

**INVESTCORP BANK B.S.C.**

**Notice of the Ordinary General Meeting**

**To be held on Tuesday, September 25, 2018**

**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 Bank B.S.C.**

## 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. (the "Company") 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 25, 2018 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:

Resolutions	Voting Option																	
	Affirmative	Negative	Abstain															
1. To discuss and approve the Board of Directors' Report on the Company's activities for the fiscal year ended June 30, 2018.																		
2. To receive the Report of the Auditors, Messrs. Ernst & Young, for the fiscal year ended June 30, 2018 and approval thereof.																		
3. To review and approve the Financial Statements for the fiscal year ended June 30, 2018.																		
4. To approve the proposal made by the Board of Directors for allocation of the net profits for the fiscal year ended June 30, 2018 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, 2017 to June 30, 2018 in the aggregate amount of US\$14,341,554.99.  If approved, dividend payments shall be made no later than October 4, 2018.																		
(B) Distribution of dividends to holders of the Series B-1, B-2 and Series B-3 Preference Shares that were redeemed by the Company on March 7, 2018 in accordance with the Terms and Conditions of issue of said shares, as follows:  <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Preference Share Series</th> <th style="text-align: center;">No. of Shares Redeemed</th> <th style="text-align: center;">Aggregate Dividend Amount for Redeemed Shares</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">B-1</td> <td style="text-align: center;">30,869</td> <td style="text-align: center;">US\$2,452,549.10</td> </tr> <tr> <td style="text-align: center;">B-2</td> <td style="text-align: center;">51,682</td> <td style="text-align: center;">US\$4,100,325.70</td> </tr> <tr> <td style="text-align: center;">B-3</td> <td style="text-align: center;">17,449</td> <td style="text-align: center;">US\$1,381,113.66</td> </tr> <tr> <td style="text-align: center;"><b>Total</b></td> <td style="text-align: center;"><b>100,000</b></td> <td style="text-align: center;"><b>US\$7,933,988.46</b></td> </tr> </tbody> </table> If approved, dividend payments shall be made no later than October 4, 2018.	Preference Share Series	No. of Shares Redeemed	Aggregate Dividend Amount for Redeemed Shares	B-1	30,869	US\$2,452,549.10	B-2	51,682	US\$4,100,325.70	B-3	17,449	US\$1,381,113.66	<b>Total</b>	<b>100,000</b>	<b>US\$7,933,988.46</b>			
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# INVESTCORP

<p>(C) Distribution of US\$19,059,278 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 4, 2018.</p>			
<p>(D) Carrying over of US\$83,767,096 as retained profits for the following fiscal year.</p>			
<p>5. To approve payment of Board of Directors' remuneration in the aggregate amount of US\$1,520,000 for their service during the fiscal year ended June 30, 2018.</p>			
<p>6. To discharge the Directors of the Company from any liability arising in connection with their duties during the fiscal year ended June 30, 2018.</p>			
<p>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 public companies.</p>			
<p>8. To re-appoint Messrs. Ernst &amp; Young as the Company's Auditors for the fiscal year ending June 30, 2019 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.</p>			
<p>9. To discuss 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.</p>			
<p>10. To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.</p>			

With God's blessings,



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

## 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 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 Tuesday, September 25, 2018 at 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.