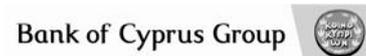


FORM OF PROXY



Shares & Loan Stock Department
51 Stassinos Street, Ayia Paraskevi, Strovolos
P.O. Box 24884, 1398 Nicosia, Cyprus
Tel: +357 22 126055
Fax: +357 22 336258 / +357 22 336261

FORM OF PROXY

I/We.....from.....

with ID /Passport /Company Registration number/Investor Share Code.....

being a member/members of Bank of Cyprus Public Company Ltd (“the Company” or “the Bank”), hereby appoint

Mr/Ms.....from.....

with ID number.....or failing him/her, Mr/Ms.....

from..... with ID number

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Bank, to be held on Tuesday, 24 November 2015, at 9.30 a.m. at the Company’s Headquarters (51 Stassinos Street, Ayia Paraskevi, Strovolos, 2002 Nicosia, Cyprus), and at any adjournment thereof.

My/our proxy is authorised to vote as he/she thinks fit, unless the manner of voting is indicated in the boxes below:

RESOLUTIONS	
1.	To authorise the Board of Directors to fix the Auditors’ remuneration. <p align="right">APPROVED <input type="checkbox"/> NOT APPROVED <input type="checkbox"/></p>
2.	To approve the Directors’ Remuneration Report. <p align="right">APPROVED <input type="checkbox"/> NOT APPROVED <input type="checkbox"/></p>
3.	To fix the remuneration of the members of the Board of Directors. <p align="right">APPROVED <input type="checkbox"/> NOT APPROVED <input type="checkbox"/></p>
4.	To re-elect the members of the Board of Directors: 1. Mr. Ioannis Zographakis RE-ELECTION APPROVED <input type="checkbox"/> RE-ELECTION NOT APPROVED <input type="checkbox"/> 2. Mr. Marios Kalochoritis RE-ELECTION APPROVED <input type="checkbox"/> RE-ELECTION NOT APPROVED <input type="checkbox"/> 3. Dr. Christodoulos Patsalides RE-ELECTION APPROVED <input type="checkbox"/> RE-ELECTION NOT APPROVED <input type="checkbox"/>

SPECIAL RESOLUTIONS AS PROPOSED BY THE COMPANY

Long Term Incentive Plan	
5.1	<p>THAT the Board of Directors be and is hereby authorised to establish and implement, determining all relevant parameters and criteria in its absolute discretion, but in a manner which shall be consistent with the provisions of the Directive on Governance and Management Arrangements in Credit Institutions, issued by the Central Bank of Cyprus, as may be amended or replaced (“CBC Directive”), a Long Term Incentive Plan (the “Plan”) involving the granting of options for the acquisition of shares which shall be issued and allotted by the Bank (the “Options”) to a defined group of employees of the Bank and its subsidiaries. The total amount of shares that may be issued and allotted under the Options shall not exceed 178.458.891 ordinary shares of nominal value of €0,10 each and the exercise price shall be set at €0,25 per share. The Options may only be exercised after 31 March 2019. Any Options granted shall lapse no later than 31 March 2026 and will not be listed in any organised market.</p> <p align="right">APPROVED <input type="checkbox"/> NOT APPROVED <input type="checkbox"/></p>

5.2	<p>THAT any pre-emptive and other rights the Company's shareholders may have by operation of law and/or pursuant to the Articles of Association of the Company and/or otherwise in connection with the award of any Options under the Plan (as contemplated in Resolution 5.1 above) and/or the issue and allotment of any shares in the Company upon the exercise of such Options, be and are hereby irrevocably and unconditionally waived and that for the maximum period permitted by Law but, in any event, not later than 31 March 2026, the Board of Directors be and is hereby authorised to issue and allot such number of ordinary shares in the Company as appropriate for discharging the Bank's obligations upon the exercise of each Option.</p> <p style="text-align: right;">APPROVED <input type="checkbox"/> NOT APPROVED <input type="checkbox"/></p>
Components of Remuneration	
6	<p>THAT for the purposes of Article 51(g)(ii) of the CBC Directive, the maximum level of the ratio between the fixed and variable components of remuneration provided to employees may reach but, in any event, shall not exceed, one hundred per cent (100%) of the applicable fixed component of the total remuneration of such employees.</p> <p style="text-align: right;">APPROVED <input type="checkbox"/> NOT APPROVED <input type="checkbox"/></p>

Date _____ Signature _____

Contact details: _____ Telephone _____ Fax _____

Notes:

1. The Record Date for determining the right to vote at the Annual General Meeting is 16 November 2015. Transactions which will be taking place on the 13 November 2015 and thereafter will not be considered in determining the right to vote at the Annual General Meeting. Shareholders who have their shares registered on the Dematerialised Securities System of the Hellenic Exchanges, do not need to block their shares in order to vote and/or be represented at the Annual General Meeting.
2. This Form of Proxy must be deposited at the registered office of the Company (as per the above address and fax number), **at least 48 hours before the time appointed for holding the Meeting.**
3. If such appointor is a company, the Form of Proxy must bear the name of the company, and be signed by its duly authorised officer/s.
4. In the case of joint shareholders, the Form of Proxy can only be signed by the person whose name appears first in the Register of Members.