



## Announcement

# Resolutions of the Shareholders Annual General Meeting (AGM)

---

Nicosia, 26 May 2020

### **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. The Bank of Cyprus Group operates through a total of 99 branches in Cyprus, of which 15 operate as cash offices. Bank of Cyprus also has representative offices in Russia, Ukraine and China. The Bank of Cyprus Group employs 3,566 staff worldwide. At 31 March 2020, the Group's Total Assets amounted to €20.4 bn and Total Equity was €2.2 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 the Bank of Cyprus Holdings Public Limited Company (“the Company” or “the Bank”) was held at the Company’s Headquarters on Tuesday, 26 May 2020. The AGM was attended by 57 Shareholders & Depository Interest Holders, either in person or by proxy, who represented 183,452,586 shares, that is 41.11% of the total issued share capital of the Company.

### **Ordinary Business**

The AGM considered the Financial Statements for the year ended 31 December 2019 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 2020.

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

- (a) Efstratios-Georgios (Takis) Arapoglou
- (b) Maksim Goldman
- (c) Arne Berggren
- (d) Lyn Grobler
- (e) Dr Michael Heger
- (f) Dr Christodoulos Patsalides
- (g) Ioannis Zographakis
- (h) Maria Philippou
- (i) Paula Hadjisotiriou

Mr Panicos Nicolaou, Group Chief Executive Officer, was elected to the Board of Directors.

Mr Nicos Sofianos was elected to the Board of Directors effective from the date of the approval of his appointment by the European Central Bank (ECB).

### **Special Business**

The AGM further resolved to:

- Authorise the Directors to issue shares;
- Authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act 2014;
- Authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act 2014 in respect of financing a transaction;
- 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;
- Authorise the Directors to dis-apply the pre-emption provisions of Section

1022 of the Companies Act 2014 in respect of shares issued pursuant to Resolution 8;

- Authorise the Directors to repurchase shares of the Company;
- Determine the re-issue price range for treasury shares;
- Allow for the convening of an Extraordinary General Meeting by at least 14 clear days' notice; and
- Approve the reduction of capital and treat the resulting reserves as profit available for distribution

as per the provisions made in the Notice of Annual General Meeting issued on 24 April 2020.

The above Special Business resolutions are valid until the next AGM or 25 August 2021, 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 24 April 2020)**

Resolution number	Voting For		Voting Against		Votes Withheld	Approved Yes/No
	Number of shares	% of total valid votes casted	Number of shares	% of total valid votes casted		
1	182.464.841	99,45	1.000.000	0,55	0	Yes
2	182.464.841	99,45	1.000.000	0,55	0	Yes
3	182.404.775	99,42	1.060.066	0,58	0	Yes
4(a)	156.960.154	85,58	26.444.621	14,42	60.066	Yes
4(b)	110.392.036	68,56	50.633.260	31,44	22.439.545	Yes
4(c)	182.464.841	99,45	1.000.000	0,55	0	Yes
4(d)	166.833.283	90,94	16.623.217	9,06	8.341	Yes
4(e)	182.456.500	99,45	1.000.000	0,55	8.341	Yes
4(f)	182.464.841	99,45	1.000.000	0,55	0	Yes
4(g)	182.464.841	99,45	1.000.000	0,55	0	Yes
4(h)	182.456.500	99,45	1.000.000	0,55	8.341	Yes
4(i)	182.456.500	99,45	1.000.000	0,55	8.341	Yes
4(j)	182.464.841	99,45	1.000.000	0,55	0	Yes
4(k)	182.464.841	99,45	1.000.000	0,55	0	Yes
5	182.464.841	99,45	1.000.000	0,55	0	Yes
6	174.829.790	95,29	8.635.051	4,71	0	Yes
7	182.464.841	99,45	1.000.000	0,55	0	Yes
8	182.464.822	99,45	1.000.000	0,55	0	Yes
9	182.464.822	99,45	1.000.000	0,55	0	Yes
10	182.464.822	99,45	1.000.000	0,55	0	Yes
11	182.464.822	99,45	1.000.000	0,55	0	Yes
12	175.715.519	95,78	7.749.303	4,22	0	Yes
13	182.464.822	99,45	1.000.000	0,55	0	Yes