

INVESTCORP BANK B.S.C.

**Minutes of the Extraordinary General Meeting
of the Shareholders of Investcorp Bank B.S.C.
held at 11:30 a.m. on July 15, 2015
at Investcorp Bank B.S.C., Investcorp House, Diplomatic Area, Manama,
Kingdom of Bahrain**

Pursuant to the Notice given by the prior Chairman of the Board of Directors of Investcorp Bank B.S.C. to the Shareholders which was published in *Al Ayam* and *Akhbar al Khaleej* newspapers on Monday June 29, 2015, the Extraordinary General Meeting ("EGM") was held at Investcorp House at 11:30 a.m. on Wednesday July 15, 2015.

The Chairman of the Board presided over the EGM which was also attended by the External Auditors, the Legal Advisor and the Share Registrars, 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 EGM.

The attendance quorum was established at 73.18% of the total number of shares comprising the Company's capital.

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

1. The EGM received and discussed the proposed Investcorp Group Remuneration Policies.

IT WAS RESOLVED that the proposed Investcorp Group Remuneration Policies be and are hereby approved.

2. The EGM discussed the need to amend the Company's Memorandum and Articles of Association in order to align them with Resolution (50) for the Year 2014, amending certain provisions of the Commercial Companies Law of the Kingdom of Bahrain (the "CCL"), and to authorize the Board of Directors to designate one or more individuals to sign the Amended Memorandum and Articles of Association before the Notary Public of the Kingdom of Bahrain.

IT WAS RESOLVED that the amendment of the Company's Memorandum and Articles of Association in the manner required in order to align them with Resolution (50) for the Year 2014, amending certain provisions of the CCL, be and is hereby approved.

IT WAS FURTHER RESOLVED, that the Board of Directors of the Company be and is hereby authorized to designate one or more individuals to sign the Amended Memorandum and Articles of Association before the Notary Public of the Kingdom of Bahrain.

There being no further matters to be discussed, the Meeting ended at 11:45 a.m.

Secretary of the EGM

Chairman of the EGM


Stephanie Bess


Nemir Kirdar
Chairman of the Board

EXHIBIT A

DIRECTORS IN ATTENDANCE AT THE EXTRAORDINARY GENERAL MEETING HELD ON JULY 15, 2015

Mr. Nemir A. Kirdar
Mr. Mohammed Bin Mahfoodh Al Ardhi
Mr. Khalid Rashid Al Zayani