



Announcement

Resolutions of the Shareholders Annual General Meeting (AGM)

Nicosia, 16 May 2025

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 2025, the Bank of Cyprus Group operated through a total of 56 branches in Cyprus, of which 2 operated as cash offices. The Bank of Cyprus Group employed 2,857 staff worldwide. At 31 March 2025, the Group's Total Assets amounted to €26.8 bn and Total Equity was €2.9 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 Bank of Cyprus Holdings Public Limited Company (the “**Company**” or the “**Bank**”) was held at the Company’s Headquarters on Friday, 16 May 2025. The AGM was attended by 58 Shareholders and Depository Interest Holders, either in person or by proxy, who represented 165,501,834 ordinary shares, that is 37.85% of the total issued share capital of the Company carrying voting rights, as at Monday, 12 May 2025 (the “**Record Date**”).

Ordinary Business

The AGM considered the Financial Statements for the year ended 31 December 2024 together with the reports of the Directors and the Auditors thereon.

The AGM authorised the Board of Directors to fix the remuneration of PricewaterhouseCoopers as the Company’s Statutory Auditors for the year ended 31 December 2025.

The AGM authorised the annual ordinary remuneration of the Directors as presented in the AGM notice published on 23 April 2025.

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

- a) Efstratios-Georgios (Takis) Arapoglou
- b) Lyn Grobler
- c) Panicos Nicolaou
- d) Eliza Livadiotou
- e) Monique Hemerijck
- f) Adrian Lewis
- g) Christian Hansmeyer
- h) William Stuart Birrell

The following Director was elected to the Board of Directors:

- i) Irene Psalti

The following Directors were elected to the Board of Directors, subject to the approval of the European Central Bank:

- j) Andreas Kritiotis
- k) George Syrighas

The AGM received and considered the Annual Remuneration Report of the Remuneration Committee for the year ended 31 December 2024.

The AGM also declared a final dividend of €0.48 per ordinary share for the financial year ended 31 December 2024.

Special Business

The AGM further resolved:

1. To consider and authorise the Directors to allot and issue ordinary shares
2. To consider and authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act
3. 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
4. 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
5. 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
6. To consider and authorise the Directors to make market purchases of the Company's ordinary shares
7. To consider and determine the re-issue price range at which treasury shares may be re-allotted
8. To consider and allow for the convening of an Extraordinary General Meeting by at least 14 clear days' notice

as per the provisions made in the Notice of Annual General Meeting issued on 23 April 2025.

The above Special Business resolutions are valid until the next AGM or 17 August 2026, whichever is the earlier.

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 23 April 2025)

Resolution Number	Votes For		Votes Against		Votes Withheld	Total Number of Valid Votes	% of Share Capital Represented by Total Valid Votes Cast For*	% of Share Capital Represented by Total Valid Votes Cast Against*	Approved Yes/No
	Number of Shares for which Valid Votes were Cast	% of Total Valid Votes Cast	Number of Shares for which Valid Votes were Cast	% of Total Valid Votes Cast					
1	164,840,829	100.00	0	0.00	0	164,840,829	37.70%	0.00%	Yes
2	164,292,198	99.67	548,631	0.33	0	164,840,829	37.58%	0.13%	Yes
3	164,840,829	100.00	0	0.00	0	164,840,829	37.70%	0.00%	Yes
4(a)	152,883,893	92.75	11,956,936	7.25	0	164,840,829	34.97%	2.73%	Yes
4(b)	164,375,203	99.72	465,626	0.28	0	164,840,829	37.59%	0.11%	Yes
4(c)	164,840,829	100.00	0	0.00	0	164,840,829	37.70%	0.00%	Yes
4(d)	164,840,829	100.00	0	0.00	0	164,840,829	37.70%	0.00%	Yes
4(e)	164,840,829	100.00	0	0.00	0	164,840,829	37.70%	0.00%	Yes
4(f)	164,840,829	100.00	0	0.00	0	164,840,829	37.70%	0.00%	Yes
4(g)	164,375,203	99.72	465,626	0.28	0	164,840,829	37.59%	0.11%	Yes
4(h)	164,840,829	100.00	0	0.00	0	164,840,829	37.70%	0.00%	Yes
4(i)	164,840,829	100.00	0	0.00	0	164,840,829	37.70%	0.00%	Yes
4(j)	164,840,829	100.00	0	0.00	0	164,840,829	37.70%	0.00%	Yes
4(k)	164,840,829	100.00	0	0.00	0	164,840,829	37.70%	0.00%	Yes
5	164,428,137	99.75	412,692	0.25	0	164,840,829	37.61%	0.09%	advisory. non-binding resolution
6	164,840,829	100.00	0	0.00	0	164,840,829	37.70%	0.00%	Yes
7	164,835,348	100.00	5,481	0.00	0	164,840,829	37.70%	0.00%	Yes
8	164,471,848	99.78	368,981	0.22	0	164,840,829	37.62%	0.08%	Yes
9	163,413,090	99.77	368,981	0.23	1,058,758	163,782,071	37.37%	0.08%	Yes
10	163,776,590	100.00	5,481	0.00	1,058,758	163,782,071	37.46%	0.00%	Yes
11	163,776,590	100.00	5,481	0.00	1,058,758	163,782,071	37.46%	0.00%	Yes
12	164,835,348	100.00	5,481	0.00	0	164,840,829	37.70%	0.00%	Yes
13	164,835,348	100.00	5,481	0.00	0	164,840,829	37.70%	0.00%	Yes
14	164,434,594	99.75	406,235	0.25	0	164,840,829	37.61%	0.09%	Yes

*Total issued share capital of the Company carrying voting rights was 437,236,803 as at 12 May 2025, the Record Date for determining the right to vote at the AGM.