

**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 EGM
- 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 EGM of the Company, to be held on 13 September 2024, 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 available 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 / \_\_\_\_\_ (delete/complete as appropriate) 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	To consider, and if thought fit, approve the admission to listing and trading of all the ordinary shares of the Company in issue from time to time, each with a nominal value of €0.10, on the Main Market of the Regulated Securities Market of the Athens Stock Exchange, in accordance with Greek law no. 3371/2005			
2	To consider, and if thought fit, approve the amended Articles of Association of the Company, in substitution for and to the exclusion of the existing Articles of Association of the Company			

Date \_\_\_\_\_ Signature \_\_\_\_\_

Contact details: Telephone \_\_\_\_\_ Fax \_\_\_\_\_

## Notes to the Shareholder Form of Proxy:

1. We expect the EGM to proceed as planned on 13 September 2024 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.
2. Should there be any relevant updates regarding the EGM, including any changes to the arrangements for the EGM outlined in the Notice of the EGM, they will be announced via a regulatory information service and made available on the Company's website [www.bankofcyprus.com/group](http://www.bankofcyprus.com/group) (Investor Relations / Extraordinary General Meeting 2024).
3. In the event that it is not possible to convene and hold the EGM as planned, the EGM may be held with the minimum necessary quorum in attendance in accordance with the Company's Articles of Association, or adjourned or postponed to a different time and/or venue, in which case notification of such adjournment or postponement will be given in accordance with the Company's Articles of Association.
4. We strongly encourage shareholders to submit a proxy form or use the electronic voting facility to ensure they can vote at the EGM without attending in person. This can be done in advance of the EGM by availing of one of the following ways, you can either appoint a proxy as set out in these notes or during the EGM by using the electronic voting facility set out on pages 55-56 of the EGM Notice. Please note the deadlines for receipt of the proxy appointment for it to be valid and the relevant procedures for the electronic voting facility. By submitting the Form of Proxy or by using the electronic voting facility you will be able to ensure that your vote on the proposed resolutions is cast at the EGM in accordance with your wishes, without attending in person.
5. Every Shareholder has the right to appoint the Chairman of the EGM or 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, ask questions 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 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 EGM, 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.
6. 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.
7. For shareholders whose names appear on the register of members of the Company (i.e. those who hold their Ordinary Shares in certificated form) ("**Certificated Shareholders**"), the Form of Proxy must be completed and returned to the Company's Registrars, Link Registrars Limited at P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or to Link Registrars Limited, Suite 149, The Capel Building, Mary's Abbey, Dublin 7, D07 DP79, Ireland (if delivered by hand during normal business hours) so as to be received by no later than 11:00 a.m. (Cyprus time) / 9:00 a.m. (Irish time) on 11 September 2024 (or, in the case of an adjournment of the EGM, no later than 48 hours before the time fixed for holding the adjourned meeting). Alternatively, you may appoint a proxy electronically by visiting the website of the Company's Registrars at [www.signalshares.com](http://www.signalshares.com) and entering the Company name, Bank of Cyprus Holdings PLC. You will need to register for the Share Portal by clicking on "registration section" (if you have not registered previously) and following the instructions. You will need your Investor Code ("IVC") which can be found on your share certificate. Additionally, Link Registrars has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both Google Play and the Apple App Store, or by scanning the relevant QR code below.

GooglePlay



Apple App Store



8. Euroclear UK & International Limited ("**EUI**"), the operator of CREST, has arranged for voting instructions relating to the CREST Depository Interests ("**CDIs**") held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited ("**Broadridge**").

If you are a holder of CDIs (a "**CDI Holder**"), you will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete a Meetings and Voting Client Set-up Form (CRT408). Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: [eui.srd2@euroclear.com](mailto:eui.srd2@euroclear.com).

Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank, by their cut-off and to agreed market requirements. Alternatively, a CDI Holder can send a third-party proxy voting instruction through the Broadridge platform in order to appoint a third party (who may be a corporate representative or the CDI Holders themselves) to attend and vote at the meeting for the number of Ordinary Shares specified in the proxy instruction (subject to the Broadridge

voting deadline). **There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions through Broadridge.**

**Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out below and is expected to be at least two (2) business days prior to the Euroclear Bank proxy appointment deadline (i.e. 9 September 2024). Such voting instructions cannot be changed or cancelled after Broadridge's voting deadline.**

**CDI Holders are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.**

9. Investors who hold their interests in the Ordinary Shares of the Company through a participant account in the EB System ("**EB Participants**") can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank and entitled "**Euroclear Bank as issuer CSD for Irish corporate securities**" (as amended or replaced from time to time) and available on the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)) (the "**Euroclear Bank Service Description**").

EB Participants can either send:

- (a) electronic voting instructions to instruct Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ("**Euroclear Nominees**") to either itself or by appointing the Chairman as proxy on the instruction of Euroclear Nominees to:
- (i) vote in favour of all or a specific resolution(s);
  - (ii) vote against for all or a specific resolution(s);
  - (iii) abstain for all or a specific resolution(s); or
  - (iv) give discretionary vote to the Chairman for all or a specific resolution(s); or
- (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chairman of the EGM) (who may be a corporate representative or the EB Participants themselves) to attend the meeting and vote for the number of Ordinary Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address). **There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions.**

**Euroclear Bank's voting instruction deadline is expected to be at 10:00 a.m. (Cyprus time) / 8:00 a.m. (Irish time) on 11 September 2024. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.**

10. **To be effective, all proxy voting instructions (whether submitted directly or through the Euroclear System or CREST) together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be received by the Company's Registrar, Link Registrars Limited at P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or at Link Registrars Limited, Suite 149, The Capel Building, Mary's Abbey, Dublin 7, D07 DP79, Ireland not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. However, persons holding through the Euroclear System or CREST will also need to comply with any additional voting deadlines imposed by the respective service offerings. All relevant persons are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.**
11. 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.
12. 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.
13. 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.
14. The Company, pursuant to Section 1087G of the Companies Act 2014, specifies that only those shareholders registered in the Register of Members of the Company on 9 September 2024 at 9:00 p.m. (Cyprus time) / 7:00 p.m. (Irish time) (the "**Record Date**") (or in the case of an adjournment at 9:00 p.m. (Cyprus time) / 7:00 p.m. (Irish time) on the day before a date that falls 72 hours before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
15. Any alterations made to this form should be initialled.
16. The appointment of a proxy will not preclude a Shareholder from attending the meeting or at any adjournment thereof and voting in person should he/she wish to do so. **CDI Holders or EB Participants wishing to access the Lumi platform must arrange to have themselves appointed as their own proxy as explained in the EGM Notice and then must contact the Company's Registrars on +353 1 553 0050 during business hours at least 48 hours before the EGM in order to obtain the necessary access to the Lumi platform.**
17. Capitalised terms in this Shareholder Form of Proxy shall have the same meaning given to them in the Notice of the EGM unless otherwise indicated herein.
18. Detailed instructions on proxy voting and how to access the EGM remotely are set out in the Notice convening the EGM in the Notes section at pages 49-57. You can access the Notice of the EGM and the other documents being placed on display in connection with the EGM by visiting the Company's website: [www.bankofcyprus.com/group](http://www.bankofcyprus.com/group) (Investor Relations / Extraordinary General Meeting 2024) which will also include any updates or announcements regarding the EGM in the event that circumstances change.