

INVESTCORP

INVESTCORP HOLDINGS B.S.C.
(formerly, "INVESTCORP BANK B.S.C.")

Notice of the Ordinary General Meeting

To be held on Monday, September 23, 2019

At 11:00 a.m.

To

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

(Including letter of appointment of representative of a juristic person or proxy by an individual shareholder to another shareholder or other person to attend the Ordinary General Meeting)

**Investcorp Holdings B.S.C.
(formerly, "Investcorp Bank B.S.C.")**

**Ordinary General Meeting
of the Shareholders of Investcorp Holdings B.S.C.
(formerly, "Investcorp Bank B.S.C.")**

The Chairman of the Board of Directors of Investcorp Holdings B.S.C. (formerly, "Investcorp Bank B.S.C.") is pleased to invite its Shareholders to attend an Ordinary General Meeting of the Shareholders to be held at 11:00 a.m. on Monday, September 23, 2019 at Investcorp House, Diplomatic Area, Manama, Kingdom of Bahrain in order to consider the Agenda items which are divided into two parts set out below and pass appropriate resolutions:

Part I: Matters related to Investcorp Bank B.S.C. for the Fiscal Year ended June 30, 2019, when it was licensed as a wholesale bank by the Central Bank of Bahrain:

Resolutions	Voting Option		
	Affirmative	Negative	Abstain
1. To discuss and approve the Board of Directors' Report on Investcorp Bank B.S.C.'s activities for the fiscal year ended June 30, 2019.			
2. To receive the Report of the Auditors, Messrs. Ernst & Young, in relation to Investcorp Bank B.S.C. for the fiscal year ended June 30, 2019 and approval thereof.			
3. To review and approve the Financial Statements of Investcorp Bank B.S.C. for the fiscal year ended June 30, 2019.			
4. To approve the proposal made by the Board of Directors of Investcorp Bank B.S.C. for allocation of the net profits for the fiscal year ended June 30, 2019 as follows: (A) Distribution of dividends to holders of the outstanding 123,239 Series B Preference Shares in accordance with the Terms and Conditions of issue of said shares for the dividend period July 1, 2018 to June 30, 2019 in the aggregate amount of US\$15,609,526.06. If approved, dividend payments shall be made no later than October 3, 2019.			
(B) Distribution of US\$22,318,998.60 to holders of Ordinary Shares (excluding treasury shares) at the rate of US\$0.30 per Ordinary Share, representing 12% of the paid-up Ordinary Share capital. If approved, dividend payments shall be made no			

INVESTCORP

later than October 3, 2019.			
(C) Carrying over of US\$93,007,640.38 as retained profits for the following fiscal year.			
5. To approve payment of remuneration of the Board of Directors of Investcorp Bank B.S.C. in the aggregate amount of US\$1,470,000 for their service during the fiscal year ended June 30, 2019.			
6. To discharge the Directors of Investcorp Bank B.S.C. from any liability arising in connection with their duties during the fiscal year ended June 30, 2019.			
7. To approve the competitive affiliations of two Directors of Investcorp Bank B.S.C. in accordance with Article 191 of the Commercial Companies Law as well as one previous Director's service as a director of more than three Bahrain public companies.			
8. To discuss the Report on the compliance of Investcorp Bank B.S.C. 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.			
9. To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.			

Part II: Future matters related to Investcorp Holdings B.S.C., as a holding company following the approval of the supervisory authorities on Investcorp Bank B.S.C.'s voluntary surrender of its wholesale license and the change of its commercial name to "Investcorp Holdings B.S.C.":

Resolutions	Voting Option		
	Affirmative	Negative	Abstain
<p>1. To appoint the following members of the Board of Directors to serve on the Board of Directors of Investcorp Holdings B.S.C. from the date of this meeting until the Ordinary General Meeting of Shareholders to be held following the end of the fiscal year ending on June 30, 2022 (the "Term") in accordance with Article 25 of the Articles of Association:</p> <ul style="list-style-type: none"> H.E. Mohammed Bin Mahfoodh Bin Saad Alardhi (Executive Chairman) Waleed Ahmed Salem Al Mokarrab Al Muhairi (representing Mubadala Investment Company PJSC) Hisham Saleh Ahmed Al Saie (representing Konoz Securities Company SPC) 			
2. To elect twelve (12) members to the Board of			

INVESTCORP

Directors for the Term in accordance with Article 25 of the Articles of Association.			
3. To approve the amendment to the Investcorp Group Remuneration Policies.			
4. To re-appoint Messrs. Ernst & Young as the Auditors of Investcorp Holdings B.S.C. for the fiscal year ending June 30, 2020 and empower the Board of Directors to fix their remuneration in respect of that fiscal year based upon the recommendation of the Audit and Risk Committee of the Board of Directors.			
5. To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.			

With God's blessings,



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

**Investcorp Holdings B.S.C.
(formerly, Investcorp Bank B.S.C.)**

Letter of Appointment/Proxy

Shareholder No.:

Name of Shareholder:

(i) Company:

(ii) Individual:

In my/our capacity as a shareholder in Investcorp Holdings B.S.C. (formerly, Investcorp Bank B.S.C.),

(1) holding (_____) * ordinary shares; and/or

(2) holding (_____) * preference shares.

For juristic persons/legal entities: As a (_____) [insert type of entity]*, we have appointed _____* to be our Representative for the purposes indicated below.

For individuals: 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 Monday, September 23, 2019 at Investcorp Holdings B.S.C. (formerly, Investcorp Bank B.S.C.), Investcorp House, Diplomatic Area, Manama, Kingdom of Bahrain or at any other adjournment thereof; and/or
- (2) As holders of preference shares, the purpose of the above appointment/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/Authorized Signatory

* 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.