

0233/00020649/en

General Meeting

BANK OF CYPRUS HOLDINGS PLC

BOCH

Proxy Form (en)

Proxy Form

(en)

Attachments:

1. **DEPOSITARY INTEREST HOLDER PROXY NOMINATION FORM**
2. **SHAREHOLDER FORM OF PROXY**

Non Regulated

Publication Date: 31/07/2017

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**”), being appointed as a proxy of Capita IRG Trustees (Nominees) Limited (“**Capita 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 Capita 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, 29 August 2017, 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) (which shall also be linked by audio link to the registered office of the Company, Ten Earlsfort Terrace, Dublin 2, D02 T380 Ireland) and at any adjournment thereof.

This nomination may be exercised in respect of all / _____ 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 Capita Nominees in respect of the ordinary shares in respect of which my nominee representative is being appointed be subject to such direction:

Resolutions		For	Against	Vote Withheld
1	Following a review of the Company’s affairs, to receive and consider the Financial Statements for the year ended 31 December 2016 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 remuneration of the Members of the Board			
4	To re-elect the following Directors, by separate resolutions:	N/A	N/A	N/A
4(a)	Dr Josef Ackermann			
4(b)	Maksim Goldman			
4(c)	Michael Spanos			
4(d)	Arne Berggren			
4(e)	Lyn Grobler			
4(f)	Dr Michael Heger			
4(g)	John Patrick Hourican			
4(h)	Dr Christodoulos Patsalides			
4(i)	Ioannis Zographakis			
	To elect the following Directors, by separate resolutions:	N/A	N/A	N/A
4(j)	Anat Bar-Gera			
4(k)	James B. Lockhart III			
5	To consider and, if thought fit, authorise the Directors to issue shares			
6	To consider, and if thought fit, authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act 2014			
7	To consider, and if thought fit, authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act 2014 in respect of financing a transaction			
8	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			
9	To consider, and if thought fit, authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act 2014 in respect of shares issued pursuant to Resolution 8			
10	To consider, and if thought fit, authorise the Directors to repurchase shares of the Company			
11	To consider, and if thought fit, determine the re-issue price range for treasury shares			
12	To consider, and if thought fit, allow for the convening of an Extraordinary General Meeting			

Date _____ Signature _____
 Contact details: Telephone _____ Fax _____

Notes to the DI Form of Proxy:

1. 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 holder 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.
2. 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.
3. **All forms must be 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 the Shares and Loan Stock Unit, 4 Evrou Street, EuroLife House, 2003 Strovolos, Nicosia, P.O. Box 24884, 1398 Nicosia, Cyprus, e-mail:shares@bankofcyprus.com, fax: +357 22 336258 / 22 336261 so as to reach such address no later than 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) on 27 August 2017. DI Holders may confirm that the applicable DI Form of Proxy has been successfully received by the Company by calling the Shares and Loan Stock Unit at +357 22 126055.**
4. 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.
5. 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.
6. 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.
7. The entitlement of a DI Holder to be appointed as proxy or to nominate a proxy nominee to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of DI Holders at 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) on 27 August 2017. Changes to entries on the Register of DI Holders after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. Any alterations made to this form should be initialled.
9. 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 Capita Nominees.
10. 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.

SHAREHOLDER FORM OF PROXY (“FORM OF PROXY”)

I / We _____

being a member/members of Bank of Cyprus Holdings Public Limited Company (the “Company”), hereby appoint:

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

as my/our proxy to attend, speak and vote on my/our behalf at the AGM of the Company, to be held on Tuesday, 29 August 2017, 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 linked 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 proxy may be exercised in respect of all / _____ ordinary shares registered in my/our name(s).

Please tick here to indicate that this proxy appointment is one of multiple appointments 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:

Resolutions		For	Against	Vote Withheld
1	Following a review of the Company’s affairs, to receive and consider the Financial Statements for the year ended 31 December 2016 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 remuneration of the Members of the Board			
4	To re-elect the following Directors, by separate resolutions:	N/A	N/A	N/A
4(a)	Dr Josef Ackermann			
4(b)	Maksim Goldman			
4(c)	Michael Spanos			
4(d)	Arne Berggren			
4(e)	Lyn Grobler			
4(f)	Dr Michael Heger			
4(g)	John Patrick Hourican			
4(h)	Dr Christodoulos Patsalides			
4(i)	Ioannis Zographakis			
	To elect the following Directors, by separate resolutions:	N/A	N/A	N/A
4(j)	Anat Bar-Gera			
4(k)	James B. Lockhart III			
5	To consider and, if thought fit, authorise the Directors to issue shares			
6	To consider, and if thought fit, authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act 2014			
7	To consider, and if thought fit, authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act 2014 in respect of financing a transaction			
8	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			
9	To consider, and if thought fit, authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act 2014 in respect of shares issued pursuant to Resolution 8			
10	To consider, and if thought fit, authorise the Directors to repurchase shares of the Company			
11	To consider, and if thought fit, determine the re-issue price range for treasury shares			
12	To consider, and if thought fit, allow for the convening of an Extraordinary General Meeting			

Date _____ Signature _____

Contact details: Telephone _____ Fax _____

Notes to the Shareholder Form of Proxy:

1. Every Shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. A Shareholder may appoint more than one proxy to attend and vote at the meeting in respect of shares provided that, where a Shareholder appoints more than one proxy in relation to a general meeting, each proxy must be appointed to exercise the rights attached to different shares held by that Shareholder. A Shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different Shares held by the Shareholder. If the proxy is being appointed in relation to less than your full voting entitlement please indicate in the space provided the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a Shareholder, the full voting entitlement for that designated account). Where a poll is taken at the AGM, a Shareholder present in person or proxy, holding more than 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.
2. To appoint more than one proxy, please print an additional copy of this form. Please indicate in the space provided the number of Shares 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.
3. **All forms must be signed and should be returned together in the same envelope. To be effective, the completed Form of Proxy, together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited to the Registrar at Capita Asset Services, Shareholder solutions (Ireland) PO Box 7177, Dublin 2, Ireland (if delivered by post) or to Capita Asset Services, Shareholder solutions (Ireland), 2 Grand Canal Square, Dublin 2, D02A342, Ireland (if delivered by hand) or the Company's registered office, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland before 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) on 27 August 2017.**
4. A Shareholder wishing to appoint a proxy by electronic means may do so on the Registrar's website: www.signalshares.com before 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) on 27 August 2017. The Shareholder will need to register an account by clicking on "registration section" (if not already registered) and follow the instructions therein.
5. Where the appointing Shareholder is a body corporate this form must be signed under its common seal or under the hand of a duly authorised officer thereof.
6. In the case of joint Shareholders the Form of Proxy can only be signed by the person whose name appears first in the Register of Members.
7. 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.
8. Pursuant to Section 1105 of the Companies Act 2014 and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) on 27 August 2017. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
9. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Registrar (ID 7RA08) by 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) on Sunday, 27 August 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996. Please see the Notes to the Notice of the AGM for further details.
10. Any alterations made to this form should be initialled.
11. The appointment of a proxy will not preclude a Shareholder from attending the meeting and voting in person should he/she wish to do so.
12. Capitalised terms in this Shareholder Form of Proxy shall have the same meaning given to them in the Notice of the AGM unless otherwise indicated herein.