



## Announcement

## Resolutions of the Shareholders Annual General Meeting (AGM)

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Nicosia, 14 May 2019

### **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 108 branches in Cyprus. Bank of Cyprus also has representative offices in Russia, Ukraine and China. The Bank of Cyprus Group employs 4,156 staff worldwide. At 31 March 2019, the Group's Total Assets amounted to €21.7 bn and Total Equity was €2.5 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.*

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, 14 May 2019. The AGM was attended by 120 Shareholders & Depository Interest Holders, either in person or by proxy, who represented 231,231,238 shares, that is 51.82% of the total issued share capital of the Company.

### **Ordinary Business**

The AGM considered the Financial Statements for the year ended 31 December 2018 together with the reports of the Directors and the Auditors and fixed the ordinary remuneration of the Members of the Board.

The AGM considered the continuation in office of PricewaterhouseCoopers as Auditors of the Company and authorised the Board of Directors to fix their remuneration.

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

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

Mr Efstratios-Georgios (Takis) Arapoglou was elected to the Board of Directors effective from the date of the approval of his appointment by the European Central Bank (ECB).

### **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;

as per the provisions made in the Notice of Annual General Meeting issued on 10 April 2019.

The above Special Business resolutions are valid until the next AGM or 13 August 2020, 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 AGM (numbering as per Notice of Annual General Meeting issued on 10 April 2019)**

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	208,472,731	99.52%	1.000.000	0.48%	15.964	Yes
2	209,666,148	99.99%	13.869	0.01%	4	Yes
3	208,659,402	99.52%	1.005.462	0.48%	70.561	Yes
4(a)	135,293,368	64.73%	73.727.212	35.27%	710.633	Yes
4(b)	188,938,174	94.71%	10.558.117	5.29%	98.872	Yes
4(c)	188,942,103	94.71%	10.558.117	5.29%	99.183	Yes
4(d)	191,073,636	95.78%	8.417.278	4.22%	108.146	Yes
4(e)	196,182,692	98.40%	3.187.382	1.60%	242.576	Yes
4(f)	190,527,099	93.50%	13.252.025	6.50%	790	Yes
4(g)	189,926,293	99.48%	1.000.001	0.52%	2.717.487	Yes
4(h)	182,978,032	94.54%	10.558.102	5.46%	107.752	Yes
4(i)	179,793,929	94.45%	10.558.102	5.55%	56.564	Yes
4(j)	179,755,355	94.44%	10.591.103	5.56%	56.958	Yes
4(k)	181,146,995	80.43%	44.085.423	19.57%	10.064	Yes
5	193,651,905	100.00%	0	0.00%	394	Yes
6	189,365,721	99.45%	1.046.586	0.55%	4.295	Yes
7	186,274,612	96.19%	7.372.998	3.81%	4.295	Yes
8	186,517,184	96.32%	7.128.022	3.68%	6.695	Yes
9	192,356,029	99.33%	1.291.562	0.67%	4.310	Yes
10	199,309,162	99.85%	290.553	0.15%	7.388	Yes
11	199,592,119	99.99%	14.986	0.01%	0	Yes
12	195,895,290	99.47%	1.046.573	0.53%	2.665.240	Yes
13	193,044,249	96.99%	5.988.482	3.01%	574.374	Yes