

0233/00024786/en

General Meeting

BANK OF CYPRUS HOLDINGS PLC

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Resolutions of the Shareholders Annual General Meeting (AGM)

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Attachment:

1. **Resolutions of the Shareholders Annual General Meeting (AGM)**

Non Regulated

Publication Date: 28/08/2018



Announcement

Resolutions of the Shareholders Annual General Meeting (AGM)

Nicosia, 28 August 2018

Group Profile

The Bank of Cyprus Group is the leading banking and financial services group in Cyprus, providing a wide range of financial products and services which include retail and commercial banking, finance, factoring, investment banking, brokerage, fund management, private banking, life and general insurance. The Bank of Cyprus Group operates through a total of 122 branches, of which 120 operate in Cyprus, 1 in Romania and 1 in the United Kingdom. Bank of Cyprus also has representative offices in Russia, Ukraine and China. The Bank of Cyprus Group employs 4,402 staff worldwide. At 30 June 2018, the Group's Total Assets amounted to €23.7 bn and Total Equity was €2.2 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.



Bank of Cyprus
The best Bank in Cyprus 2017

The Annual General Meeting (“AGM”) of the Bank of Cyprus Holdings Public Limited Company (“the Company” or “the Bank”) was held at the Company’s Headquarters on Tuesday, 28 August 2018. The AGM was attended by 81 Shareholders & Depository Interest Holders, either in person or by proxy, who represented 127,176,869 shares, that is 28.5% of the total issued share capital of the Company.

Ordinary Business

The AGM considered the Financial Statements for the year ended 31 December 2017 together with the reports of the Directors and the Auditors and fixed the ordinary remuneration of the Members of the Board.

The AGM noted the re-appointment of Ernst & Young as the Company’s Statutory Auditors for the year 2018 as per Section 383(2) of the Companies Act, 2014 and authorised the Board of Directors to fix their remuneration.

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

- (a) Dr Josef Ackermann
- (b) Maksim Goldman
- (c) Michael Spanos
- (d) Arne Berggren
- (e) Lyn Grobler
- (f) Dr Michael Heger
- (g) John Patrick Hourican
- (h) Dr Christodoulos Patsalides
- (i) Ioannis Zographakis
- (j) Anat Bar-Gera

The following Directors were elected to the Board of Directors:

- (k) Maria Philippou
- (l) Paula Hadjisotiriou

Special Business

The AGM further resolved to:

- Authorise the Directors to issue shares;
- Authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act 2014;
- Authorise the Directors to dis-apply the pre-emption provisions of Section 1022 of the Companies Act 2014 in respect of financing a transaction;
- 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;
- 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;
 - Authorise the Directors to repurchase shares of the Company;
 - Determine the re-issue price range for treasury shares;
 - Allow for the convening of an Extraordinary General Meeting by at least 14 clear days' notice;
 - Amend Article 1(a) of the Company's Articles of Association by the insertion of the words "and 117 (9)" after the words "Sections 83 and 84"; and
 - Approve the capital reduction

as per the provisions made in the Notice of Annual General Meeting issued on 26 July 2018.

The above Special Business resolutions are valid until the next AGM or 30 September 2019, whichever is the earlier.

In accordance with Listing Rule 14.3.6, copies of the resolutions that do not constitute ordinary business at an annual general meeting will be submitted to the National Storage Mechanism and will be available after 6:00 pm (Cyprus Time).

A table setting out the voting results for each of the resolutions is included in the Appendix attached. It is noted that a vote withheld is not a vote in law and is not counted in the calculation of the proportion of the votes for and against the resolution.

Appendix: List of resolutions approved by the Annual General Meeting (numbering as per Notice of Annual General Meeting issued on 26 July 2018)

| Resolution number | Voting For | | Voting Against | | Votes Withheld | Approved Yes/No |
|-------------------|------------------|-------------------------------|------------------|-------------------------------|----------------|-----------------|
| | Number of shares | % of total valid votes casted | Number of shares | % of total valid votes casted | | |
| 1 | 127,149,027 | 100.00 | 0 | 0.00 | 0 | Yes |
| 2 | 127,149,027 | 100.00 | 0 | 0.00 | 0 | Yes |
| 3 | 127,149,027 | 100.00 | 0 | 0.00 | 0 | Yes |
| 4(a) | 127,052,077 | 99.98 | 26,872 | 0.02 | 96,950 | Yes |
| 4(b) | 98,328,364 | 78.45 | 27,006,517 | 21.55 | 1,841,014 | Yes |
| 4(c) | 127,147,493 | 99.98 | 28,372 | 0.02 | 9 | Yes |
| 4(d) | 127,052,052 | 99.98 | 26,872 | 0.02 | 96,975 | Yes |
| 4(e) | 127,052,048 | 99.98 | 26,872 | 0.02 | 96,975 | Yes |
| 4(f) | 127,052,048 | 99.98 | 26,872 | 0.02 | 96,975 | Yes |
| 4(g) | 127,052,073 | 99.98 | 26,872 | 0.02 | 96,950 | Yes |
| 4(h) | 127,052,073 | 99.98 | 26,872 | 0.02 | 96,950 | Yes |
| 4(i) | 127,051,962 | 99.98 | 26,872 | 0.02 | 96,950 | Yes |
| 4(j) | 127,052,039 | 99.98 | 26,872 | 0.02 | 96,984 | Yes |
| 4(k) | 127,052,073 | 99.98 | 26,872 | 0.02 | 96,950 | Yes |
| 4(l) | 127,078,945 | 100.00 | 0 | 0.00 | 96,950 | Yes |
| 5 | 122,169,137 | 96.06 | 5,006,758 | 3.94 | 0 | Yes |
| 6 | 122,162,736 | 96.06 | 5,006,733 | 3.94 | 6,426 | Yes |
| 7 | 122,162,736 | 96.08 | 4,986,287 | 3.92 | 0 | Yes |
| 8 | 127,142,572 | 100.00 | 25 | 0.00 | 6,426 | Yes |
| 9 | 127,130,131 | 100.00 | 25 | 0.00 | 18,867 | Yes |
| 10 | 127,146,753 | 99.98 | 28,248 | 0.02 | 0 | Yes |
| 11 | 127,142,572 | 100.00 | 0 | 0.00 | 6,451 | Yes |
| 12 | 123,046,189 | 96.78 | 4,096,297 | 3.22 | 6,426 | Yes |
| 13 | 127,148,208 | 100.00 | 0 | 0.00 | 790 | Yes |
| 14 | 127,149,023 | 100.00 | 0 | 0.00 | 0 | Yes |