



Announcement

NOTICE OF ANNUAL GENERAL MEETING

Nicosia, 28 April 2011

Founded in 1899, the Bank of Cyprus Group is the leading Cypriot banking and financial services group. In addition to retail and commercial banking, the Group's activities include finance, factoring, investment banking, brokerage, fund management, life and general insurance. The Group currently operates through a total of 595 branches, of which 211 operate in Russia, 185 in Greece, 143 in Cyprus, 27 in Ukraine, 12 in Romania, 12 in Australia, 4 in the United Kingdom and 1 in the Channel Islands. Bank of Cyprus also has 9 representative offices in Russia, Romania, Ukraine, Canada, Serbia and South Africa. The Bank of Cyprus Group employs 12.009 staff worldwide.

At 31 December 2010, the Group's Total Assets amounted to €42,64 bn and the Shareholders' Funds were €2,83 bn. The Bank of Cyprus shares are listed on the Cyprus and Athens Stock Exchanges. Additional information can be found on the Group's website www.bankofcyprus.com.



The Annual General Meeting of Bank of Cyprus Public Company Ltd (“the Company”) will be held at the Bank of Cyprus Group Headquarters (51 Stassinos Street, Ayia Paraskevi, Strovolos, Nicosia, Cyprus), on Tuesday, **24 May 2011 at 4.30pm**, to transact the following business:

1. To receive and consider the Directors’ report and the consolidated financial statements of the Company for the year 2010 and approve the proposed final dividend.
2. To elect members of the Board of Directors.
3. To fix the remuneration of the members of the Board of Directors and approve the Board of Directors’ Remuneration Report.
4. To re-appoint the auditors and authorise the Board of Directors to fix their remuneration.

Y. Kypri
Secretary

28 April 2011

NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING:

ENTITLEMENT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

- (1) Any person appearing as a shareholder in the Register of Members of the Company on the record date is entitled to participate in the Annual General Meeting. Each ordinary share is entitled to one vote. The record date for determining the right to vote at the Annual General Meeting is 16 May 2011. Transactions which will be taking place on 12 May 2011 and thereafter will not be considered in determining the right to vote at the Annual General Meeting. Shareholders who have their shares registered on the Dematerialised Securities System of the Hellenic Exchanges, do not need to block their shares in order to vote and/or be represented at the Annual General Meeting.
- (2) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his behalf. Shareholders may appoint the Chairman of the Meeting or any other person as their proxy. Such proxy need not be a member of the Company. If a shareholder owns shares in the Company that are held in more than one Investor Share Code, then that shareholder may, in respect of the Annual General Meeting, appoint separate proxy holders for the shares appearing in each Investor Share Code. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder. Shareholders who appoint the Chairman or another person as a proxy to vote on their behalf, but wish to specify how their votes be cast, should tick the relevant boxes on the Form of Proxy.
- (3) The instrument appointing a proxy, which is enclosed and has been posted on the Group's website www.bankofcyprus.com (under Inv. Relations/Press Releases), must be deposited at the registered office of the Company (51 Stassinos Street, Ayia Paraskevi, Strovolos, 2002 Nicosia, Cyprus, fax +357 22 336258) at least 48 hours before the time of the Meeting.
- (4) If such appointer is a company, the Form of Proxy must bear the name of the company, and be signed by its duly authorised officer/s. 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. Shareholders should confirm that the form of proxy has been successfully received by the Company by calling the Shares and Loan Stock Department at +357 22121755.
- (5) Shareholders and/or their proxies who will attend the Meeting are requested to carry with them their identity card or other proof of identification.
- (6) Any corporation which is a shareholder of the Company 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 corporation which he represents as that corporation could exercise if it were an individual member of the Company.
- (7) The Articles of the Company do not provide for participation in the General Meeting by electronic means without the Shareholder attending the Meeting in person at the place where the Meeting is held. Similarly, the Articles do not provide for participation in voting by distance voting.

VOTING PROCEDURES AT GENERAL MEETINGS

- (8) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairman, or
 - (b) by at least ten members present in person or by proxy, or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, or
 - (d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
- (9) If a poll be demanded in manner aforesaid, it shall be taken at such time (within fourteen days) and place, and in such manner, as the Chairman shall direct, and the result of the poll shall be deemed to be resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.
- (10) An ordinary resolution is a resolution passed at a general meeting by a simple majority of members of the Company entitled to vote at the meeting who are present in person or by proxy.

- (11) A resolution by a Company shall be a special resolution passed at a general meeting by majority of not less than three-fourths of the number of members of the Company entitled to vote at the meeting who are present in person or by proxy, for which relevant notice has been given pursuant to Article 135 of the Companies Law, Cap 113 specifying the intention to propose the resolution as a special resolution.

MINORITY RIGHTS AT THE ANNUAL GENERAL MEETING

- (12) Pursuant to article 127B of Companies Law Cap 113, shareholders of the Company have the right (i) to put an item on the agenda of the annual general meeting, provided that the item is accompanied by a written explanation justifying the inclusion of the item or a proposed resolution for approval at the general meeting, and (ii) to table a draft resolution for inclusion in the agenda of a general meeting provided that:
- (a) the shareholder or group of shareholders hold at least 5% of the issued share capital of the Company, representing at least 5% of the voting rights of shareholders entitled to vote at the meeting for which an item has been added on the agenda and
 - (b) the shareholders' request to put an item on the agenda or resolution (as described above) is received by the Bank's Secretary in hard copy or electronically at the addresses indicated below at least 42 days prior to the relevant meeting.

Delivery Address for Hard Copy:

Secretary
Bank of Cyprus Public Company Limited
51 Stasinou Steet,
Strovolos 2002, Nicosia, Cyprus

or by fax at +357 22 379655

Electronic address: investors@bankofcyprus.com

- (13) Pursuant to section 128C of the Companies Act Chapter 113, shareholders have a right to ask questions related to items on the agenda and to have such questions answered by the Board of Directors of the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders. An answer is not required if (a) it would interfere unduly with preparation for the meeting or the confidentiality or business interests of the Company or (b) an answer has already been given on the Company's website in the form of a "Q&A" or (c) the Chairman deems that it is undesirable in the interests of good order of the meeting that the question be answered. Before the Annual General Meeting, shareholders may submit questions in writing by sending a letter, together with evidence of their shareholding, at least four days before the meeting (i.e. by 20 May 2011) to the Company Secretary of the Bank at Bank of Cyprus, 51 Stasinou, Ayia Paraskevi, Strovolos 2002, Nicosia, Cyprus or by email to investors@bankofcyprus.com.

OTHER INFORMATION AND AVAILABLE DOCUMENTS

- (14) As at 27 April 2011 (being the latest practicable date to the issue of this Notice), the outstanding issued share capital of the Bank is €894.948.198 divided into 894.948.198 ordinary shares of nominal value €1,00 each.
- (15) The notice to the Annual General Meeting and the Form of Proxy shall be made available in electronic form on the website of the Group www.bankofcyprus.com (Investor Relations/Press Releases) and in hard copy at the Company's Shares and Loan Stock Department, 4 Evrou Street, Eurolife House, Strovolos, Nicosia.
- (16) The Group Consolidated Financial Statements, Directors' Report and Independent Auditor's Report for year 2010 are available on the website of the Group at www.bankofcyprus.com (Investor Relations/Financial Information).

Copies of these documents shall be available on request, free of charge, either in soft or hard copy, from the Shares and Loan Stock Department, 4 Evrou Street, Eurolife House, Strovolos, P.O. Box 24884, 1398 Nicosia (tel: +357 22121755, fax: +357 22336258, email: shares@bankofcyprus.com).