

**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 EGM

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 EGM of the Company, to be held on Friday, 05 February 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 linked 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 approve the Migration of the Migrating Shares to Euroclear Bank’s Central Securities Depository	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To amend the Articles of Association in the manner set out in the exhibit to the Notice of EGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To approve and adopt Articles of Association in connection with the Migration.			
3(a)	Subject to Resolutions 1 and 2 being approved, to approve and adopt the new Articles of Association to include the amendments in Resolution 2 and those required for Migration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b)	Subject to Resolution 1 being approved, and Resolution 2 not being approved, to adopt the new Articles of Association to include the amendments for the Migration only.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To authorise and instruct the Company to take all steps to give effect to the Migration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date \_\_\_\_\_ Signature \_\_\_\_\_

Contact details: \_\_\_\_\_ Telephone \_\_\_\_\_ Fax \_\_\_\_\_

## Notes to the Shareholder Form of Proxy:

1. 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 EGM, 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.
2. 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.
3. **All forms must be completed and signed and should be returned together in the same envelope. To be effective, the completed Form of Proxy, together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar at Link Registrars Limited, either to PO Box 1110, Maynooth, Co. Kildare, Ireland (if delivered by post) or Level 2, Block C, Maynooth Business Campus, Maynooth, Co. Kildare W23 F854, Ireland (if delivered by hand) or to the Company's registered office, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland before 9:00 p.m. (Cyprus time) / 7:00 p.m. (Irish time) on 03 February 2021** (or, in the case of an adjournment of the EGM, no later than 48 hours before the time fixed for holding the adjourned meeting).
4. Alternatively, a Shareholder wishing to appoint a proxy by electronic means may do so by logging on to [www.signalshares.com](http://www.signalshares.com) and entering the Company name Bank of Cyprus Holdings plc before 9:00 p.m. (Cyprus time) / 7:00 p.m. (Irish time) on 03 February 2021. The Shareholder will need to register for Signal Shares by clicking on "registration section" (if not already registered) and follow the instructions therein.
5. 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 officer thereof.
6. 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.
7. 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.
8. Pursuant to Section 1105 of the Companies Act and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 9:00 p.m. (Cyprus time) / 7:00 p.m. (Irish time) on 03 February 2021. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
9. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Registrar (ID 7RA08) by 9:00 p.m. (Cyprus time) / 7:00 p.m. (Irish time) on Wednesday, 03 February 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996. Please see the Notes to the Notice of the EGM for further details.
10. Any alterations made to this form should be initialled.
11. 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.
12. Capitalised terms in this Shareholder Form of Proxy shall have the same meaning given to them in the Notice of the EGM unless otherwise indicated herein.
13. Detailed instructions on proxy voting and how to access the EGM remotely are set out in the Notice convening the EGM. You can access the Notice of the EGM, Shareholder Circular, redlines of the Articles of Association showing the proposed changes and the other documents being placed on display in connection with the EGM by visiting the Company's website: [www.bankofcyprus.com](http://www.bankofcyprus.com) which will also include any updates or announcements regarding the EGM in the event that circumstances change.