



Announcement

NOTICE OF RESUMPTION OF ADJOURNED ANNUAL GENERAL MEETING

Nicosia, 7 November 2013

NOTICE OF RESUMPTION OF ADJOURNED ANNUAL GENERAL MEETING

Notice is given that the adjourned Annual General Meeting of Bank of Cyprus Public Company Ltd (“the Company”) will be resumed at the Company’s Headquarters (51 Stassinou Street, Ayia Paraskevi, Strovolos, Nicosia, Cyprus), on Friday, 29 November 2013 at 10.00 a.m., to transact the following adjourned business:

NORMAL BUSINESS:

1. To receive and consider the Directors’ Report, Auditor’s Report and the Consolidated Financial Statements of the Company for the year 2012 and the Board of Directors’ Remuneration Report for the year 2012¹.
2. To appoint the auditors of the Company and authorise the Board of Directors to fix their remuneration².

The Shareholders Annual General meeting held on 10 September 2013 approved the adjournment of the business items referred to in 1 and 2 above and decided to deal with the same in an adjourned meeting that would take place by the end of November 2013. This invitation comprises notice for the adjourned meeting of the Annual General Meeting held on 10 September 2013. The invitation will not be sent or posted to shareholders under the provisions of Article 128 of the Companies Law Cap. 113.

By order of the Board

P. Zomenis
Secretary

7 November 2013

¹ The Directors’ report, Auditor’s Report and the Consolidated Financial Statements for the year 2012 and the Board of Directors’ Remuneration Report are available on the website of the Bank of Cyprus Group at www.bankofcyprus.com (select (i) Investor Relations / Financial Information; and (ii) Investor Relations / Corporate Governance / Annual Corporate Governance Report).

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).

² The independent auditors of the Company, Ernst & Young Cyprus Ltd, have expressed their willingness to continue in office for 2013.

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 the date of the current notice (7 November 2013).
- (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. The proxy holder does not need to be shareholder 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.
- (3) The notice of the Annual General Meeting and the instrument appointing a proxy has been posted on the Group's website www.bankofcyprus.com (under Investor Relations/Announcements) and is available in hard copy at the Company's Shares and Loan Stock Department, 4 Evrou Street, Eurolife House, Strovolos, Nicosia. The proxy must be deposited at the registered office of the Company (51 Stassinos Street, Ayia Paraskevi, Strovolos, 2002 Nicosia, Cyprus, fax +357 22 336258 or 357 2233 6261) **at least 48 hours before the time of the Meeting.**
- (4) If such shareholder 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) 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.
- (6) **Shareholders and/or their proxies who will attend the Meeting must provide their identity card or other proof of identification.**
- (7) The Articles of Association 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 of Association 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 is demanded in the 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) Any decision regarding the normal business of the Annual General Meeting will be reached (unless otherwise provided in the Articles of Association) with an ordinary resolution. An ordinary resolution is a resolution passed at a general meeting by a simple majority (50%+1) of members of the Company entitled to vote and vote at the meeting either in person or by proxy.
- (11) In the event that a shareholder does not vote on a particular resolution, then it is considered as abstention (it is not calculated) for counting the votes for the specific 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 Street,
Strovolos 2002, Nicosia, Cyprus

or by fax at +357 22 378238

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 25 November 2013) to the Company Secretary of the Bank at Bank of Cyprus, 51 Stasinou, Ayia Paraskevi, Strovolos 2002, Nicosia, Cyprus or by fax at +357 22 378238 or by email to investors@bankofcyprus.com.