

INVESTCORP BANK B.S.C.

**Minutes of the Extraordinary General Meeting
of the Shareholders of Investcorp Bank B.S.C.
held at 11:50 a.m. on September 29, 2015
at Investcorp Bank B.S.C., Investcorp House, Diplomatic Area, Manama,
Kingdom of Bahrain**

Pursuant to the Notice given by the prior Chairman of the Board of Directors of Investcorp Bank B.S.C. to the Shareholders which was published in *Al Ayam*, *Akhbar al Khaleej* and *Gulf Daily News* newspapers on Monday September 14, 2015, the Extraordinary General Meeting ("EGM") was held at Investcorp House at 11:50 a.m. on Tuesday September 29, 2015.

The Chairman of the Board presided over the EGM which was also attended by the External Auditors, the Legal Advisor and the Share Registrar, as well as representatives of the Ministry of Industry and Commerce, the Central Bank of Bahrain and the Bahrain Bourse. Other members of the Board of Directors, as detailed on the attached Exhibit A, also attended the EGM.

The attendance quorum was established at 79.99% of the total number of shares comprising the Company's capital.

The EGM reviewed and discussed the items of the Agenda and passed the Resolutions set out below in relation thereto:

1. The EGM received and discussed the proposal to split the Company's Ordinary Shares, on a basis of 100:1, pursuant to which each Ordinary Share, having a nominal value of US\$250 per share, shall be split into 100 Ordinary Shares, having a nominal value of US\$2.50 per share, resulting in (i) an increase in the number of the Company's authorized Ordinary Shares from 4,000,000 to 400,000,000 Ordinary Shares and (ii) an increase in the number of the Company's issued Ordinary Shares from 800,000 to 80,000,000 Ordinary Shares, and to amend Article 6 of the Company's Memorandum of Association and Articles of Association accordingly to reflect the share split.

IT WAS RESOLVED that the proposed share split be and is hereby approved.

2. The EGM discussed the need to amend Articles 15, 16(c), 17(d) and 18 of the Company's Articles of Association in order to reflect the revised corporate governance structure of the Company, and to authorize the Board of Directors to designate one or more individuals to sign the Amended Articles of Association before the Notary Public of the Kingdom of Bahrain.

EXHIBIT A

DIRECTORS IN ATTENDANCE AT THE EXTRAORDINARY GENERAL MEETING HELD ON SEPTEMBER 29, 2015

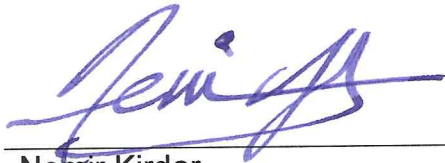
1. Mr. Nemir A. Kirdar, Chairman of the Board
2. H.E. Mohammed Bin Mahfoodh Al Ardhi
3. Dr. Yousef Al-Ebraheem
4. Mr. Hussain Ibrahim Al Fardan
5. Mr. Majid Saif Ahmed Al Ghurair
6. Sh. Mohammed Bin Isa Al Khalifa
7. Mr. Abdul Rahman Ali Al Turki
8. Mr. Farouk Almoayyed
9. Mr. Khalid Rashid Al Zayani

IT WAS RESOLVED that the amendment of Articles 15, 16(c), 17(d) and 18 of the Company's Articles of Association in order to reflect the revised corporate governance structure of the Company, be and is hereby approved.

IT WAS FURTHER RESOLVED, that the Board of Directors of the Company be and is hereby authorized to designate one or more individuals to sign the Amended Articles of Association before the Notary Public of the Kingdom of Bahrain.

There being no further matters to be discussed, the Meeting ended at 12:00 p.m.

Chairman of the EGM



Nemir Kirdar
Chairman of the Board

Secretary of the EGM



Stephanie Bess