



Announcement

Resolutions of the Shareholders Annual General Meeting (AGM)

Nicosia, 15 May 2026

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 2026, the Bank of Cyprus Group operated through a total of 57 branches in Cyprus, of which 1 operated as cash office. The Bank of Cyprus Group employed 2,840 staff worldwide. At 31 March 2026, the Group's Total Assets amounted to €28.7 bn and Total Equity was €3.1 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, 15 May 2026. The AGM was attended by 53 Shareholders and Depository Interest Holders, either in person or by proxy, who represented 172,593,525 ordinary shares, that is 39.59% of the total issued share capital of the Company carrying voting rights, as at Monday, 11 May 2026 (the “**Record Date**”).

Ordinary Business

The AGM considered the Financial Statements for the year ended 31 December 2025 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 2026.

The AGM authorised the annual ordinary remuneration of the Directors as presented in the AGM notice published on 23 April 2026.

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

- (a) Efstratios-Georgios (Takis) Arapoglou
- (b) Georgios Syrichas
- (c) Adrian John Lewis
- (d) Lyn Mary Grobler
- (e) Monique Eugenie Hemerijck
- (f) Christian Philipp Hansmeyer
- (g) William Stuart Birrell
- (h) Irene Psalti
- (i) Andreas Kritiotis
- (j) Panicos Nicolaou
- (k) Eliza Livadiotou

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

- (l) Elisabet Pinilla Güell

The AGM received and considered the Annual Remuneration Report of the Remuneration Committee for the year ended 31 December 2025.

The AGM also declared a final dividend of €0.50 per ordinary share for the financial year ended 31 December 2025.

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 AGM issued on 23 April 2026.
9. To consider and approve the proposed amendments of the Company's Articles of Association by the insertion of a new Article 112(e).

The above Special Business resolutions are valid until the next AGM or 16 August 2027, 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 2026)

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	171,089,764	99.98	28,982	0.02	986,436	171,118,746	39.24%	0.01%	Yes
2	168,428,163	98.43	2,690,559	1.57	986,460	171,118,722	38.63%	0.62%	Yes
3	171,118,746	100.00	0	0.00	986,436	171,118,746	39.25%	0.00%	Yes
4(a)	158,480,811	92.61	12,637,935	7.39	986,436	171,118,746	36.35%	2.90%	Yes
4(b)	170,986,198	99.92	131,758	0.08	987,226	171,117,956	39.22%	0.03%	Yes
4(c)	170,967,858	99.91	150,098	0.09	987,226	171,117,956	39.22%	0.03%	Yes
4(d)	167,994,110	98.17	3,123,846	1.83	987,226	171,117,956	38.53%	0.72%	Yes
4(e)	171,070,634	99.97	47,322	0.03	987,226	171,117,956	39.24%	0.01%	Yes
4(f)	170,750,413	99.79	367,543	0.21	987,226	171,117,956	39.17%	0.08%	Yes
4(g)	170,996,840	99.93	121,116	0.07	987,226	171,117,956	39.22%	0.03%	Yes
4(h)	171,040,150	99.95	77,806	0.05	987,226	171,117,956	39.23%	0.02%	Yes
4(i)	171,015,180	99.94	102,776	0.06	987,226	171,117,956	39.23%	0.02%	Yes
4(j)	171,015,970	99.94	102,776	0.06	986,436	171,118,746	39.23%	0.02%	Yes
4(k)	171,117,956	100.00	0	0.00	987,226	171,117,956	39.25%	0.00%	Yes
4(l)	171,117,956	100.00	0	0.00	987,226	171,117,956	39.25%	0.00%	Yes
5	170,854,260	99.85	264,486	0.15	986,436	171,118,746	39.19%	0.06%	advisory, non-binding resolution / συμβουλευτικό, μη δεσμευτικό ψήφισμα
6	171,118,746	100.00	0	0.00	986,436	171,118,746	39.25%	0.00%	Yes
7	170,884,060	99.86	234,686	0.14	986,436	171,118,746	39.20%	0.05%	Yes
8	171,113,265	100.00	5,481	0.00	986,436	171,118,746	39.25%	0.00%	Yes
9	171,113,265	100.00	5,481	0.00	986,436	171,118,746	39.25%	0.00%	Yes
10	171,113,265	100.00	5,481	0.00	986,436	171,118,746	39.25%	0.00%	Yes
11	171,006,214	99.93	112,532	0.07	986,436	171,118,746	39.22%	0.03%	Yes
12	171,113,265	100.00	5,481	0.00	986,436	171,118,746	39.25%	0.00%	Yes
13	171,113,265	100.00	5,481	0.00	986,436	171,118,746	39.25%	0.00%	Yes
14	170,297,822	99.52	820,924	0.48	986,436	171,118,746	39.06%	0.19%	Yes
15	171,113,237	100.00	5,509	0.00	986,436	171,118,746	39.25%	0.00%	Yes

*Total issued share capital of the Company carrying voting rights was 435,962,305 as at 11 May 2026, the Record Date for determining the right to vote at the AGM.