

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt about the action you should take, you are recommended to immediately obtain your own personal financial advice from your duly authorised stockbroker, solicitor, accountant or other independent professional adviser. If you have sold or transferred all your Bank of Cyprus Holdings Public Limited Company (“**BOCH PLC**”) shares or Depositary Interests representing Shares of BOCH PLC (“**DI**”), please send this document, together with the accompanying Shareholder Form of Proxy (“**Form of Proxy**”) and DI Holder Form of Proxy Nomination (“**DI Form of Proxy**”) at once to the purchaser or transferee, or to the stockbroker, or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee.

Bank of Cyprus Holdings



Bank of Cyprus Holdings Public Limited Company Notice of Annual General Meeting

On Friday 26 May 2023 at 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish Time) at *51 Stassinos Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus.*

Notice of the Annual General Meeting (“**AGM**”) of Bank of Cyprus Holdings Public Limited Company (the “**Company**”) is set out on pages 5 to 24 of this document.

The process for appointing a proxy and/or voting at the meeting will depend on the manner in which you hold your Ordinary Shares in the Company.

A Form of Proxy for certificated shareholders for the AGM accompanies this document. For shareholders whose names appear on the register of members of the Company (i.e. those who hold their Ordinary Shares in certificated form and who therefore do not hold their interests in Ordinary Shares as Belgian law rights through the Euroclear Bank SA/NV (“**Euroclear Bank**”) system (the “**EB System**”) (“**EB Participants**”) or as CREST Depositary Interests (“**CDIs**”) through the CREST system (“**CREST**”) (“**Shareholders**”), the Form of Proxy must be completed and returned to the Company’s Registrars, *Link Registrars Limited at P.O. Box 7117, Dublin 2, Ireland* (if delivered by post) or to *Link Registrars Limited, Suite 149, The Capel Building, Mary’s Abbey, Dublin 7, D07 DP79, Ireland* (if delivered by hand during normal business hours) so as to be received by no later than 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) on Wednesday 24 May 2023. Alternatively, you may appoint a proxy electronically by visiting the website of the Company’s Registrars at www.signalshares.com and entering the Company name, Bank of Cyprus Holdings PLC. You will need to register for the Share Portal by clicking on “registration section” (if you have not registered previously) and following the instructions. You will need your Investor Code (“**IVC**”) which can be found on your share certificate.

Additionally, Link Registrars has launched a shareholder app: LinkVote+. It’s free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



CSE Depository Interest Holders ("**DI Holders**") wishing to appoint a proxy should use a DI Form of Proxy. To be valid, DI Forms of Proxy must be completed, signed and returned, together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, to *Investor Relations & ESG Department, 51 Stassinos Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus or P.O. Box 21472, 1599 Nicosia, Cyprus*, e-mail: shares@bankofcyprus.com, fax: + 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 Wednesday 24 May 2023.

Those who hold their interests in Ordinary Shares as Belgian law rights through the EB System or as CDIs through CREST will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Further Information for the holders of CDIs ("CDI Holders")

Euroclear UK & International Limited ("**EUI**"), the operator of CREST, has arranged for voting instructions relating to the CDIs held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited ("**Broadridge**"). Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK & International" webpage (see section CREST International Service – Proxy Voting).

If you are a CDI Holder, you will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete a Meetings and Voting Client Set-up Form (CRT408). Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.

Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank, by their cut-off and to agreed market requirements. Alternatively, a CDI Holder can send a third-party proxy voting instruction through the Broadridge platform in order to appoint a third party (who may be a corporate representative or the CDI Holder themselves) to attend and vote at the meeting for the number of Ordinary Shares specified in the proxy instruction (**subject to the Broadridge voting deadline**). **There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions through Broadridge.**

Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out below and is expected to be at least two (2) business days prior to the Euroclear Bank proxy appointment deadline (i.e. Monday 22 May 2023). Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.

CDI Holders are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

Should you have any queries in relation to completing and submitting proxy appointments (including voting instructions) electronically via Broadridge, please contact your dedicated client service representative at Broadridge.

Further Information for Euroclear Bank Participants

EB Participants can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in January 2023 and entitled “Euroclear Bank as issuer CSD for Irish corporate securities” (the “**Euroclear Bank Service Description**”). EB Participants can either send:

- (a) electronic voting instructions to instruct Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) (“**Euroclear Nominees**”) to either itself or by appointing the Chairman as proxy on the instruction of Euroclear Nominees to:
 - (i) vote in favour of all or a specific resolution(s);
 - (ii) vote against for all or a specific resolution(s);
 - (iii) abstain for all or a specific resolution(s); or
 - (iv) give discretionary vote to the Chairman for all or a specific resolution(s); or
- (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chairman of the AGM) (who may be a corporate representative or the EB Participant themselves) to attend the meeting and vote for the number of Ordinary Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address). **There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions.**

Euroclear Bank’s voting instruction deadline is expected to be at 10:00 a.m. (Cyprus time) / 8:00 a.m. (Irish time) on Wednesday 24 May 2023. Voting instructions cannot be changed or cancelled after Euroclear Bank’s voting deadline.

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 and life and general insurance. At 31 December 2022, 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 2,889 staff worldwide. At 31 December 2022, 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.

Dear shareholders

Bank of Cyprus Holdings Public Limited Company (the “Company”) – Annual General Meeting (“AGM”) – 26 May 2023

The AGM of the Company will be held at 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) on Friday 26 May 2023 at the Company’s Headquarters, *51 Stassinos Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus*. Shareholders in Ireland may participate in the AGM by audio link at the registered office of the Company, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland at the same time as the AGM, (i.e. commencing at 9:00 a.m. (Irish time) on Friday 26 May 2023). Shareholders will also have the ability to listen to the meeting by electronic means and the ability to vote by either submitting a proxy form in advance of the meeting or by using the electronic voting facility. This document includes important information on the business of the AGM, including the resolutions to be voted on by shareholders at the AGM.

If you wish to listen live to the AGM proceedings, you can do so by availing of the electronic meeting facility by accessing the AGM website, <https://web.lumiagm.com>. This will allow you to audio cast the AGM and shareholders can submit questions and votes through the website. Further instructions on how to attend the meeting remotely are set on pages 20 - 24 and on the Company’s website www.bankofcyprus.com/group/ (select Investor Relations / Annual General Meeting 2023).

Before the AGM, a shareholder may also submit a question in writing, to be received at least four business days before the meeting (i.e. by Monday 22 May 2023) by post to the Company Secretary, Bank of Cyprus Holdings Public Limited Company, *51 Stassinos Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus* or by email to Company.Secretary@bankofcyprus.com. All correspondence should include sufficient information to identify you as a Shareholder, DI Holder, EB Participant or CDI Holder. Responses to the most common questions will be posted on the Company’s website on www.bankofcyprus.com/group/ (Investor Relations / Annual General Meeting 2023) and we also anticipate responding in writing directly to any individual shareholder who raises a question.

All resolutions will be taken on a poll vote. On a poll, each shareholder has one vote for every share held. Electronic voting will be used at the AGM. The results of the voting will be posted on our website (www.bankofcyprus.com/group/) after the meeting and notified to the London Stock Exchange and Cyprus Stock Exchange.

There are 15 Resolutions proposed for this year’s AGM. Explanatory notes for each proposed Resolution are contained in the enclosed Notice. These resolutions are routine for bank holding companies listed on the London Stock Exchange and seek to provide the Board with the renewal of a customary and generally accepted range of options so as to allow the Board to respond effectively and on a timely basis to circumstances that might arise.

The Directors of the Company consider the Resolutions proposed to be in the best interests of the Company and its shareholders (including DI Holders) as a whole and unanimously recommend shareholders and DI Holders to vote in favour of them all, as they intend to do in respect of their own shareholdings.

We would like to thank you for your continued support.

Yours sincerely

Efstratios-Georgios Arapoglou
Chairman

25 April 2023

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM”) of the Bank of Cyprus Holdings Public Limited Company (the “Company” or the “Bank”) will be held at the Company’s Headquarters (51 Stassinos Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus) on **Friday, 26 May 2023 at 11:00 a.m. (Cyprus time)**. Shareholders in Ireland may participate in the AGM by audio link at the registered office of the Company, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland at the same time as the AGM, (i.e. commencing at 9:00 a.m. Irish time on Friday 26 May 2023).

The AGM will consider and, if thought fit approve, the following resolutions:

ORDINARY BUSINESS:

1. Following a review of the Company’s affairs, to receive and consider the Financial Statements for the year ended 31 December 2022 together with the reports of the Directors and the Auditors thereon (**Resolution 1**).
2. To authorise the Board of Directors to fix the Auditors’ remuneration (**Resolution 2**).
3. To authorise the following annual ordinary remuneration of the Directors, such remuneration to be cumulative unless otherwise specified where a director holds more than one specified function (**Resolution 3**):

Position	Annual Remuneration (€000’s)
Chairman	220
Vice Chair	90
Senior Independent Director	80
Non-Executive Members	55
Audit Committee Chair	45
Audit Committee Members	25
Risk Committee Chair	45
Risk Committee Members	25
Human Resources & Remuneration Committee Chair	30
Human Resources & Remuneration Committee Members	20
Nominations & Corporate Governance Committee Chair	30
Nominations & Corporate Governance Committee Members	20
Technology Committee Chair	30
Technology Committee Members	20

4. To re-elect the following Directors, by separate resolutions:
 - (a) Efstratios-Georgios (Takis) Arapoglou **Resolution 4(a)**
 - (b) Lyn Grobler **Resolution 4(b)**
 - (c) Paula Hadjisotiriou **Resolution 4(c)**
 - (d) Panicos Nicolaou **Resolution 4(d)**
 - (e) Maria Philippou **Resolution 4(e)**

- (f) Nicolaos Sofianos **Resolution 4(f)**
- (g) Ioannis Zographakis **Resolution 4(g)**
- (h) Constantine Iordanou **Resolution 4(h)**
- (i) Eliza Livadiotou **Resolution 4(i)**.

To appoint the following persons as Directors, by separate resolution, subject to the approval of the European Central Bank (the “**ECB**”):

- (j) Monique Hemerijck **Resolution 4(j)**
 - (k) Adrian Lewis **Resolution 4(k)**.
5. To receive and consider the Annual Remuneration Report of the Remuneration Committee for the year ended 31 December 2022, which is set out on page 405 of the 2022 Annual Report which will be posted on the Company’s website on www.bankofcyprus.com/group/ (Investor Relations / Annual Reports) as an advisory, non-binding resolution (**Resolution 5**).
 6. To receive and consider the Revised Remuneration Policy, which is set out on the Company’s website on www.bankofcyprus.com/group/ (Investor Relations / Annual Reports) as an advisory, non-binding resolution (**Resolution 6**).
 7. To declare a final dividend of €0.05 per ordinary share for the financial year ended 31 December 2022 (**Resolution 7**).

SPECIAL BUSINESS

8. As an Ordinary Resolution:

“THAT the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company, to allot and issue relevant securities (within the meaning of section 1021 of the Companies Act 2014 (as amended) (the “**Companies Act**”)) of the Company, up to an aggregate of:

- (a) 147,245,977 ordinary shares of €0.10 each; and
- (b) a further 147,245,977 ordinary shares of €0.10 each provided that: (i) they are equity securities (within the meaning of section 1023(1) of the Companies Act); and (ii) they are offered by way of a rights issue or other pre-emptive issue to holders of ordinary shares at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders or shareholders or persons holding an interest in shares (including derivative or beneficial interest or an interest in any entity whether held directly or through one or more intermediary entity or interest) subject to legal restrictions or sanctions, fractional entitlements or otherwise,

provided that the power hereby conferred shall expire at close of business of the next AGM or 23 August 2024, whichever is earlier, unless and to the extent that such power is renewed, revoked or extended prior to such date, save the Company may make before such expiry an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired (**Resolution 8**).

9. As a Special Resolution:

“THAT, if Resolution 8 as set out in the Notice of this meeting is approved, the Directors be and are hereby generally authorised, to allot and issue equity securities (within the meaning of section 1023(1) of the Companies Act) for cash pursuant to the authority conferred on the Directors by Resolution 8 as if section 1022(1) of the Companies Act did not apply provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with any rights issue or other pre-emptive issue in favour of ordinary shareholders (other than those holders with registered addresses outside the State (Ireland) to whom an offer would, in the opinion of the Directors, be impractical or unlawful in any jurisdiction) on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interest of such ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them and subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with regulatory requirements, legal or practical problems in respect of overseas shareholders or shareholders or persons holding an interest in shares (including derivative or beneficial interests or an interest in any entity whether held directly or through one or more intermediary entity or interest) subject to legal restrictions or sanctions, fractional entitlements or otherwise; and
- (b) the allotment of equity securities for cash (otherwise than under Paragraph (a) above) together with all treasury shares (as defined in section 1078 of the Companies Act) re-issued while this authority remains operable shall not exceed 22,309,997 ordinary shares of €0.10 each,

provided that this authority shall expire at the close of business of the next AGM or 23 August 2024, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require such securities to be issued and allotted after such expiry and the Directors may allot such securities in pursuance of such offer or agreement as if the power conferred hereby had not expired” **(Resolution 9)**.

10. As a Special Resolution:

“THAT if Resolution 8 as set out in the Notice of this meeting is passed, the Directors be and are hereby authorised, in addition to any authority granted under Resolution 9, to issue and allot equity securities (as defined in section 1023 of the Companies Act) for cash and/or treasury shares (within the meaning of section 1078 of the Companies Act) for cash under the authority given by that resolution as if sub-section (1) of section 1022 of the Companies Act did not apply to any such issue or allotment, such authority to be:

- (a) limited to the allotment of equity securities up to 22,309,997 ordinary shares of €0.10 each; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be either an acquisition or other specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the close of business of the next AGM (or, if earlier, at the close of business on 23 August 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may issue and allot equity securities under any such offer or agreement as if the authority had not expired” **(Resolution 10)**.

11. As an Ordinary Resolution:

“THAT in addition to and separate from the authority granted by Resolution 8 as set out in the Notice of this meeting, the Directors be and are hereby generally empowered pursuant to section 1021 of the Companies Act to issue, allot, grant options over or otherwise dispose of:

- (a) Additional Tier 1 contingent equity conversion notes that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances (“**AT1 ECNs**”) where the Directors consider that the issuance of AT1 ECNs would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory capital requirements or targets applicable to (i) Company and/or (ii) the Company and its subsidiaries and/or (iii) its subsidiaries in each case from time to time; and
- (b) ordinary shares pursuant to the conversion or exchange of AT1 ECNs, or to agree to do any of the foregoing acts,

PROVIDED THAT the power conferred by this resolution shall:

- (i) be limited to the issue, allotment, grant of options over or other disposal of ordinary shares of an aggregate nominal amount of €6,692,999 and of AT1 ECNs convertible or exchangeable into ordinary shares up to such maximum aggregate nominal amount; and
- (ii) expire on 23 August 2024 or at the close of business on the date of the next AGM, whichever is earlier, but so that the Company may make offers and enter into agreements before the authority expires which would or might require AT1 ECNs or ordinary shares to be issued or rights to subscribe for or to convert or exchange any security into ordinary shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired” (**Resolution 11**).

12. As a Special Resolution:

“THAT in addition to and separate from the authority granted by Resolutions 9 and 10 as set out in the Notice of this meeting, the Directors be and are hereby generally empowered to issue, allot, grant options over or otherwise dispose of equity securities (within the meaning of section 1023(1) of the Companies Act) or a right to subscribe for, or convert any securities into ordinary shares, including AT1 ECNs (as defined in Resolution 11 as set out in the Notice of this meeting) and any ordinary shares issued pursuant to the conversion or exchange of AT1 ECNs of the Company for cash pursuant to the authority conferred on the Directors by Resolution 10 above as if section 1022(1) of the Companies Act did not apply up to a maximum aggregate amount provided for in paragraph (i) of such Resolution 11, provided that: this authority shall expire at the close of business on the date of the AGM of the Company to be held in 2024 or on 23 August 2024, whichever is earlier, but so that the Company may make offers and enter into agreements before the authority expires which would or might require AT1 ECNs or ordinary shares to be issued or rights to subscribe for or convert or exchange any security into ordinary shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired” (**Resolution 12**).

13. As a Special Resolution:

“THAT the Company and/or any of its subsidiaries be and they are hereby generally authorised to make purchases on a securities market (within the meaning of section 1072 of the Companies Act) of ordinary shares of the Company on such terms and conditions and in such manner as the Directors, or as the case may be, the director of such subsidiary, may from time to time determine but subject to the provisions of the Companies Act and to the following restrictions and provisions:

- (a) the maximum number of ordinary shares authorised to be acquired pursuant to the terms of this resolution shall not exceed 44,619,993 ordinary shares of €0.10 each;
- (b) the minimum price (excluding expenses) which may be paid for any ordinary share shall be the nominal value of the ordinary share;
- (c) the maximum price (excluding expenses) which may be paid for any ordinary share in the Company (a “**Relevant Share**”) shall be the higher of:

- (i) 5% above the average of the closing prices of a Relevant Share taken from the Official List of the London Stock Exchange in the case of a purchase on the London Stock Exchange or the respective list of the Cyprus Stock Exchange in the case of a purchase on the Cyprus Stock Exchange, for the five business days prior to the day the purchase is made; and
- (ii) The amount stipulated by Article 3(2) of Commission Delegated Regulation (EU) 2016/1052 and any corresponding provision of any replacement legislation, (being the value of a Relevant Share calculated on the basis of the higher of the price quoted for:
 - A. the last independent trade of; and
 - B. the highest current independent bid or offer for any number of Relevant Shares on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out).

If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange in the case of a purchase on the London Stock Exchange, or Cyprus Stock Exchange in the case of a purchase on the Cyprus Stock Exchange, or its equivalent.

- (d) The authority hereby granted shall expire at the close of business on the date of the next AGM or 23 August 2024, whichever is the earlier, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of section 1074 of the Companies Act. The Company or any such subsidiary may before such expiry enter into a contract for the purchase of ordinary shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired” (**Resolution 13**).

14. As a Special Resolution:

“THAT, for the purposes of sections 109 and/or 1078 of the Companies Act the re-allotment price range at which any treasury shares for the time being held by the Company may be re-allotted (including by way of re-allotment off-market) shall be as follows:

- (a) the maximum price at which a treasury share may be re-allotted shall be an amount equal to 120% of the Appropriate Price; and
- (b) the minimum price at which a treasury share may be re-allotted shall be the nominal value of the share where such a share is required to satisfy an obligation under an employees’ share scheme (as defined by section 64 of the Companies Act) operated by the Company or, in all other cases, an amount equal to 95% of the Appropriate Price.

For the purposes of this resolution the expression “**Appropriate Price**” shall mean the average of the five amounts resulting from determining whichever of the following (i), (ii) or (iii) specified below in relation to shares of the class of which such treasury share is to be re-allotted shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is re-allotted, as determined from information published on the London Stock Exchange reporting the business done on each of these five business days:

- (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or

- (iii) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day,

and if there shall be only a bid (but not an offer) or an offer (but not a bid) price reported, or if there shall not be any closing price reported, for any particular day, then that day shall not count as one of the said five business days for the purposes of determining the Appropriate Price. If the means of providing the foregoing information as to dealings and prices by reference to which the Appropriate Price is to be determined is altered or is replaced by some other means, then the Appropriate Price is to be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange PLC or its equivalent.

The authority hereby conferred shall expire at the close of business on the day of the next AGM of the company in 2024 or 23 August 2024, whichever is the earlier, unless previously varied or renewed in accordance with the provisions of sections 109 and/or 1078 of the Companies Act (as applicable) and is without prejudice or limitation to any other authority of the Company to re-allot treasury shares on market” (**Resolution 14**).

15. As a Special Resolution:

“THAT it is hereby resolved the provision in Article 54(a) of the Constitution of the Company allowing for the convening of an Extraordinary General Meeting (“**EGM**”) by at least fourteen Clear Days’ notice (where such meetings are not convened for the passing of a special resolution) shall be effective and the convening of any such meeting by such notice be and is hereby approved” (**Resolution 15**).

By order of the Board of Directors

Katia Santis
Secretary

25 April 2023

An explanation of the resolutions is set out in pages 11 - 17 of this document. The notes to the Notice of the AGM, including notes on the exercise of Shareholder and DI holder rights and the mechanism for appointment or nomination of a proxy, are set out in pages 18 to 24 of this document.

EXPLANATIONS FOR THE MATTERS TO BE CONSIDERED BY THE ANNUAL GENERAL MEETING

This explanatory section outlines the background to the resolutions to be proposed at the forthcoming AGM, all of which the Board of Directors consider to be in the best interests of the Company and its shareholders (including DI Holders) as a whole and are recommended for your approval.

ORDINARY BUSINESS

Resolution 1 (ordinary resolution)

To receive and consider the Financial Statements for the year ended 31 December 2022 together with the reports of the Directors and the Auditors thereon.

The Financial Statements for the Company and its subsidiaries for the year ended 31 December 2022 are available on the Company's website www.bankofcyprus.com/group/ (select Investor Relations / Annual Reports). The consolidated audited financial statements for Bank of Cyprus Public Company Limited for the year ended 31 December 2022 are available on the Company's website www.bankofcyprus.com/group/ (select Investor Relations / Annual Reports).

Resolution 2 (ordinary resolution)

To authorise the Board of Directors to fix the Auditors' remuneration.

Shareholders are being asked to pass a resolution to authorise the Directors to fix the remuneration of the Statutory Auditors for the current financial year.

Resolution 3 (ordinary resolution)

To fix the ordinary remuneration of the Directors.

Shareholders are being asked to pass a resolution to fix the ordinary remuneration of the non-executive Directors as set out below.

Position	Annual Remuneration (€000's)
Chairman	220
Vice Chair	90
Senior Independent Director	80
Non-Executive Members	55
Audit Committee Chair	45
Audit Committee Members	25
Risk Committee Chair	45
Risk Committee Members	25
Human Resources & Remuneration Committee Chair	30
Human Resources & Remuneration Committee Members	20
Nominations & Corporate Governance Committee Chair	30
Nominations & Corporate Governance Committee Members	20
Technology Committee Chair	30
Technology Committee Members	20

No change is proposed on the remuneration of the above positions which were approved by Shareholders at

the 2022 AGM.

Resolutions 4(a) to 4(i) (ordinary resolutions)

To re-elect the following Directors by separate resolutions

- (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**

Explanation for Resolutions 4(a) to 4(i)

Ioannis Zographakis has been a member of the Board since the Board meeting of 4 October 2016. Lyn Grobler (Vice-Chair) has been a member of the Board since 7 February 2017. Maria Philippou has been a member of the Board since 23 July 2018. Paula Hadjisotiriou has been a member of the Board since 13 August 2018. Efstratios-Georgios (Takis) Arapoglou (Chairman) has been a member of the Board since 12 June 2019. N. Sofianos has been a member of the Board since 26 February 2021. Panicos Nicolaou (Executive Member) was appointed on 1 September 2019. Constantine Iordanou has been a member of the Board since 29 November 2021. Eliza Livadiotou (Executive Member) has been a Member of the Board since 06 October 2021.

In accordance with the UK Corporate Governance Code and the Company's Constitution, which provide for the annual re-election of Directors, all of the current Directors are retiring at the AGM and, being eligible, are offering themselves for re-election.

Following evaluation, the Board has concluded that each Director standing for re-election makes a valued contribution to the Company, continues to perform effectively and demonstrates continuing commitment to their role and in every Board Committee each Director has participated in to date. More specifically:

- Efstratios-Georgios (Takis) Arapoglou's professional experience and interpersonal skills makes him a valued Chairman of the Board and the Nominations & Corporate Governance Committee.
- Lyn Grobler's professional experience makes her a valued contributor to the Risk Committee, the Nominations & Corporate Governance Committee, the Human Resources & Remuneration Committee and the Board as Vice-Chair.
- Ioannis Zographakis's professional experience makes him a valued contributor to the Board, the Risk Committee, the Human Resources & Remuneration Committee, the Nominations & Corporate Governance Committee, the Ethics, Conduct and Culture Committee as Chair, and the Technology Committee. He has shown long commitment to the group, being the Director with the longest tenure, and he continues to serve on the Board as a non-independent Director.
- Paula Hadjisotiriou's professional experience and financial services expertise makes her a valued contributor to the Risk Committee as Chair, the Audit Committee, the Technology Committee and the Board.
- Maria Philippou's HR experience and international exposure makes her a valued

contributor to the Board, the Human Resources & Remuneration Committee as Chair, the Nominations & Corporate Governance Committee and the Ethics, Conduct and Culture Committee.

- Nicolaos Sofianos' professional experience and financial services expertise makes him a valued contributor to the Board, the Audit Committee as Chair the Risk Committee and the Ethics, Conduct and Culture Committee.
- Panicos Nicolaou (Executive Member) was appointed on 1 September 2019 as Group Chief Executive Officer and Executive Member of the Board of Directors.
- Constantine Iordanou was appointed as an independent member of the Board on 29 November 2021. Constantine Iordanou's professional experience makes him a valued contributor to the Technology Committee as Chair, the Audit Committee and the Board. He is also performing effectively in his Senior Independent Director role.
- Eliza Livadiotou (Executive Member) acts as Executive Director Finance & Legacy and was appointed as an Executive Member of the Board on 06 October 2021. .

The Board believes that all Non-Executive Directors demonstrate collectively the essential characteristics of impartiality and bring independent thought and deliberation to the Board. The Board therefore strongly recommends the re- appointment of each of the Directors standing for re-election.

The curriculum vitae (CVs) of all the above Directors are available on the website of the Company at www.bankofcyprus.com/group/ (select Who We Are / Our Leadership / Board of Directors).

Resolution 4(i) (ordinary resolution)

To appoint the following Director by separate resolution, subject to the approval of the ECB:

(a) Monique Hemerijck

Explanation for Resolution 4(j)

Ms Monique Hemerijck was nominated by the Board at its meeting on the 17th of February 2023, as a new member of the Board, subject to approval by the European Central Bank ("ECB"). Following evaluation, the Board has concluded that Ms Monique Hemerijck will make a valued contribution to the Company. More specifically, Ms Hemerijck's appointment will enhance the diversity of the Board as well as experience in Risk Management and Corporate Governance. Her expertise in risk matters will be beneficial to the Company given her experience as CRO and RC Chair in another banking institution.

Ms M. Hemerijck is currently a non-executive member of the Board of CAIXA GERAL DE DEPOSITOS in Portugal and Chair of its Risk Committee since December 2021. She has significant experience as CRO and member of the Executive Board of NN Bank in the Netherlands (7 years) and previously with ING Bank again in the Netherlands (3 years). Prior to that, she also worked for 16 years with the Dutch Central Bank.

The Board believes that Ms Monique Hemerijck demonstrates the essential characteristics of impartiality and will bring independent thought and deliberation to the Board. The Board therefore strongly recommends the appointment of Ms Monique Hemerijck.

Resolution 4(k) (ordinary resolution)

To appoint the following Director by separate resolution, subject to the approval of the ECB:

(a) Adrian Lewis

Explanation for Resolution 4(k)

Mr Adrian Lewis was nominated by the Board at its meeting on the 31st of March 2023, as a new member of the Board, subject to approval by the ECB. Following evaluation, the Board has concluded that Mr Adrian Lewis will make a valued contribution to the Company. Based on

his extensive experience, Mr. Adrian Lewis' appointment will significantly enhance the Board's experience and skillset in equity/investment banking related matters.

Mr A. Lewis is currently a Managing Director at Namier Capital and a non-executive Director at Bumblebee Power. He has extensive experience working in Equity Capital Markets by holding senior positions in UBS Investment Bank and HSBC Bank plc from which he led significant equity projects in West European countries as well as across the Middle East and Asia. He has also helped establish ConvEx, the independent advisors for equity-linked derivatives. Based on his extensive experience, Mr. Adrian Lewis' appointment will significantly enhance the Board's experience and skillset in equity/investment banking related matters.

The Board believes that Mr Adrian Lewis demonstrates the essential characteristics of impartiality and will bring independent thought and deliberation to the Board. The Board therefore strongly recommends the appointment of Mr Adrian Lewis.

Resolution 5 (advisory, non-binding resolution)

To receive and consider the Annual Remuneration Report.

Shareholders are being asked to receive and consider the Annual Remuneration Policy Report for the year ended 31 December 2022 which is set out on page 405 of the 2022 Annual Report. This is an advisory, non-binding resolution and is proposed in accordance with section 1110N of the Irish Companies Act (implementing the EU Shareholder Rights Directive).

Resolution 6 (advisory, non-binding resolution)

To receive and consider the Revised Remuneration Policy

Shareholders are being asked under Resolution 6 to receive and consider the revised remuneration policy of the Company, which is set out on the Company's website on www.bankofcyprus.com/group/ (Investor Relations / Annual General Meeting 2023) (the "Revised Remuneration Policy") in accordance with the Company's obligation to present any material changes to its remuneration policy for directors to a shareholder vote under section 1110M of the Irish Companies Act (implementing the EU Shareholder Rights Directive). The existing Remuneration Policy, as approved by shareholders at the annual general meeting in 2021, and as amended at the annual general meeting in 2022 (the "Existing Remuneration Policy"), is being amended to reflect the eligibility of executive directors of the Company to participate in a short term incentive plan ("STIP"), involving the granting of awards to eligible employees of the Company and/or its subsidiaries, including executive directors of the Company subject to the terms and conditions of the Plan and any regulatory restrictions.. The introduction of an STIP would be subject to obtaining Human Resources and Remuneration Committee and Board approval and any such plan would be in line with Group objectives and be governed by the applicable regulatory and legislative framework. It is currently expected that the terms of the STIP will involve the granting of cash awards only, although the Revised Remuneration Policy permits the extension of the STIP in future to include the granting of share awards. As noted in the Revised Remuneration Policy, the terms of any such amended plan would be subject to applicable regulatory rules, including any shareholder approval required by law or regulation. This is an advisory, non-binding resolution. If the Revised Remuneration Policy is approved, it will amend the Existing Remuneration Policy and provide the framework for remuneration decisions made by the Human Resources & Remuneration Committee for a maximum of four years.

Resolution 7 (ordinary resolution)

Approval of the payment of a final dividend

Resolution 7, if passed, will permit the Directors to pay a final dividend in respect of the financial year ended 31 December 2022 in the amount of € 0,05 per ordinary share as recommended by the directors of the Company (and as approved by the ECB), to the Shareholders on the register of members on 5 May 2023 ('Record Date') (with the ex-dividend date being 4 May 2023) to be paid on 16 June 2023.

Shareholders who want to participate in the dividend will need to ensure that they hold shares in the Company on 5 May 2023, which dividends will be paid to such Shareholders after the date of the AGM if the dividend is approved by the Shareholders.

Without the approval provided for in this Resolution 7, the Directors will be unable to pay any dividends to the Shareholders.

SPECIAL BUSINESS

In addition to the ordinary business to be transacted at the AGM as set out in Resolutions 1 to 7 above, the Board proposes, as special business, Resolutions 8 to 15 which are set out below.

Resolution 8 (ordinary resolution)

Authorisation to issue shares.

Resolution 8 is the general authority of the Directors to issue ordinary shares, subject to statutory pre-emption rights to the extent applicable, and is proposed in accordance with the Investment Association (IA) guidelines on Directors' authority to allot shares (statutory pre-emption rights are explained in more detail in the explanation of Resolutions 9 and 10 below, which deal with the authority of the Directors not to apply statutory pre-emption rights within certain limits). The IA is the trade body that represents UK investment managers. It promotes and supports the interests of its members, providing guidance on legal and regulatory developments and working to embed the highest standards of sustainable governance.

The IA guidelines permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of a company's issued share capital, provided that any issuance under that authority in excess of one-third of a company's issued share capital can only be used to allot shares pursuant to a fully pre-emptive rights issue. A fully pre-emptive rights issue is where all shareholders are offered the right to subscribe for new shares offered (in proportion to their current holding) or to sell that right to subscribe on the market.

Without the authority provided for in this Resolution 8, the Company will be unable (subject to limited exceptions) to allot new ordinary shares, carry out a rights issue, make a share-for-share acquisition or carry out an open offer (an "**open offer**" is a pre-emptive offer of shares to shareholders on a pro rata basis where shareholder subscription entitlements are not transferrable).

Resolution 8 seeks, in accordance with the IA guidelines, the grant of a general authority to allot ordinary shares up to a maximum of 147,245,977 ordinary shares of €0.10 each (representing approximately 33% of the existing issued ordinary shares of the Company) subject to statutory pre-emption rights where applicable. Resolution 8 also seeks authority, in accordance with the IA guidelines, for the Directors to issue up to a maximum of a further 147,245,977 ordinary shares of €0.10 each (representing approximately 33% of the existing issued ordinary shares of the Company) which could only be allotted pursuant to a rights issue (i.e. an offer of rights to subscribe for ordinary shares made to existing shareholders in proportion to their holdings of ordinary shares and where there is an entitlement to sell those subscription rights subject to certain exceptions to facilitate the effectiveness of the rights issue).

The authority being sought, if granted, will remain in force until 23 August 2024 or the date of the AGM in 2024, whichever is the earlier.

Resolutions 9 and 10 (special resolutions)

Authority to issue shares on a non-pre-emptive basis.

Resolutions 9 and 10, which will be proposed as special resolutions, propose that the Directors' authority to allot ordinary shares for cash without offering them first to the other ordinary shareholders be granted.

Pre-emption rights afford a company's shareholders the right to purchase new shares in proportion to their existing shareholding in a company when the company is issuing new shares for cash consideration. For the efficient operation of a company, it is recognised that it is often necessary to dis-apply a certain amount of pre-emption rights, for example to enable the company to make small placings and raise cash quickly.

The Pre-emption Group's Statement of Principles (the "**PEG Principles**"), as updated on 4 November 2022, allows for an authority to issue shares for cash otherwise than in connection with a pre-emptive offer of approximately 10% of the issued share capital, with a further 10%

authority supported in connection with an acquisition or specified capital investment and then an additional 2% in each case to be used only for the purposes of a “follow-on offer” to existing holders of securities not allocated shares under an issue made under either if the two abovementioned share issuances.

The Pre-emption Group is a body that issues guidance on the disapplication of pre-emption rights. Its members represent listed companies, investors and intermediaries and the Pre-emption Group’s role is to monitor the development of practice in relation to the disapplication of pre-emption rights and to provide the market with a view of what is considered acceptable practice when raising equity and equity-related capital on a non-pre-emptive basis in the UK equity capital markets.

In respect of the authorities sought under Resolutions 9 and 10, the Directors acknowledge the provisions of the PEG Principles published in November 2022 and confirm that Resolutions 9 and 10 reflect the template resolutions and that the Company will follow the general principles set out in the PEG Principles.

However, the Board has retained the previous limits of 5 percent of the issued ordinary share capital of the Company (excluding treasury shares) in Resolutions 9 and 10, rather than the increased limit of 10 percent set out in the PEG Principles, as the Directors believe that provides sufficient flexibility to the Company at this time.

The authority in Resolution 9 is limited to an allotment pursuant to a rights issue authorised under Resolution 9 and up to 22,309,997 ordinary shares (representing approximately 5% of the Company’s issued ordinary shares) otherwise than in connection with an offer to ordinary shareholders in accordance with their pre-emption rights.

Resolution 10 authorises the disapplication of pre-emption rights in respect of an additional 22,309,997 ordinary shares (representing approximately 5% of the Company’s issued share capital) for the purposes of financing a transaction (or refinancing within twelve months of the transaction) which the Directors determine to be an acquisition or other capital investment contemplated by the PEG Principles.

The authorities sought in Resolutions 9 and 10 are not cumulative with the authority sought under Resolution 8. Any shares issued within the total 10% allotment limit in Resolutions 9 and 10 will count towards the number of shares which can be issued as part of the standard 33% authority in Resolution 8.

The authorities being sought, if granted, will remain in force until 23 August 2024 or the date of the AGM in 2024, whichever is the earlier.

Resolutions 11 (ordinary resolution) and 12 (special resolution)

Authority to allot ordinary shares on the conversion or exchange of Additional Tier 1 Contingent Equity Conversion Notes.

In addition and separate to Resolutions 8, 9 and 10, under Resolutions 11 and 12, the Directors are seeking a general authority in the terms of the resolutions to issue Additional Tier 1 Contingent Equity Conversion Notes (“**AT1 ECNs**”) and to allot ordinary shares issued upon conversion or exchange of AT1 ECNs without first offering them to existing shareholders. If passed, the resolutions will authorise the Directors to issue AT1 ECNs and in the event of conversion of AT1 ECNs to allot ordinary shares on a non-pre-emptive basis of up to an aggregate nominal amount of €6,692,999, which approximates to 15% of the issued ordinary shares of the Company as at 20 April 2023, the latest practicable date before the publication of this document.

The authority sought in these resolutions will provide the Directors with a degree of flexibility to comply with, or maintain compliance with, regulatory capital requirements or targets applicable to the Company or its subsidiaries (together the “**Group**”). AT1 ECNs are debt instruments that will convert or exchange the holder’s claim into ordinary shares if a defined trigger event occurs. This trigger event will be defined in the terms and conditions of any future issuance but is expected to reference the Group’s Common Equity Tier 1 (“**CET1**”) capital ratio. If the CET1 ratio falls below a specified level, the instrument will convert to ordinary shares. A non-viability event may also lead to a conversion or exchange of the AT1 ECNs into ordinary shares.

The authority being sought will, if granted, remain in force until 23 August 2024 or the date of

the AGM in 2024, whichever is the earlier, unless previously varied or renewed in accordance with company law. Resolution 11 authorises the issue of AT1 ECNs and resulting ordinary shares and is proposed as an ordinary resolution. Resolution 12 authorises the disapplication of statutory pre-emption rights in respect of such issuances and is proposed as a special resolution. The resolutions are in addition to the authorities sought in Resolutions 8, 9 and 10.

Resolution 13 (special resolution)

Authority to make market purchases of the Company's ordinary shares.

Under Resolution 13, which is being proposed as a special resolution, shareholders are being asked to give the Company, or any of its subsidiaries, the authority to purchase up to approximately 10% of the Company's shares until the earlier of the next AGM or 23 August 2024.

Furthermore, such purchases would be made only at price levels which the Directors considered to be in the best interests of the shareholders generally, after taking into account the Company's overall financial position. In addition, the authority being sought from shareholders will provide that the minimum price which may be paid for such shares shall not be less than the nominal value of the shares and the maximum price will be the higher of 105% of the average market price of such shares and the amount set out in Regulation 3(2) of Commission Delegated Regulation (EU) 2016/1052) (as stipulated by Article 5(1) (*Buyback and Stabilisation*) of the EU Market Abuse Regulation).

Resolution 14 (special resolution)

Re-allotment of treasury shares.

Resolution 14 seeks to determine the re-issue price range at which shares purchased by the Company and not cancelled as treasury shares may be subsequently re-issued off market. If granted, the minimum price at which treasury shares may be re-allotted shall be set at the nominal value of the share where such a share is required to satisfy an obligation under an employees' share scheme or, in all other cases, an amount equal to 95% of the then market price of such shares and the maximum price at which treasury shares may be re-allotted shall be set at 120% of the then market price of such shares. This authority will expire on the earlier of the date of the AGM in 2024 or 23 August 2024.

Resolution 15 (special resolution)

Authority to convene an EGM on at least fourteen clear days' notice.

Resolution 15, if passed, will permit the Company to convene an Extraordinary General Meeting on 14 clear days' notice in writing, where the purpose of the meeting is to consider an ordinary resolution. The additional flexibility afforded by this authority will only be used in limited and time sensitive circumstances where it would clearly be to the advantage of the members as a whole.

The authority if granted will last until the Company's next AGM at which it is intended a similar resolution will be proposed to shareholders.

NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING:

1. We expect the AGM to proceed as planned on Friday, 26 May 2023 at 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish Time) at the Company's Headquarters, *51 Stassinos Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus*.
2. Should there be any relevant updates regarding the AGM, including any changes to the arrangements for the AGM outlined in the Notice of the AGM, they will be announced via a regulatory information service and made available on the Company's website, (www.bankofcyprus.com/group/). Shareholders are also encouraged to follow the regulations and guidance from the Government of Ireland and the Government of Cyprus as circumstances may change at short notice.
3. In the event that it is not possible to hold the AGM, the AGM may be held with the minimum necessary quorum in attendance in accordance with the Articles of Association, or adjourned or postponed to a different time and/or venue, in which case notification of such adjournment or postponement will be given in accordance with the Company's Articles of Association.
4. We strongly encourage shareholders to submit a proxy voting instruction in advance of the AGM to ensure they can vote and be represented at the AGM. The deposit of an instrument of proxy will not preclude a member from attending and voting in person at the AGM or at any adjournment thereof, subject to compliance with applicable public health guidelines. 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 on pages 19-22 or during the AGM by using the electronic voting facility set out on pages 23-24. Please note the deadlines for receipt of the proxy appointment for it to be valid and the relevant procedure for the electronic voting facility. By submitting a proxy form 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.
5. If you wish to listen live to the AGM proceedings, you can do so by availing of the electronic meeting facility by accessing the AGM website, <https://web.lumiagm.com>. This will allow you to audio cast the AGM and shareholders and DI Holders can submit questions and votes through the website. Further instructions on how to attend the meeting remotely are set out on pages 23-24 of these notes and on the Company's website www.bankofcyprus.com/group/ (select Investor Relations / Annual General Meeting 2023).
6. Before the AGM, a shareholder may also submit a question in writing, to be received at least four business days before the meeting (i.e. by Monday 22 May 2023) by post to the Company Secretary, Bank of Cyprus Holdings Public Limited Company, *51 Stassinos Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus* or by email to Company.Secretary@bankofcyprus.com. All correspondence should include sufficient information to identify a shareholder and a DI Holder on the Register of Members. Responses to the most common questions will be posted on our website on www.bankofcyprus.com/group/ (select Investor Relations/ Annual General Meeting 2023) and we also anticipate responding in writing directly to any individual shareholder who raises a question.

A. ENTITLEMENT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING – THE RIGHTS OF SHAREHOLDERS AND DI HOLDERS

7. References to Shareholders of the Company in this Notice means shareholders appearing in the Register of Members of the Company (the "Shareholders") and references to DI

Holders means persons holding a depositary interest issued by Link Market Services Trustees (Nominees) Limited (“**Custodian**”) and representing a share in the Company (a “**DI Holder**”). This section describes the procedure for participation at the AGM by Shareholders and DI Holders. The procedures for participation by holders of CREST Depositary Interests (“**CDIs**”) (“**CDI Holders**”) and/or participants of the Euroclear Bank SA/NV (“**Euroclear Bank**”) system (the “**EB System**”) (“**EB Participants**”) are set out in the notes in Part B below.

8. The record date for determining the right to vote at the AGM is 9:00 p.m. (Cyprus time) / 7:00 p.m. (Irish time) on Monday 22 May 2023 (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 holding of the adjourned meeting) (the “**Record Date**”). Transactions which will be taking place thereafter will not be considered in determining the right to vote at the AGM. On the Record Date, each Shareholder and DI Holder is entitled to participate in the AGM. Shareholders and DI Holders are each entitled to exercise one vote for each share or depositary interest representing one share.
9. The Custodian, as the holder of the shares in the Company pursuant to which the depositary interests have been issued, will deliver to the Company a form of proxy appointing: (i) each of the DI Holders; and/or (ii) such other person(s) as any of the DI Holders have informed the Company that they wish to nominate as their proxy (provided such appointment has been made in the prescribed form) as at the Record Date, to attend, speak, ask questions and vote for the Custodian on behalf of the Custodian at the AGM of the Company and at any adjournment of the meeting.
10. A Shareholder or a DI Holder entitled to attend, speak, ask questions and vote at the AGM is entitled to appoint a proxy as follows:
 - a. Each certificated Shareholder who wishes to appoint a proxy to attend, speak, ask questions and vote on his behalf should complete and deliver the accompanying proxy entitled “*Form of Proxy*”; and
 - b. Each DI Holder who wishes to appoint a proxy to attend, speak, ask questions and vote on his behalf should complete and deliver the accompanying proxy entitled “*DI Form of Proxy*”.
11. Shareholders and DI Holders may appoint the Chairman of the AGM or any person as their proxy or proxy nominee. Such proxy or proxy nominee does not need to be a Shareholder or DI Holder of the Company. A proxy holder holding proxies from several Shareholders and/or DI Holders may cast votes differently for each Shareholder and/or DI Holder. Shareholders and DI Holders, who appoint or nominate the Chairman or any other person as a proxy to vote on their behalf, but wish to specify how their votes should be cast, should indicate accordingly in the relevant boxes on the Form of Proxy or DI Form of Proxy as applicable. Where the Shareholder or DI Holder does 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. Shareholders and DI Holders may nominate more than one proxy to attend and vote at the meeting provided that, where a Shareholder or 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 held by that Shareholder or different ordinary shares represented by depositary interests held by that DI Holder.
12. The Form of Proxy and DI Form of Proxy, which accompany this Notice, have been posted on the Company’s website www.bankofcyprus.com/group/ (select Investor Relations / Annual General Meeting 2023) and are available in hard copy at the Company’s Headquarters, 51 Stassinou Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus.
13. To be valid, Forms of Proxy must be completed, signed and returned, together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, to the Company’s Registrars, Link Registrars Limited at P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or at Link Registrars Limited, Suite 149, The Capel Building, Mary’s Abbey, Dublin 7, D07 DP79, Ireland (if delivered by hand during normal business hours) so as to be received by no later than 11.00 a.m. (Cyprus time) / 09:00 a.m. (Irish time) on Wednesday 24 May 2023. If you are appointing someone other than the Chairman as your proxy, then you must fill in the details of your representative at the meeting in the box in the top left corner of the Form of Proxy, although please note the restrictions that may apply to such person’s attendance in person as outlined in these notes and the person may not be able to attend the

meeting. If you appoint the Chairman or another person as a proxy to vote on your behalf, please make sure to indicate how you wish your votes to be cast by ticking the relevant boxes on the Form of Proxy. Alternatively, a member may appoint a proxy electronically by logging on to the website of the Company's Registrars, Link Registrars Limited at www.signalshares.com and entering the Company name, Bank of Cyprus Holdings plc. You will need to register for the Share Portal by clicking on "registration section" (if you have not registered previously) and following the instructions. Shareholders will be asked to enter their Investor Code (IVC) as printed on their share certificate and agree to certain conditions. Additionally, Link Registrars has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



14. To be valid, DI Forms of Proxy must be completed, signed and returned, together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, to *Investor Relations & ESG Department, 51 Stassinos Street, Ayia Paraskevi 2002 Strovolos, Nicosia, Cyprus, P.O. Box 21472, 1599 Nicosia, Cyprus*, e-mail: shares@bankofcyprus.com, fax: +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 Wednesday 24 May 2023.
15. DI Holders may confirm that the applicable DI Form of Proxy has been successfully received by the Company by calling the Investor Relations & ESG Department at +357 22 126055.
16. Shareholders, DI Holders and/or their proxies, who wish to attend the Meeting must provide their identity card or other proof of identification, although please note the restrictions that may apply to such person's attendance in person as outlined in these notes and the person may not be able to attend the meeting.
17. Alternatively, any body corporate which is a Shareholder or a DI Holder may by resolution of its directors or other governing body authorise such person as it thinks fit, to act as its representative at any Meeting of the Company or any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate, which he represents as that body corporate could exercise if it were an individual Shareholder or DI Holder of the Company.
18. In the case of joint Shareholders or joint DI Holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered Shareholders or DI Holders and, for this purpose, seniority will be determined by the order in which the names stand on the register of shareholders (for Shareholders) or the register of DI Holders maintained by the Custodian (for DI Holders).
19. Completion of a Form of Proxy or a DI Form of Proxy (or submission of shareholder proxy instructions electronically) will not prevent a shareholder from attending the AGM and voting in person should they wish to do so or casting their vote by electronic means.

B. ENTITLEMENT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING – THE RIGHTS OF EB PARTICIPANTS AND CDI HOLDERS

20. CDI Holders may exercise their right to vote by (i) sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ("**Broadridge**"); or (ii) appointing a proxy via the Broadridge Global Proxy Voting service to attend and vote at the meeting.
21. EB Participants may exercise their right to vote by (i) sending electronic voting instructions to Euroclear Bank via SWIFT or to EasyWay Corporate Actions; or (ii) sending a proxy voting instruction to Euroclear Bank to appoint a third party (other than Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ("**Euroclear Nominees**") or the Chairman of the meeting) to attend and vote at the meeting.
22. Persons who hold their interests in the ordinary shares of the Company (the "**Ordinary**

Shares) as Belgian law rights through the EB System or as CDIs should consult with their stockbroker or other intermediary at the earliest opportunity, for further information on the processes and timelines for submitting proxies and voting instructions for the AGM through the respective systems.

23. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.
24. Euroclear UK & International Limited (“**EUI**”), the operator of CREST, has arranged for voting instructions relating to the CDIs held in CREST to be received via a third party service provider, Broadridge. Further details on this service are set out on the “All you need to know about SRD II in Euroclear UK & International” webpage (see section CREST International Service – Proxy voting).
25. If you are a CDI Holder, you will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions as required. To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete a Meetings and Voting Client Set-up Form (CRT408). Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.
26. Fully completed and returned applications forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.
27. Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank, by their cut-off and to agreed market requirements. Broadridge’s deadline will be earlier than Euroclear Bank’s voting instruction deadline. Alternatively, a CDI Holder can send a third party proxy voting instruction through Broadridge in order to appoint a third party (who may be a corporate representative or the CDI Holders themselves) to attend and vote at the meeting for the number of shares specified in the proxy instruction **(subject to the Broadridge voting deadline). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions through Broadridge.**
28. **Broadridge’s voting deadline will be earlier than Euroclear Bank’s voting instruction deadline as set out below and is expected to be at least two (2) business days prior to the Euroclear Bank proxy appointment deadline (i.e. Monday 22 May 2023). Voting instructions cannot be changed or cancelled after Broadridge’s voting deadline.**
29. **CDI Holders are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.**
30. Should you have any queries in relation to completing and submitting proxy appointments (including voting instructions) electronically via Broadridge, please contact your dedicated client service representative at Broadridge.
31. Investors who hold their interests in the Company’s shares through a participant account in the EB System (“**EB Participants**”) can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in January 2023 and entitled “*Euroclear Bank as issuer CSD for Irish corporate securities*”. EB Participants can either send:
 - a. electronic voting instructions to instruct Euroclear Nominees to either itself or by appointing the Chairman as proxy:
 - I. vote in favour of all or a specific resolution(s);
 - II. vote against all or a specific resolution(s);

- III. abstain for all or a specific resolution(s); or
 - IV. give discretionary vote to the Chairman for all or a specific resolution(s); or
- b. a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chairman of the meeting) (who may be a corporate representative or the EB Participants themselves) to attend the meeting and vote for the number of Ordinary Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address). **There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions.**
32. **Euroclear Bank’s voting instruction deadline is expected to be at 10:00 a.m. (Cyprus time) / 8:00 a.m. (Irish time) on Wednesday 24 May 2023. Voting instructions cannot be changed or cancelled after Euroclear Bank’s voting deadline.**
33. To be effective, all proxy voting instructions (whether submitted directly or through the EB System or CREST) together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be received by the *Company’s Registrars, Link Registrars Limited at P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or at Link Registrars Limited, Suite 149, The Capel Building, Mary’s Abbey, Dublin 7, D07 DP79, Ireland* (if delivered by hand) not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.

However, persons holding through the EB System or CREST will also need to comply with any additional voting deadlines imposed by the respective service offerings. All relevant persons are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

34. The information set out in this document in relation to voting procedures for EB Participants or CDI Holders is for guidance only, and further information on the processes and timelines for submitting proxies and voting instructions for the AGM should be sought through the respective systems. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

C. VOTING PROCEDURES AT GENERAL MEETINGS

35. The proposed resolutions at the AGM will be decided by way of a poll.
36. Any decision regarding the normal business of the AGM will be reached (unless otherwise provided in the Constitution) with an ordinary resolution. An ordinary resolution is a resolution passed at a general meeting by a simple majority (50%+1) of the votes cast by the members of the Company entitled to vote and who vote at the meeting either in person or by proxy.
37. A special resolution by a company shall be a resolution passed at a general meeting by a majority of not less than three-quarters of the votes cast by the members of the company as, being entitled so to do, vote in person or by proxy, at the meeting for which relevant notice of at least twenty one days has been given pursuant to section 181 of the Companies Act specifying the intention to propose the resolution as a special resolution.
38. The “Vote Withheld” option provided on Forms of Proxy and DI Forms of Proxy 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.
39. In relation to the resolutions for the appointment of members of the Board of Directors, in the event the number of candidates who obtain more positive than negative votes is greater than the maximum number of directors provided by the Constitution of the Company, then, subject to the compliance with the relevant obligations and requirements (resulting from the Corporate Governance Code of the Cyprus Stock Exchange and the relevant Directives issued by the Central Bank of Cyprus regarding the composition of the Board of Directors), such candidates will be ranked based on the number of positive votes received in relation to them.

D. MINORITY RIGHTS AT THE ANNUAL GENERAL MEETING

40. 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 22 May 2023 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.

41. If you or a group of shareholders hold 13,385,998 Ordinary Shares (representing at least 3% of the issued share capital of the Company) you or the group of shareholders acting together will be permitted to put an item on the agenda of the AGM. Written details of the item you wish to have included in the AGM agenda together with a written explanation as to why you wish to have the item included in the agenda and evidence of your shareholding must be received by the Company's Secretary at *Bank of Cyprus Public Limited Company, 51 Stassinos Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus* or by fax at +357 22120245 or by email to Company.Secretary@bankofcyprus.com no later than 42 days before the AGM meeting. An item cannot be included in the AGM agenda unless it is accompanied by the written explanation and received at either of these addresses by this deadline.
42. If you or a group of shareholders hold 13,385,998 Ordinary Shares (representing at least 3% of the issued share capital of the Company) you or the group of shareholders acting together will be permitted to table a draft resolution for inclusion in the agenda of the AGM subject to any contrary provision in company law. The text of the draft resolution and evidence of your shareholding must be received by post by the Company's Secretary at *Bank of Cyprus Public Limited Company, 51 Stassinos Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus* or by fax at +357 22120245 or by email to Company.Secretary@bankofcyprus.com by no later than 42 days before the AGM. A resolution cannot be included in the AGM agenda unless it is received at either of these addresses by this deadline. Furthermore, shareholders are reminded that there are provisions in company law which impose other conditions on the right of shareholders to propose resolutions at the general meeting of a company.
43. Before the AGM, shareholders and DI Holders may submit questions in writing by sending a letter, together with evidence of their shareholding, so as to be received at least four business days before the Meeting (i.e. by 22 May 2023) to the Company's Secretary at *Bank of Cyprus Public Limited Company, 51 Stassinos Street, Ayia Paraskevi, 2002 Strovolos, Nicosia, Cyprus* or by fax at +357 22120245 or by email to Company.Secretary@bankofcyprus.com.

E. ELECTRONIC VOTING AND PRIVACY NOTICE

44. Electronic voting will be used at this year's AGM for the taking of votes of Shareholders and DI Holders on a poll at the meeting.
45. **CDI Holders or EB Participants wishing to access the Lumi platform must arrange to have themselves appointed as their own proxy as explained in Part B above and then must contact the Company's Registrars on +353 1 553 0050 during business hours at least 48 hours before the AGM in order to obtain the necessary access to the Lumi platform.**
46. In order to operate the electronic voting system certain Shareholders' and DI Holders' and, where applicable, CDI Holders and EB Participants' personal data, as defined in the General Data Protection Regulation ("GDPR") will be processed by the Company pursuant to its legitimate interests for the purpose of operating an efficient and reliable voting system.
47. The Company will also process Shareholders' and DI Holders' name, address, contact information, number and type of shares and other shareholding related data to populate the corporate register as required by applicable law.
48. This personal data may be shared with the Company's legal advisors, tax advisors and regulatory bodies which supervise the Company. Personal data will be retained in an identifiable format for no longer than is necessary for the purposes for which this personal data is processed. Where personal data is transferred outside of the European Economic Area the Company shall ensure appropriate safeguards are in place.
49. Shareholders and DI Holders located in the European Union have a right of access, amendment, restriction, objection, deletion and portability in relation to their personal data

and the right to complain to the data protection authority in their jurisdiction. These rights are not absolute; for example, where personal data are retained to comply with applicable law the right of objection, deletion and portability are not available.

50. The Company is the controller of Shareholders' and DI Holders' personal data. For further information in respect of how Shareholders' and DI Holders' personal data are used or to exercise rights in relation to this personal data please contact the Data Protection Officer at 97 Kyrenias Ave. 2113 Platy Aglantzias or P.O. Box 21472, 1599 Nicosia, Cyprus, email: dpo@bankofcyprus.com.
51. In order to facilitate remote access the Company will be giving shareholders the opportunity to audio cast the AGM and submit votes and questions electronically by accessing the AGM website, <https://web.lumiagm.com>.
52. On accessing the AGM website, you will be asked to enter a Meeting ID which is 142-393-446. You will then be prompted to enter your Identification Number (as presented in the Shareholders and DI Holder's Register as at 22 May 2023) and use Password: AGM2023. Access to the meeting via the website will be available from 10.50 a.m. (Cyprus time) / 8:50 a.m. (Irish time) on 26 May 2023; however, please note that your ability to vote will not be enabled until the Chairman formally opens the meeting at 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time).
53. After the resolutions have been proposed, voting options will appear on the screen. Select the option that corresponds with the way in which you wish to vote, "For", "Against" or "Withheld". Once you have selected your choice, you will see a message on your screen confirming that your vote has been received. If you make a mistake or wish to change your voting instruction, simply press or click the correct choice until the voting is closed. If you wish to cancel your "live" vote, please press "Cancel", before the voting is closed.
54. Please note that an active internet connection is required in order to successfully cast your vote when the Chairman commences polling on the resolutions. It is your responsibility to ensure connectivity for the duration of the meeting.
55. The process of asking questions, voting and accessing the AGM presentation will be further explained within the application and located on the information page and detailed instructions can be found at the Company's website www.bankofcyprus.com/group/ (select Investor Relations / Annual General Meeting 2023).
56. Shareholders should note that electronic entry to the AGM will open at 10.50 a.m. (Cyprus time) / 8:50 a.m. (Irish time) on 26 May 2023.

F. OTHER INFORMATION

57. As at the date of this Notice, the outstanding issued share capital of the Company is €44,619,993.30 divided into 446,199,933 ordinary shares of the Company of nominal value €0.10 each. There are no outstanding share options issued by the Company. The Company does not currently hold any treasury shares.
58. This Notice, the total number of shares and voting rights at the date of the giving of the notice, the documents to be submitted to the meeting, copies of any draft resolutions and copies of the forms to be used to vote by proxy are available at the Company's website at www.bankofcyprus.com/group/ (Select Investor Relations / Annual General Meeting 2023).
59. In case of discrepancies between the English and the Greek text of the Notice, the English text shall prevail.
60. The date of publication of the Notice of the AGM, and all notices thereafter, on the Company's website www.bankofcyprus.com/group/, will be deemed to be the publication date for the purposes of the 2018 UK Corporate Governance Code.
61. The ISIN for the Company's Ordinary Shares is IE00BD5B1Y92.
62. The unique identifier code of the AGM for the purposes of Commission Implementing Regulation (EU) 018/1212 of 3 September 2018 will shortly be available on the Company's website www.bankofcyprus.com/group/ (select Investor Relations / Annual General Meeting 2023).