

**DEPOSITARY INTEREST HOLDER PROXY NOMINATION FORM (“DI FORM OF PROXY”)**

I/We \_\_\_\_\_

with ID/Passport/Company Registration number/ Investor Share Code \_\_\_\_\_  
 being a holder of depositary interests representing ordinary shares in Bank of Cyprus Holdings Public Limited Company (the “**Company**”), being appointed as a proxy of Link Market Services Trustees (Nominees) Limited (“**Link Nominees**”) of The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom in respect of the number of ordinary shares represented by the depositary interests held by me/us, hereby direct, nominate and request:

1. The Chairman of the AGM
2. \_\_\_\_\_ with ID number \_\_\_\_\_  
 or failing him/her, \_\_\_\_\_  
 with ID number \_\_\_\_\_

to be appointed as a proxy of Link Nominees in respect of the number of ordinary shares represented by the depositary interest held by me/us and consequently as my/our proxy to attend, speak and vote in respect of the number of ordinary shares represented by the depositary interest held by me/us at the AGM of the Company, to be held on Tuesday, 14 May 2019, at 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) at the Company’s Headquarters (51 Stassinou Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus) (which shall also be linked by audio link to the registered office of the Company at the address, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland) and at any adjournment thereof.

This nomination may be exercised in respect of all / \_\_\_\_\_ (delete/complete as appropriate) ordinary shares in respect of which I am being appointed as proxy (reflecting my holding of depositary interests representing ordinary shares in the Company registered in my/our name(s)).

Please tick here  to indicate that this nomination is one of multiple nominations being made.

I/We direct my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Where no instruction appears below as to how the proxy should vote, the proxy may vote as he or she thinks fit (acting in his/her absolute discretion) in relation to any business of the meeting. I/We direct that any proxy issued by Link Nominees in respect of the ordinary shares in respect of which my nominee representative is being appointed be subject to such direction:

Resolutions		For	Against	Vote Withheld
1	Following a review of the Company’s affairs, to receive and consider the Financial Statements for the year ended 31 December 2018 together with the reports of the Directors and the Auditors thereon			
2	To authorise the Board of Directors to fix the Auditors’ remuneration			
3	To fix the ordinary remuneration of the Members of the Board			
4	To re-elect the following Directors, by separate resolutions:			
4(a)	Maksim Goldman			
4(b)	Arne Berggren			
4(c)	Lyn Grobler			
4(d)	Dr Michael Heger			
4(e)	John Patrick Hourican			
4(f)	Dr Christodoulos Patsalides			
4(g)	Ioannis Zographakis			
4(h)	Anat Bar-Gera			
4(i)	Maria Philippou			
4(j)	Paula Hadjisotiriou			
	To elect the following Director, by a separate resolution, effective from the later of the date of the approval of his appointment by the ECB or of his election at the AGM (as applicable):			
4(k)	Efstratios-Georgios (Takis) Arapoglou			
5	To consider the continuation in office of PricewaterhouseCoopers as Auditors of the Company			
6	To consider and, if thought fit, authorise the Directors to issue shares			
7	To consider, and if thought fit, authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act			
8	To consider, and if thought fit, authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act in respect of financing a transaction			
9	To consider, and if thought fit, 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			
10	To consider, and if thought fit, 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 9			
11	To consider, and if thought fit, authorise the Directors to repurchase shares of the Company			
12	To consider, and if thought fit, determine the re-issue price range for treasury shares			
13	To consider, and if thought fit, allow for the convening of an Extraordinary General Meeting by at least 14 clear days’ notice			

Date \_\_\_\_\_ Signature \_\_\_\_\_

Contact details: \_\_\_\_\_ Telephone \_\_\_\_\_ Fax \_\_\_\_\_

## Notes to the DI Form of Proxy:

1. Every DI Holder has the right to appoint some other person(s) of their choice, who need not be a shareholder or DI Holder, as his nominated proxy, who shall in turn be appointed as proxy, to exercise all or any of his rights, to attend, speak, ask questions and vote in respect of the number of ordinary shares represented by depositary interests held by a DI Holder. If you wish to nominate a person other than the Chairman, please insert the name of your chosen nominated proxy in the space provided. A DI Holder may nominate more than one proxy to attend and vote at the meeting in respect of depositary interests provided that, where a DI Holder appoints more than one proxy in relation to a general meeting, each proxy must be appointed to exercise the rights attached to different ordinary shares represented by depositary interests held by that DI Holder. A DI Holder acting as an intermediary on behalf of one or more clients may nominate as a proxy each of its clients or their nominees provided each proxy nominee is nominated to exercise rights attached to different depositary interests held by the DI Holder. If the proxy nominee is being nominated in relation to less than your full voting entitlement please indicate in the space provided the number of depositary interests in relation to which they are nominated as your proxy nominee. If left blank, your proxy nominee will be deemed to be nominated in respect of your full voting entitlement (or if this proxy nomination form has been issued in respect of a designated account for a DI Holder, the full voting entitlement for that designated account). Where a poll is taken at the AGM, a DI Holder present in person or represented by a proxy nominee, holding more than one depositary interest representing one share, is not required to cast all their votes in the same way. Where you do not specify how the proxy must vote on any particular matter, the appointed proxy (including the Chairman, if appointed) has discretion as to whether, and if so, how he votes.
2. To appoint more than one proxy, please print an additional copy of this form. Please indicate in the space provided the number of depositary interests in relation to which they are authorised to act as your proxy. Please also indicate by ticking the space provided if the proxy instruction is one of multiple instructions being given.
3. **All forms must be signed and should be deposited together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, to the Shares and Loan Stock Unit, 4 Evrou Street, EuroLife House, 2003 Strovolos, Nicosia, P.O. Box 24884, 1398 Nicosia, Cyprus, e-mail:shares@bankofcyprus.com, fax: +357 22 120265 so as to reach such address no later than 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) on 12 May 2019. DI Holders may confirm that the applicable DI Form of Proxy has been successfully received by the Company by calling the Shares and Loan Stock Unit at +357 22 126055.**
4. Where the appointing DI Holder is a body corporate this form must be signed under its common seal or under the hand of a duly authorised officer thereof.
5. In the case of joint DI Holders the Form of Proxy can only be signed by the person whose name appears first in the Register of Members.
6. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
7. The entitlement of a DI Holder to be appointed as proxy or to nominate a proxy nominee to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of DI Holders at 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) on 12 May 2019. Changes to entries on the Register of DI Holders after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. Any alterations made to this form should be initialled.
9. The nomination of a proxy nominee will not preclude a DI Holder holding Depositary Interests at the voting record time from attending the meeting and voting in person should he/she wish to do so pursuant to their appointment as proxy by Link Nominees.
10. Capitalised terms in this Depositary Interest Form of Proxy shall have the same meaning given to them in the Notice of the AGM unless otherwise indicated herein.