

# INVESTCORP

## INVESTCORP

### **Notice of the Ordinary General Meeting**

**To be held on Tuesday, September 26, 2017**

**At 11:00 a.m.**

To

**Holders of Ordinary Shares and  
Holders of Preference Shares**

(Including letter of appointment of representative of a company or public corporation (juristic person) or proxy by a shareholder to another shareholder or other person to attend the Meeting)

**Investcorp Bank B.S.C.**

# INVESTCORP

## Ordinary General Meeting of the Shareholders of Investcorp Bank B.S.C.

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 26, 2017 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:

Resolutions	Voting Option		
	Affirmative	Negative	Abstain
1. To discuss and approve the Board of Directors' Report on the Company's activities for the year ended June 30, 2017.			
2. To receive the Report of the Auditors, Messrs. Ernst & Young, for the year ended June 30, 2017 and approval thereof.			
3. To review and approve the Financial Statements for the year ended June 30, 2017.			
<p>4. To approve the proposal made by the Board of Directors for allocation of the net profits for the year as follows:</p> <p>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, 2016 up to and including June 30, 2017, in the aggregate amount of US\$24,972,154.73.</p> <p>If approved, dividend payments shall be made no later than October 5, 2017.</p> <p>B. Distribution of US\$19,115,419.92 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.</p> <p>If approved, dividend payments shall be made no later than October 5, 2017.</p> <p>C. Carrying over of US\$76,171,416.05 as retained profits for the following year.</p>			

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5. To approve payment of Board of Directors' remuneration in the aggregate amount of US\$1,680,000.			
6. To discharge the Directors of the Company from any liability arising in connection with their duties during the year ended June 30, 2017.			
7. To approve the competitive affiliations of three 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.			
8. To re-appoint Messrs Ernst & Young as the Company's Auditors for the fiscal year ending June 30, 2018 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.			
9. 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.			
10. To approve the proposed amendments to the Investcorp Group Remuneration Policies.			
11. To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.			

With God's blessings,



Nemir A. Kirdar  
Chairman of the Board of Directors

## Investcorp Bank B.S.C.

### Letter of Appointment/Proxy

Shareholder No. :

Name of Shareholder:

(i) Company:

(ii) Individual:

I, shareholder in Investcorp Bank B.S.C., (1) holder of ( ) ordinary shares or (2) holder of ( ) preference shares.

In our capacity as a shareholding company ( )\* / limited liability company ( )\* / partnership ( )\* / public corporation ( )\*, we have appointed \_\_\_\_\_ to be our Representative.

Or in my capacity as an individual, I have appointed \_\_\_\_\_ as my Proxy for the purposes indicated below.

- (1) As holders of ordinary shares the purpose of the above appointment/proxy is attendance by the Representative/Proxy and voting at the Ordinary General Meeting to be held at 11:00 a.m. on Tuesday, September 26, 2017 at Investcorp Bank B.S.C., Investcorp House, Diplomatic Area, Manama, Kingdom of Bahrain or at any other adjournment thereof.
- (2) Or as holders of preference shares, the purpose of the above designation of our Representative/Proxy is attendance at and participation in the deliberations by him/her at the Ordinary General Meeting referred to in the preceding paragraph (1) or any adjournment thereof without having the right to vote.

\_\_\_\_\_  
**Signature of Shareholder**

\* Please fill in brackets and blank spaces as appropriate.

### **Notes:**

1. Holders of proxies only (other than representatives of juristic persons) may not be the Chairman, Directors and employees of Investcorp (Article 203 of the Commercial Companies Law of 2001, as amended).
2. Shareholders are requested to lodge letters of appointment/proxies with the Share Registrar, Bahrain Clear, at their offices on the 4th Floor, Bahrain Financial Harbour, Harbour Gate, P.O. Box 3203, Manama, Kingdom of Bahrain, Tel. 17108833, Fax. 17228061.
3. Further information regarding Items 7 and 10 of the Agenda is provided in the Shareholder Circular that is available on the website of the Company ([www.investcorp.com](http://www.investcorp.com)).