

**NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS WHICH WILL BE HELD ON 21 JUNE 2012**

Notice is hereby given that the 88<sup>th</sup> Annual General Meeting of the shareholders of CYPRUS POPULAR BANK PUBLIC CO LTD (the "Bank") will be held at **The Sporting Club of Laiki Bank** (135, Demetris Stavrou Street, P.C. 2224, Yeri), at Nicosia **on Thursday, 21 June 2012 at 4:00 p.m.**

**AGENDA**

1. To consider the Directors' and Auditors' Reports and to consider and approve the Financial Statements of the Bank for the year ended 31 December 2011.
2. To elect Members of the Board of Directors.
3. To fix the remuneration of the Members of the Board of Directors and the Compensation Policy.
4. To re-appoint the Auditors and fix their remuneration.
5. To consider subjects arising from article 169F of the Companies Law Cap. 113.
6. To carry out any other business that may properly be carried out at an Annual General Meeting.

By order of the Board of Directors

Stelios Hadjiosif  
Secretary

Nicosia, 30 April 2012

**Notes:****1. RECORD DATE**

The record date for the participation at the Annual General Meeting of 21 June 2012, is set to be Friday, 15<sup>th</sup> June 2012.

Only Members registered at the record date in the Central Depository / Registry of the Cyprus Stock Exchange and the Dematerialised Securities System of "Hellenic Exchanges S.A." may exercise the right to participate and vote at the General Meeting and any change in the recording in the register after the record date will not be counted in determining the right of any person to attend and vote at the Meeting. The Member's right to participate in the General Meeting and vote for the shares held is not subject to the condition that the shares are deposited with, or transferred to, another person or registered in the name of another person before the General Meeting. The Member is free to sell or otherwise transfer shares of the Bank at any time between the record date and the date of the General Meeting to which it applies.

At the General Meeting, evidence of the shareholder's status may be established with the presentation of the Identity Card or other certificate of recognition, based on which the Bank can make possible the identification with the Shareholders Registry.

## **2. MEMBERS' RIGHTS**

### **(a) Right of placement of proposed resolution**

Member or Members who own at least 5% of the issued share capital which represents at least 5% of the total voting rights of all the members which have the right to vote at the Meeting, have the right to include a subject or place a proposed resolution within the time frame as provided by article 127B of the Companies Law Cap. 113 (the "Law").

The Bank, in order to facilitate its Members to exercise their above mentioned rights has posted on its website, [www.laiki.com](http://www.laiki.com), in the Section Investor Relations / Press Releases and Announcements, relevant announcement for the date of the Annual General Meeting. The said Announcement was posted on the website of the Cyprus Stock Exchange, [www.cse.com.cy](http://www.cse.com.cy), as well as on the website of the Athens Exchange, [www.ase.gr](http://www.ase.gr), on the same date.

The address of the Bank for the exercise of the above mentioned rights is 154 Limassol Ave., P.C. 2025, Nicosia and the e-mail address [kliakou@laiki.com](mailto:kliakou@laiki.com).

### **(b) Right of submission of questions**

Subject to any measures the Bank may take in order to safeguard the identity of the Member and in accordance with the provisions of subsection (2) of article 128C of the Law, any Member has the right to submit questions relating to the subjects of the agenda of the general meeting during the discussion at the general meeting of the subject, which the questions relate and obtain answers to these questions. The Bank may provide a general answer to questions with the same content.

### **(c) Right of voting**

A member which attends either in person or through a proxy and has the right of more than one vote does not need, if he does vote, to use all the votes or cast all the votes he will use in the same way.

## **3. RIGHT TO APPOINT PROXY**

Any Member entitled to attend, speak, ask questions and vote at a general meeting is entitled to appoint another person, either a Member, or not, as his proxy, or where permitted by the Law, one or more proxies to attend, speak, ask questions and vote in his place.

The appointed proxy may be an individual or legal person and will act according to the instructions given by the Member appointing him.

For the purpose of the Annual General Meeting of June 21, 2012, the Bank has made available on its website, [www.laiki.com](http://www.laiki.com) / Latest News / General Meeting June 21, 2012, instrument of proxy. The proxy is appointed by written notice to the Bank (to its registered address 154 Limassol Avenue, P.C. 2025, Nicosia), or through electronic means by transmission to fax: +357 22811491 or by electronic transmission (e-mail) to the e-mail address [kliakou@laiki.com](mailto:kliakou@laiki.com), at least 48 hours before the date of the General Meeting. The Member is requested to ensure the confirmation of a successful transmission of the instrument of proxy and its receipt by the Bank by calling the phone number: +357 22811044.

## **4. AVAILABLE DOCUMENTS AND INFORMATION**

The full and complete text of the proposed resolutions and any documents referred to in paragraphs (c) and (d) of subsection (4) of article 127A of the Law may be received from the registered office of the Bank (154 Limassol Ave., P.C. 2025, Nicosia) without any charge. Moreover, the documents and information referred to in subsection (4) of article 127A of the Law will be available on the Bank's website, [www.laiki.com](http://www.laiki.com) / Investor Relations / Events and Presentations / General Meetings.



Furthermore, the Reports and Financial Statements of the Bank (Annual Report) which will be considered at the Annual General Meeting, in addition to the registered office of the Bank and the website of the Bank, [www.laiki.com](http://www.laiki.com), as stated above, will be available at the Shares and Debentures Department of the Bank, 124 Strovolos Avenue (4<sup>th</sup> floor), Strovolos 2042, and the Branches of the Bank in Cyprus and Greece (MARFIN EGNATIA BANK) and in electronic form on the Cyprus Stock Exchange website, [www.cse.com.cy](http://www.cse.com.cy), as well as on the Athens Exchange website, [www.ase.gr](http://www.ase.gr).

**INSTRUMENT OF PROXY**

To the Cyprus Popular Bank Public Co Ltd, Head Office,  
154 Limassol Avenue, P.S. 2025, P.O. Box 22032, P.S. 1598, Nicosia

I/We .....

I.D. No./Registration No. .... from .....

Being Shareholder/s of Cyprus Popular Bank Public Co Ltd (the "Bank") hereby appoint Mr/Mrs .....

I.D. No. .... from .....

Or, .....

I.D. No. .... from .....

as my/our Proxy to attend and vote on my/our behalf at the Annual General Meeting of the Bank to be held at The Sporting Club of Laiki Bank in Nicosia (135 Demetris Stavrou Street, P.S. 2224, Yeri) on Thursday, 21 June 2012 and at any adjournment thereof.

**METHOD OF VOTING**

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.....  
.....

Date ..... Signature .....

The Proxy will vote as he/she thinks fit, unless the method of voting is indicated hereinabove.

**Notes:**

The record date for participation at the above Meeting is set to be 15 June 2012. Only Members registered at the record date in the Central Depository / Registry of the Cyprus Stock Exchange and the Dematerialised Securities System of "Hellenic Exchanges S.A." may exercise the right to participate and vote at the General Meeting.

The instruments appointing a proxy must be deposited at the Bank's Head Office, 154 Limassol Avenue, P.S. 2025 (P.O. Box 22032, P.S. 1598), Nicosia, or through electronic means by sending to fax: +357 22811491, or by electronic transmission (e-mail) to the e-mail address [kliakou@laiki.com](mailto:kliakou@laiki.com), at least 48 hours before the time fixed for the Meeting, or in the case of adjournment, not later than 48 hours before the time fixed for the postponed Meeting. The Member is requested to ensure the confirmation of a successful transmission of the instrument of proxy and its receipt by the Bank by calling the phone number: +357 22811044.

In the case of a legal entity, the proxy form must be signed by the duly authorized signatories and bear the official stamp of the legal entity.

Evidence of the shareholder's status may be established with the presentation of the Identity Card or other certificate of recognition, based on which the Bank can make possible the identification with the Shareholders Registry.