

INVESTCORP

INVESTCORP HOLDINGS B.S.C. (Closed)

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

To Be Held Virtually at 11 a.m. on Thursday, September 26, 2024

AGENDA

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.
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:
 - (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.
If approved, dividend payments shall be made on October 7, 2024.
 - (B) 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 October 6, 2023 to June 30, 2024 in the aggregate amount of US\$ 15,318,932.29.
If approved, dividend payments shall be made on October 7, 2024.

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(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.

If approved, dividend payments shall be made by or on October 7, 2024.

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.

If approved, dividend payments shall be made on October 7, 2024.

7. To approve certain amendments to the Investcorp Group Remuneration Policies.

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.

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.

10. To discharge the Directors of the Company 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.

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With God's blessings,

A handwritten signature in blue ink, appearing to be 'Yousef Hamad Al-Ebraheem', written in a cursive style.

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