

DEPOSITARY INTEREST HOLDER PROXY NOMINATION FORM (“DI FORM OF PROXY”)

I/We _____

with ID/Passport/Company Registration number/ Investor Share Code _____
 being a holder of depositary interests representing ordinary shares in Bank of Cyprus Holdings Public Limited Company (the “**Company**”), appointed as a proxy of Link Market Services Trustees (Nominees) Limited (“**Link Nominees**”) of The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom in respect of the number of ordinary shares represented by the depositary interests held by me/us, hereby direct, nominate and request:

1. The Chairman of the AGM
2. _____ with ID number _____
 or failing him/her, _____
 with ID number _____

to be appointed as a proxy of Link Nominees in respect of the number of ordinary shares represented by the depositary interest held by me/us and consequently as my/our proxy to attend, speak and vote in respect of the number of ordinary shares represented by the depositary interest held by me/us at the AGM of the Company, to be held on Tuesday, 25 May 2021, at 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) at the Company’s Headquarters (51 Stassinou Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus) (which shall also be available by audio link to the registered office of the Company at the address, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland) and at any adjournment thereof.

This nomination may be exercised in respect of all / _____ (delete/complete as appropriate) ordinary shares in respect of which I am being appointed as proxy (reflecting my holding of depositary interests representing ordinary shares in the Company registered in my/our name(s)).

Please tick here to indicate that this nomination is one of multiple nominations being made.

I/We direct my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Where no instruction appears below as to how the proxy should vote, the proxy may vote as he or she thinks fit (acting in his/her absolute discretion) in relation to any business of the meeting. I/We direct that any proxy issued by Link Nominees in respect of the ordinary shares in respect of which my/our nominee representative(s) is being appointed be subject to such direction:

Resolutions		For	Against	Vote Withheld
1	To receive and consider the Financial Statements for the year ended 31 December 2020 together with the reports of the Directors and the Auditors thereon			
2	To authorise the Board of Directors to fix the Auditors’ remuneration			
3	To fix the ordinary remuneration of the Directors			
4	To re-elect the following Directors, by separate resolutions:			
4(a)	Efstratios-Georgios (Takis) Arapoglou			
4(b)	Lyn Grobler			
4(c)	Arne Berggren			
4(d)	Maksim Goldman			
4(e)	Paula Hadjisotiriou			
4(f)	Dr Michael Heger			
4(g)	Panicos Nicolaou			
4(h)	Maria Philippou			
4(i)	Nicolaos Sofianos			
4(j)	Ioannis Zographakis			
	To elect the following Directors, by separate resolutions, effective from the later of the date of the approval of their appointment by the European Central Bank (“ECB”) or of their election at the AGM (as applicable):			
4(k)	Constantine Iordanou			
4(l)	Eliza Livadiotou			
5	To receive and consider the Annual Remuneration Report of the Remuneration Committee for the year ended 31 December 2020			
6	To receive and consider the 2021 Remuneration Policy			
7	To consider and, if thought fit, authorise the Directors to allot and issue shares			
8	To consider, and if thought fit, authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act			
9	To consider, and if thought fit, authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act in respect of financing a transaction			
10	To consider, and if thought fit, 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			
11	To consider, and if thought fit, 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			
12	To consider, and if thought fit, authorise the Directors to make market purchases of the Company’s ordinary shares			
13	To consider, and if thought fit, determine the re-issue price range for treasury shares			
14	To consider, and if thought fit, allow for the convening of an Extraordinary General Meeting by at least 14 clear days’ notice			

Date _____ Signature _____

Contact details: Telephone _____ Fax _____

Notes to the DI Form of Proxy:

1. The well-being of attendees, employees and service providers at the upcoming AGM is a primary concern for the directors of the Company and in this context we are closely monitoring developments in relation to the Coronavirus (COVID-19). Due to the restrictions on meetings and travel, save for very limited purposes from the Government of the Republic of Cyprus, and in respect of the Irish venue of the AGM, the Government of Ireland and the Department of Health (of Ireland) relating to the Coronavirus (COVID-19), the AGM will proceed under very constrained circumstances.
2. DI Holders are requested not to attend the AGM in person and instead to submit a proxy form or use the electronic voting facility to ensure they can vote at the AGM without attending in person. This can be done in advance of the AGM by availing of one of the ways you can either appoint a proxy as set out in these notes or during the AGM by using the electronic voting facility set out on pages 30-31 of the AGM Notice. Please note the deadlines for receipt of the proxy appointment for it to be valid and the relevant procedures for the electronic voting facility. By submitting the Form of Proxy or by using the electronic voting facility you will be able to ensure that your vote on the proposed resolutions is cast at the AGM in accordance with your wishes without attending in person.
3. Overall, we will be seeking to conduct the AGM as safely and efficiently as possible and in compliance with the applicable law, regulations and guidance in effect in connection with the Coronavirus (COVID-19) at the time of the meeting.
4. In the event that it is not possible to convene and hold the AGM either in compliance with applicable public health guidelines or requirements, applicable law or where it is otherwise considered that proceeding with the AGM as planned poses an unacceptable risk to health and safety, the AGM may be adjourned to a different time and/or venue, in which case notification of such adjournment will be given in accordance with the Company's Constitution. We may also, with appropriate advance notice, amend the venue of the AGM and/or make further or replacement measures for electronic or telephonic access.
5. The Company will continue to monitor the impact of the Coronavirus (COVID-19) and any relevant updates regarding the AGM will be available on the Company's website www.bankofcyprus.com (Investor Relations / Annual General Meeting 2021), including any changes to the arrangements for the AGM outlined in these notes.
6. DI Holders are also encouraged to keep up-to-date with, and follow, the guidance from the Government of the Republic of Cyprus, the Government of Ireland and the Department of Health (of Ireland) (as appropriate) as circumstances may change at short notice.
7. Every DI Holder has the right to appoint some other person(s) of their choice, who need not be a shareholder or DI Holder, as his nominated proxy, who shall in turn be appointed as proxy, to exercise all or any of his rights, to attend, speak, ask questions and vote in respect of the number of ordinary shares represented by depositary interests held by a DI Holder. If you wish to nominate a person other than the Chairman, please insert the name of your chosen nominated proxy in the space provided. A DI Holder may nominate more than one proxy to attend and vote at the meeting in respect of depositary interests provided that, where a DI Holder appoints more than one proxy in relation to a general meeting, each proxy must be appointed to exercise the rights attached to different ordinary shares represented by depositary interests held by that DI Holder. A DI Holder acting as an intermediary on behalf of one or more clients may nominate as a proxy each of its clients or their nominees provided each proxy nominee is nominated to exercise rights attached to different depositary interests held by the DI Holder. If the proxy nominee is being nominated in relation to less than your full voting entitlement please indicate in the space provided the number of depositary interests in relation to which they are nominated as your proxy nominee. If left blank, your proxy nominee will be deemed to be nominated in respect of your full voting entitlement (or if this proxy nomination form has been issued in respect of a designated account for a DI Holder, the full voting entitlement for that designated account). Where a poll is taken at the AGM, a DI Holder present in person or represented by a proxy nominee, holding more than one depositary interest representing one share, is not required to cast all their votes in the same way. Where you do not specify how the proxy must vote on any particular matter, the appointed proxy (including the Chairman, if appointed) has discretion as to whether, and if so, how he votes.
8. To appoint more than one proxy, please print an additional copy of this form. Please indicate in the space provided the number of depositary interests in relation to which they are authorised to act as your proxy. Please also indicate by ticking the space provided if the proxy instruction is one of multiple instructions being given.
9. **All forms must be completed and signed and should be deposited together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, to Investor Relations, 51 Stassinou Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus, P.O. Box 21472, 1599 Nicosia, Cyprus, e-mail: shares@bankofcyprus.com, fax: +357 22 120265 / +357 22 120245 so as to reach such address no later than 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) on 23 May 2021. DI Holders may confirm that the applicable DI Form of Proxy has been successfully received by the Company by calling Investor Relations at +357 22 126055.**
10. Where the appointing DI Holder is a body corporate this form must be signed under its common seal or under the hand of a duly authorised officer thereof.
11. In the case of joint DI Holders the Form of Proxy can only be signed by the person whose name appears first in the Register of Members.
12. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
13. The Company, pursuant to Section 1087G of the Companies Act 2014, specifies that only those shareholders registered in the Register of Members of the Company on 21 May 2021 at 9:00 p.m. (Cyprus time) / 7:00 p.m. (Irish time) (or in the case of an adjournment at 9:00 p.m. (Cyprus time) / 7:00 p.m. (Irish time) on the day before a date that falls 72 hours before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
14. Any alterations made to this form should be initialled.
15. The nomination of a proxy nominee will not preclude a DI Holder holding Depositary Interests at the voting record time from attending the meeting and voting in person should he/she wish to do so pursuant to their appointment as proxy by Link Nominees, subject to compliance with the latest guidance of the Government of the Republic of Cyprus, the Government of Ireland and the Department of Health (of Ireland) to minimise any potential risks posed to attendees as a result of the COVID-19 pandemic.
16. Capitalised terms in this Depositary Interest Form of Proxy shall have the same meaning given to them in the Notice of the AGM unless otherwise indicated herein.
17. Detailed instructions on proxy voting and how to access the AGM remotely are set out in the Notice convening the AGM. You can access the Notice of the AGM and the other documents being placed on display in connection with the AGM by visiting the Company's website: www.bankofcyprus.com which will also include any updates or announcements regarding the AGM in the event that circumstances change.