

INVESTCORP BANK B.S.C.

**Minutes of the Ordinary General Meeting
of the Shareholders of Investcorp Bank B.S.C.
held at 11:00 a.m. on Tuesday, January 31, 2017
at Investcorp Bank B.S.C., Investcorp House, Diplomatic Area, Manama,
Kingdom of Bahrain**

Pursuant to the Notice given by the 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, January 16th, 2017, the Ordinary General Meeting ("OGM") was held at Investcorp House at 11:00 a.m. on Tuesday, January 31st, 2017.

The Chairman of the Board gave his opening remarks, and at his request, the Executive Chairman presented the agenda. The OGM 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 OGM.

The attendance quorum was established at 81.73% of the total number of shares comprising the Company's capital. Mrs. Rasha Sabkar, Legal Counsel of Investcorp Bank B.S.C., acted as the Secretary of the OGM.

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

1. The Executive Chairman advised the Meeting that Sheikh Abdulrahman Bin Saud Al-Thani and Abdullah Saud Alhumaidhi were nominated for election to serve as additional members of the Board of Directors of the Company from the date of this Meeting until the Ordinary General Meeting of the Shareholders to be held following the end of the fiscal year ending 30th June 2019. The Executive Chairman summarized the qualifications of each of the candidates and noted that additional information regarding each candidate and his qualifications is contained in the Shareholders' Circular for this Meeting that was published on the Company's website on January 16, 2017 and a copy of the Shareholders' Circular has been distributed to each shareholder (or shareholder's representative) attending this Meeting. The Executive Chairman requested any objections to the election of the candidates.

IT WAS RESOLVED that, there being no objections, Sheikh Abdulrahman Bin Saud Al-Thani and Abdullah Saud Alhumaidhi, having been nominated and being qualified, have been elected to serve as additional members of the Board of Directors of the Company from the date of this Meeting until the Ordinary General Meeting of the Shareholders to be held following the end of the fiscal year ending June 30, 2019.

There being no further matters to be discussed, the Meeting ended at 11:15 a.m.

Chairman of the OGM

Secretary of the OGM



Nemir Kirdar
Chairman of the Board



Rasha Sabkar

EXHIBIT A

DIRECTORS IN ATTENDANCE AT THE ORDINARY GENERAL MEETING HELD ON JANUARY 31, 2017

Nemir Amin Kirdar
Mohammed Bin Mahfoodh Bin Saad Alardhi
Dr. Yousef Hamad Al-Ebraheem
Hussain Ibrahim Al-Fardan
Sh. Mohamed Bin Isa Al Khalifa
Farouk Yousuf Khalil Almoayyed
Waleed Ahmed Salem Al Mokarrab Al Muhairi
Hisham Saleh Ahmed Al Saie
Khalid Rashid Al Zayani