Bank of Cyprus



Έκτακτη Γενική Συνέλευση

Extraordinary General Meeting

Proposed Listing

Current listing



Cyprus Stock Exchange (CSE)

Athens Exchange (ATHEX)

Proposed listing



Cyprus Stock Exchange (CSE)

London Stock Exchange (LSE)

- A listing on London Stock Exchange:
 - Provides enhanced visibility and access to a deep capital market
 - Positions the Bank amongst a broader group of international peers
 - Expected to improve liquidity in the Bank's stock
- Cyprus remains core to the Bank





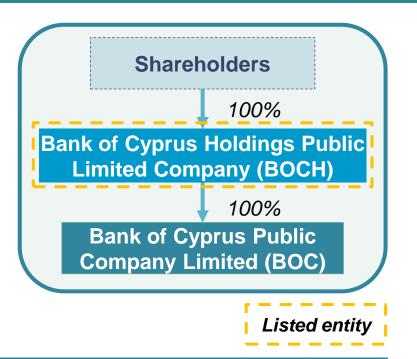


Corporate reorganisation

Current structure

Shareholders 100% Bank of Cyprus Public Company Limited (BOC)

Proposed structure

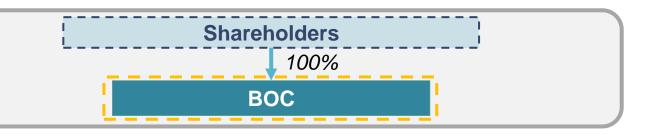


Why the new holding company has been incorporated in Ireland

- The Bank's intention is to become eligible for inclusion in FTSE UK Index series
- A two step process:
 - Listing on the standard segment of the LSE now
 - 2. Step up to premium segment of LSE and FTSE UK inclusion in the future

Scheme of arrangement





Scheme of arrangement

Existing Shares cancelled

Capital reserve created

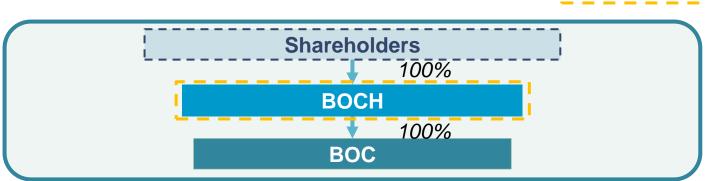
Capital reserve used to issue shares to BOCH

New BOCH shares issued to same shareholders*

*Share consolidation 20:1 – for every 20 Existing Shares, shareholders receive 1 New Share (current shareholdings rounded up to the nearest multiple of 20)

Listed entity

Proposed structure



Share capital reduction

Special resolution

Current share capital of BOC as at 30 Sept 2016

Authorised share capital	
€0.10 each	

Issued share capital €0.10 each

Shares

€

Shares

€

47,677,592,720

4,767,759,272

8,922,944,533

892,294,453

BOC Share Capital

Existing Shares cancelled

38,754,648,187

3,875,464,819

0

0

ii BOC Capital Reserve

Created

892,294,453

BOC Share Capital

- Reserve used to increase share capital of BOC
- Authorised re-instated

47,677,592,720

4,767,759,272

8,922,944,533 issued to BOCH 892,294,453 issued to BOCH

BOCH

New shares issued

Current BOC Shareholders

BOCH to issue shares to existing shareholders of BOC in proportion 20:1 (all shareholdings of less than 20 will be rounded up to 20 before consolidation)

Cyprus remains core to the Bank

Headquarters

Tax residence

Management & Operations

Focus

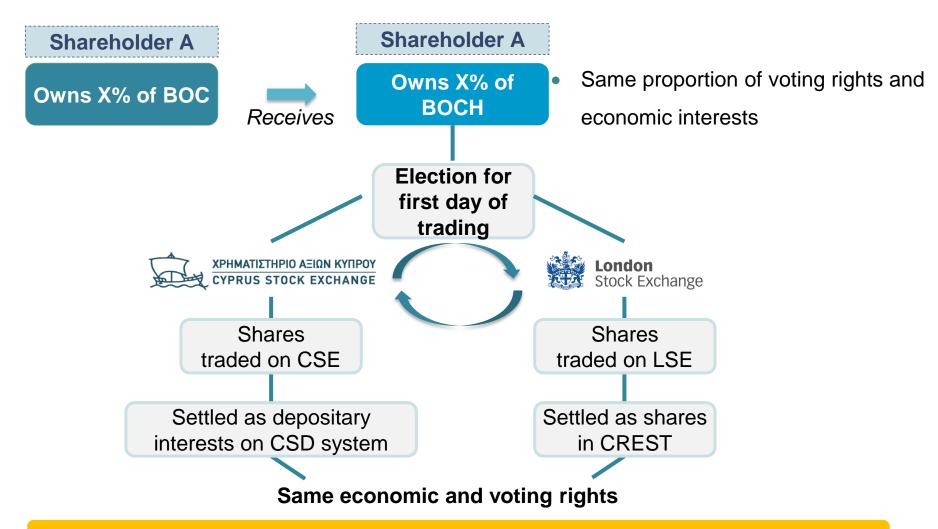
Cyprus

Cyprus

Cyprus

Cyprus

Share consolidation and settlement



Settlement in depositary interest form allows transferability between CSE and LSE



Actions

- Submit Share Election Form to choose location for the first day of trading
 - Forms should be submitted no later than 1 business day after the last day of trading
 - If no election made, shares/DIs will by default be deposited in Cyprus



- The Court Hearing will take place on 21 December
- Listing expected before the end of February 2017
- Shares can be moved between exchanges following listing



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