meeting:

Resolutions		For	Against	Vote Withheld
1	To receive and consider the Financial Statements for the year ended 31 December 2020 together with the reports of the Directors and the Auditors thereon			
2	To authorise the Board of Directors to fix the Auditors’ remuneration			
3	To fix the ordinary remuneration of the Directors			
4	To re-elect the following Directors, by separate resolutions:			
4(a)	Efstratios-Georgios (Takis) Arapoglou			
4(b)	Lyn Grobler			
4(c)	Arne Berggren			
4(d)	Maksim Goldman			
4(e)	Paula Hadjisotiriou			
4(f)	Dr Michael Heger			
4(g)	Panicos Nicolaou			
4(h)	Maria Philippou			
4(i)	Nicolaos Sofianos			
4(j)	Ioannis Zographakis			
	To elect the following Directors, by separate resolutions, effective from the later of the date of the approval of their appointment by the European Central Bank (“ECB”) or of their election at the AGM (as applicable):			
4(k)	Constantine Iordanou			
4(l)	Eliza Livadiotou			
5	To receive and consider the Annual Remuneration Report of the Remuneration Committee for the year ended 31 December 2020			
6	To receive and consider the 2021 Remuneration Policy			
7	To consider and, if thought fit, authorise the Directors to allot and issue shares			
8	To consider, and if thought fit, authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act			
9	To consider, and if thought fit, authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act in respect of financing a transaction			
10	To consider, and if thought fit, 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			
11	To consider, and if thought fit, authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act in respect of shares issued pursuant to Resolution 10			
12	To consider, and if thought fit, authorise the Directors to make market purchases of the Company’s ordinary shares			
13	To consider, and if thought fit, determine the re-issue price range for treasury shares			
14	To consider, and if thought fit, allow for the convening of an Extraordinary General Meeting by at least 14 clear days’ notice			

Date \_\_\_\_\_ Signature \_\_\_\_\_  
Contact details: Telephone \_\_\_\_\_ Fax \_\_\_\_\_

## Notes to the Shareholder Form of Proxy:

1. The well-being of attendees, employees and service providers at the upcoming AGM is a primary concern for the directors of the Company and in this context we are closely monitoring developments in relation to the Coronavirus (COVID-19). Due to the restrictions on meetings and travel, save for very limited purposes from the Government of the Republic of Cyprus, and in respect of the Irish venue of the AGM, the Government of Ireland and the Department of Health (of Ireland) relating to the Coronavirus (COVID-19), the AGM will proceed under very constrained circumstances.
2. Shareholders are requested not to attend the AGM in person and instead to submit a proxy form or use the electronic voting facility to ensure they can vote at the AGM without attending in person. This can be done in advance of the AGM by availing of one of the ways you can either appoint a proxy as set out in these notes or during the AGM by using the electronic voting facility set out on pages 30-31 of the AGM Notice. Please note the deadlines for receipt of the proxy appointment for it to be valid and the relevant procedures for the electronic voting facility. By submitting the Form of Proxy or by using the electronic voting facility you will be able to ensure that your vote on the proposed resolutions is cast at the AGM in accordance with your wishes without attending in person.
3. Overall, we will be seeking to conduct the AGM as safely and efficiently as possible and in compliance with the applicable law, regulations and guidance in effect in connection with the Coronavirus (COVID-19) at the time of the meeting.
4. In the event that it is not possible to convene and hold the AGM either in compliance with applicable public health guidelines or requirements, applicable law or where it is otherwise considered that proceeding with the AGM as planned poses an unacceptable risk to health and safety, the AGM may be adjourned to a different time and/or venue, in which case notification of such adjournment will be given in accordance with the Company's Constitution. We may also, with appropriate advance notice, amend the venue of the AGM and/or make further or replacement measures for electronic or telephonic access.
5. The Company will continue to monitor the impact of the Coronavirus (COVID-19) and any relevant updates regarding the AGM will be available on the Company's website [www.bankofcyprus.com](http://www.bankofcyprus.com) (Investor Relations / Annual General Meeting 2021), including any changes to the arrangements for the AGM outlined in these notes.
6. Shareholders are also encouraged to keep up-to-date with, and follow, the guidance from the Government of the Republic of Cyprus, the Government of Ireland and the Department of Health (of Ireland) (as appropriate) as circumstances may change at short notice.
7. Every Shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy in the space provided. A Shareholder may appoint more than one proxy to attend and vote at the meeting in respect of shares provided that, where a Shareholder appoints more than one proxy in relation to a general meeting, each proxy must be appointed to exercise the rights attached to different shares held by that Shareholder. A Shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different Shares held by the Shareholder. If the proxy is being appointed in relation to less than your full voting entitlement please indicate in the space provided the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a Shareholder, the full voting entitlement for that designated account). Where a poll is taken at the AGM, a Shareholder present in person or proxy, holding more than one share, is not required to cast all their votes in the same way. Where you do not specify how the proxy must vote on any particular matter, the appointed proxy (including the Chairman, if appointed) has discretion as to whether, and if so, how he votes.
8. To appoint more than one proxy, please print an additional copy of this form. Please indicate in the space provided the number of Shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the space provided if the proxy instruction is one of multiple instructions being given.
9. For shareholders whose names appear on the register of members of the Company (i.e. those who hold their Ordinary Shares in certificated form and who therefore do not hold their interests in Ordinary Shares as Belgian law rights through the EB System or as CREST Depository Interests ("CDIs") through CREST ("Shareholders"), the Form of Proxy must be completed and returned to the Company's Registrars, *Link Registrars Limited at P.O. Box 1110, Maynooth, Co. Kildare, Ireland* (if delivered by post) or to *Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co Kildare, W23 F854, Ireland* (if delivered by hand during normal business hours) so as to be received by no later than 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) on Sunday 23 May 2021 (or, in the case of an adjournment of the AGM, no later than 48 hours before the time fixed for holding the adjourned meeting). Alternatively, you may appoint a proxy electronically by visiting the website of the Company's Registrars at [www.signalshares.com](http://www.signalshares.com) and entering the Company name, Bank of Cyprus Holdings PLC. You will need to register for the Share Portal by clicking on "registration section" (if you have not registered previously) and following the instructions. You will need your Investor Code ("IVC") which can be found on your share certificate.
10. Euroclear UK & Ireland Limited ("EUI"), the operator of CREST, has arranged for voting instructions relating to the CDIs held in CREST to be received via a third party service provider, Broadridge Financial Solutions Limited ("Broadridge"). Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK & Ireland" webpage (see section CREST International Service – Proxy voting).

If you are a CDI Holder, you will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete a Meetings and Voting Client Set-up Form (CRT408). Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: [eui.srd2@euroclear.com](mailto:eui.srd2@euroclear.com).

Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank, by their cut-off and to agreed market requirements. Alternatively, a CDI Holder can send a third party proxy voting instruction through the Broadridge platform in order to appoint a third party (who may be a corporate representative or the CDI Holder themselves) to attend and vote at the meeting for the number of Ordinary Shares specified in the proxy instruction (**subject to the Broadridge voting deadline**). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions through Broadridge.

**Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out above and is expected to be at least two (2) days prior to the Company's proxy appointment deadline (i.e. 48 hours before the AGM). Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.**

CDI Holders are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

11. Investors who hold their interests in the Ordinary Shares of the Company through a participant account in the EB System (“**EB Participants**”) can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled “Euroclear Bank as issuer CSD for Irish corporate securities” (the “**Euroclear Bank Service Description**”).

EB Participants can either send:

- (a) electronic voting instructions to instruct Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) (“**Euroclear Nominees**”) to either itself or by appointing the Chairman as proxy on the instruction of Euroclear Nominees to:
- (i) vote in favour of all or a specific resolution(s);
  - (ii) vote against all or a specific resolution(s);
  - (iii) abstain for all or a specific resolution(s); or
- give discretionary vote to the Chairman for all or a specific resolution(s); or
- (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chairman of the AGM) (who may be a corporate representative or the EB Participant themselves) to attend the meeting and vote for the number of Ordinary Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions.

**Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one (1) hour prior to the Company’s proxy appointment deadline, which, in the case of the AGM, would be a deadline of 10:00 a.m. (Cyprus time) / 8:00 a.m. (Irish time) on Sunday 23 May 2021. Voting instructions cannot be changed or cancelled after Euroclear Bank’s voting deadline.**

EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including the new voting deadlines and procedures.

12. To be effective, all proxy voting instructions (whether submitted directly or through the EB System or CREST) together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be received by the *Company’s Registrars, Link Registrars Limited at P.O. Box 1110, Maynooth, Co. Kildare, Ireland (if delivered by post) or at Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co Kildare, W23 F854, Ireland (if delivered by hand)* not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. **However, persons holding through the EB System or CREST will also need to comply with any additional voting deadlines imposed by the respective service offerings. All relevant persons are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.**
13. Where the appointing Shareholder is a body corporate this form must be signed under its common seal or under the hand of a duly authorised office thereof.
14. In the case of joint Shareholders the Form of Proxy can only be signed by the person whose name appears first in the Register of Members.
15. The “Vote Withheld” option is provided to enable you to abstain on any particular resolution. However, it should be noted that a ‘Vote Withheld’ is not a vote in law and will not be counted in the calculation of the proportion of the votes ‘For’ and ‘Against’ a resolution.
16. The Company, pursuant to Section 1087G of the Companies Act 2014, specifies that only those shareholders registered in the Register of Members of the Company on 21 May 2021 at 9:00 p.m. (Cyprus time) / 7:00 p.m. (Irish time) (or in the case of an adjournment at 9:00 p.m. (Cyprus time) / 7:00 p.m. (Irish time) on the day before a date that falls 72 hours before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
17. Any alterations made to this form should be initialled.
18. The appointment of a proxy will not preclude a Shareholder from attending the meeting and voting in person should he/she wish to do so, subject to compliance with the latest guidance of the Government of the Republic of Cyprus, the Government of Ireland and the Department of Health (of Ireland) to minimise any potential risks posed to attendees as a result of the COVID-19 pandemic. **CDI Holders or EB Participants wishing to access the Lumi platform must arrange to have themselves appointed as their own proxy as explained in Part C of the AGM Notice and then must contact the registrar on +353 1 553 0050 during business hours at least 48 hours before the AGM in order to obtain the necessary access to the Lumi platform.**
19. Capitalised terms in this Shareholder Form of Proxy shall have the same meaning given to them in the Notice of the AGM unless otherwise indicated herein.
20. Detailed instructions on proxy voting and how to access the AGM remotely are set out in the Notice convening the AGM. You can access the Notice of the AGM and the other documents being placed on display in connection with the AGM by visiting the Company’s website: [www.bankofcyprus.com](http://www.bankofcyprus.com) which will also include any updates or announcements regarding the AGM in the event that circumstances change.