

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

**SHAREHOLDER CIRCULAR**

**FOR THE  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ELECTRONICALLY  
ON  
TUESDAY, 24<sup>th</sup> NOVEMBER, 2020**

November 2, 2020

Dear Shareholders

An Extraordinary General Meeting of the Shareholders of Investcorp Holdings B.S.C. (the “**Company**”) is scheduled to be held electronically at 11:00 a.m. on Tuesday, 24<sup>th</sup> November, 2020 at Investcorp House, Diplomatic Area, Manama, Kingdom of Bahrain to consider the amendment to Article 5(b) of the Memorandum of Association and Article 6(b) of the Articles of Association of the Company to provide for an increase in issued and paid up share capital of the Company, and to designate one or more individuals to sign the Amendment to the Memorandum of Association and Articles of Association before the Notary Public of the Kingdom of Bahrain.

The Company is intending to raise additional capital by issuing a new class of preference shares (namely, Series E preference shares). The proceeds from the issuance of the Series E preference shares will be used for general corporate purposes, which may include, at the option of the Company, after taking into account the proceeds of the offering, redeeming all or some of the Company’s existing non-cumulative, non-participating, registered Series B tranche 1, 2 and 3 preference shares issued between June and August 2009, of which approximately US\$123,239,000 in aggregate nominal value is currently outstanding.

The Board of Directors accordingly proposes to amend the Company’s Memorandum of Association and Articles of Association (i) to increase the Company’s issued and paid up share capital and to create a new class of preference shares (namely, Series E preference shares), so that the Company can issue up to 4,000 (Four Thousand) additional preference shares to third party investors and to employees and (ii) to redeem, should the Board of Directors decide, up to 123,239 Series B preference shares with a nominal value of USD 1,000 in accordance with the terms and conditions set out in Annex B of the Articles of Association of the Company and the Commercial Companies Law and to remove Annex B from the Articles of Association of the Company once all the Series B preference shares are redeemed.

The exact amount of the issued and paid up capital will be dependent on the number of Series E preference shares issued and the number of Series B preference shares redeemed.

In addition to the above, pursuant to the recent amendments to the Commercial Companies Law No. 21 of 2001, as amended, the following amendments to the Articles of Association are proposed:

- (a) To amend Article 47 of the Articles of Association to include a new paragraph (7) as follows:  
“(7) The shareholders meetings may also be convened using electronic or telephonic means of communication in accordance with the provisions of the Commercial Companies Law.”
  
- (b) To amend Articles 44(2) and 46(2) as follows:

Replace all references to “at least two Arabic newspapers, one being local” with “at least two daily local newspapers, one issued in Arabic and the other in English.”

(c) To amend Article 47(1) as follows:

Replace reference to “at least two daily newspapers issued in Arabic” with “at least two daily local newspapers, one issued in Arabic and the other in English.”

(d) To amend and restate Article 55 as follows:

“Subject to provisions and rules issued by the Central Bank of Bahrain, the legal (compulsory) reserve shall be used to increase the company's capital or cover its losses that cause a decrease in its capital. If such reserve exceeds 50% of the issued capital, the general assembly may resolve to distribute the excess to shareholders in years in which the company does not realize net profits sufficient to distribute dividends to shareholders.”

The amendments to the Memorandum of Association and Articles of Association are subject to the approvals of the Central Bank of Bahrain and the Ministry of Industry, Commerce and Tourism.

It is proposed that the Authorized Signatories as listed in the Commercial Register maintained by the Ministry of Industry, Commerce and Tourism (each an “**Authorized Signatory**”), be designated to represent the Company before the relevant governmental authorities with respect to the amendment of the Company's Memorandum of Association and Articles of Association, and that any Authorized Signatory be authorized to sign the terms and conditions of the aforementioned Series E preference shares and amendments to the Memorandum of Association and Articles of Association before the Notary Public of the Kingdom of Bahrain and file the notarized terms and conditions and the amendments to the Memorandum and Articles of Association with the regulatory authorities, as needed.

With God's blessings,



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