

INVESTCORP

Investcorp Bank B.S.C. Invitation to Attend Extraordinary General Meeting

The Chairman of the Board of Directors of Investcorp Bank B.S.C. ("**Investcorp**") is pleased to invite the Shareholders of Investcorp to attend an Extraordinary General Meeting of the Shareholders to be held at 11:00 a.m. on Tuesday, February 12, 2019. at the offices of Investcorp Bank B.S.C., Investcorp House, Diplomatic Area, Manama, Kingdom of Bahrain in order to consider the Agenda items set out below and pass appropriate resolutions:

1. To approve the transfer of the regulated business activities in Bahrain, namely the Gulf placement and MENA private equity management and advisory business currently being conducted by Investcorp Bank B.S.C. ("**Investcorp**") to Investcorp Financial Services B.S.C. (c), a company licensed by the Central Bank of Bahrain as an Investment Firm/Category 1 and registered pursuant to the Bahrain Commercial Companies Law under Commercial Registration Number 126435, subject to the approval of the relevant regulatory authorities.
2. Subject to the completion of the transfer of business described in (1) above:
 - (i) to voluntarily surrender Investcorp's wholesale banking license, subject to the approvals of the relevant regulatory authorities;
 - (ii) to change Investcorp's commercial name from Investcorp Bank B.S.C. to Investcorp Holdings B.S.C., or any other name approved by the relevant regulatory authorities;
 - (iii) to amend the objectives of Investcorp to those of a holding company as described in the draft of the Amended and Restated Memorandum and Articles of Association distributed to Shareholders, subject to the approvals of the relevant regulatory authorities; and
 - (iii) to fully amend and restate Investcorp's memorandum and articles of association subject to the approvals of the relevant regulatory authorities reflecting the required changes as per the amended commercial companies law, the HC Module of the Central Bank of Bahrain Rulebook Volume 6 (corporate governance code) as well as the Ministerial Order no. 19 of 2018 promulgating the Corporate Governance Code and reflecting the previously approved payments applied towards partial redemption of series B and full redemption of series C of the preference shares in Investcorp's capital.
3. To authorize any of the Authorized Signatories as listed in the Commercial Registration Extract of Investcorp as maintained by the Ministry of Industry, Commerce and Tourism on 12 February 2019 (the "**Authorised Signatory**"), individually, or anyone to whom the Authorised Signatory delegates this authority, to undertake the necessary steps and to implement or execute any documents necessary to implement the foregoing agenda items, including signing the fully amended and restated memorandum and articles of association before the notary public and any forms or documents required by the relevant regulatory authorities.

INVESTCORP

With God's blessings,



Dr. Yousef Hamad Al-Ebraheem
Chairman of the Board of Directors

Notes:

1. In addition to holders of Ordinary Shares, this Invitation 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. Letters of Appointment/Proxy are available on the website of Investcorp (www.investcorp.com).
4. 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.