

INVESTCORP

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Notice of the Extraordinary General Meeting

To be held on Tuesday, September 26, 2017

At 12:00 p.m.

To

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

(Including letter of appointment of representative of a company or public corporation (juristic person) or proxy by a shareholder to another shareholder or other person to attend the Meeting)

Investcorp Bank B.S.C.

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Extraordinary General Meeting of the Shareholders of Investcorp Bank B.S.C.

The Chairman of the Board of Directors of Investcorp Bank B.S.C. is pleased to invite the Shareholders of the Company to attend an Extraordinary General Meeting of the Shareholders to be held at 12:00 p.m. on Tuesday, September 26, 2017 at the offices of Investcorp Bank B.S.C., Investcorp House, in the Diplomatic Area, Manama, Kingdom of Bahrain in order to consider the Agenda items set out below and pass suitable resolutions:

Resolution	Voting Option		
	Affirmative	Negative	Abstain
<p>1. To approve the amendment of Articles 13(a) and 14(b) of the Company's Articles of Association to bring them in line with the Central Bank of Bahrain Rulebook, Volume One and Volume Six, as follows:</p> <p>a. <u>Article 13(a)</u>: 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.</p> <p>b. <u>Article 14(b)</u>: A meeting of the Board of Directors shall be valid only if attended by at least one half of the Directors.</p>			
<p>2. To approve the designation of one or more individuals from the law firm of Zu'bi & Partners to sign the Amendment to the Articles of Association before the Notary Public of the Kingdom of Bahrain.</p>			

With God's blessings,



Nemir A. Kirdar
Chairman of the Board of Directors

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Investcorp Bank B.S.C.

Letter of Appointment/Proxy

Shareholder No. :

Name of Shareholder:

(i) Company:

(ii) Individual:

I, shareholder in Investcorp Bank B.S.C., (1) holder of () ordinary shares or (2) holder of () preference shares.

In our capacity as a shareholding company ()* / limited liability company ()* / partnership ()* / public corporation ()*, we have appointed _____ to be our Representative.

Or in my capacity 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 Extraordinary General Meeting to be held at 12:00 p.m. on Tuesday, September 26, 2017 at Investcorp Bank B.S.C., Investcorp House, Diplomatic Area, Manama, Kingdom of Bahrain or at any other adjournment thereof.
- (2) Or as holders of preference shares, the purpose of the above designation of our Representative/Proxy is attendance at and participation in the deliberations by him/her at the Extraordinary General Meeting referred to in the preceding paragraph (1) or any adjournment thereof without having the right to vote.

Signature of Shareholder

* 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.