

**Form of Certificate
(Withdrawal of Deposited Property)**

DEUTSCHE BANK TRUST COMPANY AMERICAS
60 Wall Street
New York
New York 10005
U.S.A.

[Date]

Dear Sirs:

INVESTCORP BANK B.S.C.

Reference is hereby made to the Rule 144A Deposit Agreement, dated as of December 7, 2006 (the "**Rule 144A Deposit Agreement**"), among Investcorp Bank B.S.C. (the "**Company**"), Deutsche Bank Trust Company Americas, as depositary (the "**Depositary**"), and the Holders, Owners and Beneficial Owners from time to time of Rule 144A Global Depositary Receipts ("**Rule 144A GDRs**") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given to them in the Rule 144A Deposit Agreement.

- 1 We are surrendering [] Rule 144A GDRs in accordance with the terms of the Rule 144A Deposit Agreement for the purpose of withdrawal of the Deposited Property underlying such Rule 144A GDRs (the "**Deposited Property**") pursuant to Condition 2 and Clause 5 of the Rule 144A Deposit Agreement.
- 2 We hereby request the Depositary to deliver or procure the delivery of the Deposited Property to
[] of
[] or to the order in writing of such person or persons at [the Main Office of the Custodian/our request, risk and expense at
[]**.
- 3 We acknowledge (or if we are acting for the account of another person, such person has confirmed that it acknowledges) that the Rule 144A GDRs and the Shares represented thereby have not been and will not be registered under the United States Securities Act of 1933 (the "**Securities Act**").
- 4 We certify that either:
 - A. we are a qualified institutional buyer ("**QIB**") as defined in Rule 144A under the Securities Act ("**Rule 144A**") and a "qualified purchaser" (as defined in the Investment Company Act of 1940) acting for our own account or for the account of one or more QIBs, each of which is also a qualified purchaser, and we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the GDRs or the Deposited

* Give details of the relevant specified office of the Depositary or Agent.

** Delete as appropriate.

Property in accordance with Regulation S under the Securities Act (“**Regulation S**”), and we are (or it is), or prior to such sale we were (or it was), the beneficial owner of the Rule 144A GDRs; or

B. we are located outside the United States (within the meaning of Regulation S); we acquired, or have agreed to acquire and at or prior to the time of the intended withdrawal will have acquired, the GDRs or the Deposited Property outside the United States; and we are, or upon acquisition thereof will be, the beneficial owner of the GDRs or the Deposited Property.

5 If we are a broker-dealer, we further certify that we are acting for the account of our customer and that our customer has confirmed the accuracy of the representations contained in paragraphs 3 and 4 above that are applicable to it (including the representations with respect to beneficial ownership) and, if paragraph 4(c) is applicable to our customer, has confirmed that it will comply with the agreements set forth in such paragraph.

6 We further certify that in accordance with Condition 11(C) and Clause 9.3 of the Rule 144A Deposit Agreement, and in accordance with Bahraini law, we will make all necessary notifications or filings and shall obtain, maintain, extend or renew all necessary approvals from the relevant government authority so as to remain at all times in compliance with applicable rules and regulations of Bahrain.

Yours faithfully,

[NAME OF CERTIFYING ENTITY]

[By:]
[Title:]