

**INVESTCORP HOLDINGS B.S.C.**

**Notice of the Ordinary General Meeting**

**To be held on Tuesday, September 29, 2020  
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.

### Ordinary General Meeting of the Shareholders of Investcorp Holdings B.S.C.

The Chairman of the Board of Directors of Investcorp Holdings B.S.C. (the "Company") is pleased to invite its Shareholders to attend an Ordinary General Meeting of the Shareholders to be held at 11:00 a.m. on Tuesday, September 29, 2020 at 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. Review and approve the Minutes of the Company's prior year's Ordinary General Meeting that was held on September 23, 2019.			
2. To discuss and approve the Board of Directors' Report on the Company's activities for the fiscal year ended June 30, 2020.			
3. To receive and read the Report of the Auditors of the Company, Messrs. Ernst & Young, for the fiscal year ended June 30, 2020 and approval thereof.			
4. To review and approve the Financial Statements of the Company for the fiscal year ended June 30, 2020.			
5. To approve the proposal made by the Board of Directors of the Company for the distribution of dividends for the fiscal year ended June 30, 2020 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, 2019 to June 30, 2020 in the aggregate amount of US\$14,950,299.  If approved, dividend payments shall be made no later than October 8, 2020.			
(B) Distribution of dividends to holders of the Ordinary Shares (excluding treasury shares) in the aggregate amount of US\$7,226,829 representing a rate of US\$0.10 per Ordinary Share, which represents 4% of the paid-up			

<p>Ordinary Share capital.</p> <p>If approved, dividend payments shall be made in accordance with the following timeline:</p> <table border="1" data-bbox="240 387 887 976"> <thead> <tr> <th data-bbox="240 387 564 421">Event</th> <th data-bbox="564 387 887 421">Date</th> </tr> </thead> <tbody> <tr> <td data-bbox="240 421 564 512"><b>Cum-Dividend Date</b> <i>(Last day of trading with entitlement to dividends)</i></td> <td data-bbox="564 421 887 512">September 30, 2020</td> </tr> <tr> <td data-bbox="240 512 564 636"><b>Ex-Dividend Date</b> <i>(First day of trading without entitlement to dividends)</i></td> <td data-bbox="564 512 887 636">October 1, 2020</td> </tr> <tr> <td data-bbox="240 636 564 819"><b>Record Date</b> <i>(The Day on which all shareholders whose names are on the share register will be entitled to dividends)</i></td> <td data-bbox="564 636 887 819">October 4, 2020</td> </tr> <tr> <td data-bbox="240 819 564 976"><b>Payment Date</b> <i>(The Day on which the dividends will be paid to the entitled shareholders)</i></td> <td data-bbox="564 819 887 976">October 8, 2020</td> </tr> </tbody> </table>	Event	Date	<b>Cum-Dividend Date</b> <i>(Last day of trading with entitlement to dividends)</i>	September 30, 2020	<b>Ex-Dividend Date</b> <i>(First day of trading without entitlement to dividends)</i>	October 1, 2020	<b>Record Date</b> <i>(The Day on which all shareholders whose names are on the share register will be entitled to dividends)</i>	October 4, 2020	<b>Payment Date</b> <i>(The Day on which the dividends will be paid to the entitled shareholders)</i>	October 8, 2020			
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<p>6. To review and approve Related Party Transactions, as described in Note 30 to the consolidated financial statements of the Company as of June 30, 2020, and in accordance with Article 189 of the Bahrain Commercial Companies Law.</p>													
<p>7. To approve payment of remuneration of the Board of Directors of the Company in the aggregate amount of US\$1,630,000 for their service during the fiscal year ended June 30, 2020.</p>													
<p>8. To discharge the Directors of the Company from any liability arising in connection with their duties during the fiscal year ended June 30, 2020.</p>													
<p>9. To approve the adoption of the “Bespoke Investcorp Ownership Program”, a share ownership incentive program to be offered to the employees of Investcorp Group, subject to the approval of the Central Bank of Bahrain.</p>													
<p>10. To re-appoint Messrs. Ernst &amp; Young as the Company’s Auditors for the fiscal year ending June 30, 2021 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.</p>													

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11. To discuss the Report on the Company's compliance with its Corporate Governance Guidelines, the Ministry of Industry, Commerce and Tourism's Corporate Governance Code and the Central Bank of Bahrain's High Level Controls Module.			
12. 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.

### 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.,

(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. The email address of our Representative is \_\_\_\_\_ (The Meeting will be held virtually, so we require the email address of the Representative).

For individuals: As an individual, I have appointed \_\_\_\_\_ \* as my Proxy for the purposes indicated below. The email address of my Representative is \_\_\_\_\_ (The Meeting will be held virtually, so we require the email address of the Representative).

- (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 29, 2020 at 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.

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**Signature of Shareholder/Authorized Signatory**

\* Please fill in brackets and blank spaces as appropriate.

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**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. +973 17108833, Fax. +973 17228061.
3. Should you require any further information, please contact the Corporate Governance Officer, Rasha Sabkar, on +973 17532000.
4. Investcorp Holdings B.S.C. Consolidated Financial Statements as of June 30, 2020 are available on the Company's website ([www.investcorp.com](http://www.investcorp.com)) and the Bahrain Bourse website ([www.bahrainbourse.com](http://www.bahrainbourse.com)).