

Bank of Cyprus Group



Announcement

Notice of an Extraordinary General Meeting

Nicosia, 29 June 2006

Founded in 1899, the Bank of Cyprus Group is the leading Cypriot banking and financial services group. In 1991, the Group established its first branch in Greece where it has been expanding rapidly since 1999. It has an established banking presence in the United Kingdom and in 2001 it expanded to Australia through a wholly owned subsidiary bank. 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 276 branches, of which 147 operate in Cyprus, 112 in Greece, six in the United Kingdom, ten in Australia and one in the Channel Islands. Bank of Cyprus also has representation in the United States of America, Canada, South Africa, Russia and Romania. The Bank of Cyprus Group employs 6.062 staff worldwide.

At 31 March 2006, the Group's Total Assets reached C£12,61bn (€21,89bn) and the Group's Shareholders' Funds were C£800mn (€1,39bn). The Bank of Cyprus shares are listed on the Cyprus and Athens Stock Exchanges. Additional information can be found at the Group's website www.bankofcyprus.com

To all shareholders of
Bank of Cyprus Public Company Ltd

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Bank of Cyprus Public Company Ltd (the "Company") will be held at The International Conference Centre in Nicosia, Cyprus on 28 July 2006 at 6.00 p.m. at which the following resolutions will be proposed for approval:

1. ORDINARY RESOLUTION

"That the authorised share capital of the Company be increased from £300.000.000 to £600.000.000 by the creation of 600.000.000 additional ordinary shares of nominal value £0,50 each.

The validity of this resolution is subject to the approval of the special resolution below by the Extraordinary General Meeting and the acceptance by the shareholders of Emporiki Bank of Greece S.A. of the Public Offer of the Company for the acquisition of at least 40% of the shares of Emporiki Bank of Greece S.A.

If the special resolution below is not approved or if the Public Offer of the Company is not successful in accordance with its terms, the present ordinary resolution shall be null and void."

2. SPECIAL RESOLUTION pursuant to article 3 of the Articles of Association of the Company

"That for the purpose of acquiring up to 100% of the shares of Emporiki Bank of Greece S.A., the shares of the Company to be issued as part of the consideration offered pursuant to the terms of the Public Offer as the same shall be in effect on 25 July 2006, shall not be offered to the existing shareholders of the Company pursuant to the Articles of Association of the Company, but shall be offered to the shareholders of Emporiki Bank of Greece S.A. who shall have validly accepted the Public Offer of the Company. The new shares shall rank pari passu for all purposes with the existing fully paid up shares of the Company.

That the Board of Directors be authorised and is hereby authorised to issue and allot the requisite number of shares pursuant to the authority given by this resolution, provided the Public Offer of the Company is successful according to its terms.

The present resolution and the present authorisation expire and become null and void if the Public Offer of the Company is not successful according to its terms."

Y. Kypri
Secretary

Notes:

- For determining the eligibility to vote at the above Extraordinary General Meeting, the 25th of July 2006 is fixed as the record date. This means that transactions which will be effected up to and including 20 July 2006 will be taken into account for determining the right to vote.
- A member entitled to attend and vote at the above Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on his behalf. The proxy need not be a member of the Company.
- The instrument appointing a proxy must be deposited at the registered office of the Company, for the attention of the Shares Department, 51 Stassinos Street, Ayia Paraskevi, Strovolos, P.O. Box 24884, 1398 Nicosia, Cyprus, at least 48 hours before the time fixed for the Meeting.