



Announcement

Notice of Extraordinary General Meeting and Publication of Circular

Nicosia, 13 January 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 98 branches in Cyprus, of which 14 operate as cash offices. Bank of Cyprus also has representative offices in Russia, Ukraine and China. The Bank of Cyprus Group employs 3,577 staff worldwide. At 30 September 2020, the Group's Total Assets amounted to €21.5 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.



Bank of Cyprus Holdings Public Company Limited (the “Company”) announces that an Extraordinary General Meeting (“EGM”) will be held on Friday, 5 February 2021 at 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) at the offices of the Company, 51 Stassinos Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus, and shareholders in Ireland may participate in the EGM by audio link at the registered office of the Company, 10 Earlsfort Terrace, Dublin 2, Dublin, Ireland, D02 T380, at the same time as the EGM (i.e. commencing at 9.00 a.m. Irish time on Friday, 5 February 2021).

The business of the EGM will be to consider and, if thought fit, approve certain resolutions relating to the replacement of CREST with a system operated by Euroclear Bank SA/NV for the electronic settlement of trading in the Company's ordinary shares (“**Migration Resolutions**”). Approval of the Migration Resolutions is necessary to ensure the Company's shares can continue to be settled electronically when they are traded on the London Stock Exchange and remain eligible for continued admission to trading and listing on this exchange.

For the reasons explained in the Circular, as defined below, the Company will also be proposing certain amendments to its Articles of Association at the EGM to reflect recommended changes from the European Banking Authority.

A circular which includes the Notice of the EGM (the “**Circular**”), a Form of Proxy and a Depositary Interest (DI) Form of Proxy have been made available to shareholders today. The Board strongly urges shareholders to review the contents of the Circular in their entirety, including the documents referred to therein, and to consider the Board's recommendation to vote in favour of the Resolutions.

Public Health Guidelines and the EGM

The well-being of attendees, employees and service providers at the upcoming EGM 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) pandemic. 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 EGM, the Government of Ireland and the Department of Health (of Ireland), relating to the Coronavirus (COVID-19) pandemic, the EGM will proceed under very constrained circumstances.

Shareholders and DI Holders are requested not to attend the EGM in person and instead to submit a proxy form accompanying the Notice of EGM or to use the electronic voting facility to ensure they can vote at the EGM without attending in person. This can be done in advance of the EGM by availing of one of the ways you can appoint a proxy as set out in the Circular or during the EGM by using the electronic voting facility described below and in the Circular. 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 a proxy form or by using the electronic voting facility you will be able to ensure that your vote on the proposed resolutions is cast at the EGM in accordance with your wishes without attending in person.

If you wish to listen live to the EGM proceedings and to vote at the EGM, you can do so by accessing the electronic meeting facility which you can access by either downloading the dedicated “Lumi AGM” app or by accessing the Lumi website, <https://web.lumiagm.com>. This will allow you to audio cast the EGM and Shareholders and DI Holders can submit questions and votes through the app or website. Further instructions on how to attend the meeting remotely are set out on the Company’s website www.bankofcyprus.com (Investor Relations / Extraordinary General Meetings).

A Shareholder may also submit a question in writing before the EGM, to be received at least four business days before the meeting (i.e. 1 February 2021) by post to the Company Secretary, Bank of Cyprus Holdings Public Limited Company, 51 Stassinos Street, Ayia Paraskevi, 2002 Strovolos, Nicosia Cyprus or by email to Company.Secretary@bankofcyprus.com. All correspondence should include sufficient information to identify a Shareholder on the Register of Members and a DI Holder on the DI Register of Members.

Questions may be raised during the EGM through the Lumi platform as outlined below.

We will be seeking to conduct the EGM 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) pandemic at the time of the meeting.

In the event that it is not possible to convene and hold the EGM either in compliance with applicable public health guidelines or requirements, applicable law or where it is otherwise considered that proceeding with the EGM as planned poses an unacceptable risk to health and safety, the EGM 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 Articles of Association. We may also, with appropriate advance notice, amend the venue of the EGM and/or make further or replacement measures for electronic or telephonic access.

The Company will continue to monitor the impact of COVID-19 and any relevant updates regarding the conduct of the EGM, including any changes to the arrangements outlined in the Circular, will be announced via a Regulatory Information Service on the London Stock Exchange and the Cyprus Stock Exchange and will be available at the Company's website, <https://www.bankofcyprus.com>.

Documents

The Circular and certain other documents relating to the Migration (including the Form of Proxy and the DI Form of Proxy and copies of the documents referred to in the Circular) will be available to view on the Company's website, <https://www.bankofcyprus.com>, and will be available for inspection during normal business hours on any business day from the date of this notice until the EGM at the Company's registered office at 10 Earlsfort Terrace, Dublin 2, Dublin, Ireland, D02 T38 and at the offices at 51 Stassinou Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus.

Additionally, the Articles of Association in the proposed amended forms are available on the Company's website, <https://www.bankofcyprus.com> and will remain available up to the date of the EGM.

A copy of the Circular will be submitted to the UK National Storage Mechanism where they will be available at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Logging in to the EGM via the Lumi platform

In order to ask questions, vote and listen to the EGM via the Lumi platform, Shareholders will need to either download the dedicated "Lumi AGM" app or connect to the following website <https://web.lumiagm.com>. Lumi is compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer version 10 and lower are not supported), Edge and Safari and can be accessed using any web browser, on a PC or smartphone device.

On accessing either the Lumi app or website, you will be asked to enter a Meeting ID which is **132-557-328**. You will then be prompted to enter your Identification Number (as presented in the Shareholders and DI Holders Registers respectively as at 3 February 2021) and use Password: EGM2021. Access to the meeting via the app or website will be available from 10.50 a.m. (Cyprus time) / 8:50 a.m. (Irish time) on 5 February 2021; however, please note that your ability to vote will not be enabled until the Chairman formally opens the meeting at 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time).

During the EGM, you must ensure you are connected to the internet at all times in order to listen to the chairman of the EGM and ask questions and vote at the meeting. Therefore, it is your responsibility to ensure connection to the internet for the duration of the EGM. A user guide to the audio webcast is available on our website at www.bankofcyprus.com.

For further information, please contact Investor Relations at investors@bankofcyprus.com.

Important Note

This announcement contains (or may contain) certain forward-looking statements with respect to certain of the Company's current expectations and projections about future events, including Migration, and the Company's future financial condition and performance. These statements, which sometimes use words such as "aim", "anticipate", "believe", "may", "will", "should", "intend", "plan", "assume", "estimate", "expect" (or the negative thereof) and words of similar meaning, reflect the directors' current beliefs and expectations and involve known and unknown risks, uncertainties and assumptions, many of which are outside the Company's control and difficult to predict (certain of which are set out in the Circular with respect to Migration).

Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this announcement may not occur. The information contained in this announcement, including the forward-looking statements, speaks only as of the date of this announcement and is subject to change without notice and the Company does not assume any responsibility or obligation to, and does not intend to, update or revise publicly or review any of the information contained herein save where indicated in the Circular, whether as a result of new information, future events or otherwise, except to the extent required by the UK Financial Conduct Authority, the London Stock Exchange, Cyprus Stock Exchange, Cyprus Securities and Exchange Commission or by applicable law.

The defined terms set out in Part 9 of the Circular have the same meaning herein.