



## Announcement

# Resolutions of the Shareholders Annual General Meeting (AGM)

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Nicosia, 26 May 2023

### **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. At 31 March 2023, the Bank of Cyprus Group operated through a total of 64 branches in Cyprus, of which 4 operated as cash offices. The Bank of Cyprus Group employed 2,883 staff worldwide. At 31 March 2023, the Group's Total Assets amounted to €25.4 bn and Total Equity was €2.1 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 Friday, 26 May 2023. The AGM was attended by 6 Shareholders & Depository Interest Holders, either in person or by proxy, who represented 150.314.105 shares, that is 33,69% of the total issued share capital of the Company.

### **Ordinary Business**

The AGM considered the Financial Statements for the year ended 31 December 2022 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 2023.

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

- a) Efstratios-Georgios (Takis) Arapoglou
- b) Lyn Grobler
- c) Paula Hadjisotiriou
- d) Panicos Nicolaou
- e) Maria Philippou
- f) Nicolaos Sofianos
- g) Ioannis Zographakis
- h) Constantine Iordanou
- i) Eliza Livadiotou

The following Directors were appointed to the Board of Directors, subject to the approval of the European Central Bank (the “ECB”):

- j) Monique Hemerijck
- k) Adrian Lewis

The AGM received and considered the Annual Remuneration Report of the Remuneration Committee for the year ended 31 December 2022 and the Revised Remuneration Policy.

The AGM also declared a final dividend of €0.05 per ordinary share for the financial year ended 31 December 2022.

### **Special Business**

The AGM further resolved to:

- To consider and authorise the Directors to allot and issue shares

- To consider and authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act
- To consider and authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act in respect of financing a transaction
- To consider and 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
- To consider and 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 10
- To consider and authorise the Directors to make market purchases of the Company's ordinary shares
- To consider and determine the re-issue price range at which treasury shares may be re-allotted
- To consider and allow for the convening of an Extraordinary General Meeting by at least 14 clear days' notice

as per the provisions made in the Notice of Annual General Meeting issued on 25 April 2023.

The above Special Business resolutions are valid until the next AGM or 23 August 2024, 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 25 April 2023)**

Resolution Number	Votes For		Votes Against		Votes Withheld	Approved Yes/No
	Number of Shares	% of total valid votes cast	Number of Shares	% of total valid votes cast		
1	157.677.091	100,00	0	0,00	0	YES
2	157.077.065	99,62	600.026	0,38	0	YES
3	157.677.091	100,00	0	0,00	0	YES
4(α) / 4(a)	154.816.939	98,19	2.860.152	1,81	0	YES
4(β) / 4(b)	157.077.063	99,62	600.028	0,38	0	YES
4(γ) / 4(c)	157.677.091	100,00	0	0,00	0	YES
4(δ) / 4(d)	157.677.091	100,00	0	0,00	0	YES
4(ε) / 4(e)	157.077.063	99,62	600.028	0,38	0	YES
4(σ) / 4(f)	157.677.091	100,00	0	0,00	0	YES
4(ζ) / 4(g)	157.077.065	99,62	600.026	0,38	0	YES
4(η) / 4(h)	157.677.091	100,00	0	0,00	0	YES
4(θ) / 4(i)	157.677.091	100,00	0	0,00	0	YES
4(i) / 4(j)	155.302.908	98,49	2.374.183	1,51	0	YES
4(k) / 4(k)	155.302.908	98,49	2.374.183	1,51	0	YES
5	157.677.089	100,00	2	0,00	0	YES
6	157.677.091	100,00	0	0,00	0	YES
7	157.955.962	100,00	0	0,00	0	YES
8	133.918.519	84,93	23.758.572	15,07	0	YES
9	138.832.996	88,05	18.844.095	11,95	0	YES
10	138.832.996	88,05	18.844.095	11,95	0	YES
11	157.677.091	100,00	0	0,00	0	YES
12	157.677.091	100,00	0	0,00	0	YES
13	157.677.091	100,00	0	0,00	0	YES
14	157.677.091	100,00	0	0,00	0	YES
15	157.677.091	100,00	0	0,00	0	YES