

INVESTCORP HOLDINGS B.S.C.

Notice of the Ordinary General Meeting

**To be held virtually on Wednesday, September 22, 2021
At 11:00 a.m.**

To

**Holders of Ordinary Shares and
 Holders of 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 Ordinary General Meeting)

Investcorp Holdings B.S.C.

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

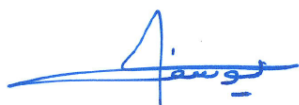
The Chairman of the Board of Directors of Investcorp Holdings B.S.C. (the “Company”) is pleased to invite its Shareholders to attend an Ordinary General Meeting of the Shareholders to be held virtually at 11:00 a.m. on Wednesday, September 22, 2021 in order to consider the Agenda items set out below and pass appropriate resolutions:

Resolutions	Voting Option		
	Affirmative	Negative	Abstain
1. To review and approve the Minutes of the Company’s prior year’s Ordinary General Meeting that was held on September 29, 2020.			
2. To discuss and approve the Board of Directors’ Report on the Company’s activities for the fiscal year ended June 30, 2021.			
3. To receive and read the Report of the Auditors of the Company, Messrs. Ernst & Young, for the fiscal year ended June 30, 2021 and approval thereof.			
4. To review and approve the consolidated Financial Statements of the Company for the fiscal year ended June 30, 2021.			
5. To approve the proposal made by the Board of Directors of the Company for the allocation of the net profits for the fiscal year ended June 30, 2021 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, 2020 to June 30, 2021 in the aggregate amount of US\$12,891,803.28. If approved, dividend payments shall be made no later than October 6, 2021. (B) Distribution of dividends to holders of			

<p>the outstanding 2,018 Series E Preference Shares in accordance with the Terms and Conditions of issue of said shares for the dividend period January 28, 2021 to June 30, 2021 in the aggregate amount of US\$8,780,373.29.</p> <p>If approved, dividend payments shall be made no later than October 6, 2021.</p> <p>(C) Distribution of dividends to holders of the Ordinary Shares (excluding treasury shares) in the aggregate amount of US\$21,959,730.69 representing a rate of US\$0.30 per Ordinary Share, which represents 12% of the paid-up Ordinary Share capital.</p> <p>If approved, dividend payments shall be made no later than October 6, 2021.</p> <p>(D) Carrying over of US\$81,515,785.34 as retained earnings for the following fiscal year ("FY2021 Retained Earnings").</p>			
<p>6. To approve the distribution of dividends to holders of the outstanding 2,018 Series E Preference Shares in accordance with the Terms and Conditions of issue of said shares for the dividend period July 1, 2021 to October 5, 2021 in the aggregate amount of US\$5,530,494.86 from the FY2021 Retained Earnings.</p> <p>If approved, dividend payments shall be made no later than October 6, 2021.</p>			
<p>7. To review and approve Related Party Transactions, as described in Note 25 to the consolidated financial statements of the Company as of June 30, 2021, and in accordance with Article 189 of the Bahrain Commercial Companies Law.</p>			
<p>8. To ratify the appointment of Ms. Frances Fragos Townsend to serve on the Board of Directors of the Company to fill the vacancy created by the resignation of Lord Gerry Grimstone, from January 13, 2021 until the Ordinary General Meeting of Shareholders</p>			

to be held following the end of the fiscal year ending on June 30, 2022.			
9. To approve payment of remuneration of the Board of Directors of the Company in the aggregate amount of US\$1,620,000 for their service during the fiscal year ended June 30, 2021.			
10. To discharge the Directors of the Company from any liability arising in connection with their duties during the fiscal year ended June 30, 2021.			
11. To re-appoint Messrs. Ernst & Young as the Company's Auditors for the fiscal year ending June 30, 2022 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.			
12. 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.			
13. 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 virtually at 11:00 a.m. on Wednesday, September 22, 2021; 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.

Signature of Shareholder/Authorized Signatory

* Please fill in brackets and blank spaces as appropriate.

INVESTCORP

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 17108786, Fax. +973 17228061 or electronically by email registry@bahrainclear.com at least 24 hours prior to the meeting.
3. Any shareholder who wishes to attend must indicate his/her email address and contact details in this letter of appointment/proxy and send it to Bahrain Clear, as indicated above, at least 24 hours prior to the scheduled time of the meeting. 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.
4. Should you require any further information, please contact the Corporate Governance Officer, Puralyn Fiel, on lfiel@investcorp.com.
5. Investcorp Holdings B.S.C. Consolidated Financial Statements as of June 30, 2021 are available on the Company's website (www.investcorp.com).