



Share Capital Increase: Open Offer and EGM

Nicosia, 30 July 2014

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Group Profile

Founded in 1899, Bank of Cyprus Group is the leading banking and financial services group in Cyprus. The Group provides 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 Group operates through a total of 300 branches, of which 130 operate in Cyprus, 164 in Russia, 1 in Romania, 4 in the United Kingdom and 1 in the Channel Islands. Bank of Cyprus also has 5 representative offices in Russia, Ukraine, China and South Africa. The Bank of Cyprus Group employs 6.898 staff worldwide. At 31 March 2014, the Group's Total Assets amounted to €29,4 bn and Total Equity was €2,7 bn.

Further to the announcement by Bank of Cyprus Public Company Ltd (the “Bank” or the “Group”) on 28 July 2014 of the completion of phase1 (the “Placing”) and that the Bank is proceeding to phase 2 (the “Open Offer”) of the share capital increase, the Bank invites existing shareholders to subscribe for up to 20% in aggregate of the total number of shares offered to qualified investors in the first phase (833.333.333 shares) over a period of 15 business days starting from 31 July 2014 at the same price as the Placing Price of €0,24. The closing of the Open Offer is subject to the same conditions as the Placing including the passing of shareholder resolutions at an extraordinary general meeting of the Bank’s shareholders (the “EGM”) required to approve and implement the Capital Raising.

The following documents that contain information relevant to the Open Offer and the EGM are available on the Bank’s website at www.bankofcyprus.com (select Investor Relations/Capital Increase 2014)

- Circular to Shareholders;
- Application Form;
- Notice of Extraordinary General Meeting;
- Form of Proxy;
- Information Memorandum dated 4 July 2014 in relation to the Placing;
- Management Presentation dated July 2014 in relation to the Placing;
- Additional Information Pack – Part 1 dated July 2014 in relation to the Placing; and
- Additional Information Pack – Part 2 dated July 2014 in relation to the Placing;

TIMEPLAN IN RELATION TO THE OPEN OFFER AND THE EGM¹

RECORD DATE FOR THE OPEN OFFER AND THE EGM

5:00PM on 28 July 2014

OPEN OFFER PERIOD

9:00AM on 31 July 2014 to 1:30PM on 21 August 2014

LATEST TIME AND DATE FOR RECEIPT OF COMPLETED APPLICATION FORMS AND PAYMENTS FULL

1:30PM on 21 August 2014

LATEST TIME AND DATE FOR RECEIPT OF PROXY FORMS

10:00AM on 26 August 2014

ANNOUNCEMENT OF PLACING AND OPEN OFFER RESULTS

25 August 2014

EGM

10:00AM on 28 August 2014

Open Offer

- The Open Offer is addressed to the Bank’s shareholders as of 5:00PM on 28 July 2014 (“Qualifying Shareholders”)
- The new ordinary shares available to each Qualifying Shareholder in the Open Offer (“Open Offer Entitlement”) will be equal to the whole number (rounded downwards) of

¹ All time references in this announcement are to Cyprus time (unless otherwise specified).

new ordinary shares to be offered in the Open Offer (“Open Offer Shares”) that represents the same percentage of the total number of Open Offer Shares as the percentage that such Qualifying Shareholder’s Existing Holding represents of the total number of Existing Ordinary Shares as of the Record Date. A calculating tool will be available online on the Bank’s website at www.bankofcyprus.com (select Investor Relations/Capital Increase 2014) for the calculation of the Open Offer Entitlement per Shareholder.

- The minimum purchase consideration per existing shareholder in the Open Offer will be €100.000 (which is an exemption under the EU Prospectus Directive from the requirement to produce an approved prospectus).
- Subject to the €100.000 minimum purchase consideration, Qualifying Shareholders who have applied to take up their Open Offer Entitlement in full may also apply for any whole number of additional Open Offer Shares under an excess application facility, but no assurance can be given that their application under the excess application facility will be met in full or in part or at all.
- The closing of the Open Offer is subject to the same conditions as the Placing including the passing of shareholder resolutions at an extraordinary general meeting of the Bank’s shareholders (the “EGM”) required to approve and implement the Capital Raising.
- The Subscription Period for Open Offer Shares has been set from 9:00AM on 31 July 2014 to 1:30PM on 21 August 2014. The latest time and date for receipt of completed application forms and payments full is 1:30PM on 21 August 2014.
- Qualifying Shareholders who wish to apply to subscribe for all or any of the Open Offer Shares in respect of their Open Offer Entitlement must complete, sign and return the Application Form in accordance with the instructions thereon. Completed Application Forms should be returned by post or by hand (during normal office hours only) to CISCO (154 Lemesou Avenue, 2025, Strovolos, Nicosia, Cyprus) so as to be received by CISCO by no later than 1:30PM on 21 August 2014, after which time Application Forms will not be valid.
- Subject to certain exceptions, the Open Offer is not being made to persons in Australia, Canada, Japan, South Africa and the United States and any jurisdictions where the extension of the Open Offer would breach any applicable laws and regulations.

EGM

The Bank is holding the EGM at the Bank’s headquarters at 10:00AM on 28 August 2014. The Capital Raising is subject to approval by the shareholders of the Bank, including the waiving of their pre-emption rights and the approval of the reduction of the Nominal Value of the Ordinary Shares by the District Court of Nicosia and the filing of the Court Order with the Department of the Registrar of Companies and Official Receiver. The Bank is also proposing to eliminate the mandatory retirement age of 75 for directors.

Existing shareholders may complete, sign and return the Form of Proxy in accordance with the instructions printed on it so as to be received by the Bank as soon as possible and, in any event, by no later than 10:00AM on 26 August 2014.

For more information shareholders can contact CISCO on +357 22121700. Lines are open between 8:30AM to 5:30PM Monday to Friday and will remain open until 1:30PM on 21 August 2014.