

***Adopted September 23, 2019***  
***Revised October 27, 2022***

**Investcorp Holdings B.S.C. (c)**

**Corporate Governance Guidelines**

## **Introduction**

Corporate governance is an important focus of attention for both regulators and investors globally.

Investcorp Holdings B.S.C. (c) (“Investcorp” or the “Company”) has long been a strong proponent of good corporate governance, which Investcorp believes involves keeping business practices above reproach and thus retaining the trust and confidence of all of Investcorp’s stakeholders who enable Investcorp to operate, thrive and prosper.

The Bahrain Ministry of Industry and Commerce (“MOIC”), formerly the Bahrain Ministry of Industry, Commerce and Tourism, issued a Corporate Governance Code (the “Governance Code”), which became applicable to all joint stock companies incorporated in Bahrain on January 1, 2011 (as revised from time to time, including the revisions issued in September 2022).

These Corporate Governance Guidelines (“Guidelines”) have been adopted by the Board of Directors of Investcorp (the “Board”) and have taken into consideration guidance contained in the Governance Code and any other matters deemed appropriate by the Board.

These Guidelines follow the format of the Governance Code by setting out the Corporate Governance principles (the “Principles”) and then elaborating upon the Principles.

## **Principle 1: Investcorp Shall Be Headed By An Effective, Qualified And Expert Board**

### **The Board's Composition**

Pursuant to the Articles of the Company, the Board must consist of at least five (5) Directors and shall have no more than fifteen (15) members and include a mix of non-executive, executive and independent Directors.

The Chairman and the Vice Chairman of the Board are independent and non-executive Directors, and more than half of the Directors are deemed to be independent and non-executive.

No Director shall hold a directorship in more than five (5) Public Joint Stock companies in the Kingdom of Bahrain, provided that such directorships shall not give rise to any conflict of interest.

Each Director is elected for a three-year term at an Ordinary General Meeting of Shareholders ("OGM") after which time a new Director or an existing Director may be proposed for election or re-election, as appropriate, at a subsequent OGM.

### **Directors' Roles and Responsibilities**

The Board's role is distinct from that of both the Shareholders of Investcorp, whose interests the Board represents, and the management of Investcorp, which the Board oversees.

The Board owes fiduciary duties of care and loyalty to Investcorp and the Shareholders of Investcorp.

In recognition of its duties and responsibilities, the Board has adopted the Charter of the Board of Directors of Investcorp (the "Board Charter") that is attached as Annex A to these Guidelines.

Having regard to the importance of each Director understanding his or her duties and responsibilities, the Chairman of the Board, assisted by the Corporate Secretary, or such other individual designated by the Chairman of the Board, shall review the Board's role and its duties and responsibilities with each newly elected Director.

In addition, Investcorp shall have a written appointment agreement with each Director that refers to the Director's powers, duties and responsibilities, as well as other matters relating to his or her appointment, including expected time commitments, any committee assignment and remuneration, and his or her access to independent professional advice when that is needed.

### **Chairman's Responsibilities and Duties**

The Chairman of the Board is responsible for the leadership of the Board and for the efficient functioning of the Board.

The Chairman of the Board is responsible for the leadership of the Board and for the efficient functioning of the Board. The Chairman of the Board must ensure that all Directors receive an agenda, minutes of prior meetings and adequate background

information in writing before each Board meeting and, when necessary, between Board meetings. All Directors must receive the same Board information.

The Chairman of the Board may hold meetings with non-executive and independent Directors, without the attendance of any executives, to take their views on matters relating to Investcorp's activity as he sees fit.

### **The Corporate Secretary**

The Corporate Secretary shall be appointed or removed by a resolution from the Board and may be selected from amongst the members of the Board or outside of the Board.

### **Board meeting, decisions and recommendations**

The Board shall convene meetings on a periodic and regular basis and shall meet no less than four (4) times in each financial year.

Any decisions of the Board shall be taken by a majority vote of the Directors present, in the event of a tie the Chairman will have the casting vote.

Subject to the receipt of timely information, a primary requirement of a Director's duty of care is that the Director study the materials provided to Directors in advance of the Board meeting and the meeting of any Committee on which the Director serves and prepares to contribute constructively in the deliberations of the Board and any such Committee.

All Directors shall receive the same information and shall bear the legal responsibility for follow up, ensure they receive adequate and appropriate information, and study it carefully.

The Board may hold its meetings in person or by telephone or via audio-visual communication systems and accept any Director's remote participation in the deliberation of its meetings, subject to the provisions in the Bahrain Commercial Companies Law.

The Board may adopt any decisions by circulation approved by a majority of the Directors. The Board will be informed of any resolutions passed by circulation at the following meeting thereof.

It is not permissible for a Director to attend a meeting, or to vote at such meeting, by proxy.

### **Director independence**

The Board shall be comprised of individuals who have the competence and independence to be able to demonstrate judiciousness, experience, objectivity and impartiality in looking in to the Company's affairs to ensure complete independence of the Executive Management and key Shareholders.

No Director or small group of Directors must be allowed to dominate the decision-making and recommendation process of the Board, nor shall any Director have absolute power and authority over the decision-making process.

The duty of loyalty requires a Director to exercise the Director's powers in the best interests of Investcorp and Investcorp's Shareholders and not in the Director's own interests or in the interests of other persons (including family members) or organizations. Each Director must consider himself or herself as a representative of all Investcorp Shareholders.

The Board will review on an annual basis the independence of each Director based upon the criteria specified by the Governance Code, the interests disclosed by them in their annual conflict of interests' questionnaires and his/her conduct.

### **Directors Accessibility to External Consulting Opinions**

As stated in the Board Charter, each Director shall have access to the Corporate Secretary of Investcorp, who has responsibility for reporting to the Directors on Board procedures.

Each Director also will have access to independent legal or other professional advice at Investcorp's expense whenever he/she judges this necessary to discharge his/her responsibilities as a Director and this must be in accordance with Investcorp's internal policies and procedures.

Such access to legal or other professional advice will be arranged by the Corporate Secretary upon the request of any Director.

If a Director has serious concerns which cannot be resolved at a meeting of the Board relating to the management of Investcorp or a proposed action, that Director should consider seeking independent advice and should ensure that those concerns are recorded in the Board meeting minutes and that any dissent from a Board action is noted or delivered in writing.

Should a non-executive Director have serious concerns of any matter that may have a material impact on the Company, he/she shall provide a written statement to the Chairman which will then be circulated to the Board.

### **Communications Between Directors and Executive Management**

The Board shall encourage the reporting at Board meetings by relevant members of Executive Management, who by reason of responsibilities or succession, the Executive Chairman believes should have exposure to the Directors.

Non-Executive Directors may have free access to Executive Management through either the Executive Chairman or the Chairman of the Audit and Risk Committee.

### **Committees of the Board**

Acting in accordance with Investcorp's Articles of Association, the Board has appointed the following Standing Committees: (i) the Audit and Risk Committee, (ii) the Nomination and Remuneration Committee, and (iii) the Corporate Governance Committee. The Terms of Reference of these Committees are attached as Annex B, Annex C, and Annex D, respectively, to these Guidelines.

All Standing Committees keep comprehensive minutes of their discussions and meet regularly to fulfil their mandates.

The Corporate Secretary acts as Secretary to each Standing Committee.

These Standing Committees operate with authority delegated by the Board in accordance with their respective Terms of Reference. However, the Board may not delegate its ultimate decision-making responsibility.

### **Evaluation of the Board and its Committees**

The Corporate Governance Committee, pursuant to its Terms of Reference, shall conduct an evaluation of its performance and the performance of each Committee, each Director, and the Board as a whole, at least annually.

The results of such evaluations will be reported to the Shareholders at the OGM held each year.

The Corporate Governance Committee may utilise the assistance of an external expert, if and to the extent deemed appropriate by the Corporate Governance Committee.

## **Principle 2: Investcorp's Directors And Officers Shall Have Full Loyalty To Investcorp**

The mission of Investcorp is to be the preferred global alternative asset manager for its clients based on attractive performance and distinguished customer service while generating superior returns to Shareholders.

The fulfilment of that mission requires Investcorp to conduct its business activities and transactions with complete honesty and total integrity in accordance with the highest moral, ethical and legal standards.

Each of Investcorp's Board members and each other Investcorp employee owes a duty of loyalty to Investcorp and its shareholders. Directors are personally accountable to Investcorp and the Shareholders if they violate this duty of loyalty, and Directors can be personally sued for such violations.

Having regard to Investcorp's mission and this duty of loyalty, the Board has approved the Code of Conduct (the "Code of Conduct") of Investcorp and its consolidated subsidiaries (the "Investcorp Group") that sets forth standards of conduct that apply to Directors and all of Investcorp's employees. It demands that all Directors, officers and employees conduct their business activities with absolute propriety and it affirms Investcorp's commitment to the highest moral, legal and ethical standards of conduct.

Acting in accordance with the duty of loyalty, each Director, officer, and all other Investcorp employees, must avoid transactions or situations in which their personal interests actually conflict with, or have the appearance of conflicting with, those of Investcorp, its Shareholders and its clients. Directors or other Covered Persons (as defined below) who have a material conflict of interest in any transaction which is the subject of any discussions or decision-making by the Board must abstain from participating in and attending any such meetings in which such discussions are held or decisions are made.

In furtherance of this duty, the Board has adopted Conflicts of Interest Policies and Procedures that apply to Directors of Investcorp Group entities, each Investcorp Group employee at the level of Managing Director and at a less senior level who is in charge of performing a Controlled Function. The Controlled Functions are (a) financial controls, (b) internal audit, (c) compliance and (d) risk management and the Code of Conduct enumerates several activities that Investcorp Group employees are prohibited from engaging in.

Each Director of Investcorp, each member of Senior Management and each member of a Controlled Function is considered a "Covered Person".

In addition, conflicts of interest questionnaires are completed by Directors of Investcorp Group entities and other Covered Persons at least annually in a further effort to identify existing or potential Covered Person conflicts of interest.

The Board has also adopted an anti-nepotism policy prohibiting any person being hired by any member of the Investcorp Group solely on the basis that such person is related to any of Investcorp's Directors or officers and any such person who is hired must be qualified for the relevant position.

Consistent with the Bahrain Commercial Companies Law, it is the policy of the Board to submit any affiliation by a Director with an entity engaged in a business that is competitive with Investcorp's business to the Shareholders for approval each year at the OGM. In addition, any abstention from voting motivated by a conflict of interest, and the authorization of any contract or transaction involving a conflict of interest, shall also be appropriately disclosed to the Shareholders.



**Principle 3: The Board Must Have Rigorous Controls For Financial Audit And Reporting, Internal Control And Compliance With Law.**

As noted above, the Board has established an Audit and Risk Committee (“ARC”), and its Terms of Reference are attached as Annex B to these Guidelines.

The ARC must consist of at least three Directors and at least one of the members must be an independent Director, and the Executive Chairman must not be a member of the ARC. The Chairman of the ARC shall be an independent Director.

As part of the process of discharging its responsibilities in relation to overseeing Investcorp’s systems and controls, risk management and compliance frameworks, the ARC should receive reports from the Internal Audit Department, Risk Department, and Compliance Department at every meeting of the ARC unless otherwise approved by the ARC.

The Board has adopted Whistleblowing Procedures to encourage the disclosure of genuine concerns regarding potential wrongdoing by Investcorp or its employees, including financial fraud or other actions that raise questions regarding the integrity of Investcorp’s financial statements or its accounting, auditing, internal control and reporting practices, and to ensure that potential issues are promptly and properly investigated and addressed. The Whistleblowing Procedures are available to all employees on the Investcorp intranet. In addition, Investcorp has engaged the services of a third party to operate a Whistleblower Hotline Services to receive whistleblower reports.

To encourage management accountability for Investcorp’s financial statements and as required, the Executive Chairman or at least one Co-Chief Executive Officer and the Chief Financial Officer must state in writing to the ARC and to the Board as a whole that Investcorp’s annual and interim financial statements present a true and fair view, in all material respects, of Investcorp’s financial condition and results of operations in accordance with International Financial Reporting Standards.

## **Principle 4: Investcorp Must Have Effective Procedures For Appointment, Training And Evaluation Of The Directors.**

### **Nomination Committee**

The Board has delegated to the Nomination and Remuneration Committee (“NRC”) authority to act as the Nominating Committee of the Board, with responsibility to, among other things, identify persons qualified to become Directors, as well as senior executive officers of Investcorp. The details regarding NRC’s responsibilities are set forth in the NRC Terms of Reference attached as Annex C to these Guidelines.

The NRC shall include independent Directors and non-independent Directors, the majority of which must be independent. The Chairman of the NRC shall be an independent director.

Any Directors’ nominations proposed to the Shareholders for election or re-election shall be accompanied by a recommendation of the Board and shall include the following information :

- i. personal details, academic and professional qualifications;
- ii. other board membership held;
- iii. details of other position that involve significant time commitments; and
- iv. details of the relationship between the candidate and the Company and between the candidate and other Directors; and
- v. any other information preserved in *Principle 4: Second (a)* of the Governance Code.

When proposing a nomination for the re-election of any Director, the Chairman shall confirm, following a performance evaluation, that the Director’s performance continues to be effective and he/she continues to demonstrate a clear commitment to the role.

When it is proposed that a Director be re-elected to the Board for any term beyond six years (e.g., two three-year terms) the Director shall be subject to particularly rigorous review and the NRC shall take into account the need for progressive refreshing of the Board.

### **Induction and Training of Directors**

Each new Director must be provided with a formal and tailored induction, based upon the new Director’s knowledge of Investcorp. Unless the Director already possesses detailed knowledge relating to Investcorp, the induction should include, among other matters, meetings with senior management, visits to Investcorp’s office in Bahrain and presentations regarding strategic plans, significant financial, accounting and risk management issues, compliance programs, and information about Investcorp’s internal and external auditors and legal counsel.

The Chairman of the Board, assisted by the Corporate Secretary, or any other individual designated by the Chairman of the Board, should review the Board’s role and duties with that person, particularly covering legal and regulatory requirements and these Corporate Governance Guidelines.

The Board has determined that the Corporate Governance Committee is responsible for developing induction programs for new Directors and for developing education activities for the Directors, which is in line with its Terms of Reference.



## **Principle 5: Investcorp Must Remunerate Directors And Senior Officers Fairly And Responsibly**

### **Remuneration Committee**

The Board has delegated to the NRC authority to act as the Remuneration Committee of the Board, with responsibility, among other matters, to (i) make recommendations to the Board regarding remuneration policies and amounts for each Director and specific senior executives and (ii) recommend to the Board, Director remuneration based upon attendance and performance and in accordance with Article 188 of the Commercial Companies Law.

As stated above the NRC shall include independent Directors and non-independent Directors, the majority of which must be independent. The Chairman of the NRC shall be an independent director.

The details regarding NRC's responsibilities are set forth in the NRC Terms of References attached as Annex C to these Guidelines.

### **Remuneration Standards**

Remuneration of Directors and officers must be sufficient enough to attract, retain and motivate persons of the quality required to operate Investcorp's business successfully, but shall avoid paying more than is necessary for that purpose.

Remuneration for non-executive Directors must not include performance-related elements such as grants of shares, share options or other deferred share-related incentive schemes.

The total amount of remuneration payable to the Board of Directors must be capped in line with Article 188 of the Bahrain Commercial Companies Law.

It is the policy of Investcorp to structure the remuneration of senior officers as well as other professional employees in a manner designed to ensure that their interests are aligned with the interests of Investcorp's Shareholders.

Investcorp's Remuneration Policies, and any changes thereto, shall be approved by the Shareholders of Investcorp and are effectuated pursuant to a Board-approved Remuneration Procedures Manual.

**Principle 6: The Board Must Establish A Clear And Efficient Management Structure For Investcorp And Define The Job Titles, Powers, Roles And Responsibilities.**

**Establishment of Management Structure**

The Board must appoint at a minimum the following members of senior management:

- Executive Chairman
- Co-Chief Executive Officers
- Chief Financial Officer
- Head of Internal Audit
- Corporate Secretary

as well as such other officers as the Board considers appropriate.

Investcorp's By-laws, attached as Annex E to these Guidelines, prescribe the authorities, duties and internal reporting responsibilities of each of the members of senior management listed above as well as other members of senior management appointed by the Board.

Investcorp's By-laws are overseen and approved by the CGC rather than the Nominating Committee as required by the Governance Code on the basis that this is in line with the CGC's mandate to oversee Investcorp's implementation of the Governance Code.

Investcorp has adopted a succession plan which, among other members of senior management, reflects a strategy for selecting a successor to the Executive Chairman and Co-Chief Executive Officers. This succession plan is reviewed annually by the NRC.

**Internal Audit**

Investcorp has established an effective internal audit function which provides an independent and objective assurance to the Board and senior management on the quality and effectiveness of Investcorp's internal controls, risk management and governance systems and processes. The Head of Internal Audit reports their views, findings and conclusions to the ARC at quarterly meetings, thereby assisting the Board to oversee senior management.

The Internal Audit function is independent of all functions including compliance, risk management and financial controls and has sufficient standing and authority within Investcorp. The Head of Internal Audit reports functionally to ARC and administratively to the Executive Chairman. It is to be noted that the Executive Chairman has delegated certain of his responsibilities to the Chief Administrative Officer ("CAO") on the basis that this is more efficient and administratively in line with the responsibilities of the CAO.

## **Risk Management**

Investcorp must establish a sound risk management framework commensurate with its size, complexity and risk profile which incorporates a risk management function which is independent of the individual business.

The Head of Risk Management who serves as the Chief Risk Officer reports functionally to the ARC, which acts as the Board's risk committee and administratively to the Executive Chairman. The Head of Risk Management reports their views and any issues to the ARC at quarterly meetings.

## **Principle 7: Investcorp Must Communicate With Shareholders, Encourage Their Participation, And Respect Their Rights.**

It is the policy of Investcorp to conduct Shareholders' meetings in accordance with the Bahrain Commercial Companies Law and its Implementing Regulation. In organising such meetings Investcorp observes the following:

- Notices of meetings must be honest, accurate and not misleading;
- Meetings must be held during normal business hours and at a place convenient for the greatest number of Shareholders to attend in person if they so wish;
- Meetings may be conducted in a virtual setting using an appropriate hosting platform compatible with the requirements of the Bahrain Commercial Companies Law and its Implementing Regulations;
- Notice of meetings must encourage Shareholders to attend Shareholder meetings and, if not possible, to participate by proxy and must refer to procedures for appointing a proxy and for directing the proxy how to vote on a particular resolution. The proxy form must be attached to the notice of meetings and list the agenda items and must specify the vote (such as "yes", "no" or "abstain");
- Notices of meetings must ensure that all material information and documentation is provided to Shareholders on each agenda item;
- The Board must propose a separate resolution at any meeting on each substantially separate issue so that unrelated issues are not bundled together;
- The minutes of the meeting must be made available to Shareholders upon request and shall be sent to the MOIC within fifteen (15) days of the meeting; and
- Disclosure of all material facts must be made to the Shareholders by the Chairman of the Board prior to any vote by the Shareholders.

All Directors should seek to attend and be available to answer questions from Shareholders at any Shareholder meeting. The Chairman of the Board and the Chairmen of the Executive Committees should also seek to be available to answer appropriate questions regarding matters within their respective Committee's responsibility, it being understood that confidential and proprietary business information may be kept confidential.

Investcorp's external auditors should attend the OGM and be available to answer Shareholders' questions concerning the conduct and conclusions of the audit.

The Chairman and other Directors (as appropriate) shall maintain ongoing personal contact with key Shareholders to solicit their views and understand their concerns. The Chairman shall ensure that the views of Shareholders are communicated to the Board as a whole. The Chairman shall discuss governance and strategy with key Shareholders.

The Board shall seek to encourage Shareholders, particularly institutional investors, to help in evaluating Investcorp's corporate governance.



**Principle 8: Investcorp Must Disclose Its Corporate Governance.**

These Guidelines must be published on the Investcorp website.

At each OGM, the Board must report to the Shareholders on Investcorp's compliance with these Guidelines and explain the extent, if any, to which the Board has varied from the Guidelines or believes that variance or non-compliance was justified.

The Board must also report at each OGM on the corporate governance matters listed in *Appendix 5* to the Governance Code.

Investcorp's Corporate Governance Officer shall undertake the tasks of verifying Investcorp's compliance with the corporate governance rules, laws, regulations and decisions issued to implement them. The Corporate Governance Officer shall coordinate with the Corporate Governance Committee in relation to all corporate governance matters, follow up and coordinate with the concerned department on the corporate governance matters.

**Principle 10: Investcorp's Board Shall Ensure The Integrity Of The Financial Statements Submitted To Shareholders Through Appointment Of External Auditors.**

**Selection of External Auditor**

The OGM shall appoint one or more auditors for the Company and determine their fees upon the proposal of the Board, while taking into consideration the requirements set out in *Principle 10* of the Governance Code.

**Obligations of External Auditor**

Investcorp's external auditor shall observe the disclosure obligations and audit principles set out *Principle 10* of the Governance Code.

**Principle 11: Investcorp Shall Seek Through Social Responsibility To Exercise Its Role As A Good Citizen.**

The Board has adopted a Responsible Investment Policy to deal with the requirements of social responsibility.

Investcorp shall provide, in its annual report, a report on corporate social responsibility activities. The report shall explain these activities and the amounts spent thereon, and measure their impact and sustainability.

Investcorp's Executive Management shall develop an annual strategy or plan to implement the corporate social responsibility philosophy, policies and principles towards the community.

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**Charter of  
The Board of Directors  
of  
Investcorp Holdings B.S.C. (c)**

**Introduction**

This charter sets out the responsibilities of the Board of Directors of Investcorp Holdings B.S.C. (c) (such board of directors, hereinafter referred to as the “Board of Directors” or “Directors”, and Investcorp Holdings B.S.C. (c), hereinafter referred to as “Investcorp” or the “Company”).

**Principles of Director Governance**

The Board of Directors duties and responsibilities must be carried out in accordance with the principles described in Investcorp’s Corporate Governance Guidelines.

**Duties and Responsibilities**

Directors’ roles and responsibilities are as follows:

- overseeing the Company’s performance, strategy and business plan;
- ensuring that financial statements are prepared which accurately disclose the Company’s financial position;
- monitoring management performance;
- convening, and preparing the agenda for, general meetings of the shareholders of the Company (the “Shareholders”);
- setting up a mechanism to regulate transactions with related parties in order to minimize conflicts of interest and preventing abusive related party transactions;
- selecting, monitoring and, when necessary, replacing key executives and overseeing succession planning;
- aligning key executive and Directors’ remuneration with the long-term interests of the Company and the Shareholders;
- ensuring a formal Directors nomination and election process;
- ensuring the integrity of the Company’s accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards;
- assuring equitable treatment of the Shareholders, including minority Shareholders;
- compliance with the Company’s founding documentation, including but not limited to its memorandum and articles of association and other relevant by-laws and resolutions;
- ensuring that any loans provided by the Company are approved by Directors in accordance with their authority for such items, including the respective limits and other relevant terms;
- adopting the commercial and financial policies associated with the Company’s business performance and achievement of its objectives;
- drawing, overseeing and periodically reviewing the Company’s plans, policies, strategies and key objectives;

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- setting and generally supervising the regulations and systems of the Company's internal control systems;
- determining the Company's optimal capital structure, strategies and financial objectives and approving annual budgets;
- monitoring the Company's major capital expenditures, and possessing and disposing of assets;
- approving the Company's semi-annual and annual financial statements and presenting them to the annual general meeting of the Shareholders; and
- forming specialized committees of Board of Directors as required by the nature of the Company's activity and as provided in the regulatory requirements.

The Board of Directors shall avoid issuance of general authorizations and any authorization granted shall be reviewed and confirmed by the Board of Directors, at least once a year. The Board of Directors shall adopt a reasonable policy in delegating the authorities to the executive management, and the delegation of authority regulations shall cover various financial, administrative, employees' affairs and other functions necessary to operate and manage the Company efficiently.

#### **Access to Counsel and the Corporate Secretary**

To facilitate the fulfilment of Directors' responsibilities, Directors shall have access to (i) the Corporate Secretary, who shall have responsibility for reporting to Directors on board procedures and (ii) independent legal or other professional advice, at the expense of Investcorp, whenever they judge this necessary to discharge their responsibilities as Directors, which shall be arranged by the Corporate Secretary if requested by one or more Directors.

**Terms of Reference of the Audit and Risk Committee  
of  
The Board of Directors  
of  
Investcorp Holdings B.S.C. (c)**

**Introduction**

The Board of Directors of Investcorp Holdings B.S.C. (c) (such board of directors, hereinafter referred to as the “Board”, and Investcorp Holdings B.S.C. (c), hereinafter referred to as “Investcorp” or the “Company”) has established a committee of the Board to be known as the Audit and Risk Committee (the “Audit and Risk Committee”). These are the Terms of Reference of the Audit and Risk Committee.

**Audit and Risk Committee Membership and Qualifications**

The Audit and Risk Committee shall be appointed by the Board from amongst its members and shall consist of not less than three members. Such members must have no conflict of interest with any other duties they have for Investcorp.

At least one of the members must be an independent director, the Chairman of the Audit and Risk Committee, must always be an independent director.

The Board must satisfy itself that at least a majority of the members of the Audit and Risk Committee has recent and relevant financial ability and experience, which includes:

- an ability to read and understand corporate financial statements including Investcorp’s balance sheet, income statement and cash flow statement and changes in shareholders’ equity;
- an understanding of the accounting principles which are applicable to Investcorp’s financial statements;
- experience in evaluating financial statements that have a level of accounting complexity comparable to that which can be expected in Investcorp’s business;
- an understanding of internal controls and procedures for financial reporting as well as the Audit and Risk Committee’s controls and procedures for financial reporting; and
- an understanding of the Audit and Risk Committee’s duties and importance.

The Executive Chairman of Investcorp may not be a member of the Audit and Risk Committee, but he may attend specific meetings of the Audit and Risk Committee by invitation.

A quorum shall be at least one half of the members of the Audit and Risk Committee, and resolutions of the Audit and Risk Committee shall be adopted by a majority vote of the members of the Audit and Risk Committee participating in a quorate meeting.

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If there is a tied vote, the Chairman of the Audit and Risk Committee shall have a casting vote.

The Chairman of the Audit and Risk Committee shall be appointed either by the Board or by the members of the Audit and Risk Committee.

**Reporting Procedures**

The minutes of the Audit and Risk Committee meetings should be circulated to the Board. The Chairman of the Audit and Risk Committee should report to the Board any significant matters of concern that have arisen at any meeting of the Audit and Risk Committee held since the last Board meeting.

**Committee Duties and Responsibilities**

External Audits and Financial Statements:

The Audit and Risk Committee shall:

- meet with the external auditor twice a year, at least once in the absence of any of the Company's executive directors or members of management;
- select, appoint, remunerate or, where appropriate, terminate the external auditor, subject to ratification by the Board and the shareholders. The external auditor shall report directly to the Audit and Risk Committee;
- review the independence of the external auditor, on an annual basis. This shall be done by:
  - determining whether its performance of any non-audit services compromised its independence (the Audit and Risk Committee may establish a formal policy specifying the types of non-audit services which are permissible); and
  - obtaining from the external auditor a written report listing any relationships between the external auditor and Investcorp or with any other person or entity that may compromise the auditor's independence;
- review and discuss the audit scope and results with the external auditor, and clarify any difficulties and obstacles that have prevented it from accessing required information or documents, as well as any disputes or disagreements with management;
- review and discuss the Company's annual and interim financial statements;
- coordinate the activities of the external auditor and the internal auditor, if any such activities are required;
- review the Executive Chairman's and the Chief Financial Officer's certifications of the financial statements on an annual and interim basis, ensuring that such annual and interim financial statements as prepared present a true and fair view, in all material respects of the Company's financial condition and results of operations in accordance with applicable accounting standards;

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- recommend any additional or specific audit required in respect of the financial statements; and
- discuss any management letter provided by the external auditor.

Accounting and Internal Controls and Systems:

The Audit and Risk Committee shall:

- examine and review the internal control system and submit a written report on its opinion and recommendations on an annual basis;
- review the Company's accounting and financial practices, and the integrity of the financial control, internal control and financial statements; and
- review and discuss possible improprieties in financial reporting or other matters, and ensure arrangements are in place for independent investigation and follow-up regarding such matters.

Internal Audits:

The Audit and Risk Committee shall:

- review internal audit reports and follow up the implementation of the corrective measures related to the comments contained therein;
- use the audit findings as an independent check on the information received from management about the Company's operations and performance and the effectiveness of the internal controls;
- review, discuss and make recommendations on the selection, appointment and termination of the Head of the Internal Audit Department, and the budget allocated to the Internal Audit, and monitor the responsiveness of management to the recommendations of the Committee and its findings;
- review and discuss the adequacy and efficiency of the Internal Audit staff, internal control procedures and any changes therein;
- review and approve the internal audit policies;
- approve the risk-based internal audit plan and any deviation thereto; and
- review annually with the Head of Internal Audit, and other members of management as appropriate, the independence of internal auditing and any unwarranted restrictions on internal audit scope, communications, access, and resources, including personnel and externally contracted resources.

Compliance:

The Audit and Risk Committee shall:

- review the budget allocated to the Compliance Department;
- review the Compliance control procedures and any changes therein; and



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- monitor the Company's compliance with legal and regulatory requirements.

**Risk Management:**

The Audit and Risk Committee shall:

- review the risk management plan and follow up on its implementation, ensuring that the plan addresses:
  - the main risks that the Company may face and the probability of these risks occurring;
  - the mechanisms to identify, measure and follow up on these risks;
  - the mechanisms to periodically detect and report risks, including new risks; and
  - the ways to mitigate, and if possible, to avoid the effects of the risks.
- review the Company's risk management policies periodically,
- develop an executive program for the Company's risk management,
- periodically receive analytical reports on the risk status of the Company,

**Other Duties:**

The Audit and Risk Committee shall:

- review and approve changes to the relevant policies and procedures manuals that fall under the scope of the Audit and Risk Committee;
- conduct any special investigations it deems necessary to meet its responsibilities, including any investigation required to be conducted by the Whistleblowing Procedures; and
- review and supervise the implementation of, enforcement of and adherence to the Investcorp Group Code of Conduct.

**Attendance at Meetings**

The Head of Risk Management, the Head of Internal Audit, the Global Chief Compliance Officer and / or the General Counsel acting in his capacity as the Head of the Legal and Compliance function, shall normally attend meetings, but such attendance and the attendance of any other person who is not a member of the Audit and Risk Committee shall be subject to the Audit and Risk Committee's discretion. Non-members who are not directors of Investcorp may not vote.

In addition, it is to be expected that the external auditor's lead representative will be invited to attend meetings regularly, but this will always be subject to the Audit and Risk Committee's decision.

The Audit and Risk Committee may meet at any time without any other director or any officer of Investcorp being present.

***Adopted September 23, 2019***  
***Revised and Approved October 27, 2022***

The Company Secretary shall attend meetings of the Audit and Risk Committee and serve as the Secretary to the Audit and Risk Committee.

### **Frequency of Meetings; Written Resolutions**

Meetings shall be held at least four times a year. The Audit and Risk Committee may convene a meeting if requested to do so by the external auditors.

The timing of meetings may be set to coincide with Board meetings and may hold its meetings in person or by telephone or via audio-visual communication systems.

The Audit and Risk Committee may adopt resolutions in writing, provided that such resolutions are approved by at least three-fourths of the members of the Audit and Risk Committee.

### **Authority**

The Audit and Risk Committee is authorized by the Board to investigate any matter within the scope of these Terms of Reference. It is authorized to seek any information it requires from any employee, and all employees are directed to cooperate with any request made by the Audit and Risk Committee. The Head of Internal Audit, the Global Chief Compliance Officer and the Head of Risk Management shall report functionally to the Audit and Risk Committee.

The Audit and Risk Committee shall have the resources and authority necessary for its duties and responsibilities, including the authority to select, retain, terminate and approve the fees of outside legal, accounting or other advisors as it deems necessary or appropriate, without seeking the approval of the Board or management. Investcorp shall provide appropriate funding for the compensation of any such persons.

### **Audit and Risk Committee Performance Evaluation**

The Audit and Risk Committee shall prepare and review with the Board an annual performance evaluation of the Audit and Risk Committee, which shall compare the Audit and Risk Committee's performance with the above requirements and shall recommend to the Board any improvements deemed necessary or desirable to these Terms of Reference. The report must be in the form of a written report made at any regularly scheduled meeting of the Board.

***Adopted September 23, 2019***  
***Revised and Approved October 27, 2022***

**Terms of Reference of the Nomination and Remuneration Committee of  
The Board of Directors  
of  
Investcorp Holdings B.S.C. (c)**

**Introduction**

The Board of Directors of Investcorp Holdings B.S.C. (c) (such board of directors, hereinafter referred to as the “Board”, and Investcorp Holdings B.S.C. (c) hereinafter referred to as “Investcorp” or the “Company”) has established a committee of the Board known as the Nomination and Remuneration Committee (“NRC”). These are the Terms of Reference for NRC.

**Membership**

The members of NRC shall be appointed by the Board from amongst its members and shall consist of not less than three members, which will include only independent directors or, alternatively, only non-executive directors of whom a majority are independent directors and the Chairman is an independent director. Such members must also have independence of any risk-taking function or committees.

A quorum shall be at least one half of the members of NRC, and resolutions of NRC shall be adopted by a majority vote of the members of NRC participating in a quorate meeting. If there is a tied vote, the Chairman of NRC shall have a casting vote.

The Chairman of NRC shall be appointed either by the Board or by the members of NRC.

**Attendance at Meetings**

The Executive Chairman of Investcorp may not be a member of NRC, but he may attend meetings of NRC by invitation.

The Company Secretary shall attend meetings of NRC, and the Executive Chairman shall have a standing invitation to attend meetings of NRC, but the attendance of any other person who is not a member of the NRC shall be subject to NRC’s discretion.

The Company Secretary shall serve as the Secretary of NRC.

**Frequency of Meetings; Written Resolutions**

Meetings of the NRC shall be held not less frequently than twice a year.

The timing of meetings may be set to coincide with Board meetings and may hold its meetings in person or by telephone or via audio-visual communication systems.

The NRC may adopt resolutions in writing, provided that such resolutions are approved by three-fourths of the members of NRC.

**Reporting Procedures**

The minutes of NRC meetings should be circulated to the Board. The Chairman of NRC should report to the Board any significant matters of concern that have arisen at any meeting of NRC held since the last meeting of the Board.

### **Duties and Responsibilities**

The duties and responsibilities of NRC shall be to function as a (i) nominating committee and (ii) remuneration committee, as set out below.

### **Duties and Responsibilities of NRC When Functioning as a Nominating Committee**

When functioning as a nominating committee, NRC shall:

- make recommendations to the Board from time to time as to changes NRC believes to be desirable to the size and composition of the Board or any committee of the Board;
- identify persons qualified to become Executive Chairman, Chief or Co-Chief Executive Officer, Chief Financial Officer, Corporate Secretary and any other officers of Investcorp considered appropriate by the Board, with the exception of the nomination of the Head of Internal Audit, which will be the responsibility of the Audit and Risk Committee;
- whenever a vacancy arises (including a vacancy resulting from an increase in the size of the Board), identify persons qualified to become members of the Board and recommend to the Board a person to fill the vacancy either through appointment by the Board or through shareholder election;
- in performing the above responsibilities, consider any criteria approved by the Board and such other factors as it deems appropriate. These may include judgment, specific skills, experience with other comparable businesses, the relation of a candidate's experience with that of other Board members, and other factors;
- make recommendations to the Board regarding candidates for Board memberships to be included by the Board on the agenda for the next annual shareholders meeting;
- consider all candidates for Board membership recommended by the shareholders and any candidates proposed by management;
- identify Board members qualified to fill vacancies on any committee of the Board and recommend to the Board that such person be appointed to such committee;
- oversee succession planning and design a plan for orderly succession and replacement of officers including replacement in the event of an emergency or other unforeseeable vacancy, ensuring appropriate resources are available
- make recommendations to the Board from time to time as to changes NRC believes to be desirable in the structure and job descriptions of Investcorp's officers including the Executive Chairman and Co-Chief Executive Officers, and prepare terms of reference for each vacancy stating the job responsibilities, qualifications needed and other relevant matters, including integrity, technical and managerial competence, and experience; and
- recommend persons to fill specific officer vacancies including Executive Chairman and Co-Chief Executive Officer, considering criteria such as those referred to above.

### **Committee Resources and Authority**

When functioning as a nominating committee, NRC shall have the resources and authority necessary for its duties and responsibilities, including the authority to select, retain, terminate and approve the fees of outside legal, consulting or search firms used to identify candidates, without seeking the approval of the Board or management. Investcorp shall provide funding for the compensation of any such persons.

## **Duties and Responsibilities of NRC When Functioning as a Remuneration Committee**

When functioning as a remuneration committee, NRC shall:

- consider and make specific recommendations to the Board regarding Investcorp's remuneration policies (which policies should be approved by the shareholders) and individual remuneration packages for each director and specified executive officers or other senior officers.

The remuneration policy should cover at least the following components:

- salary;
- the specific terms of performance-related plans including any share compensation, share options, or other deferred-benefit compensation;
- pension plans;
- fringe benefits such as non-salary perquisites;
- termination policies including any severance payment policies;

Policy guidelines used for determining remuneration in individual cases should include:

- the relative importance of each component of remuneration as noted above; and
  - specific criteria to be used in evaluating an officer's performance;
- consider, and make recommendations to the Board regarding, remuneration to be paid to members of the Board based on their attendance of meetings of the Board and performance, subject to compliance with Article 188 of the Bahrain Commercial Companies Law (21) of 2001, as may be amended from time to time;
  - consider and approve remuneration packages for certain specified executive officers or other senior officers, as well as the total variable remuneration to be distributed, taking into account all forms of remuneration, including salaries, fees, expenses, bonuses, deferred remuneration and other employee benefits, ensuring that such compensation is consistent with Investcorp's corporate values and reflects an evaluation of performance in implementing agreed corporate goals, objectives, strategy; provided, however, that NRC may consider Investcorp's performance and shareholder return relative to comparable companies, and, in considering and approving remuneration to the Co-Chief Executive Officers and Executive Chairman, NRC may consider awards to the Executive Chairman and Co-Chief Executive Officers in past years and the value of remuneration awards to chief executive officers at comparable companies;
  - approve individual remuneration packages for other Managing Directors and Principals, taking into account all forms of remuneration referred to above, ensuring that such compensation is consistent with Investcorp's corporate values and reflects an evaluation of performance in implementing agreed corporate goals, objectives, strategy and business plans;
  - approve, monitor and review the remuneration system to ensure the system operates as intended; and
  - retain and oversee outside consultants or firms for the purpose of determining director or officer remuneration, administering remuneration plans or related matters.

***Adopted September 23, 2019***  
***Revised and Approved October 27, 2022***

**Committee Resources and Authority**

When functioning as a remuneration committee, NRC shall have the resources and authority necessary for its duties and responsibilities, including the authority to select retain, oversee and terminate and approve the fees of outside legal, consulting or compensation firms used to evaluate the compensation of members of the Board of Directors, the Executive Chairman and Co-Chief Executive Officers, or other officers or remuneration plans without seeking the approval of the Board or management. Investcorp shall provide appropriate funding for the compensation of any such persons.

**Performance Evaluation**

NRC shall prepare and review with the Board an annual performance evaluation of NRC, which shall compare performance with the above requirements and shall recommend to the Board any improvements deemed necessary or desirable to these Terms of Reference. The report must be in the form of a written report made at any regularly scheduled meeting of the Board.

**Terms of Reference of the Corporate Governance Committee**  
**of**  
**The Board of Directors**  
**of**  
**Investcorp Holdings B.S.C. (c)**

**Introduction**

The Board of Directors of Investcorp Holdings B.S.C. (c) (such board of directors, hereinafter referred to as the “Board”, and Investcorp Holdings B.S.C. (c), hereinafter referred to as “Investcorp” or the “Company”) has established a committee of the Board known as the Corporate Governance Committee (“Governance Committee”). These are the Terms of Reference for the Governance Committee.

**Membership**

The members of the Governance Committee shall be appointed by the Board from amongst its members and shall consist of not less than three members, which shall include at least three independent directors (one of whom, at least, shall have a skill set that the Governance Committee can benefit from, such as legal expertise and business proficiency, which are considered required by the Board to cultivate a good corporate governance culture).

A quorum shall be at least one half of the members of the Governance Committee, and resolutions of the Governance Committee shall be adopted by a majority vote of the members of the Governance Committee participating in a quorate meeting. If there is a tied vote, the Chairman of the Governance Committee shall have a casting vote.

The Chairman of the Governance Committee shall be appointed by the Board or by the members of the Governance Committee.

The Executive Chairman of Investcorp may not be a member of the Governance Committee, but he may attend meetings of the Governance Committee by invitation.

**Attendance at Meetings**

The Corporate Secretary shall normally attend meetings of the Governance Committee, but such attendance and the attendance of any other person who is not a member of the Governance Committee shall be subject to the Governance Committee’s discretion.

The Corporate Secretary shall serve as the Secretary of the Governance Committee.

**Frequency of Meetings; Written Resolutions**

Meetings of the Governance Committee shall be held not less frequently than twice a year.

The timing of meetings may be set to coincide with Board meetings and may hold its meetings in person or by telephone or via audio-visual communication systems.

The Governance Committee may adopt resolutions in writing, provided that such resolutions are approved by three-fourths of its members.

### **Reporting Procedures**

The minutes of the Governance Committee meetings should be circulated to the Board. The Chairman of the Governance Committee should report to the Board any significant matters of concern that have arisen at any meeting of the Governance Committee held since the last Board meeting.

### **Duties and Responsibilities**

The Governance Committee shall:

- develop and recommend to the Board changes from time to time in Investcorp's written Corporate Governance Guidelines, which shall constitute Investcorp's corporate governance policy framework and shall include reference to the principles and numbered directives of the Corporate Governance Code of the Kingdom of Bahrain ("Governance Code");
- review and evaluate the adequacy of these Terms of Reference annually and recommend to the Board any changes it deems appropriate;
- oversee Investcorp's implementation of the Corporate Governance Guidelines;
- oversee Director's Corporate Governance educational activities;
- consider any report of an actual or potential conflict of interest involving any such persons and make a recommendation to the Board regarding such actual or potential conflict of interest;
- perform any other activities consistent with these Terms of Reference and Investcorp's By-laws, as it or the Board deems appropriate; and
- coordinate and oversee the annual evaluation of the Board, its Directors, Committees and members.

### **Performance Evaluation**

The Governance Committee shall prepare and review with the Board an annual performance evaluation of the Governance Committee which shall compare performance with the above requirements and shall recommend to the Board any improvements deemed necessary or desirable to these Terms of Reference. The report must be in the form of written report made at any regularly scheduled meeting of the Board.



**BY-LAWS OF  
INVESTCORP HOLDINGS B.S.C. (c)**

*Adopted: September 23, 2019*

*Revised: October 27, 2022*

## **Article I**

### **Location**

- 1.1 The location of the registered office of Investcorp Holdings B.S.C. (c) (“Investcorp” or the “Company”) is Flat 61, Building 499, Road 1706, Diplomatic Area 317, Manama, Kingdom of Bahrain.

## **Article II**

### **Governing Documents**

- 2.1 The Company is governed by its Memorandum of Association (the “Memorandum”), its Articles of Association (the “Articles”) and these By-laws.
- 2.2 The Company is governed by the resolutions adopted by the Shareholders of the Company (the “Shareholders”).
- 2.3 The Company is governed by the resolutions adopted by the Board of Directors of the Company (the “Board of Directors”).

## **Article III**

### **By-Laws**

- 3.1 These By-Laws have been adopted by the Board of Directors of the Company and have taken into consideration guidance contained in the Corporate Governance Code of the Kingdom of Bahrain (“Governance Code”), issued by the Ministry of Commerce, and Industry as may be revised from time to time.

## **Article IV**

### **Corporate Officers**

- 4.1 The Board of Directors has appointed the following Corporate Officers:

- the Executive Chairman;
- the Co-Chief Executive Officers;
- the Chief Administrative Officer;
- the Chief Financial Officer;
- the General Counsel;
- the Corporate Secretary;
- the Head of Internal Audit and
- the Head of Risk Management.

4.2 The Executive Chairman is the highest executive and reports to the Board of Directors. The duties and responsibilities of the Executive Chairman are as follows:

- i. Responsibility for the overall direction and conduct of the Company providing the required leadership through the Co-Chief Executive Officers to ensure quality of performance.
- ii. Continue to build the brand through high level contacts in each of the Gulf Cooperation Council countries as well as internationally.
- iii. Ensure the Company's products and services are needed, respected and trusted by all its Shareholders and clients.
- iv. Earn and maintain the trust and confidence of Shareholders, creditors and clients.
- v. In conjunction with the Chairman of the Board, schedule the meetings of the Board and co-ordinate the agendas of such meetings with the Co-Chief Executive Officers, to ensure the Board is updated on major developments in a timely and well-informed manner.
- vi. Assume overall responsibility for the Company's direction, strategy and performance and be accountable to the Board of Directors for these areas.
- vii. Take the lead in Co-Chief Executive Officer succession planning with the Nomination and Remuneration Committee of the Board of Directors.

4.3 The Co-Chief Executive Officers report to the Executive Chairman. The duties and responsibilities of the Co-Chief Executive Officers, jointly and individually, are as follows:

- i. Responsibility for the Company's progress, performance, development and the execution of the strategy of the Company, as set, in conjunction with the Executive Chairman.
- ii. With the support and guidance of the Executive Chairman, responsibility for the professional operation of the Company and the conduct and supervision of all departments and lines of business, making organizational changes when needed, to ensure cost effectiveness and high productivity.
- iii. Lead the Company's lines of business ensuring their adherence to strategic, operating and organizational policies and procedures.
- iv. Manage relationships with regulators, creditors and clients so as to maintain the Company's global stature and undertakings.
- v. Responsibility for all investments and their placement with clients and to maintain client trust and satisfaction.

- vi. Supervise all business functions that select investment products for placement in compliance with risk and return factors.
- viii. Responsibility for the management of assets and liabilities of the Company and all risk factors maintaining the solidity and soundness of the balance sheet.
- ix. Ensure that the Company complies with all required regulations in the jurisdictions in which it operates and satisfies the requirements of the Board of Directors in this respect.
- x. Ensure the Company's ongoing profitability through targeted asset acquisitions and the placement thereof and to achieve the objectives of the underlying annual budget and profit objectives of the Company.

4.4 The Chief Administrative Officer reports to the Executive Chairman. The duties and responsibilities of the Chief Administrative Officer are as follows:

- i. Responsibility for the direction, supervision and management of the following functions and teams across all Investcorp Group offices:
  - Human Resources/Compensation;
  - Office Administration/Infrastructure Management (with emphasis on operations/cost efficiency); and
  - Technology.
- ii. Serve as a member of the Operating Committee and attend meetings and teleconferences of the Operating Committee.

4.5 The Chief Financial Officer reports to the Executive Chairman. The duties and responsibilities of the Chief Financial Officer are as follows:

- i. Oversee the preparation of complete, timely, reliable and accurate financial statements of the Company in accordance with all relevant accounting standards and policies adopted by the Company.
- ii. Oversee the management of all aspects of the Company's financial condition, including, but not limited to:
  - balance sheet and profit/loss, including budgeting and planning;
  - balance sheet liquidity and balance sheet funding;
  - relations with lenders and rating agencies;
  - relations with capital market participants, including investment banks, analysts, etc.;
  - relations with investors/Shareholders;

- the treasury function;
  - the provision of finance/accounting and back-office processing/investment administration support to the Company's business units;
  - major finance-related systems and other enterprise-wide initiatives;
  - external financial reporting and taxation;
  - the internal MIS, including performance monitoring;
  - technology services and support;
  - expense management;
  - the Company's financial controls and internal controls; and
  - relations with the Company's external auditors and the conduct of external auditor reviews and audits.
- iii. Present to the Board of Directors a balanced and understandable assessment of the Company's financial situation.
  - iv. Serve as a member of the Operating Committee and attend meetings and teleconferences of the Operating Committee.

4.6 The General Counsel reports to the Executive Chairman. The duties and responsibilities of the General Counsel are as follows:

- i. Responsibility for the direction, supervision and management of the Legal and Compliance functions across all Investcorp Group offices.
- ii. Advise senior management and the Audit and Risk Committee of the Board of Directors on relevant developments relating to the regulatory landscape of the various jurisdictions in which Investcorp operates.
- iii. Engage and liaise with regulatory bodies, counter-parties and other stakeholders of the Investcorp Group, where appropriate, on legal and compliance related matters.
- iv. Oversee the risk-based compliance monitoring and testing program administered by the Compliance officers in each jurisdiction.
- v. Coordinate with Risk Management and Internal Audit to implement and update appropriate business and operating controls and systems across the Investcorp Group.
- vi. Serve as a member of the Operating Committee and attend meetings and teleconferences of the Operating Committee.

4.7 The Corporate Secretary reports to the Board of Directors. The duties and responsibilities of the Corporate Secretary are as follows:

- i. Advise the Board on all corporate governance matters
- ii. Assist with the induction of each new Director.
- iii. Coordinate and organize meetings of the Board and Board Committees and record the attendance of the Directors.
- iv. Advise management on and collect, organize and distribute information and documents prepared by management for meetings of the Board and Board Committees.
- v. Ensure that all meetings of the Board and Board Committees are properly minuted and that such minutes are maintained at the Company's registered office.
- vi. Ensure that at least one ordinary general meeting of the Shareholders ("OGM") per year is held in accordance with the requirements of the Bahraini Commercial Companies Law, organize the OGM and obtain internal and external agreement to all documentation for circulation to Shareholders.
- vii. Organize any extraordinary general meeting of the Shareholders ("EGM") that is convened, organize and obtain internal and external agreement to all documentation for circulation to Shareholders.
- viii. Ensure that any OGM or EGM is properly minuted and that such minutes are maintained at the Company's registered office and published on the Company's website.
- ix. Assist in the implementation of corporate strategies by ensuring that the Board's decisions and instructions are properly carried out and communicated.

4.8 The Head of Internal Audit reports functionally to the Audit and Risk Committee and reports administratively to the Executive Chairman. It is to be noted that the Executive Chairman has delegated certain of his responsibilities to the Chief Administrative Officer on the basis that this is more efficient and administratively in line with the responsibilities of the Chief Administrative Officer. The duties and responsibilities of the Head of Internal Audit are as follows:

- i. Develop a high-level, four-year strategic audit plan and a flexible annual audit plan using an appropriate risk-based methodology, including any risks or control concerns identified by management, and submit those plans along with any subsequent periodic changes to senior management and the Audit and Risk Committee for review and approval.

- ii. Align internal audit coverage with Investcorp's strategic, operational, compliance, and financial risks, including important areas of emerging risk.
- iii. Implement the annual audit plan, as approved, including, as appropriate, special tasks or projects requested by senior management and the Audit and Risk Committee.
- iv. Maintain professional internal audit resources with internal audit staff and, where appropriate, other internal or external resources with sufficient knowledge, skills, experience, and professional certifications to meet the requirements of the Internal Audit Charter.
- v. Evaluate and assess important merging/consolidating functions and new or changing services, business units, processes, systems, operations and control processes coincident with their development, implementation, and/or expansion.
- vi. Issue periodic reports to the Audit and Risk Committee and senior management summarizing the results of internal audit activities.
- vii. Keep the Audit and Risk Committee informed of emerging trends and successful practices in internal auditing.
- viii. Provide internal audit measurement goals and results to senior management and the Audit and Risk Committee.
- ix. Assist, as appropriate, in the investigation of suspected fraudulent activities within Investcorp and notify senior management and the Audit and Risk Committee of the results.
- x. Consider the scope of work of the external auditors and regulators, as appropriate, for the purpose of providing optimal audit coverage to Investcorp at a reasonable overall cost.
- xi. Provide appropriate consulting and advisory services to management and improve Investcorp's governance, risk management, and control processes without the internal auditor assuming management responsibility.
- xii. Implement a quality assurance and improvement program by which the Head of Internal Audit assures effective operation of internal audit activities and annually report the results of the program to the Audit and Risk Committee.
- xiii. On behalf of the Audit and Risk Committee, have day to day operational responsibility for the Whistleblowing Policy and Procedures.

4.9 The Head of Risk Management reports functionally to the Audit and Risk Committee and reports administratively to the Executive Chairman. The duties and responsibilities of the Head of Risk Management are as follows:

- i. Oversee investment, market, credit, liquidity and operational risk management across the whole Company with proactive risk management and hedging for all business lines.
- ii. Update the Audit and Risk Committee on a quarterly basis on all risk management related matters and including approval of Company-wide risk limits and risk management policies and procedures.
- iii. Be an active member of the Asset and Liability Committee where balance sheet liquidity, IR, and FX exposures are discussed, and appropriate hedges are laid out.
- iv. Be an active member of the Investment Committees and provide a comprehensive investment risk analysis before final support is granted for any investment.
- v. Coordinate compliance with all regulatory actions across the Investcorp Group, as appropriate
- vi. Develop and implement a comprehensive ICAAP framework, a liquidity risk management framework, a firm wide operational risk policy framework.
- vii. Implement an enterprise risk management system that covers investment risk management across all asset classes.
- viii. Develop and implement continuous assessment of tail risk for portfolio companies.
- ix. Implement a pre-acquisition risk analysis for private equity and real estate activities based on a risk adjusted IRR framework.
- x. Implement a post-acquisition and an enterprise-wide portfolio risk analysis system based on a multi-factor model for all asset classes providing the foundation of the Aggregate Economic Capital model and Risk Aggregation system.
- xi. Serve as a member of the Operating Committee and attend meetings and teleconferences of the Operating Committee.