CREDIT OPINION

2 May 2017

Update

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RATINGS

Investcorp Bank B.S.C.

Domicile	Bahrain - Off Shore
Long Term Rating	Ba2
Type	LT Corporate Family Rating
Outlook	Negative

Please see the ratings section at the end of this report for more information. The ratings and outlook shown reflect information as of the publication date.

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Investcorp Bank B.S.C.

Credit Opinion - Semi-Annual Update

Summary Rating Rationale

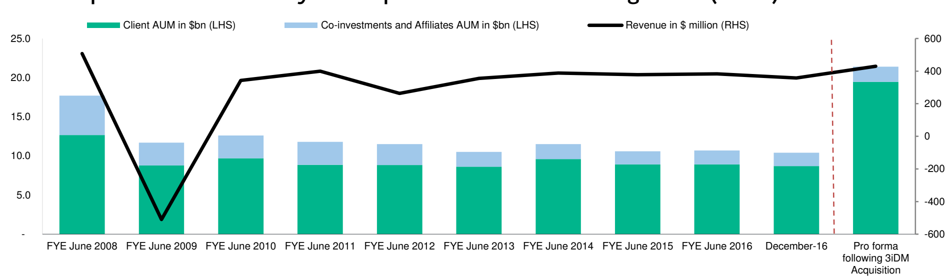
The Ba2 rating reflects Investcorp's solid market position in the Gulf Cooperation Council (GCC) region as a leading alternative investment provider, its healthy operating margins and good asset retention. The rating incorporates the company's good liquidity profile and the ongoing improvement in earnings quality due to the growth in more stable and predictable asset management fees.

The rating also reflects Investcorp's high financial leverage and balance sheet risk related to its co-investment activities.

Investcorp's rating outlook is negative and reflects the potential that Investcorp might face increasing difficulties in raising new capital or reinvesting clients' capital due to the weaker operating environment in the GCC. With a substantial portion of the company's clients located in the GCC region, Moody's considers that Investcorp's assets under management (AUM) growth could slow, which would put pressure on Investcorp's key financial metrics including financial leverage and profitability. While this risk has not yet materialised, with investment cycles being relatively long in alternative investments, Moody's will continue to assess this issue in the coming quarters. Moody's also notes that Investcorp may find it more challenging to stabilise its hedge fund business, which has suffered from net outflows over the last several years, due to the volatile market environment and sustained fee pressure in the fund industry.

Exhibit 1

Investcorp's AUM is boosted by the acquisition of 3i Debt Management (3iDM)



Source: Company reports, Moody's Investors Service

Credit Strengths

- Leading alternative asset manager in the GCC region
- Good AUM resilience rates supported by long-term locked-up capital commitments
- Strong capitalization and proven capital markets access even in difficult market conditions
- Designated by the Central Bank of Bahrain as a domestic systemically important bank

Credit Challenges

- High financial leverage
- Elevated balance sheet risk due to large co-investment activities
- Subdued growth in GCC market might constrain the company's ability to raise new capital from GCC clients
- Stabilizing net outflows in the company's hedge fund business

Rating Outlook

The rating outlook on Investcorp is negative

Factors that Could Lead to an Upgrade

Upwards rating pressure on Investcorp could result from:

- Reduced debt levels remaining under four times (Debt/EBITDA) which would improve the company's financial flexibility
- Further reduction in the company's investment portfolio
- Growth of Investcorp's clients' assets under management (AUM), particularly in the hedge fund segment, contributing to substantial EBITDA growth
- Further expansion and diversification of revenue streams, in particular from fund of hedge fund management fees

Factors that Could Lead to a Downgrade

Downwards rating pressure could result from a weaker financial position driven by:

- A deterioration in the company's ability to raise new client capital or reinvest client capital that would result in a noticeable deterioration of Investcorp's AUM resiliency score and would substantially affect revenue generation capacity
- Lower private equity origination and placement activities that would constrain the company's profitability
- Material on-balance sheet investment losses
- A deterioration of Investcorp's liquidity profile
- An erosion in the company's improving capital position.

Key Indicators

Exhibit 2

Key Indicators

Investcorp Bank B.S.C.

	2016 CY [1]	2016 [2]	2015[3]	2014[3]	2013	2012	2011
Assets Under Management (AUM) ($ b)	10.4 [6]	11	11	11	11	12	12
Net Flows ($ mm)	(239.1)	112.0	(645.0)	808.0	(104.0)	71.0	(935.0)
Revenues ($ mm) [4]	358.4	383	381	363	355	263	399
AUM Retention Rate (%)	73%	72%	80%	87%	80%	85%	82%
AUM Replacement Rate (%)	90%	105%	65%	172%	94%	106%	45%
EBITDA ($ mm)	131.2	125	150	135	155	222	166
EBITDA Margin (%)	37%	33%	39%	37%	44%	84%	41%
Total Debt ($ mm)	1,283	1,091	906	1,123	1,031	1,243	1,265
Total Debt/EBITDA (x)	9.8x	9.7x	6.1x	8.3x	6.6x	5.6x	7.6x
Total Shareholder's Equity / Self Managed Investments (x)	1.3x	1.2x	0.9x	0.8x	0.9x	0.7x	0.7x
Pre-Tax Income ($ mm)	75.4	98	117	103	107	66	140
Pre Tax Income Margin (%)	21%	26%	31%	28%	30%	25%	35%
Stability of Revenue Growth (%) (20 qtr) [5]	25%	12%	29%	21%	-30%	-70%	

[1]Calendar year

[2]Fiscal year end June 30

[3]Adoption of IFRS 15 in 2015. 2014 Income and balance sheet items have been restated to reflect the change.

[4] Revenue is all operating revenue reported by the company, net of distribution expense.

[5] Stability of revenue growth = the average of quarter over quarter revenue growth rates divided by the standard deviation of revenue growth rates, (using the past 20 quarters of growth rates). Here calculated with semi annual information.

[6] As of 3 March 2017, AUM increased to USD21.4 billion following the completion of the acquisition of the debt management business of 3i. The business was named Investcorp Credit Management and added USD11 billion of AUM.

Source: Company reports, Moody's Investors Service

Detailed Rating Considerations

Market Position: Ba - STRONG NICHE MARKET POSITION IN THE GCC REGION BUT SUBDUED GROWTH IN THE REGION AND HEDGE FUND OUTFLOWS STUNT AUM GROWTH OUTLOOK

With total AUM of $10.4 billion (client AUM of $8.7 billion) and revenues of $358 million as of December 2016, the company is a very small player in the asset management industry. In March 2017, Investcorp completed the acquisition of the debt management business of 3i Group Plc, which contributed an additional USD11 billion of AUM. This acquisition more than doubled Investcorp's assets under management to approximately $21.4 billion. We expect it will contribute positively to Investcorp's revenue generation, albeit modestly due to the lower fee nature of this business compared to Investcorp's existing business divisions.

Investcorp's Ba market position reflects its strong brand name in the GCC region supported by 30-year plus track record. The company benefits from long-standing relationships with leading high-net-worth and institutional investors in the GCC region. Its ability to provide tailored solutions and services to its client base engenders a loyal client base as evidenced by strong asset retention rates in both the company's corporate investment and real estate business segments. However, persistent outflows in the company's underperforming hedge fund business has constrained organic AUM growth. Weaker economic growth prospects in the GCC region, despite oil price stabilization, could represent an additional growth headwind for the company in the near to medium term. To date the company has not seen a pick-up in redemptions from GCC (including SWF) clients and continues to maintain positive fundraising momentum. In FY2016 the company's deal-by-deal fund raising in the GCC region was $1,017 million as compared to $1,095 million raised in FY15. It raised another $453 million deal-by-deal as well as $178 million for a newly launched fund, Techfund IV, in the last six months to December.

Business Diversification: Baa - ACQUISITION OF DEBT MANAGEMENT ADDS TO BUSINESS DIVERSIFICATION AND GLOBAL CLIENT REACH

Investcorp's product and geographic diversification is good and is consistent with an A sub-factor score. The company's product range is diversified among alternative investments. With the additional debt management business division, it now operates under four main segments:

1) Corporate Investment (CI) : the segment targets the acquisition of attractive corporate investments in North America, Europe, the Gulf region, and Turkey with enterprise values of between $100-$400 million;

2) Real Estate: the segment targets the acquisition of existing core and core-plus commercial and residential real-estate assets (primarily income earning properties) situated in the 30 largest and most diversified US markets. The majority of real-estate investments are structured in a Shari'ah compliant manner; and

3) Alternative Investment Solutions: The hedge fund business was rebranded to “alternative investment solutions” as the company continues to restructure the segment through strategic hires, acquisition, partnerships and fund launches. The segment counts four main areas of expertise that include the Multi-Manager Solutions platform ($1.9bn - clients money -) Hedge Fund Partnerships ($1.3bn - clients money -), Special Opportunity Portfolios ($107m - clients money -) and Alternative Risk Premia ($247m - clients money -).

4) Credit Management : Investcorp manage funds which invest primarily in senior secured corporate debt issued by mid and large-cap corporates in Western Europe and the US. This business widens Investcorp's product range and is expected to open up distribution synergies as it will bring access to new and incremental sources of capital to both former 3i debt management and Investcorp's clients.

Geographic diversification will be further strengthened with AUM sourced in the US, the CCG and Europe.

Investcorp's distribution profile benefits from good customer granularity. Investcorp has broader client coverage of the GCC region than its peers, with a team of dedicated relationship managers, operating through a regional office in Bahrain but also through local offices in Saudi Arabia, Qatar and Abu Dhabi. Clients are ultra high net worth and institutional, covered through direct distribution. Over the last year, Investcorp added client-facing resources to further increase its market penetration in the Gulf.

In the US, Investcorp has a sales team who distributes directly to the institutional segment. It has been distributing directly in the US since 2005 and counts relationships with most of the big pension plans, endowments, foundations, fund of funds, family offices, and asset managers. It also has a 100% owned broker dealer entity.

Investcorp is strengthening its Alternative Investment Solutions business with the aim of expanding its assets under management among institutional investors in the US, Europe and also Asia. In November 2015, Investcorp acquired the Hedge Funds of Funds business unit of SSARIS Advisors, LLC , an investment manager of absolute return hedge fund strategies and hedge funds of funds strategies. With $810 million in discretionary and advisory assets, and clients across the US, Europe and Asia, the aim of the acquisition is to strengthen Investcorp's existing platform. Earlier in 2015, the company increased its product offering with the launch of Alternative Risk Premia, a product which offers weekly liquidity and aims to increase portfolio diversification as it maintains limited correlation with bonds and equities. However, the product is still young and its take off depends on Investcorp's reputation, as well as establishing a strong track record of performance. Investcorp's client AUM in Alternative Investment Solutions amounted approximately to $3.5 billion as of December 2016 and accounted for around 41% of Investcorp's total client AUM.

Financial Flexibility: Caa - SIGNIFICANT FINANCIAL LEVERAGE AND CO-INVESTMENT RISKS SOMEWHAT ALLEVIATED BY STRONG LIQUIDITY AND TANGIBLE EQUITY

Investcorp's leverage as of end of December 2016 (as measured by Debt/EBITDA including Moody's standard financial adjustments) is very high at 9.8x, consistent with a Caa score for this sub-factor. Leverage remained stable compared to 30 June 2016. The long term debt benefited from a currency effect (Yen depreciated against the US Dollar - the currency risk is fully hedged through derivatives), but the short term debt increased. Term and institutional accounts increased to $429 million ($124 in June 2016) as Investcorp's realised some corporate investments and clients elected to leave the money with the company (until the next investment). This short term debt increase is offset by a similar increase in cash and other liquid assets. Short term debt fluctuates as Investcorp underwrites or sell investments in corporate investments or real estate on behalf of his clients.

The acquisition of 3i debt management business, is expected to slightly reduce Investcorp's financial leverage to 9x through a modest EBITDA contribution, a credit positive, even if the leverage would remain very high compared to Ba rated peers.

In addition, through its co-investments, Investcorp makes active use of its balance sheet through principal investments in private equity, hedge funds and real estate. The objective is to align interest with clients. However, Investcorp's financial leverage and balance sheet risk reduce the company's financial flexibility and constrain the company's rating. The company's principal investments (co-investments) are principally in less liquid private equity, hedge fund and real estate assets. Declines in the fair market values of these assets can have significant impact on Investcorp's financial performance. The risk in the company's co-investment portfolio is somewhat mitigated by the granularity of the portfolio in terms of sectors and regions as well as single investments, with only two exposures accounting for more than 10% of the total portfolio. The acquisition will add co-investment risk, as the manager, Investcorp, will retain the equity portion of CLO deals on its balance sheet.

That said, the company's intention is to maintain a co-investment to long-term capital ratio of 1.0x or lower, such that the entire balance sheet co-investment portfolio is fully funded through permanent or quasi-permanent capital and does not rely on medium-term debt financing. As of December 2016, the aggregate level of co-investments net of a $50 million revolving facility secured against hedge funds remained fully covered by permanent and long-term sources of capital. As a result we expect the level of co-investments to stabilise around current levels or slightly lower, a credit positive.

Our overall assessment of the financial flexibility also considers the quality of Investcorp's equity capital base. The company maintains a large tangible equity position which represents a significant amount of loss-absorbing equity capital which helps mitigate risks that may arise from losses in the company's principal investment portfolio. We also view positively the fact that Investcorp has been designated by the Central Bank of Bahrain (CBB) as a domestic systemically important bank. As such, Investcorp will continue to report regularly to the regulatory authorities and will be subject to an increased frequency of prudential meetings and inspections by the CBB. Investcorp maintained a Basel III capital adequacy ratio of 29.9% as of December 2016 , expected to slightly decrease following the acquisition of 3i debt management, but remaining well above regulatory requirements. We would expect the company's capital to be maintained at these levels.

Profitability & Volatility: Baa - GROWTH SLOWDOWN IN GCC REGION MAY PRESSURE INVESTCORP'S HEALTHY MARGINS

Investcorp's pre-tax income margin of 21% - a primary measure of profitability - declined over the last year due mainly to a $17 million write-off in real estate co-investment. In addition, operating expenses recorded a moderate 5.5% increase to $225 million in 2016 from $213 million in 2015. Most of the increase is attributable to new hires in order to support business growth.

The company's gross revenue can be broken down into three components: (1) AUM fees, (2) deal fees and (3) asset-based income. AUM fees have been the most stable source of income (2016: USD104 million) over the past three fiscal years, albeit negatively affected by the reduction in higher-yielding AUM, particularly hedge funds. Deal fees (2016: USD197 million) are less predictable and depends on acquisition and placement of new investments, the sale and exit of investments (realisations), and the performance of existing investments. Asset-based income is the most volatile profitability component as it is based on the annual return on Investcorp's proprietary investments of approximately USD 900 million. The five year average yield (June 2016) on Investcorp's co-investment portfolio was 6.3%, 1.9% and 0.2% for corporate investments, real estate investments, and hedge funds respectively.

Pre-tax income margin remains sound. For the months to come, margins could be put under pressure by the weakened operating environment in the GCC region. Moody's anticipates that the significantly reduced level of government revenues will result in substantially lower Government spending, declining corporate investment and softening consumption in the GCC region. With a majority of the company's clients located in the region, Moody's thinks that Investcorp's AUM growth could slow which would put pressure on Investcorp's profitability.

Liquidity Analysis

Investcorp's credit profile benefits from its good liquidity management practices and solid liquidity position. The company had cash and other liquid assets of USD727 million as of December 2016, while accessible liquidity (cash, undrawn committed revolving facilities and other liquid assets) stood at USD1,179 million, which largely covers all outstanding medium-term debt maturing over the next three years.

The company's next debt maturity is in November when a USD250 million bond matures, followed by a CHF125 million bond that matures in June 2019. Investcorp has refinanced and reduced to USD50 million its secured revolving that now expires in August 2019. It also has a USD395 million revolving loan outstanding that expires in March 2021.

The recent acquisition of 3i debt management was financed through available cash on Investcorp's balance sheet and had only a moderately negative impact on the company's solid liquidity profile. Moody's expects accessible liquidity to continue cover debt maturing over the next three years.

Rating Methodology and Scorecard Factors

Exhibit 3

Senior Debt Rating Scorecard (weights) [1]	Aaa	Aa	A	Baa	Ba	B	Caa	Score	Adjusted Score
Business Profile								Baa	Baa
Factor 1: Market Position (25%)								Ba	Ba
Scale and Franchise Strength					X				
AUM Resilience				X					
Factor 2: Business Diversification (25%)								Baa	Baa
Geographic and Product Diversification			X						
Geographic Diversification									
Product Diversification									
Distribution					X				
Financial Profile								B	B
Factor 3: Financial Flexibility (30%)								Caa	Caa
Debt / EBITDA							9.8x		
Total Shareholder's Equity / Self-managed Investments							1.3x		
Factor 4: Profitability & Volatility (20%)								Baa	Baa
Pre Tax Income Margin (5 yr ave)				21.9%					
Stability of Revenue Growth (20 qtr, YoY)				24.9%					
Operating Environment								Ba	Ba
Systemic Risk									
Economic Strength									
Institutional Strength									
Susceptibility to Event Risk									
Aggregate Profile								Ba2	Ba2

[1] The Scorecard rating is an important component of the company's published rating, reflecting the stand-alone financial strength before other considerations (discussed above) are incorporated into the analysis.

Source: Moody's Investors Service

Ratings

Exhibit 4

Category	Moody's Rating
INVESTCORP BANK B.S.C.	
Outlook	Negative
Corporate Family Rating	Ba2
INVESTCORP S.A.	
Outlook	Negative
Bkd Senior Unsecured	Ba2
INVESTCORP CAPITAL LIMITED	
Outlook	Negative
Bkd Senior Unsecured	Ba2

Source: Moody's Investors Service

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