

Bank of Cyprus

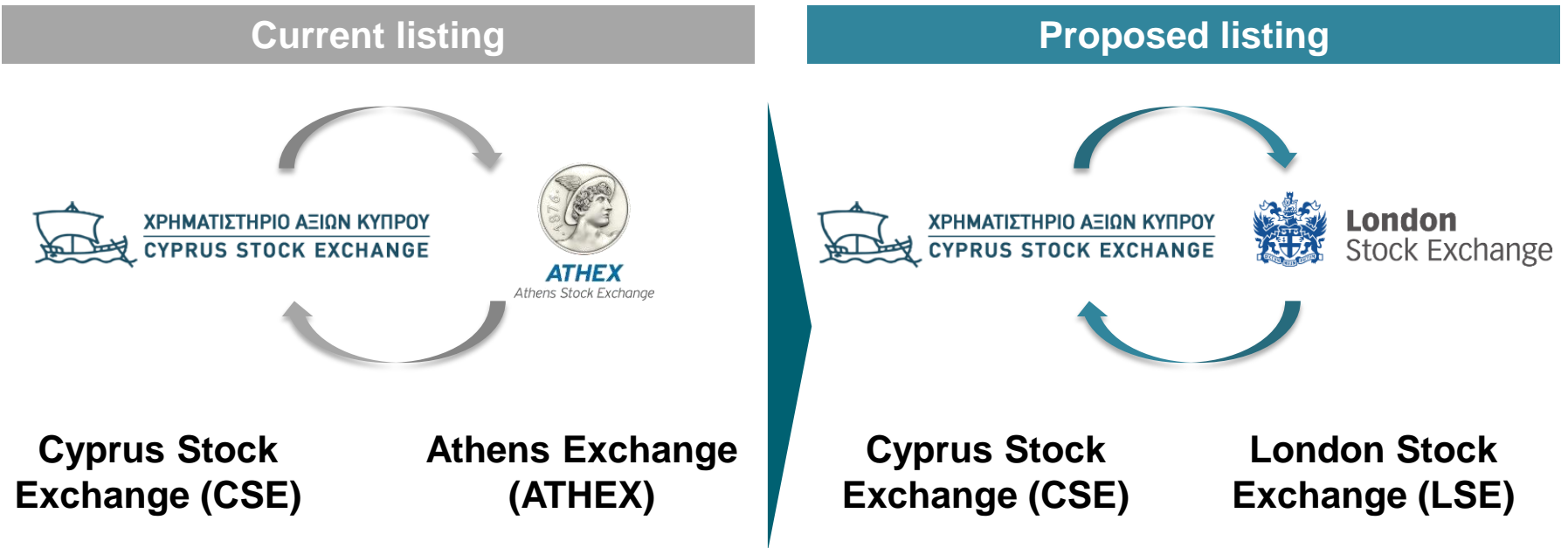


**Έκτακτη Γενική Συνέλευση**

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**Extraordinary  
General Meeting**

# Proposed Listing

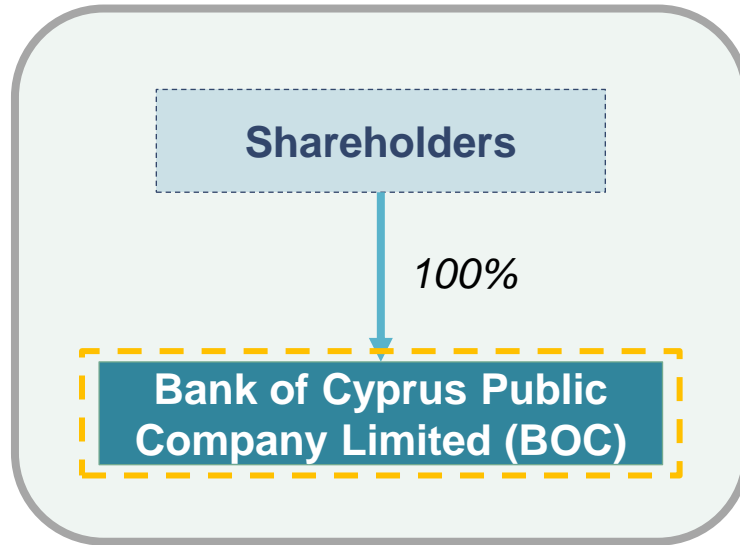


- A listing on London Stock Exchange:
  - Provides enhanced visibility and access to a deep capital market
  - Positions the Bank amongst a broader group of international peers
  - Expected to improve liquidity in the Bank's stock
- Cyprus remains core to the Bank

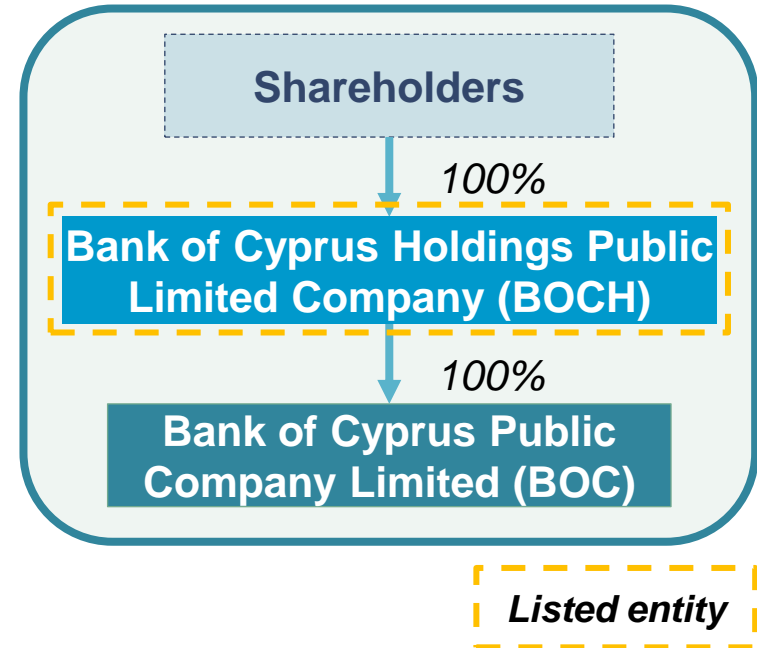


# Corporate reorganisation

## Current structure



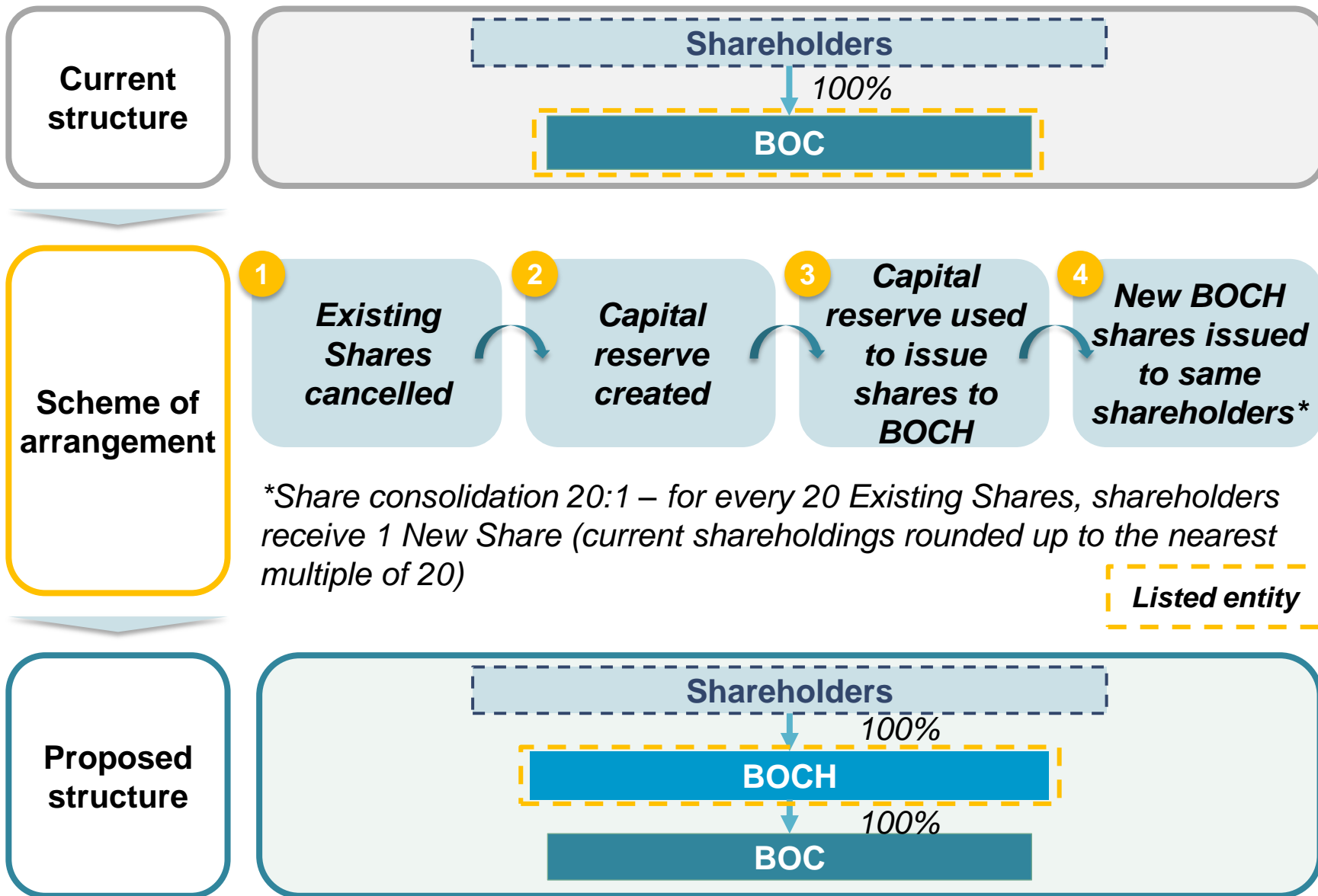
## Proposed structure



## Why the new holding company has been incorporated in Ireland

- The Bank's intention is to become eligible for inclusion in FTSE UK Index series
- A two step process:
  1. Listing on the standard segment of the LSE - now
  2. Step up to premium segment of LSE and FTSE UK inclusion - in the future

# Scheme of arrangement



# Share capital reduction

## Special resolution

**Current share capital of BOC  
as at 30 Sept 2016**

**Authorised share capital  
€0.10 each**

**Issued share capital  
€0.10 each**

Shares	€	Shares	€
47,677,592,720	4,767,759,272	8,922,944,533	892,294,453

### i BOC Share Capital

**Existing Shares cancelled**

38,754,648,187	3,875,464,819	0	0
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### ii BOC Capital Reserve

**Created**

892,294,453

### iii BOC Share Capital

- Reserve used to increase share capital of BOC
- Authorised re-instated

47,677,592,720	4,767,759,272	8,922,944,533 issued to BOCH	892,294,453 issued to BOCH
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**BOCH**

**New shares issued**

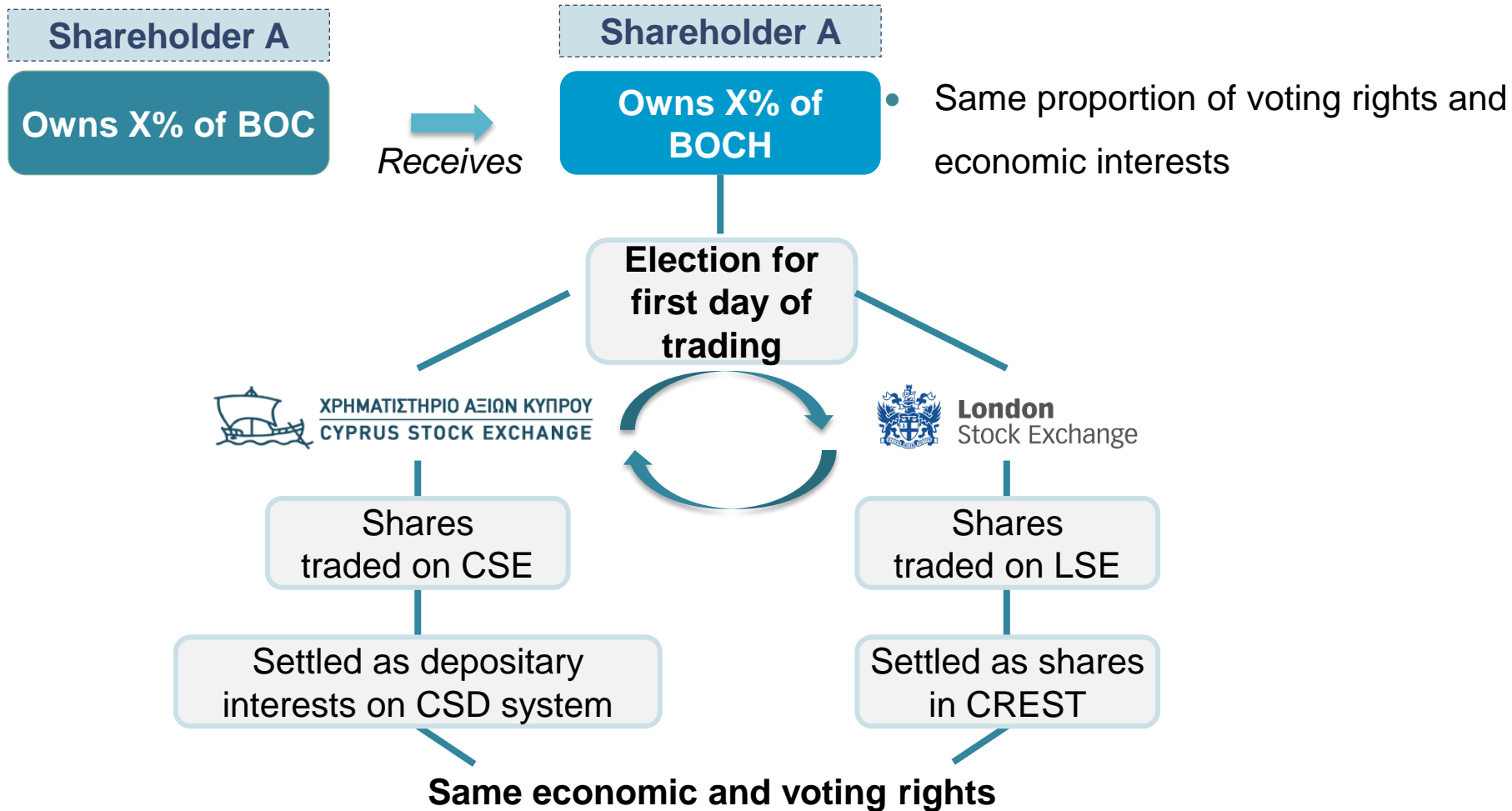
**Current BOC Shareholders**

**BOCH to issue shares to existing shareholders of BOC  
in proportion 20:1 (all shareholdings of less than 20 will be  
rounded up to 20 before consolidation)**

# Cyprus remains core to the Bank



# Share consolidation and settlement



**Settlement in depositary interest form allows transferability between CSE and LSE**

- Submit Share Election Form – to choose location for the first day of trading
  - Forms should be submitted no later than 1 business day after the last day of trading
  - If no election made, shares/DIs will by default be deposited in Cyprus



- The Court Hearing will take place on 21 December
- Listing expected before the end of February 2017
- Shares can be moved between exchanges following listing



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