

INVESTCORP HOLDINGS B.S.C. (Closed)

Notice of the Ordinary General Meeting
To be held virtually at 11:00 a.m. on Thursday, September 26, 2024

To

**Holders of Ordinary Shares and
Holders of Preference Shares**

(Including letter of appointment of representative of a juristic person or proxy by an individual shareholder to another shareholder or other person to attend the Ordinary General Meeting)

Investcorp Holdings B.S.C. (Closed)

Ordinary General Meeting of the Shareholders of Investcorp Holdings B.S.C. (Closed)

The Chairman of the Board of Directors of Investcorp Holdings B.S.C. (Closed) (the "Company") is pleased to invite its Shareholders to attend an Ordinary General Meeting of the Shareholders to be held virtually at 11:00 a.m. on Thursday, September 26, 2024 in order to consider the agenda items set out below:

Resolutions	Voting Option		
	Approved	Rejected	Abstained
1. To review and approve the minutes of the Company's prior year's Ordinary General Meeting that was held on September 28, 2023.			
2. To discuss and approve the Board of Directors' Report on the Company's activities for the fiscal year ended June 30, 2024.			
3. To receive, consider and approve the report of the auditors of the Company, Ernst & Young, for the fiscal year ended June 30, 2024.			
4. To review and approve the consolidated financial statements of the Company for the fiscal year ended June 30, 2024.			
<p>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, 2024 as follows:</p> <p>(A) Distribution of dividends to holders of the redeemed 121,715 Series B Preference Shares in accordance with the Terms and Conditions of issue of said shares for the dividend period July 1, 2023 to January 8, 2024 (inclusive) in the aggregate amount of US\$ 10,122,262.01.</p> <p>If approved, dividend payments shall be made on October 7, 2024.</p> <p>(B) Distribution of dividends to holders of the outstanding 2,018 Series E Preference Shares in accordance with</p>			

<p>the Terms and Conditions of issue of said shares for the dividend period October 6, 2023 to June 30, 2024 in the aggregate amount of US\$ 15,318,932.29.</p> <p>If approved, dividend payments shall be made on October 7, 2024.</p> <p>(C) Distribution of dividends to holders of the Ordinary Shares (excluding treasury shares) in the aggregate amount of US\$ 46,076,355.60 representing a rate of US\$ 0.60 per Ordinary Share, which represents 24% of the paid-up Ordinary Share capital.</p> <p>If approved, dividend payments shall be made by or on October 7, 2024.</p>			
<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, 2024 to October 5, 2024 (inclusive) in the aggregate amount of US\$ 5,491,692.71 from retained earnings as of June 30, 2024.</p> <p>If approved, dividend payments shall be made on October 7, 2024.</p>			
<p>7. To approve certain amendments to the Investcorp Group Remuneration Policies.</p>			
<p>8. To review and approve Related Party Transactions, as described in Note 23 to the consolidated financial statements of the Company as of June 30, 2024, and in accordance with Article 189 of the Bahrain Commercial Companies Law.</p>			
<p>9. To approve payment of remuneration of the Board of Directors of the Company in the aggregate amount of US\$ 1,980,000 for their service during the fiscal year ended June 30, 2024.</p>			
<p>10. To discharge the Directors of the Company</p>			

from any liability arising in connection with their duties during the fiscal year ended June 30, 2024.			
11. To ratify the appointment of Mr. Yasir Badri to serve on the Board of Directors of the Company to fill the vacancy created by the resignation of Mr. Waleed Al Muhairi, from June 10, 2024 until the Ordinary General Meeting of Shareholders to be held following the end of the fiscal year ending on June 30, 2025.			
12. To re-appoint Ernst & Young as the Company's auditors for the fiscal year ending June 30, 2025 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.			
13. To discuss the report on the Company's compliance with its Corporate Governance Guidelines and the Ministry of Industry and Commerce Corporate Governance Code.			
14. 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),

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

(2) holding (_____) * preference shares.

For juristic persons/legal entities*:

As a (_____) [insert type of entity], we have appointed _____ to be our Representative for the purposes indicated below. The email address of our Representative is _____ (The General Meeting will be held virtually, so we require the email address of the Representative).

For individuals*:

As an individual, I have appointed _____ as my Proxy for the purposes indicated below. The email address of my Representative is _____ (The General Meeting will be held virtually, so we require the email address of the Representative).

- (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 to be held virtually at 11:00 am on Thursday, September 26, 2024; 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.

Important notice to shareholders

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 E 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. Proxy forms are available on the Company's website www.investcorp.com.
3. Shareholders are requested to 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 17108833 or electronically by email to: 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, for a copy of the General Meeting circular, which includes the Company's consolidated financial statements as at June 30, 2024.