

## FORM OF PROXY

Bank of Cyprus Group



Shares & Loan Stock Department  
51 Stassinou Street, Ayia Paraskevi, Strovolos  
P.O. Box 24884, 1398 Nicosia, Cyprus  
Tel: +357 22126055  
Fax: +357 22 336258 / 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 "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 Thursday, 20 November 2014, at 9.00 a.m. at the Bank of Cyprus Group Headquarters (51 Stassinou Street, Ayia Paraskevi, Strovolos, 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.	Authorise the Board of Directors to fix the Auditors' remuneration <b>APPROVED</b> <input type="checkbox"/> <b>NOT APPROVED</b> <input type="checkbox"/>
2	To approve the Directors' Remuneration Report. <b>APPROVED</b> <input type="checkbox"/> <b>NOT APPROVED</b> <input type="checkbox"/>
3	To fix the remuneration of the members of the Board of Directors at the same level as last year. <b>APPROVED</b> <input type="checkbox"/> <b>NOT APPROVED</b> <input type="checkbox"/>

4	<b>Resolutions relating to the conduct the business set out in Articles 94 to 98 (both inclusive) and Article 100 of the Company's Articles of Association regarding the rotation of the Company's Directors.</b> The following Directors, in accordance with Articles 94 - 98 of the Company's Articles of Association retire and, being eligible, offer themselves for re-election:
4.1	Mr Vladimir Strzhalkovskiy <b>RE ELECTION APPROVED</b> <input type="checkbox"/> <b>RE ELECTION NOT APPROVED</b> <input type="checkbox"/>
4.2	Mr Marios Kalochoritis <b>RE ELECTION APPROVED</b> <input type="checkbox"/> <b>RE ELECTION NOT APPROVED</b> <input type="checkbox"/>
4.3	Mr Ioannis Zographakis <b>RE ELECTION APPROVED</b> <input type="checkbox"/> <b>RE ELECTION NOT APPROVED</b> <input type="checkbox"/>

4.4	<p>The following person has been nominated by a shareholder of the Company for election as director of the Company in accordance with Article 98 of the Company's Articles of Association and has expressed his willingness to be so elected. It is noted that the persons nominated for election as members of the Board of Directors of the Company through the passing of ordinary resolutions submitted by shareholders of the Company pursuant to sections 127B and 134 of the Companies Law have not been included under this section, for the reason that the resolutions approving their appointment are voted separately hereinbelow.</p> <p>Mr Zacharias Palexas</p> <p style="text-align: right;"><b>ELECTION APPROVED</b> <input type="checkbox"/> <b>ELECTION NOT APPROVED</b> <input type="checkbox"/></p>
4.5	<p>The following Director was appointed to the Board of Directors following the last Annual General Meeting and accordingly, pursuant to article 100 of the Company's Articles of Association is subject to re-election and offers himself for such re-election.</p> <p>Mr John Patrick Hourican</p> <p style="text-align: right;"><b>RE ELECTION APPROVED</b> <input type="checkbox"/> <b>RE ELECTION NOT APPROVED</b> <input type="checkbox"/></p>

**SPECIAL RESOLUTIONS PROPOSED BY THE COMPANY FOR THE AMENDMENT OF ITS ARTICLES OF ASSOCIATION**

5.1	<p>That Article 81 of the Company's Articles of Association be amended by replacing the words 'ten (10)' and 'eighteen (18)' with the words 'seven (7)' and 'thirteen (13)' respectively, so that the amended Article 81 reads as follows:</p> <p><i>"The number of Directors shall not be less than seven (7) nor more than thirteen (13)"</i></p> <p style="text-align: right;"><b>APPROVED</b> <input type="checkbox"/> <b>NOT APPROVED</b> <input type="checkbox"/></p>
5.2	<p>That Article 83 of the Company's Articles of Association be deleted in its entirety and that Articles 84 to 113 (both inclusive) be renumbered as Articles 83 to 112, as appropriate</p> <p style="text-align: right;"><b>APPROVED</b> <input type="checkbox"/> <b>NOT APPROVED</b> <input type="checkbox"/></p>
5.3	<p>That Article 103 of the Company's Articles of Association (in its form prior to the commencement of the Company's General Meeting at which this resolution is proposed for approval) be amended through the replacement of its second phrase, with the following phrase:</p> <p><i>"Unless otherwise determined, five members or fifty percent (50%) of the members comprising the Board of Directors plus one (1) member, rounded down, whichever is the greater, shall be a quorum"</i></p> <p style="text-align: right;"><b>APPROVED</b> <input type="checkbox"/> <b>NOT APPROVED</b> <input type="checkbox"/></p>
5.4	<p>That Articles 114 to 120 (both inclusive) of the Company's Articles of Association (in their form prior to the commencement of the Company's General Meeting at which this resolution is proposed for approval) be replaced in their entirety with the following new Articles 113 to 116 and that Articles 121 to 152 (both inclusive) of the Company's Articles of Association (in their form prior to the commencement of the Company's General Meeting at which this resolution is proposed for approval) be renumbered as Articles 117 to 148, as appropriate:</p> <p style="text-align: center;"><i>"PROXY VOTING</i></p> <p><i>113. Each Director shall have the power, when absent from a meeting of the Directors, to issue a proxy to another Director attending the meeting, provided that no more than one (1) proxy vote is issued to each Director attending the meeting.</i></p> <p><i>114. Directors who vote via proxy are held accountable for their proxy vote.</i></p> <p><i>115. Any proxies shall be delivered to and retained by the Company and shall, as nearly as circumstances will admit, be in the form or to the effect following:</i></p> <p><i>I ..... being a Director of the Board of Bank of Cyprus Public Company Limited, hereby appoint ..... or failing him ..... as my proxy to vote for me and</i></p>

	<p><i>on my behalf at the meeting of the Board of Directors to be held on ..... Unless otherwise instructed, the proxy will vote as he thinks fit.</i></p> <p><i>Dated:.....</i></p> <p><i>Signed:.....</i></p> <p><i>116. A proxy vote shall not be taken into account in determining the participation of a Director of a meeting but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors for which a proxy vote has been issued."</i></p> <p style="text-align: right;"><b>APPROVED</b> <input type="checkbox"/> <b>NOT APPROVED</b> <input type="checkbox"/></p>
--	---

**RESOLUTIONS PROPOSED BY SHAREHOLDERS OF THE COMPANY**

The following resolutions 6.1-6.13 were submitted to the Company by certain shareholders<sup>1</sup> (hereinafter called the "Proposing Shareholders") pursuant to the provisions of Sections 127B and 134 of the Cyprus Companies Law, Cap. 113:

<b>ORDINARY RESOLUTIONS FOR REMOVAL OF DIRECTORS</b>	
6.1	<p>That Mr. Anton Smetanin be removed from his office as director of the Company with effect as from the conclusion of the AGM.</p> <p style="text-align: right;"><b>REMOVAL APPROVED</b> <input type="checkbox"/> <b>REMOVAL NOT APPROVED</b> <input type="checkbox"/></p>
6.2	<p>That Mrs. Anjelica Anshakova be removed from her office as director of the Company with effect as from the conclusion of the AGM.</p> <p style="text-align: right;"><b>REMOVAL APPROVED</b> <input type="checkbox"/> <b>REMOVAL NOT APPROVED</b> <input type="checkbox"/></p>
6.3	<p>That Mr. Dmitry Chichikashvili be removed from his office as director of the Company with effect as from the conclusion of the AGM.</p> <p style="text-align: right;"><b>REMOVAL APPROVED</b> <input type="checkbox"/> <b>REMOVAL NOT APPROVED</b> <input type="checkbox"/></p>
6.4	<p>That Mr. Eriskhan Kurazov be removed from his office as director of the Company with effect as from the conclusion of the AGM.</p> <p style="text-align: right;"><b>REMOVAL APPROVED</b> <input type="checkbox"/> <b>REMOVAL NOT APPROVED</b> <input type="checkbox"/></p>
6.5	<p>That Mr. Adonis Papaconstantinou be removed from his office as director of the Company with effect as from the conclusion of the AGM.</p> <p style="text-align: right;"><b>REMOVAL APPROVED</b> <input type="checkbox"/> <b>REMOVAL NOT APPROVED</b> <input type="checkbox"/></p>
6.6	<p>That Mr. Marinos Gialelis be removed from his office as director of the Company with effect as from the conclusion of the AGM.</p> <p style="text-align: right;"><b>REMOVAL APPROVED</b> <input type="checkbox"/> <b>REMOVAL NOT APPROVED</b> <input type="checkbox"/></p>

<sup>1</sup> The "Proposing Shareholders" are: WLR V PARALLEL ESC LP, WLR RECOVERY FUND V.L.P., TYRUS CAPITAL EVENT MASTER FUND LIMITED, TYRUS CAPITAL OPPORTUNITIES MASTER FUND LIMITED, TC FOUR LIMITED.

<b>ORDINARY RESOLUTIONS FOR APPOINTMENT OF DIRECTORS</b>	
6.7	That Dr. Josef Ackermann be and is hereby appointed as director of the Company, subject to the approval of his appointment by the Central Bank of Cyprus.  <b>APPOINTMENT APPROVED</b> <input type="checkbox"/> <b>APPOINTMENT NOT APPROVED</b> <input type="checkbox"/>
6.8	That Mr Wilbur Ross be and is hereby appointed as director of the Company, subject to the approval of his appointment by the Central Bank of Cyprus.  <b>APPOINTMENT APPROVED</b> <input type="checkbox"/> <b>APPOINTMENT NOT APPROVED</b> <input type="checkbox"/>
6.9	That Mr. Arne Berggren be and is hereby appointed as director of the Company, subject to the approval of his appointment by the Central Bank of Cyprus.  <b>APPOINTMENT APPROVED</b> <input type="checkbox"/> <b>APPOINTMENT NOT APPROVED</b> <input type="checkbox"/>
6.10	That Mr. Maksim Goldman be and is hereby appointed as director of the Company, subject to the approval of his appointment by the Central Bank of Cyprus.  <b>APPOINTMENT APPROVED</b> <input type="checkbox"/> <b>APPOINTMENT NOT APPROVED</b> <input type="checkbox"/>
6.11	That Dr. Christodoulos Patsalides be and is hereby appointed as director of the Company, subject to the approval of his appointment by the Central Bank of Cyprus.  <b>APPOINTMENT APPROVED</b> <input type="checkbox"/> <b>APPOINTMENT NOT APPROVED</b> <input type="checkbox"/>
6.12	That Mr. Michalis Spanos be and is hereby appointed as director of the Company, subject to the approval of his appointment by the Central Bank of Cyprus.  <b>APPOINTMENT APPROVED</b> <input type="checkbox"/> <b>APPOINTMENT NOT APPROVED</b> <input type="checkbox"/>

<b>SPECIAL RESOLUTIONS FOR THE AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY</b>	
6.13	That Article 104 of the Company's Articles of Association be replaced in its entirety with the following:  <i>"The Directors may elect a Chairman and up to two (2) Vice-Chairmen of their meetings who shall hold their office until the next Annual General Meeting, unless the Board of Directors shall otherwise determine. If at any meeting the Chairman or the Vice-Chairman are not present at the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the meeting."</i>  <b>APPROVED</b> <input type="checkbox"/> <b>NOT APPROVED</b> <input type="checkbox"/>

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

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

**Notes:**

1. The Record Date for determining the right to vote at the Annual General Meeting is close of business on 7<sup>th</sup> November 2014.
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.