



Announcement

Resolutions of the Shareholders Annual General Meeting (AGM)

Nicosia, 20 May 2022

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 2022, the Bank of Cyprus Group operated through a total of 86 branches in Cyprus, of which 11 operated as cash offices. Bank of Cyprus also has representative offices in Russia, Ukraine and China. At 31 March 2022, the Group's Total Assets amounted to €25.1 bn and Total Equity was €2.1 bn. The Bank of Cyprus Group employed 3,395 staff worldwide. 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, 20 May 2022. The AGM was attended by 17 Shareholders & Depository Interest Holders, either in person or by proxy, who represented 138.151.974 shares, that is 30,96% of the total issued share capital of the Company.

Ordinary Business

The AGM considered the Financial Statements for the year ended 31 December 2021 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 2022.

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

- a) Efstratios-Georgios (Takis) Arapoglou
- b) Lyn Grobler
- c) Arne Berggren
- d) Paula Hadjisotiriou
- e) Panicos Nicolaou
- f) Maria Philippou
- g) Nicolaos Sofianos
- h) Ioannis Zographakis
- i) Constantine Iordanou
- j) Eliza Livadiotou

The Board notes that following today’s shareholder vote at the 2022 AGM, Mr. Maksim Goldman and Dr. Michael Heger have not been re-elected to the Board of the Company. The Board also notes that while Mr Arne Berggren was re-elected receiving 98,825,604 votes representing 71,67% of total valid votes cast, more than 20% of the votes cast were against his re-election. In accordance with the UK Corporate Governance Code, the Board intends to engage with shareholders and will provide an update on the views received from shareholders as appropriate.

The AGM received and considered the Annual Remuneration Report of the Remuneration Committee for the year ended 31 December 2021 and the 2022 Remuneration Policy.

Special Business

The AGM further resolved to:

- To consider and authorise the Directors to establish and implement a long-term incentive plan (the “**2022 LTIP**”)
- 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 amendment of the Company’s Articles of Association by the deletion of the existing Article 102 and the adoption of a new Article 102, permitting the approval of board resolutions in writing (including by a majority board decision)

as per the provisions made in the Notice of Annual General Meeting issued on 15 April 2022.

The above Special Business resolutions are valid until the next AGM or 19 August 2023, 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 15 April 2022)

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	137,881,926	100.00	0	0.00	137,881,926	Yes
2	137,881,926	100.00	0	0.00	137,881,926	Yes
3	137,881,926	100.00	0	0.00	137,881,926	Yes
4(a)	120,057,939	87.07	17,822,987	12.93	137,880,926	Yes
4(b)	137,880,926	100.00	0	0.00	137,880,926	Yes
4(c)	98,825,604	71.67	39,055,322	28.33	137,880,926	Yes
4(d)	20,136,658	14.60	117,744,268	85.40	137,880,926	No
4(e)	137,880,926	100.00	0	0.00	137,880,926	Yes
4(f)	52,295,080	37.93	85,585,846	62.07	137,880,926	No
4(g)	137,880,926	100.00	0	0.00	137,880,926	Yes
4(h)	137,880,926	100.00	0	0.00	137,880,926	Yes
4(i)	137,880,926	100.00	0	0.00	137,880,926	Yes
4(j)	137,880,926	100.00	0	0.00	137,880,926	Yes
4(k)	137,880,926	100.00	0	0.00	137,880,926	Yes
4(l)	137,880,926	100.00	0	0.00	137,880,926	Yes
5	136,089,417	98.70	1,791,509	1.30	137,880,926	advisory, non-binding resolution
6	137,881,926	100.00	0	0.00	137,881,926	Yes
7	137,779,670	99.93	102,256	0.07	137,881,926	Yes
8	137,880,926	100.00	1,000	0.00	137,881,926	Yes
9	137,880,926	100.00	1,000	0.00	137,881,926	Yes
10	137,881,926	100.00	0	0.00	137,881,926	Yes
11	137,881,926	100.00	0	0.00	137,881,926	Yes
12	137,881,926	100.00	0	0.00	137,881,926	Yes
13	137,881,926	100.00	0	0.00	137,881,926	Yes
14	136,089,417	98.70	1,792,509	1.30	137,881,926	Yes
15	137,881,926	100.00	0	0.00	137,881,926	Yes