

# INVESTCORP

**INVESTCORP HOLDINGS B.S.C. (Closed)  
(the "Company")**

**Proxy form for use at the Extraordinary General Meeting of the Company by holders of  
Ordinary Shares**

Ordinary Shareholders are directed to use this form to appoint a corporate representative or individual proxy to attend the Extraordinary General Meeting of the Company

**Investcorp Holdings B.S.C. (Closed)  
(the “Company”)**

**Extraordinary General Meeting of the Company**

The Chairman of the Board of Directors of the Company is pleased to invite the holders of the Ordinary Shares of the Company (the “**Ordinary Shareholders**”) to attend an Extraordinary General Meeting of the Company to be held virtually at 11 am on Monday, June 15, 2026 to consider the agenda items set out below:

Resolutions	Voting Option		
	Approved	Rejected	Abstained
1. To review and ratify the minutes of the previous Extraordinary General Meeting held on September 22, 2022.			
2. To approve the redemption (and subsequent cancellation) of all 2,018 Series E Preference Shares of the Company.			
3. To approve the reduction of the Company’s issued and paid-up share capital from US\$ 452,250,000 to US\$ 200,000,000 upon the redemption (and subsequent cancellation) of all 2,018 Series E Preference Shares of the Company.			
4. To approve the amendments to the Company’s Memorandum of Association and Articles of Association as may be necessary to effect the redemption (and subsequent cancellation) of all 2,018 Series E Preference Shares of the Company and reduction of the Company’s issued and paid-up share capital.			
5. To authorise the Executive Chairman to take all actions necessary or desirable to implement and give effect to the resolutions passed at the Extraordinary General Meeting, and to determine whether and, if so, when, to proceed with such implementation.			
6. To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.			

With God’s blessings,

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

**Investcorp Holdings B.S.C. (Closed)**  
**Letter of Appointment/Proxy**

Shareholder No.\*:

Name of Shareholder\*:

- (i) Company:
- (ii) Individual:

In my/our capacity as a shareholder in Investcorp Holdings B.S.C.(Closed), holding:  
( \_\_\_\_\_ )\* ordinary shares

**For juristic persons/legal entities\*:**

As a ( \_\_\_\_\_ )<sup>1</sup> 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 \_\_\_\_\_.

As holders of ordinary shares, the purpose of the above appointment/proxy is attendance by the Representative/Proxy and voting at the Extraordinary General Meeting to be held virtually at 11 am on Monday, June 15, 2026 and any adjournment thereof

\_\_\_\_\_  
**Signature of Shareholder/Authorized Signatory<sup>2</sup>**

\* Please complete as appropriate.

\_\_\_\_\_  
<sup>1</sup> Insert type of entity

<sup>2</sup> Proof of authority will be requested by the Share Registrar

## Important notice to shareholders

1. The Company's Ordinary 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 E Preference shareholders do not have the right to receive notice of, or attend or vote at, the General Meeting or, therefore, to appoint a proxy to attend in their place.
2. Holders of proxies 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. Proxy forms are available on the Company's website [www.investcorp.com](http://www.investcorp.com).
3. The Company's Ordinary shareholders that wish to appoint a proxy are requested to register or lodge proxy forms with the Company's Share Registrar, Bahrain Clear, at their offices on the 4th Floor, Bahrain Financial Harbour, Harbour Gate, P.O. Box 3203, Manama, Kingdom of Bahrain, Tel. +973 17 261260 or electronically by email to: [registry@bahrainclear.com](mailto:registry@bahrainclear.com) at least 24 hours prior to the General Meeting.
4. A representative of Bahrain Clear will send all attending shareholders or appointed proxies instructions and a link to enable the respective attendee to take the necessary steps to join the General Meeting virtually via the Lumi platform. The device used to participate in the General Meeting must be compatible with video and teleconferencing services.
5. Please email the Company's Corporate Governance Officer, Ms. Puralyn Fiel at [lfiel@investcorp.com](mailto:lfiel@investcorp.com), for a copy of the General Meeting circular.