

INVESTCORP BANK B.S.C.

**Minutes of the Extraordinary General Meeting
of the Shareholders of Investcorp Bank B.S.C.
held at 11:35 a.m. on September 26, 2017
at Investcorp Bank B.S.C., Investcorp House, Diplomatic Area, Manama,
Kingdom of Bahrain**

Pursuant to the Notice given by the Chairman of the Board of Directors of Investcorp Bank B.S.C. to the Shareholders which was published in *Al Ayam*, *Akhbar al Khaleej* and *Gulf Daily News* newspapers on Sunday, September 10, 2017, the Extraordinary General Meeting ("EGM") was held at Investcorp House at 11:35 a.m. on Tuesday September 26, 2017.

The Vice Chairman of the Board, Dr. Yousef Al-Ebraheem, gave his opening remarks, and informed the attendees that the Chairman of the Board, Mr. Nemir Amin Kirdar, was unfortunately unable to attend and therefore, Dr. Al-Ebraheem chaired the EGM. The EGM which was also attended by the External Auditors, the Legal Advisor and the Share Registrar, 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 82.42% 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 discussed the need to amend Articles 13(a) and 14(b) of the Company's Articles of Association in order to align these Articles with Section 1.3.9 and 1.3.4 respectively of the Central Bank of Bahrain's High-Level Controls Module contained in Volume One of the Central Bank of Bahrain's Rulebook.

IT WAS RESOLVED that Article 13(a) of the Company's Articles of Association would be amended to read as follows:

Article 13(a): The Company shall be administered by a Board of Directors consisting of no less than five (5) and no more than fifteen (15) members, such number to be determined from time to time by shareholders by resolution adopted at an Ordinary General Meeting.

IT WAS FURTHER RESOLVED that Article 14(b) of the Company's Articles of Association would be amended to read as follows:

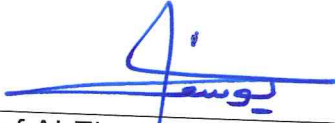
Article 14(b): A meeting of the Board of Directors shall be valid only if attended by at least one half of the Directors.

2. The EGM further approved the designation of Mr. Hatim Sharif Al Zu-bi, Mr. Qays Hatim Al Zu-bi, and Mr. Omar Manassaki of the law firm of Zu-bi and Partners, each of them individually, to undertake all formalities necessary, including signing the Amendment to the 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.

Chairman of the EGM

Secretary of the EGM



Dr. Yousef Al-Ebraheem
Vice Chairman of the Board



Rasha Sabkar

EXHIBIT A

**DIRECTORS IN ATTENDANCE AT THE
EXTRAORDINARY GENERAL MEETING
HELD ON SEPTEMBER 26, 2017**

H.E. Mohammed Bin Mahfoodh Bin Saad Alardhi
Dr. Yousef Hamad Al-Ebraheem
Sh. Mohamed Bin Isa Al Khalifa
Farouk Yousuf Khalil Almoayyed
Waleed Ahmed Salem Al Mokarrab Al Muhairi
Hisham Saleh Ahmed Al Saie
Khalid Rashid Al Zayani
Abdulla Mohammed Al Mazrui