

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the shareholders of CYPRUS POPULAR BANK PUBLIC CO LTD (the "Company") will be held at **The Sporting Club of Laiki Bank** (135, Demetris Stavrou Street, P.S. 2224, Yeri) at Nicosia **on Thursday, 21 June 2012 at 5:00 p.m.**, or immediately after the conclusion of the business of the Annual General Meeting to be held on the same day, to consider and, if thought fit, pass the following Ordinary Resolution as it is proposed or with such amendments as the Extraordinary General Meeting will approve, as well as to consider and, if thought fit, pass the following Special Resolution as it is proposed:

1. ORDINARY RESOLUTION

"That the authorized share capital of the Company is increased from Euro 2.465.000.000 divided into 24.650.000.000 ordinary shares of nominal value €0,10 each, to Euro 2.800.000.000 divided into 28.000.000.000 ordinary shares of nominal value €0,10 each, by the creation of 3.350.000.000 new ordinary shares of nominal value €0,10 each, which will have the same rights as the existing ordinary shares of the Company."

Explanation:

Following the decisions of the Extraordinary General Meeting of the Shareholders of the Company which was held on 2 April 2012, with the above Ordinary Resolution the increase of the nominal share capital of the Company to Euro 2.800.000.000 is proposed, in order to cover the needs of the Company for implementing the Capital Enhancement Plan.

2. SPECIAL RESOLUTION

"That Special Resolution 7, as approved by the Extraordinary General Meeting of 2 April 2012, be cancelled and is hereby cancelled."

Explanation:

The Special Resolution 7 that was approved at the Extraordinary General Meeting of 2 April 2012, is considered necessary to be cancelled as to facilitate the implementation of the Capital Enhancement Plan.

By order of the Board of Directors

Stelios Hadjiosif
Secretary

Nicosia, 16 May 2012

Notes:

1. RECORD DATE

The record date for participation at the Extraordinary General Meeting of June 21, 2012 is set to be Friday, 15th June 2012 ("Record Date").

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 Extraordinary 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 Extraordinary General Meeting. The Member's right to participate in the Extraordinary 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 Extraordinary General Meeting. The Member is free to sell or otherwise transfer shares of the Company at any time between the record date and the date of the Extraordinary General Meeting to which it applies.

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At the Extraordinary 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 Company can make possible the identification with the Shareholders Registry.

2. MEMBERS' RIGHTS

(a) Right of placement of proposed resolution

Member or Members have the right until Tuesday, 19th June 2012, to submit a proposed resolution as a subject of the Agenda of the Extraordinary General Meeting, (1) through electronic means (at the electronic address kliakou@laiki.com), (2) by sending fax to: +357 22811491, or (3) by postal means at the registered address of the Company, 154 Limassol Ave., P.S. 2025, Nicosia, provided that they 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 general meeting to which the application for the inclusion of the subject relates.

(b) Right of submission of questions

Subject to any measures the Company may take in order to safeguard the identity of the Member and in accordance with the provisions of article 128C(2) of the Companies Law Cap. 113 (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 item, which the questions relate and obtain answers to these questions. The Company 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 Extraordinary General Meeting of Thursday, 21st June 2012, the Company has made available on its website, www.laiki.com (Latest News / Extraordinary General Meeting 21 June 2012), instrument of proxy. The proxy is appointed by a relevant instrument of proxy which has to be submitted &/or notified to the Company at least 48 hours before the date of the meeting by one of the following ways:

- By post to the Company's registered address, 154 Limassol Avenue, P.S. 2025, Nicosia
- Through electronic means by sending to fax: +357 22811491
- By electronic transmission (e-mail) to the e-mail address kliakou@laiki.com

The Member is requested to ensure the confirmation of a successful transmission of the instrument of proxy and its receipt by the Company 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 article 127A(4) of the Law will be available on the Company's website, www.laiki.com / Investor Relations / Events and Presentations / General Meetings and copies of the said documents may be received from the registered office of the Company (154 Limassol Ave., P.S. 2025, Nicosia) without any charge in accordance with the current legislation.





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 from

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, failing him/her, Mr/Mrs

I.D. No. from

as my/our Proxy to attend and vote on my/our behalf at the Extraordinary 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

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, 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.

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