

INVESTCORP

Investcorp Holdings B.S.C.
Holding Company

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INVESTCORP HOLDINGS B.S.C.

**Notice of the Extraordinary General Meeting
To be held electronically at 11.00 a.m. on 2 June 2021**

To

**Holder of Ordinary Shares and
Holder of the Series B 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 Extraordinary General Meeting)

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**Investcorp Holdings B.S.C.
Extraordinary General Meeting
of the Shareholders of Investcorp Holdings B.S.C.**

The Board of Directors of Investcorp Holdings B.S.C. (the “**Company**”) is pleased to invite its Shareholders to attend an Extraordinary General Meeting of the Shareholders to be held electronically at 11.00 a.m. on 2 June 2021 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. Approval of the minutes of the Extraordinary General Meeting of 24 November 2020.			
2. Approval of delisting Investcorp Holdings B.S.C. from Bahrain Bourse.			
3. Approval of the proposed conversion of the legal form of Investcorp Holdings B.S.C. from Public (B.S.C.) to a Closed Shareholding Company (B.S.C.(c)) as per the terms of offer contained in the Board Circular, the provisions of the Commercial Companies Law and the Ministry of Industry, Commerce and Tourism (“MoICT”)’s approval.			
4. Approval of the proposed commercial name change from Investcorp Holdings B.S.C. to Investcorp Holdings B.S.C.(c).			

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<p>5. Approval of the amendment and restatement in full of the Memorandum and Articles of Association of the Company (in the form of the draft circulated to the shareholders), subject to finalizing the shareholding structure following the objection period as per the requirements under the Commercial Companies Law and the MoICT's approval, and authorising the Board of Directors to finalize the terms of the Memorandum and Articles of Association to reflect any changes required by MoICT subsequent to the issuance of the EGM resolution.</p>			
<p>6. Approval of maintaining the current Board of Directors composition and authorize the same to continue up to the expiry of its term.</p>			
<p>7. To authorize the Board of Directors to (i) allocate or redirect the shares to be repurchased from shareholders accepting the cash offer and from the shareholders objecting to the conversion to affiliated parties for the purposes of future employee ownership plans as it deems appropriate; (ii) finalize the shareholding structure following the objection period and to undertake the necessary steps (including, but not limited to, holding shares in treasury) and to implement and execute any</p>			

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documents necessary to give effect to the resolutions issued pursuant to the foregoing agenda items, including signing the fully amended and restated memorandum and articles of association before the notary (public or private) and any forms or documents required by the relevant regulatory authorities; and (iii) delegate all or any of its powers and authorities pursuant to the resolutions to any one or more persons as it deems fit.			
8. Any other business.			

With God's blessings,



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

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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 Extraordinary General Meeting to be held electronically at 11.00 a.m. on 2 June 2021 at Investcorp House, Diplomatic Area, Manama, Kingdom of Bahrain or at any other adjournment thereof; and/or

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- (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 Extraordinary General Meeting referred to in the preceding paragraph (1) or any adjournment thereof without having the right to vote.

Signature of Shareholder/Authorized

* 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. Any shareholder who wishes to attend must indicate his/her email address and contact details in the Letters of Appointment/Proxy and send it to Bahrain Clear, as indicated below, at least 24 hours prior to the scheduled time of the EGM. Bahrain Clear will send all shareholders who will attend a link to enable the attendee to take the necessary steps to join the session electronically. The device used to participate in the online session must be compatible with video and telecom services.
3. 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 17108786, Fax. +973 17228061 or electronically by email registry@bahrainclear.com at least 24 hours prior to the meeting.
4. Should you require any further information, please contact Mr. Firas El Amine, the Company's Head of Corporate Communications, on +973 17532000.