

Announcement

Bank of Cyprus publishes Shareholder Circular and announces Date of Extraordinary General Meeting

Nicosia, 21 November 2016

Group Profile

Founded in 1899, Bank of Cyprus Group is the leading banking and financial services group in Cyprus. The Group provides 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 Group operates through a total of 129 branches, of which 123 operate in Cyprus, 1 in Romania, 4 in the United Kingdom and 1 in the Channel Islands. Bank of Cyprus also has representative offices in Russia, Ukraine and China. The Bank of Cyprus Group employs 4.229 staff worldwide. At 30 September 2016, the Group's Total Assets amounted to €22,4 bn and Total Equity was €3,1 bn.



Bank of Cyprus Public Company Limited (the "**Bank**") today announces that it has published a shareholder circular (the "**Circular**") and is convening an Extraordinary General Meeting of its shareholders (the "**EGM**") as part of the process of applying for a listing on the London Stock Exchange, as announced on 15 November 2016.

The EGM has been convened for Tuesday, 13 December 2016 at 10:00 am, at the Bank's headquarters. All shareholders on the register of members of the Bank on 5 December 2016 are entitled to attend and vote at the EGM.

The EGM has been convened at the direction of the District Court of Nicosia (the "Court") as part of the proposed scheme of arrangement (the "Scheme") of the Bank, which, if approved, will introduce Bank of Cyprus Holdings Plc ("BOC Holdings") as a new holding company of the Bank. At the EGM, resolutions will be proposed to approve the Scheme and the related reduction of capital of the Bank.

The Directors of BOC consider the Scheme to be fair and reasonable.

In addition, the Directors believe the Scheme to be in the best interests of BOC and the Shareholders as a whole, and accordingly, unanimously recommend that Shareholders vote in favour of the Scheme and the Scheme Resolutions at the EGM, as they intend to do in respect of their own beneficial shareholdings.

Shareholders are strongly encouraged to vote at the EGM either in person or by returning a proxy. A form of proxy for use at the EGM is enclosed with the Circular. Proxies must be returned to the Bank by no later than 10:00 am on 11 December 2016.

It is important that as many votes as possible are cast (whether in person or by proxy) at the EGM so that the Court may be satisfied that there is a fair and reasonable representation of shareholder opinion. If the Scheme becomes effective, it will be binding on all shareholders irrespective of whether or not they attended or voted at the EGM.

Full details of the Scheme, as well as the notice convening the EGM are contained in the Circular. The Circular can be found on the Bank's website at www.bankofcyprus.com (please select the Investor Relations link). Copies of the Circular can also be obtained upon request through the Shareholder Helpline number.

If, after reading the Circular, shareholders have any further questions, shareholders may contact the Shareholder Helpline which has been set up. The Shareholder Helpline telephone number is +357 80000890 / +357 22129460. Please note that, for legal reasons, the Shareholder Helpline will only be able to provide information contained in the Circular and will be unable to give advice on the merits of the Scheme or to provide financial, tax or investment advice.

It is expected that any securities will be issued in reliance upon the exemption from the registration requirements of the US Securities Act of 1933 (the "Securities Act") provided by Section 3(a)(10) of the Securities Act. To qualify for the exemption from the registration requirements of the Securities Act, the Bank will advise the Court that BOC Holdings will rely on an exemption under Section 3(a)(10) of the Securities Act based on the Court's sanctioning of the Scheme, which will be relied upon by BOC Holdings as an approval of the Scheme following a hearing upon the fairness of the Scheme terms and conditions at which hearing all such Shareholders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme.