

Invitation

The Chairman of the Board of Directors of Investcorp Bank B.S.C. is pleased to invite the Shareholders of the Company to attend an Ordinary General Meeting of the Shareholders to be held at 11:00 a.m. on Tuesday, September 27, 2016 at the offices of Investcorp Bank B.S.C., Investcorp House, in the Diplomatic Area, Manama, Kingdom of Bahrain in order to consider the Agenda items set out below and pass suitable resolutions:

1. To receive the Board of Directors' Report on the Company's activities for the fiscal year ended June 30, 2016 and approval thereof.
2. To receive the Report of the Auditors, Messrs. Ernst & Young, for the fiscal year ended June 30, 2016 and approval thereof.
3. To receive the Profit and Loss Account and Balance Sheet for the fiscal year ended June 30, 2016 and approval thereof.
4. To approve the proposal made by the Board of Directors for allocation of the net profits for the fiscal year as follows:
 - A. Distribution of dividends to holders of the Series B Preference Shares in accordance with the Terms and Conditions of issue of said shares for the dividend period from and including July 1, 2015 up to and including June 30, 2016, in the aggregate amount of US\$23,901,352.87.

If approved, dividend payments shall be made no later than October 6, 2016.

- B. Distribution of US\$17,739,796.08 to holders of Ordinary Shares (excluding treasury shares) at the rate of US\$0.24 per Ordinary Share, representing 9.6% of the paid-up Ordinary Share capital.

If approved, dividend payments shall be made no later than October 6, 2016.

- C. Charitable donations in the amount of US\$2,970,000.
 - D. Carrying over of US\$45,395,484.44 as retained profits for the following fiscal year.
5. To approve payment of Board of Directors' remuneration in the aggregate amount of US\$1,320,000.
6. To discharge the Directors of the Company from any liability arising in connection with their duties during the fiscal year ended June 30, 2016.

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7. To elect the following individuals to serve as members of the Board of Directors from the date of this meeting until the Ordinary General Meeting of Shareholders to be held following the end of the fiscal year ending on June 30, 2019:
- Nemir Amin Kirdar
 - H.E. Mohammed Bin Mahfoodh Bin Saad Alardhi
 - Abdullah Mohamed Alireza
 - Dr. Yousef Hamad Al-Ebraheem
 - Hussain Ibrahim Al-Fardan
 - Majid Saif Ahmed Al Ghurair
 - Sh. Mohamed Bin Isa Al Khalifa
 - Abdullah Mohammed Mazrui
 - Farouk Yousuf Khalil Almoayyed
 - Waleed Ahmed Salem Al Mokarrab Al Muhairi
 - Hisham Saleh Ahmed Al Saie
 - Khalid Rashid Al Zayani
8. To approve the competitive affiliations of two Directors in accordance with Article 191 of the Commercial Companies Law as well as one Director's service as a director of more than three Bahrain listed companies.
9. To re-appoint Messrs Ernst & Young as the Company's Auditors for the fiscal year ending on June 30, 2017 and empower the Board of Directors to fix their remuneration in respect of that fiscal year based upon the recommendation of the Audit Committee of the Board of Directors.
10. To receive the Report on the Company's compliance with its Corporate Governance Guidelines, the Central Bank of Bahrain's High Level Controls Module and the corporate governance matters listed in the Central Bank of Bahrain's Public Disclosure Module.
11. To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.

With God's blessings,



Nemir Amin Kirdar
Chairman of the Board of Directors

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Notes:

1. In addition to holders of Ordinary Shares, this Notice is given to holders of Preference Shares, who have the right to attend General Meetings of the Shareholders without having the right to vote.
2. Holders of proxies only (other than representatives of juristic persons) may not be the Chairman, Directors and employees of Investcorp (Article 203, Commercial Companies Law 21/2001, as amended).
3. Appointment/Proxy Forms are available (i) at the office of the Share Registrar whose address is shown below and (ii) on the website of the Company (www.investcorp.com).
4. Shareholders are requested to lodge letters of appointment/proxies with the Share Registrar, Karvy Computershare W.L.L. at their offices on 7th Floor, Al-Zamil Tower, Office 74, Building 31, Government Avenue, Road 383, Block 305, P.O.Box 514, Manama, Kingdom of Bahrain, Telephone 17215080.
5. Further information regarding Agenda Items 7 and 8 is provided in the Shareholders' Circular that is available on the website of the Company (www.investcorp.com).