

**Minutes of the Extraordinary General Meeting  
of the Shareholders of Investcorp Holdings B.S.C. (c)  
(the “Company”)  
held virtually at 12:30 p.m. on Thursday, September 22, 2022**

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Pursuant to the notice given by the Chairman of the Board of Directors of the Company (the “Board”) to the shareholders of the Company (the “Shareholders”) which was published in *Al Ayam*, *Akhbar al Khaleej* and *Gulf Daily News* newspapers on Thursday, September 1, 2022, the Extraordinary General Meeting of the Shareholders (the “EGM” or the “Meeting”) was held virtually at 12:30 p.m. on Thursday, September 22, 2022.

The Chairman of the Board; Dr. Yousef Hamad Al-Ebraheem chaired the EGM which was also attended by the Vice Chairman of the Board; Mr. Khalid Rashid AlZayani, the Executive Chairman of the Company; H.E. Mohammed Bin Mahfoodh Bin Saad Alardhi, the legal advisor; Mr. Qais Z’ubi and the Company’s Share Registrar; Bahrain Clear, as well as a representative of the Ministry of Industry and Commerce.

A detailed list of attending members of the Board is attached as Exhibit A.

The attendance quorum was established at 90.26% of the total number of shares comprising the Company’s outstanding share capital. All attending Shareholders attended the Meeting via video conference.

The EGM discussed the items on the agenda and approved resolutions as set out below:

1. The Chairman of the Board referred to the minutes of the Extraordinary General Meeting of June 2, 2021 available on the Company’s website.

**RESOLVED, that the Minutes of the Company’s prior year’s Extraordinary General Meeting that was held on June 2, 2021 be, and are hereby approved.**

2. The Chairman of the Board referred to the amended and restated Articles of Association of the Company available on the Company’s website.

**RESOLVED, that: (i) the proposed amendment and restatement in full of the Articles of Association of the Company (and any amendment and restatement of the Company’s Memorandum of Association in English if required by the Board or the competent entity) be, and is hereby approved; (ii) the Board be, and is hereby authorized to finalize the terms of the Memorandum and Articles of Association to reflect any changes required by the competent entity; and (iii) the Board be, and is hereby authorized to sign the Memorandum and Articles of Association on behalf of the Shareholders before a notary in the Kingdom of Bahrain.**

3. The Chairman of the Board referred to the Monetization Incentive Plan (the “MIP”), which is an incentive program to be offered to certain employees of the Company and select consolidated subsidiaries of the Company.

**RESOLVED, that the Board be, and is hereby authorized to: (i) issue new shares pursuant to the MIP; (ii) amend the Memorandum and Articles of Association and to sign such amendments before a notary in the Kingdom of Bahrain pursuant to any such issuance; and (iii) take any further actions required to facilitate the MIP.**

There being no further matters related to Investcorp Holdings B.S.C.(c) to be discussed in accordance with Article 207 of the Commercial Companies Law, the Meeting ended at **12:37 p.m.**

Chairman of the EGM

Secretary of the EGM



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Dr. Yousef Hamad Al-Ebraheem  
Chairman of the Board

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Mark Horncastle

## **EXHIBIT A**

**MEMBERS OF THE BOARD OF DIRECTORS IN ATTENDANCE AT THE  
EXTRAORDINARY GENERAL MEETING  
HELD ON 22 SEPTEMBER 2022**

- Dr. Yousef Hamad Al-Ebraheem
- Mr. Khalid Rashid AlZayani
- H.E. Mohammed Bin Mahfoodh Bin Saad Alardhi
- Dr. Mazen Suliman Fakeeh
- Dr. Joachim Faber
- Mr. Gregory Kam Leung So
- Mr. Waleed Ahmed Salem AlMokarrab AlMuhairi
- Mr. Hisham Saleh Ahmed AlSaie
- H.E. Eng. Abdulatif AlOthman
- Mr. Abdullah Mazrui
- Hon. Frances Fragos Townsend