

INVESTCORP HOLDINGS B.S.C.(c)

SHAREHOLDERS' CIRCULAR

**FOR THE
ORDINARY GENERAL MEETING OF SHAREHOLDERS
TO BE HELD
ON
SEPTEMBER 22, 2022**

September 1, 2022

Dear Shareholders

The Ordinary General Meeting of Shareholders of Investcorp Holdings B.S.C.(c) (the "Company") is scheduled to be held at 11:00 a.m. on Thursday, September 22, 2022 (the "September 2022 OGM") at Investcorp House, Diplomatic Area, Manama, Kingdom of Bahrain, to consider the matters listed on the Agenda.

The purpose of this Shareholders' Circular is to provide information to Shareholders regarding Agenda Items 10, 11, 12 and 13 as follows:

10. *To re-appoint the following members of the Board of Directors to serve on the Board of Directors of The Company from the date of this meeting until the Ordinary General Meeting of Shareholders to be held following the end of the fiscal year ending on June 30, 2025 (the "Term") in accordance with Article 17 of the Articles of Association:*

- *H.E. Mohammed Bin Mahfoodh Bin Saad Alardhi (Executive Chairman)*
- *Waleed Ahmed Salem Al Mokarrab Al Muhairi (representing Mubadala Investment Company PJSC)*
- *Hisham Saleh Ahmed Al Saie (representing Kono Securities Company W.L.L.)*

11. *To elect, or re-elect the following eleven (11) members, to the Board of Directors for the Term in accordance with Article 17 of the Articles of Association.*

- *Dr. Yousef Hamad Al-Ebraheem*
- *Khalid Rashid Al Zayani*
- *Dr. Joachim Faber*
- *Dr. Mazen Soliman Fakeeh*
- *Abdullah Saud Alhumaidhi*
- *Sh. Mohamed Bin Isa Al Khalifa*
- *Abdullah Mohammed Mazrui*
- *H.E. Eng. Abdulatif Ahmed Al Othman*
- *Gregory Kam Leung So*
- *Sh. Abdulrahman Bin Saud Al-Thani*
- *Frances Fragos Townsend*

Each of the candidates for appointment to the Board of Directors listed above is currently serving as a Director of the Company.

At its meeting on July 27, 2022, the Nomination and Remuneration Committee (the "Committee") discussed and reviewed the previously approved Director Selection Criteria, as well as the experience and contributions of each existing Board Member.

In consideration of each Directors' tenure, past performance, experience, qualifications and commitment shown to the Company, the Committee determined that the existing 14 Directors were the best candidates to be nominated for re-appointment / re-election at the September 2022 OGM.

The Board of Directors approved the actions of the Committee at its meeting on July 28, 2022 and each Director has expressed their interest in continuing to serve as a member of the Board of Directors.

In addition to the foregoing, and as required by the Corporate Governance Code and the Company's Corporate Governance Guidelines, the performance of the Board of Directors as a whole and each Director was evaluated during Fiscal Year 2022. Such evaluation was led by the Corporate Governance Committee of the Board of Directors and, at the end of the evaluation process, the Corporate Governance Committee reported to the Board of Directors that each Director has individually discharged his responsibilities as a Director of the Company. The Board of Directors approved and adopted the evaluation report of the Corporate Governance Committee at a meeting of the Board of Directors that was held on February 2, 2022.

During a meeting held on November 2, 2021, the Corporate Governance Committee considered the criteria for "Director Independence" as set out in the Corporate Governance Code and determined that ten (10) of the then current directors were deemed 'Independent' directors. During its meeting of November 3, 2021, the Board of Directors made the same determination. Subsequent to this determination, Mr. John Fraser resigned as a Director on November 5, 2021 and as at the date of the September 2022, OGM, there are nine (9) directors who are deemed 'independent'.

The Directors deemed non-independent in accordance with the criteria for "Director Independence" as set out in the Corporate Governance Code are as follows:

- H.E. Mohammed Bin Mahfoodh Bin Saad Alardhi;
- Sh. Mohamed Bin Isa Al Khalifa;
- Waleed Ahmed Salem Al Mokarrab Al Muhairi;
- Hisham Saleh Ahmed Al Saie; and
- Sh. Abdulrahman Bin Saud Al-Thani.

The Board of Directors, having considered the list of candidates for appointment for the Term, together with their experience, qualifications, evaluation and their independent status, is pleased to recommend to the Shareholders at the September 2022 OGM that the above fourteen (14) candidates be appointed as the new Board of Directors of the Company for the Term.

The Board of Directors is not aware of any relationship between the Directors other than the fact that (i) each Director serves with the other Directors on the Board of Directors, (ii) certain of the Directors are strategic shareholders of the Company and, with other strategic shareholders of the Company, participate in the Company's investment products.

Information for each Director, including any professional qualifications and experience, other directorships held, other positions which involve significant time commitments, and any relationship between him or her and the Company is provided in Exhibit 1 to the Corporate Governance Report made available to the Shareholders on the Company's website.

12. To approve the proposed amendments to the Company's Remuneration Policies.

The Shareholders have previously approved the Investcorp Group Remuneration Policies. These policies have been amended to clarify that remuneration that is in the form of deferred remuneration to align employee interests with those of Shareholders and clients, is comprised of share-linked awards, or such other instruments as is approved by the Nomination and Remuneration Committee.

Further revisions relate to the confirmation that the business ensures it is in compliance with remuneration regulatory requirements in each country in which Investcorp has a regulatory presence. The following section has been inserted into the Company's Remuneration Policies:

"Ensure compliance with regulations in each country in which the Group has a regulated presence.

Investcorp tracks and monitors regulatory compliance for each jurisdiction that it operates in, including applicable laws/regulations, tax requirements, and any required regulatory assessments."

A copy of the revised Remuneration Policies are available to Shareholders on the Company's website.

13. To approve the adoption of the Monetization Incentive Plan ("MIP"), an incentive program to be offered to certain employees of the Company and select consolidated subsidiaries of the Company and empower the Board of Directors to amend and supplement the MIP and term sheet thereto from time to time and take such actions as may be required to implement the MIP.

Investcorp has developed a special incentive program that is designed to motivate and reward a very select number of senior executives to achieve a future successful monetization event for Shareholders.

The MIP is designed to align the interests of Shareholders and MIP participants with the goal of creating value and achieving the best outcome for all stakeholders.

The awarded percentage will vest over a period of five (5) years starting from the date of the delisting which was around July 1, 2021. In addition to time-vesting, the MIP has strong performance thresholds to ensure employees are rewarded for creating and crystallizing value for shareholders.

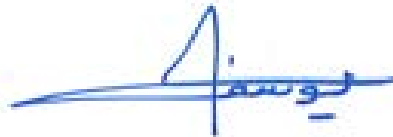
The Indicative key terms are described on the following page.

Approach	
Total MIP pool	Total pool = 15% of the difference in value between the monetization event and the delisting value in July 2021 subject to meeting certain conditions.
Form of the award	Delivery via either or a combination of a Profits Interest or a Phantom Equity structure, depending on a tax, regulatory and legal analysis for each jurisdiction where MIP participants are based.
Vesting	<p>Ratable time-based vesting of entire award over 5 years (20% per year) starting at date of delisting (July 1, 2021)</p> <p>Vesting of the awards will occur as follows:</p> <ul style="list-style-type: none"> • Knock-In Condition, requiring minimum 8% CAGR on de-listing stock price and >1.5x book value multiple at the time of monetization • Tranche 1 (40%): value based on monetization share price between 1.5x-2x MOIC on delisting share price of \$11.50 per share (i.e., linear interpolation between share price range of \$17.25-\$23.00 per share) • Tranche 2 (30%): value based on monetization share price between 2x-3x MOIC on delisting share price of \$11.50 per share (i.e., linear interpolation between share price range of \$23.00-\$34.50 per share) • Tranche 3 (30%): value based on monetization share price between 3x-4x MOIC on delisting share price of \$11.50 per share (i.e., linear interpolation between share price range of \$34.50-\$46.00 per share) <p>If no monetization within 7 years, awards expire.</p> <p>Vesting will accelerate in the event of a sale of the Company (not public offering)</p> <p>The program will also include what the Board considers to be customary good and bad leaver provisions.</p>
Payout	<p>In the event of a monetization event, the MIP award value will be determined based on the value of the transaction, as follows.</p> <p>If the monetization event is a sale:</p> <ul style="list-style-type: none"> • MOIC performance will be measured based on the transaction value • Knock-In Condition must be satisfied for any award to vest (8% CAGR and >1.5x book value multiple at the time of monetization) • All Tranches will be earned based on transaction value MOIC • Vesting will accelerate on all earned awards and value will be delivered to participants in the same combination of cash and/or stock as other shareholders <p>If the monetization event is a public offering:</p> <ul style="list-style-type: none"> • MIP awards will be converted into share equivalents based on the offering price • Knock-In Condition must be satisfied (8% CAGR and >1.5x book value multiple) • MOIC performance will be measured VWAP during the 90-day period following expiration of the lock-up • All Tranches will be earned based on measured MOIC performance, and delivered to participants in a combination of vested and unvested restricted stock units (to the extent earned pursuant to the 5-year time-based vesting condition)

In light of the foregoing, at its meeting on April 27, 2022, the Board of Directors discussed and reviewed the MIP and approved the creation of the MIP. Subsequent to this, and following further advice from the Company's tax and legal advisors, the Board of Directors further approved, at its meeting on July 28, 2022, that the form of MIP may take the form either of a '*profits interest*' structure, a '*phantom equity*' plan structure, or a hybrid of those structures and that, as part of such structures, additional shares of the Company may need to be issued.

The Board of Directors are recommending to the Shareholders at the September 2022 Ordinary General Meeting to approve the MIP and empower the Board of Directors to amend and supplement the MIP and term sheet thereto from time to time and take such future actions as may be required to implement the MIP.

With God's blessings,



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