



Announcement

Resolutions of the Shareholders Annual General Meeting (AGM)

Nicosia, 17 May 2024

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. At 31 March 2024, the Bank of Cyprus Group operated through a total of 58 branches in Cyprus, of which 3 operated as cash offices. The Bank of Cyprus Group employed 2,847 staff worldwide. At 31 March 2024, the Group's Total Assets amounted to €24.9 bn and Total Equity was €2.6 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 Friday, 17 May 2024. The AGM was attended by 48 Shareholders & Depository Interest Holders, either in person or by proxy, who represented 212.918.972 shares, that is 47,75 % of the total issued share capital of the Company.

Ordinary Business

The AGM considered the Financial Statements for the year ended 31 December 2023 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 2024.

The AGM authorised the annual ordinary remuneration of the Directors as presented in the AGM notice published on 12th April 2024.

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

- a) Efstratios-Georgios (Takis) Arapoglou
- b) Lyn Grobler
- c) Panicos Nicolaou
- d) Constantine Iordanou
- e) Eliza Livadiotou
- f) Monique Hemerijck
- g) Adrian Lewis

The following Directors were appointed to the Board of Directors, following the approval of the European Central Bank (the “ECB”):

- h) Christian Hansmeyer
- i) Stuart Birrell

The AGM received and considered the Annual Remuneration Report of the Remuneration Committee for the year ended 31 December 2023 and the Revised Remuneration Policy.

The AGM also declared a final dividend of €0.25 per ordinary share for the financial year ended 31 December 2023.

Special Business

The AGM further resolved to:

- To consider and authorise the Directors to allot and issue shares

- To consider and authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act
- To consider and authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act in respect of financing a transaction
- To consider and 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
- To consider and 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
- To consider and authorise the Directors to make market purchases of the Company's ordinary shares
- To consider and determine the re-issue price range at which treasury shares may be re-allotted
- To consider and allow for the convening of an Extraordinary General Meeting by at least 14 clear days' notice
- To consider and approve the proposed amendments of the Company's Articles of Association by the insertion of a new Article 112(d) and the deletion of the existing Article 115 and the adoption of a new Article 115 in substitution for, and to the exclusion of, the existing Article 115, each as set out in the explanatory section of the AGM notice published on 12th April 2024
- To consider and authorise the increase of the variable component of total remuneration above 50% of the fixed component of total remuneration for each individual that is a Material Risk Taker, provided that such variable component does not in any event exceed 100% of the fixed component of total remuneration for each such individual, for the Company and/or its subsidiaries

as per the provisions made in the Notice of Annual General Meeting issued on 12 April 2024.

The above Special Business resolutions are valid until the next AGM or 15 August 2025, 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 12 April 2024)

Resolution Number	Votes For		Votes Against		Votes Withheld	Approved Yes/No
	Number of Shares	% of total valid votes cast	Number of Shares	% of total valid votes cast		
1	186,719,819	100.00	0	0.00	26,099,201	Yes
2	186,113,793	99.68	606,026	0.32	26,099,201	Yes
3	186,712,819	100.00	6,000	0.00	26,100,201	Yes
4(a)	186,038,317	99.64	680,502	0.36	26,100,201	Yes
4(b)	186,118,793	99.68	600,026	0.32	26,100,201	Yes
4(c)	186,718,819	100.00	0	0.00	26,100,201	Yes
4(d)	186,718,819	100.00	0	0.00	26,100,201	Yes
4(e)	186,718,819	100.00	0	0.00	26,100,201	Yes
4(f)	186,718,819	100.00	0	0.00	26,100,201	Yes
4(g)	186,716,819	100.00	2,000	0.00	26,100,201	Yes
4(h)	186,716,819	100.00	2,000	0.00	26,100,201	Yes
4(i)	186,716,819	100.00	2,000	0.00	26,100,201	Yes
5	186,657,720	99.97	62,099	0.03	26,099,201	advisory, non-binding resolution
6	186,657,720	99.97	62,099	0.03	26,099,201	advisory, non-binding resolution
7	186,719,819	100.00	0	0.00	26,099,201	Yes
8	183,573,114	98.31	3,146,705	1.69	26,099,201	Yes
9	183,573,114	98.31	3,146,705	1.69	26,099,201	Yes
10	183,573,008	98.31	3,146,705	1.69	26,099,201	Yes
11	186,716,713	100.00	3,000	0.00	26,099,201	Yes
12	186,716,626	100.00	3,087	0.00	26,099,201	Yes
13	186,716,713	100.00	3,000	0.00	26,099,201	Yes
14	183,575,095	98.32	3,144,618	1.68	26,099,201	Yes
15	186,468,491	99.87	251,222	0.13	26,099,201	Yes
16	183,575,095	100.00	1,000	0.00	29,242,819	Yes
17	186,708,486	100.00	3,087	0.00	26,099,991	Yes