



Information Document pursuant to Regulation (EU) 1129/2017 of 14 June 2017 (article 1, par. 4.i) in relation to the offer of New Shares by Bank of Cyprus Holdings Public Limited Company to members of the general management in the context of incentive plans

Nicosia, 16 May 2025

A. PURPOSE OF THIS DOCUMENT

This document has been prepared pursuant to the provisions of article 1(4)(i) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market ("Regulation (EU) 2017/1129"), for the free offering of 317,817 new shares of Bank of Cyprus Holdings Public Limited Company (the "Company") of nominal value €0.10 each (the "New Shares"), which have been issued and allotted to twenty members of the General Management in the context of a long-term and short-term incentive plan.

This document does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129 and its content and publication have not been approved by any competent supervisory authority, including the Cyprus Securities and Exchange Commission and the Hellenic Capital Market Commission.

This document is available to interested parties in hard copy at the Company's head office at 51 Stasinou Street, 2002, Strovolos, Nicosia, Cyprus, and in electronic form on the Company's website (<https://www.bankofcyprus.com/group/>).

Interested parties who wish to receive more information may contact the Investor Relations department by email at investors@bankofcyprus.com.

B. INFORMATION RELATING TO THE NEW SHARES

B.1 Decisions relating to the issue and allotment of the New Shares on CSE

At the Annual General Meeting of shareholders held on 20 May 2022, the Directors of the Company were authorized by special resolution to establish and implement a long-term incentive plan of the Company (long-term incentive plan, "2022 LTIP") which will involve the granting of share awards to eligible employees of the Company and/or its subsidiaries.

The Company's Board of Directors, at a meeting held on 16 December 2022, approved the establishment and implementation of the 2022 LTIP and set the terms and regulations of the plan.

The establishment of the short-term incentive plan ("STIP") was approved by the Board of Directors of the Company at a meeting held on 31 March 2023 and, at the Annual General Meeting of shareholders held on 26 May 2023, an ordinary resolution was passed in relation to the Revised Remuneration Policy of the Company. Specifically, the Remuneration Policy was amended to reflect the ability of the Company's executive directors to participate in the STIP, which includes the granting of an award to eligible employees of the Company and/or its subsidiaries, including executive directors of the Company, subject to the terms and conditions of the plan and other regulatory restrictions. Also, during the Annual General Meeting of shareholders held on 17 May 2024, the possibility of granting awards in the form of shares was approved through a corresponding amendment to the relevant Remuneration Policy.

On 28 March 2024, the Board of Directors approved the payment of the STIP for the year 2023.

B.2 Long-Term Incentive Plan

B.2.1. Purpose: The long-term incentive plan aims to compensate the beneficiaries for their contribution to the achievement of the Bank of Cyprus Group's strategic objectives and of specific financial and operational goals that serve and ensure the long-term interests and sustainability of the Bank of Cyprus Group, while aligning the incentives of the beneficiaries with the long-term interests of the Bank of Cyprus Group.

B.2.2. Implementation: The 2022 LTIP will be implemented for ten years from its implementation date. The maximum number of shares that may be issued pursuant to the 2022 LTIP until its tenth anniversary will not exceed 5% of the issued capital of the Company, as such is amended from time to time.

The 2022 LTIP is subject to the requirements of applicable laws, regulations and directives.

B.2.3 Beneficiaries: The 2022 LTIP is available to executive directors and members of the senior management team of the Company and/or its subsidiaries.

B.2.4. Performance period and performance criteria: The performance of the Beneficiaries is measured over a three-year period and the performance conditions are recommended by the Human Resources & Remuneration Committee and approved by the Board of Directors each year and may be differentiated to reflect the strategic targets and objectives of the Bank of Cyprus Group, at the discretion of the Board of Directors.

The performance of the Beneficiaries must be consistent with the medium-term strategic targets of the Bank of Cyprus Group, containing both financial and non-financial objectives, such as the Company's profitability, the asset quality, capital adequacy, risk management & compliance and the management of environmental, social and corporate governance (ESG) targets.

B.2.5. Payment of 2022 LTIP: The long-term incentive award is provided in the form of ordinary shares by the Board of Directors at its sole discretion. The issue of awards in any particular year will not be treated as creating a precedent for the issue of awards in subsequent years.

B.2.6. Vesting: The vesting cycle of the shares to the Beneficiaries extends over 5 years from the first vesting date.

B.2.7. Retention: The shares vested under the 2022 LTIP are subject to retention period of at least twelve (12) months.

B.3 Short-Term Incentive Plan

B.3.1. Purpose: The short-term incentive plan aims to compensate the Beneficiaries for their contribution to the achievement of the Bank of Cyprus Group's strategic objectives and of specific financial and operational goals that serve and ensure the long-term interests and sustainability of the Bank of Cyprus Group.

B.3.2 Beneficiaries: Eligible employees of the Company and/or its subsidiaries, including executive directors.

B.3.3. Payment of STIP: The short-term incentive award is generally paid in cash, however, in cases where the award amount exceeds a specified threshold as per regulatory guidelines, at least 50% of the amount is awarded in shares and the remaining amount in cash. The vesting cycle of the shares to the beneficiaries extends over 5 years from the first vesting date.

B.3.4. Implementation: The STIP will be implemented on an annual basis. The Beneficiaries for each year of implementation will be determined based on the terms and conditions of the plan and the decisions of the respective administrative bodies.

B.3.5. Retention: The shares vested under the STIP are subject to retention period of twelve (12) months.

C. INFORMATION ABOUT THE SECURITIES TO BE ADMITTED TO TRADING

The 317,817 New Shares were issued and allotted free of charge on 31 March 2025 as follows:

- 28,564 New Shares issued and allotted as awards to three members of the Company's General Management in the context of the STIP for the year 2023, and
- 289,253 New Shares issued and allotted as awards to twenty members of the Company's General Management in the context of the 2022 LTIP for the years 2022-2024.

The New Shares are of the same class of shares and have the same rights (rank pari passu) as the already issued fully paid shares of the Company.

The New Shares will be admitted to trading, and will be traded together with the existing shares of the Company, on the Main Market of the CSE and the ATHEX. The New Shares will be registered with the Central Securities Depository of the CSE in the share account and portfolios of the Beneficiaries at the Dematerialised Securities System and their trading will commence once the Central Securities Depository is satisfied that the shareholders' registry has been submitted by the Company in electronic form and meets all the conditions set out in Part II, Paragraph 4 of the Securities and Cyprus Stock Exchange (registering, trading and clearing of dematerialised securities) Regulations of 2001 (as amended). The Company will inform the investing public about the date the New Shares will be admitted to trading.

The table below provides information regarding the New Shares and the rights attached thereto.

Type of transferable securities	Nominal and dematerialised
ISIN	IE00BD5B1Y92
Registry Maintenance	Central Securities Depository and Central Registry (CSD) of the CSE
Trading	Main Market of the CSE and ATHEX
Voting right	Yes (one voting right per share)
Dividend right	Yes
Pre-emption rights in offers for subscription of securities of the same class	Yes
Right to share in the issuer's profits	Yes– Please refer to “Dividend rights”
Right to share in any surplus in the event of liquidation	Yes
Restrictions of free transferability	No, provided that the retention period lapsed (refer to B.2.7. and B.3.5. above)

It is noted that, following the issue and allotment of the New Shares, the share capital of the Company amounts to €44,082,006 divided into 440,820,060 shares of nominal value €0.10 each.