

**Ordinary General Meeting of the Shareholders
of Investcorp Holdings B.S.C.(c)
to be held on
Thursday, September 22nd 2022, 11:00 AM**

Letter of Appointment/Proxy

Investor NIN / Shareholder No.*:	
Name of Shareholder:*	
Type of Shareholder:	Individual <input type="checkbox"/> or Company <input type="checkbox"/> (please tick as appropriate)

In my/our capacity as a shareholder in Investcorp Holdings B.S.C.(c);

(1) holding (_____) * ordinary shares; and/or

(2) holding (_____) * preference shares.

For juristic persons/legal entities:

As a (_____) **, we have appointed _____
_____ * to be our Representative for the purposes indicated below. The email address of our Representative
is _____ *.

For individuals:

As an individual, I have appointed _____ * as my Proxy for the purposes
indicated below. The email address of my Representative is _____ *.

- (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, as indicated on Annex A attached to this letter of Appointment/Proxy; 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 complete as appropriate

** please insert type of entity i.e., 'company limited by shares', 'with limited liability'

Notes:

1. Shareholders whose names are registered on the Company's share register on the date of the General Meeting are invited to attend the General Meeting or appoint a proxy to attend and vote on their behalf. The Company's Series B Preference shareholders shall have the right to attend the General Meeting or appoint a proxy to attend in their place, without having the right to vote.
2. Holders of proxies (other than representatives of juristic persons) may not be the Chairman of the Company's Board of Directors, a Director or an employee of the Company in accordance with Article 203 of the Commercial Companies Law, as amended from time to time.
3. For any further information please contact the Corporate Governance Officer, Puralyn Fiel, on lfiel@investcorp.com.
4. For further information with regards to the appointment of proxies, please reach out to Bahrain Clear at registry@bahrainclear.com or on tel: +973 17108786 at least 48 hours prior to the meeting.

ANNEX A

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 22, 2021.			
2. To discuss and approve the Board of Directors' Report on the Company's activities for the fiscal year ended June 30, 2022.			
3. To receive, read, and approve the Report of the Auditors of the Company, Messrs. Ernst & Young, for the fiscal year ended June 30, 2022.			
4. To review and approve the consolidated Financial Statements of the Company for the fiscal year ended June 30, 2022.			
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, 2022 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, 2021 to June 30, 2022 in the aggregate amount of US\$12,502,339.36. If approved, dividend payments shall be made no later than October 6, 2022.			
(B) Distribution of dividends to holders of the outstanding 2,018 Series E Preference shares in accordance with the Terms and Conditions of issues of said shares for the dividend period October 6, 2021 to June 30, 2022 in the aggregate amount of US\$ 15,318,932.29. If approved, dividend payments shall be made no later than October 6, 2022.			
(C) Distribution of dividends to holders of the Ordinary Shares (excluding treasury shares) in the aggregate amount of US\$23,740,367 representing a rate of US\$ 0.30 per Ordinary Share, which represents 12% of the paid-up Ordinary Share capital. If approved, dividend payments shall be made no later than October 6, 2022.			
(D) Carrying over of US\$ 78,333,439.34 as retained earnings for the following fiscal year ("FY2022 Retained Earnings").			

<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, 2022 to October 5, 2022 in the aggregate amount of US\$5,491,692.71 from the FY2022 Retained Earnings.</p> <p>If approved, dividend payments shall be made no later than October 6, 2022.</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, 2022, and in accordance with Article 189 of the Bahrain Commercial Companies Law.</p>			
<p>8. To approve payment of remuneration of the Board of Directors of the Company in the aggregate amount of US\$ 1,680,000 for their service during the fiscal year ended June 30, 2022.</p>			
<p>9. To discharge the Directors of the Company from any liability arising in connection with their duties during the fiscal year ended June 30, 2022.</p>			
<p>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:</p> <ul style="list-style-type: none"> • 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 Konozi Securities Company W.L.L.) 			
<p>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.</p> <ul style="list-style-type: none"> • Dr. Yousef Hamad Al-Ebraheem • Khalid Rashid Al Zayani • Dr. Joachim Faber • Dr. Mazen Soliman Fakeeh 			

<ul style="list-style-type: none"> • 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 			
12. To approve the proposed amendments to the Company's Remuneration Policies.			
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.			
14. To re-appoint Messrs. Ernst & Young as the Company's auditors for the fiscal year ending June 30, 2023 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.			
15. To discuss the report on the Company's compliance with its Corporate Governance Guidelines and the Ministry of Industry and Commerce Corporate Governance Code.			
16. To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.			