

Quarterly Shareholder Update

Q1 FY2016

(QUARTER ENDED 30 SEPTEMBER 2015)

"Investcorp has a solid brand, established over time thanks to the hard work of our world-class professionals. Many of our client relationships are as old as this Firm and through our proven ability over 33 years, we've shown that we are as relevant to today's new generation of investors as we were when the Firm was founded by my predecessor Nemir Kirdar in 1982. In order for Investcorp to reach its ambitious targets, our priority is to add carefully selected services under the umbrella of our brand while striking the best balance between minimizing risk and growing profit." - Mohammed Al Ardhi, Executive Chairman.

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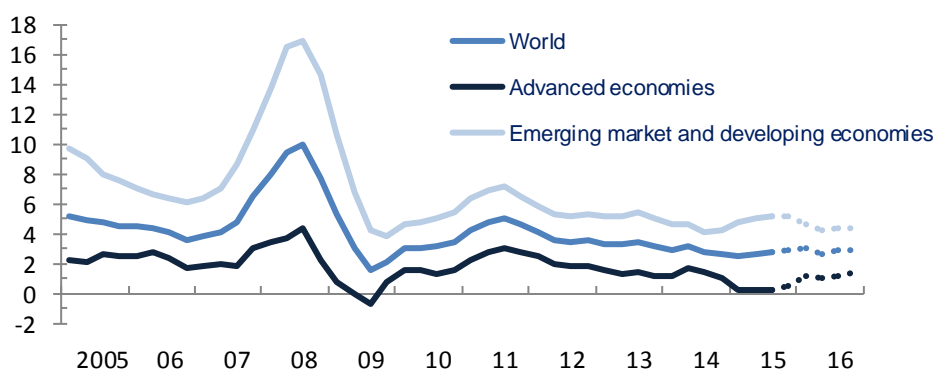
Macro Environment

Over the past three months, global markets have exhibited repeated bouts of volatility. This rough financial weather occurred within a climate of widespread anxiety regarding the pace of global growth, the Fed's readiness for liftoff and a Chinese economy converging towards a new, lower growth equilibrium. The International Monetary Fund (IMF) projects 2015 global growth to be 3.1%, 0.3 percentage points lower than in 2014 and 0.2 percentage points below its July projections. This downgrade reflects a growing loss of momentum by emerging market (EM) economies that threatens to overwhelm the modest recovery in advanced economies¹. EM growth has fallen from 4.6% in 2014 to 4% in 2015 with a tepid outlook for 2016 as well¹.

A sunnier outlook, however, prevails in the advanced economies which remain on track to grow 2% in 2015; an acceleration from 1.8% in 2014 that we expect to persist through at least 2016. Both the Euro area and Japan have experienced a pick-up in the pace of their expansions and as a result we expect them to achieve 1.5% and 0.6% real GDP growth rates, respectively, for 2016 significantly exceeding their 2014 growth rates.

Inflation & Monetary Policy

Global Aggregates: Headline Inflation



Source: IMF World Economic Outlook Update October 2015

This mixed global growth picture contrasts with the clear downward march of global inflation. The IMF projects both developed market (DM) and EM inflation to decline this year. EM inflation (excluding the potentially outsized impact of Ukraine or Venezuela) has

¹ IMF World Economic Outlook Update October 2015

fallen by 30 basis points from 4.5% in 2014 to 4.2% for 2015. A number of central banks have recently articulated their greater concern about the costs of deflation than of inflation. Alongside the ECB, a number of DM central banks have eased policy recently either by lowering rates, such as Australia, Canada, New Zealand, and South Korea or by implementing expansive QE operations as in Sweden².

The Federal Reserve, by contrast, has steadily moved towards a policy rate hike, which has been a major driver of markets' heightened volatility. In July, markets were pricing in a September rate hike at around 65%. However, market sentiment shifted in the late summer as the magnitude of the Chinese economic slowdown became clear. The Fed, convinced that China's economic woes could translate into sustained downward pressure on US prices, decided to forgo a rate hike in its September meeting. Since then, senior Fed policymakers have clearly telegraphed their intent to raise the federal funds rate in December barring major shifts in the health of the US economy.

United States

A strengthening housing market combined with persistently low oil prices should support the US economy to achieve real GDP growth of 2.5% for 2015. While the strong dollar has been a headwind for both the economy and markets, the labor market has continued to improve, with unemployment dropping to 5.0% in October from 5.7% in January. Despite these tailwinds, US growth has disappointed on the downside as the industrial sector has faltered even as the more dominant services sector holds its own. Core inflation had started to pick up earlier this year before the second leg down in oil prices. We agree with the Fed's view that several temporary factors have kept headline inflation artificially low over the past few quarters and that higher core inflation will start to drive headline numbers higher by early 2016.

Euro Area

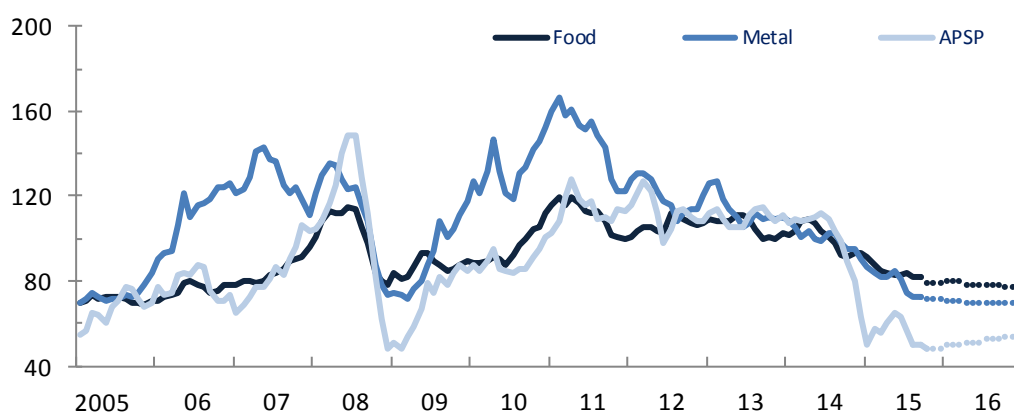
The Euro area's modest recovery has continued to gain traction since our last update, driven by lower energy prices, unusually accommodative monetary policies, and a weaker currency. Italy, Ireland, and Spain have been bright spots in Q3 CY15, while Germany's growth has not met expectations. Improvements in trade conditions, further monetary easing and perhaps also some fiscal spending will also help to keep the recovery on track.

² IMF World Economic Outlook Update October 2015

Japan

For Japan, the IMF projects real GDP growth to be 0.6% in 2015, a notable improvement from its -0.1% contraction last year. Japan's economy has been supported by a combination of accommodative monetary policy, lower commodity prices, and a weaker currency. As inflation remains far below the Bank of Japan's 2% target at present, many expect further quantitative easing announcements from the Bank over the next six to twelve months. While the yen has weakened considerably this year, real goods exports have remained relatively flat, estimated to be as much as 20% less than expected which threatens to become a major headwind.

Real Commodity Price Indices^(a)



(a) Deflated using US consumer price index; index, 2014 = 100

Source: IMF World Economic Outlook Update October 2015

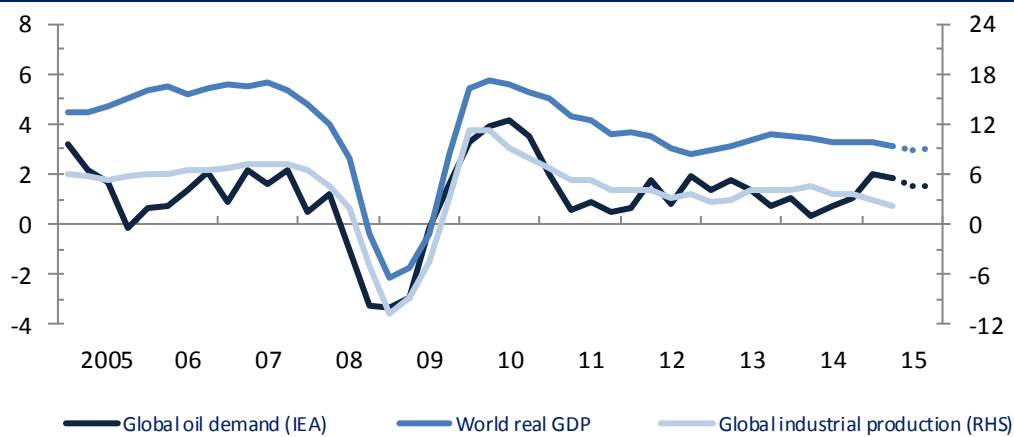
GCC

The IMF recently highlighted some of the challenges faced by Gulf Cooperation Council countries in light of the large share of their fiscal and export revenue associated with oil. The IMF projects the GCC region's export revenue to be about \$275 billion lower in 2015 compared to last year, with growth expected to slow marginally from 3.4% in 2014 to 3.2% in 2015 as a result with an additional leg down to 2.6% in 2016. Increased government debt issuance should offset some of the decline in oil revenues, but this modest ramp-up in debt occurs against a backdrop of considerable financial reserves. As Ms. Christine Lagarde, managing director of the IMF, noted³ in early November, "The GCC countries face the challenge of lower oil prices from a position of strength. Prudent policies over the past decade have enabled them to build up financial buffers which avoid the need for a sudden

³ IMF Press Release No. 15/502, Nov 8, 2015

or disruptive adjustment in fiscal policy.” Inflation has also come down with oil prices since 2014.

Global Activity and Oil Demand^(a)



(a) Year-over-year percent change

Source: IMF World Economic Outlook Update October 2015

An exception to this trend is Turkey which has experienced a sharp acceleration in inflation which is expected to average 7.5% in 2015, 2.5 percentage points higher than the Central Bank of the Republic of Turkey’s (CBRT) target. The IMF projects growth to remain flat at 3% through 2016, a reflection of ongoing political instability and high corporate indebtedness⁴. In its October meeting, the CBRT made no changes to domestic interest rates, choosing to maintain the status quo until the Fed bites the bullet to raise rates. At that point, in turn, the CBRT will likely begin normalizing its policy as well.

⁴ IMF World Economic Outlook Update October 2015

Business Activity

Corporate Investment

The sale of **Skrill** to Optimal Payments PLC was completed in August. Investcorp, through its Technology Funds, had initially invested \$25 million in Skrill (then named Moneybookers) in 2007 for a majority stake. In this time, Skrill's EBITDA grew from €2 million to over €60 million in 2013, when the Technology Funds sold its majority stake to CVC Capital Partners. The agreement to sell Skrill Group to Optimal Payments, in which the Technology Funds still had retained a substantial minority ownership, was finalized in August 2015 for €1.1 billion. The purchase price is a combination of cash and Optimal shares.

In August, **Tyrrells** acquired **Yarra Valley Snack Foods**, a fast-growing premium snacks business making natural, organic and gluten-free products. Based in Australia, Yarra Valley Snack Foods employs around 85 people and generated sales of around A\$17 million in the fiscal year ended June 2015. This acquisition is a natural progression for Tyrrells, allowing it to build local manufacturing capacity to develop further opportunities throughout Asia, and act as a stepping stone for Tyrrells to build its international presence.

In September, Investcorp completed a \$20 million dividend distribution for **PRO Unlimited**. The transaction will be used to pay accumulated interest and redeem a portion of the PIK notes held by Investors. PRO Unlimited is a leading provider of software and services that enable large enterprises to more effectively manage their contingent workforce. Since Investcorp's investment in October 2014, PRO has grown EBITDA from \$28.7 million to \$37.9 million as of August 2015.

Georg Jensen opened its House of Georg Jensen in the heart of Beijing, China in September. Over 100 reporters and journalists from various Chinese media outlets attended the event. In October, George Jensen also opened its flagship boutique store in London's Mayfair area. This well-publicized evening showcased the best of the boutique with the company's CEO and Creative Director, David Chu, commenting that the opening marked a 'new chapter' for the brand.

In October, **Dainese S.p.A.** acquired **POC**, the leading Swedish manufacturer of premium skiing and cycling helmets, apparel and accessories. Like Dainese, POC is a pioneer in innovative safety concepts for sportswear, collaborating with partners such as Volvo, Ericsson and leading Olympic sportspersons to provide athletes and consumers with the highest standard of personal protection. POC is one of the fastest growing brands in the market, growing consistently by over 20% per annum over the past five years.

GL Assessment, one of the two business units that form **GL Education Group**, acquired by Investcorp in 2012, added Lucid Research, a specialist provider of assessments for children with Special Educational Needs and Disabilities (SEND) to its portfolio in June. The combination of assessments from Lucid and GL Assessment will provide schools with a complete SEND assessment package that includes assessments for dyslexia, visual stress, memory, reading and cognitive development.

In October, Investcorp Technology Fund III extended its share ownership in **OpSec Security Group**, to become majority shareholders of the Company. Investcorp Technology Fund III has now launched a take-private offer for OpSec, by offering to buy shares held by independent shareholders, by means of a court-sanctioned scheme of arrangement. Subject to the satisfactory approval of the scheme, it is expected to be effective by the end of calendar 2015.

Other corporate investment news

In July, **CI Europe** organized a one-day offsite for all CFOs and General Counsels of our three Italian portfolio companies (CEME, Dainese and N&W) to present and review in some detail some Italy specific compliance and reporting matters. In addition, the side intent was to bring the group closer together and encourage knowledge-sharing across these three companies.

CI North America organized a one and a half day symposium for all CIOs/CTOs of our portfolio companies in August. The objectives of the conference were to provide a forum for our CIOs/CTOs to meet each other and network, and for them to learn more about Investcorp, meeting the broader team and understanding the advantage of being part of Investcorp.

CI Europe hosted a two-day conference in October for the CEOs of Investcorp's European portfolio companies, the CIE Advisory Directors and other independent board members serving on the boards of our European portfolio companies. The event, held in the London office, featured case studies of selected portfolio companies presented by their respective CEOs and moderated by CIE deal team members. Jim Lawless, a motivational speaker and author of the best-selling book *Taming Tigers* was the guest speaker at the conference's evening reception and dinner.

Real Estate

A new portfolio, **2015 Residential Properties II Portfolio**, was assembled during the quarter, with one new investment acquired during Q4 FY15 and seven acquired in Q1 FY16. The portfolio of eight properties, acquired for approximately \$400 million, was a record placement with \$150 million placed in less than four weeks. All eight properties, which total more than 3.2 million square feet with approximately 3,400 multifamily units, are

situated in major or growing US markets and are well-occupied with a current average occupancy rate of 96%. The eight properties are:

- **Solis at Flamingo**, acquired in Q4 FY15, is located in Las Vegas, Nevada. Las Vegas is the 30th largest metropolitan area in the US and this 524-unit apartment complex is located less than five miles from the Las Vegas Strip.
- **The Reserve at Hoffman Estates**, acquired in July, is located in Chicago, Illinois. This garden style apartment complex is located in Hoffman Estates, a desirable community in the northwest suburbs of Chicago. Chicago is the third largest metropolitan area in the US and has the nation's third largest gross metro product.
- **Rosemont Vinings Ridge**, acquired in August, is located in Atlanta, Georgia. This 494-unit apartment complex is located in the Vinings/Cumberland (Smyrna) submarket of Atlanta, with Atlanta being the ninth largest metropolitan area in the US. Atlanta is expected to outperform both the greater US and South-eastern US over the next five years in terms of employment and population growth.
- **American Communities Portfolio**, acquired in August, consists of 1,203 units across four apartment properties (Bel Air Las Colinas, Bel Air Ranch, Bel Air Ridge and Towne Lake). All four properties are located in strong school districts within the Dallas/Fort Worth area of Texas; an area with strong multifamily markets, in close proximity to significant employment drivers, in densely populated locations.
- **Cherry Creek Club**, acquired in September, is located in Denver, Colorado and consists of 561 units across nine four- and five-story apartment buildings. The property is situated approximately 10 minutes from Cherry Creek, Denver's most upscale retail, dining, entertainment and residential area.

Two properties have also been acquired to form part of a second portfolio for placement in Q2 FY16, as follows:

- **Tower Plaza**, acquired in September, is a multi-tenant office complex located in San Mateo, a submarket of San Francisco, California. The property complex, containing 206,851 square feet, is currently 87% leased.
- **Ballardvale Office Park**, acquired in October, a 550,000 square foot multi-tenant office park in Boston, Massachusetts.

Three properties from the Investcorp Real Estate Credit Fund (IRECF) were realized between July and October: **Doubletree Westborough**, **Doubletree Commerce** and **Doubletree Minneapolis**. IRECF has delivered over a 1.0 multiple to investors with two investments remaining.

Residence Inn Manhattan Beach, an investment acquired in 2011, was realized from the US Diversified IX portfolio in July.

Airport Technology Park, an investment from the US Diversified VIII portfolio, was realized in July.

Villages at Meyerland and **Bristol Square**, investments acquired in 2012, were both realized from the Texas Apartment II Portfolio in July. These two realizations complete the sale of all assets in this portfolio.

In July, a \$30.0 million mezzanine loan secured by the **Paramount Hotel**, a 598 key hotel property located in New York, NY was repaid. The mezzanine loan was funded by Investcorp Real Estate Credit Fund III (IRECF III) in July 2012. This loan is the second investment of IRECF III to be repaid.

Hedge Funds

Our hedge funds balance sheet co-investment portfolio delivered unlevered returns of -2.4% in Q1 FY16, outperforming the industry benchmark, the HFRI Fund of Funds Composite Index, which returned -3.7% for the quarter.

We announced a strategic relationship through our Seeding Platform with Nut Tree Capital Management (Nut Tree Capital), a New York-based alternative credit investment manager led by Jed Nussbaum, which will focus on distressed, stressed and high yield value credit with some exposure to value and event-driven equity. Prior to launching **Nut Tree Capital**, Mr. Nussbaum was at Redwood Capital Management (Redwood), a \$6.4 billion stressed and distressed credit hedge fund management firm, for 12 years where he served as a Partner from 2010 and as the Deputy Portfolio Manager of Redwood Opportunity Fund from 2013 until his departure earlier this year. At Redwood, Mr. Nussbaum invested in the credit and equity of companies across a wide range of industries. He has also held positions in the Mezzanine Debt Group at Whitney & Co. and in the High Yield Finance department at Chase Securities. Mr. Nussbaum holds an M.B.A. from Harvard Business School and a B.A. from Tufts University.

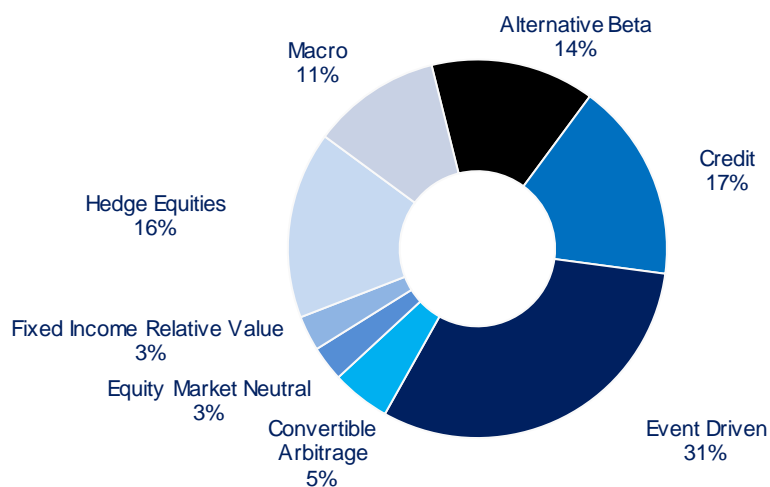
We recently announced the acquisition of the Hedge Fund of Funds business unit of **SSARIS Advisors, LLC**. SSARIS is an investment manager of absolute return hedge fund strategies and hedge fund of funds strategies headquartered in Wilton, Connecticut. With its approximately \$800 million in discretionary and advisory assets, and clients across the US, Europe and Asia, this acquisition will help grow Investcorp's existing Hedge Funds platform and is consistent with our long term strategy to focus on our four areas of expertise: Fund of Funds, Single Managers, Special Opportunity Portfolios and Alternative Beta solutions, and to seek superior returns for our clients. The hedge fund of funds products and team of SSARIS is the first acquisition for Investcorp's Hedge Funds business and clearly affirms a commitment to the expansion of this business line to meet investor demand for innovative and customized solutions.

Investcorp's **Special Opportunities Portfolios** made distributions of \$1.1 million to clients in the quarter.

We successfully launched our **Alternative Beta** product suite.

As at September 30, 2015, our hedge funds co-investment portfolio was positioned with a positive tilt toward equity-oriented strategies (event driven and hedged equities).

Investcorp hedge funds co-investment allocations



- We **downgrade the Hedge Equity strategy to moderately positive** this quarter to reflect a more balanced outlook on US equities. We remain confident, however, in funds' alpha generation potential following the sharp de-risking event that affected the strategy in past months.
- We **remain positive on the Event Driven** strategy, but prefer exposure to hard catalysts events, merger arbitrage in particular.
- We **upgrade Global Macro Discretionary strategy to positive**, reflecting managers' ability, historically, to navigate more volatile financial markets. In addition, macro funds have developed a better information flow across emerging markets that should prove beneficial in today's environment where growth risks are concentrated with EM countries.
- We **remain moderately positive on Global Macro Systematic**. Returns should normalize after the exceptional year in trend, but the strategy still offers potential in an environment with relatively high dispersion among asset classes.
- We **downgrade Fixed Income Arbitrage to moderately positive** as recent flow dynamics in fixed income markets proved difficult to anticipate for systematic models. A discretionary overlay should be helpful to better factor in policy risk and changing technicals with increased selling pressure from emerging markets in key fixed income asset classes.

- We remain **negative to neutral on the Credit complex** for the medium term, with ratings of underweight, slight underweight and neutral for distressed, corporate credit and structured credit, respectively. This view is supported by asymmetric risk/return profiles and diminished alpha generation potential in a lower liquidity environment.
- We are **moderately negative on Convertible Arbitrage** as the strategy opportunity set appears limited, from both a credit and a volatility perspective.

Client Activities

AUM & Fundraising

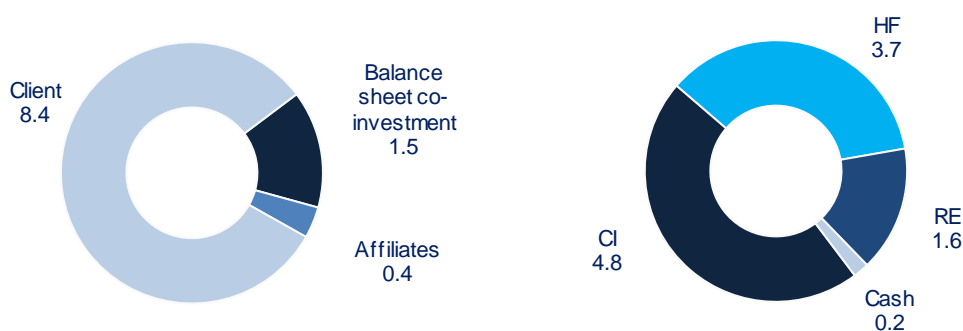
The first three months of Investcorp's fiscal year were a quiet period for placement due to the summer break and the Holy Month of Ramadan. We continued placement of two deals acquired in FY15, Nobel Learning Communities and NDT Corrosion Control Services. The new real estate portfolio, **2015 Residential II** portfolio was launched in mid-October and has been over-subscribed. The placement of POC, the Dainese add-on acquisition has also commenced.

Assets under Management⁵

As of 30 September 2015, our total Assets under Management (AUM) across all products, including our proprietary co-investments was \$10.3 billion and our total client AUM was \$8.4 billion.

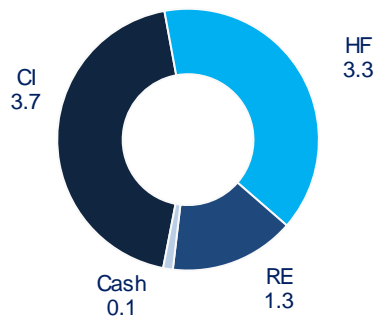
At our recent annual investor conference (see below), Investcorp's Executive Chairman, Mohammed Al Ardhi, announced Investcorp's strategy for its next phase of growth, outlining details of the plan in a speech to investors and shareholders. Mr Al Ardhi said that Investcorp is aiming to increase its AUM by more than 100% over the medium-term. Investcorp will expand its product set, invest in people and it will not lose sight of the Firm's commitment to delivering the highest levels of client service. As Investcorp grows its AUM, we will help our clients grow their wealth in a disciplined way whilst seeking to effectively manage their risk.

Total AUM (\$ billion): 10.3



⁵ Assets under management included approximately \$2.3 billion of single manager funds managed by third party managers where Investcorp receives fees calculated on the basis of assets under management.

Client AUM (\$ billion): 8.4



Investor events

In October, Investcorp hosted a gathering of Chief Executive Officers and Chief Investment Officers of prominent **Omani institutions** to discuss global investment issues. Discussions centred on asset allocation, manager selection and security selection, and how each of these factors can play a part in achieving attractive risk-adjusted returns.

On November 4th and 5th we hosted a two-day **investor conference** in Bahrain. The first day of the event was honoured by the attendance of the Crown Prince of Bahrain, Sheikh Salman bin Hamad bin Isa Al-Khalifa. His Royal Highness was joined by over 300 Investcorp investors from the six GCC countries, who enjoyed a welcome speech from Executive Chairman Mohammed Al Ardhi and a talk from Sir John Sawers, the former Chief of MI6, who spoke on 'Order and Disorder in the World'. The second day of the Conference hosted presentations and panel discussions from the senior Investcorp leadership team, discussing the Firm's activities from a Middle Eastern, North American and European perspective. They were joined by senior management from various Investcorp portfolio companies, who shared information and updates on their businesses and their markets.

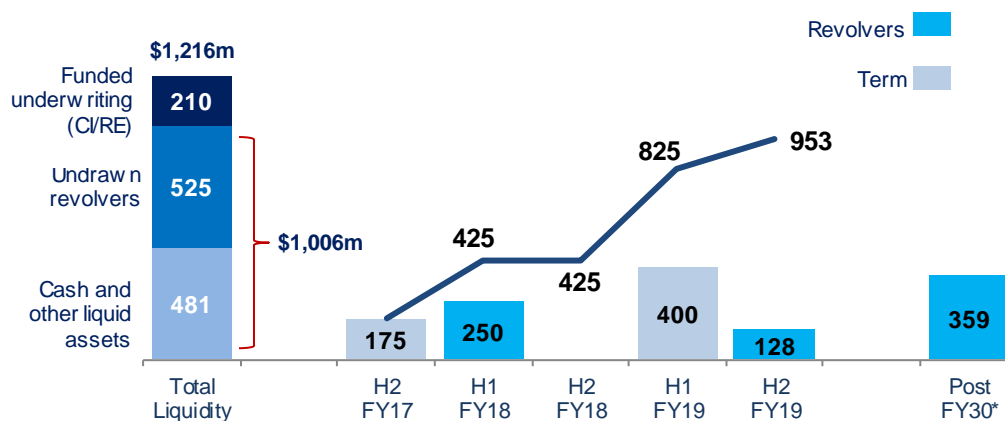
Key Balance Sheet Metrics

	Sep'15	Jun'15
Total assets (\$b)	2.3	2.2
Leverage ratio ⁶	1.6x	1.3x
Net leverage ratio ⁷	0.7x	0.7x
Capital adequacy ratio	25.8%	28.7%
Co-investments ⁸ /(total equity + long term capital ⁹)	0.8x	0.8x
Total accessible liquidity (\$b) ¹⁰	1.0	0.9

Capital adequacy as at 30th September, 2015 is shown net of FY15 proposed appropriations, which were approved by shareholders in September.

Co-investment assets, net of the \$175m secured hedge fund facility, remain fully covered by permanent and long-term sources of capital.

Liquidity and Debt Maturity Profile



*JPY 37b (\$309m at current exchange rates) debt maturing in 2030 and \$50m maturing in 2032

Numbers may not add up due to rounding

⁶ Calculated in accordance with bond covenants

⁷ Calculated in accordance with bank loan covenants which is net of liquidity and underwriting

⁸ Excludes underwriting and is net of revolving facilities secured against hedge fund co-investments

⁹ JPY 37 billion debt maturing in 2030 and \$50 million debt maturing in 2032, deferred fees and total equity

¹⁰ Cash, placements with financial institutions and undrawn revolvers

Credit ratings

Agency	Rating grade	Comment
Moody's Investor Service	Ba2 / Stable outlook	Rating confirmed in published Credit Opinion in Oct 2015
Fitch Ratings	BB / Stable outlook	Ratings Navigator published Jan 2015 Rating report published in Mar 2015 Rating and outlook affirmed in Nov 2015

Other Corporate News

Investcorp Ordinary & Extraordinary General Meetings

In September, the thirty-second Ordinary General Meeting (OGM) and an Extraordinary General Meeting (EGM) for shareholders took place in the Bahrain office. The meetings were attended by a number of Board members, shareholders and their representatives. The Chairman of the Board, Nemir Kirdar, the Executive Chairman, Mohammed Al Ardhi and the Legal Counsel, Hatim Al Z'ubi represented the Firm. The shareholders approved all agenda items.

Investcorp Bank B.S.C. ordinary share split

At the Extraordinary General Meeting of Shareholders held in September, shareholders approved a proposal to split Investcorp Bank B.S.C. ordinary shares on a basis of 100:1. Each ordinary share, having a nominal value of US\$250 per share, will be split into 100 ordinary shares, having a nominal value of US\$2.50 per share, resulting in: (i) an increase in the number of the authorized ordinary shares from 4,000,000 to 400,000,000; and (ii) an increase in the number of the issued ordinary shares from 800,000 to 80,000,000. We believe that the share split should help the traded liquidity of our ordinary shares on the Bahrain Bourse.

Fourth GCC Investcorp office opens in Doha

Investcorp's Qatar subsidiary, Investcorp Investments LLC, was licensed in June by the Qatar Financial Centre Regulatory Authority and began operating from its office in the Qatar Financial Centre in September 2015. Doha becomes Investcorp's fourth office in the GCC.

New Head of Corporate Investment North America

In August, Investcorp appointed David Tayeh as the head of its Corporate Investment business in North America. Mr Tayeh joins from CVC Capital Partners, where he was a partner and led private equity deals that focused on partnering with management to create long-term value. David joins Investcorp with 20-plus years of industry experience and was previously a member of the Investcorp Corporate Investment team for over 10 years. He was also the Senior Vice President and Chief Financial Officer of Jostens, Inc., a former Investcorp portfolio company.

He will be responsible for the strategy and management of Investcorp's Corporate Investment team focused on investment opportunities in North America-headquartered

companies with leading positions in their industry, strong track records of growth and cash flow, and led by best-in-class management teams.

Investcorp and BDI hold the third Chairman Summit

In September, the GCC Board Directors Institute (BDI) hosted the third Chairman Summit at Al Faisaliah Hotel in Riyadh in partnership with Investcorp. Mohammed Al-Shroogi our Co-CEO and BDI Chairman gave the opening speech at the event which was attended by more than 60 chairpersons and CEOs from leading organizations across the Gulf. The event featured three panel discussions with each focusing on a specific aspect of the role of the chairman, the value of reputation, the chairman's role in enhancing board effectiveness, and the board's role in leading companies through change.

Corporate Contact Information

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