

**Annual General Meeting of the Shareholders of
INVESTCORP CAPITAL PLC
(the “Company”)**

NOTICE

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of the Company will be held both in person at the Rosewood Hotel, Abu Dhabi, United Arab Emirates and virtually via <https://www.smartagm.ae> on Wednesday, October 9, 2024 at 16:00 (*UAE Time*).

The purpose of the AGM is for the shareholders of the Company to consider and, if they see fit, approve the resolutions set out below.

For further information on attendance, voting and the legal quorum of the AGM, please refer to the Notes attached hereto.

*Resolutions 1 to 9 will be presented as Ordinary Resolutions. Voting on the resolutions will be by way of a poll in accordance with the Articles of Association of the Company (the “**AOA**”).*

Resolutions:

1. To receive and adopt the Company’s Directors’ report for the fiscal year ended June 30, 2024.
2. To receive and adopt the consolidated financial statements of the Company for the fiscal year ended June 30, 2024.
3. To receive and adopt the Auditors’ report for the fiscal year ended June 30, 2024.
4. To ratify the payments of (i) an interim cash dividend for the six months ended December 31, 2023, and (ii) a cash dividend for the six months ended June 30, 2024, as set out in the Explanatory Notes.
5. To consider and approve the payment of remuneration to the Board of Directors of the Company for an amount of US\$ 305,000 for the fiscal year ended June 30, 2024.
6. To discharge the members of the Board of Directors of the Company from any liability arising in connection with the performance of their duties for the fiscal year ended June 30, 2024.
7. To discharge the Auditors of the Company from any liability arising in connection with the performance of their duties for the fiscal year ended June 30, 2024.
8. To consider and approve the recommendation made by the Board of Directors of the Company to appoint the external Auditors of the Company for the fiscal year ending June 30, 2025 and to approve their proposed fees.
9. To consider and approve amendments to the Company’s Remuneration Policy, as set out in the Explanatory Notes.

By order of the Board of Directors of the Company



Mohammed Al Ardhi
Chairman
Investcorp Capital plc
Date: September 18, 2024

Registered address: 1137Register17, 17, Al
Maqam Tower, Abu Dhabi Global Market
Square, Al Maryah Island, Abu Dhabi, United
Arab Emirates

EXPLANATORY NOTES

Resolutions 1 to 9 (inclusive) are being proposed as Ordinary Resolutions. To pass an Ordinary Resolution, it must be approved by a simple majority (meaning more than 50%) of the votes cast in respect of that resolution at the AGM.

Resolutions 1 to 3 (inclusive) – Approval & Adoption of Financial Statements & Accompanying Reports:

The Company will present its audited financial statements for the fiscal year ended June 30, 2024 and accompanying reports (namely, the Auditors' report, and the Directors' report) (collectively, the "**Accompanying Reports**") to its shareholders at the AGM for consideration, approval and adoption. This will provide shareholders with the opportunity to discuss the performance of the Company during the previous fiscal year.

Copies of the audited financial statements, the Accompanying Reports, the Annual Report, the Corporate Governance Report, the Sustainability Report and the Integrated Report will be available on the website of the Company (<https://www.investcorp-capital.com>) and the Abu Dhabi Securities Exchange ("**ADX**") (<https://www.adx.ae/English/Pages/default.aspx>).

Resolution 4 – Cash Dividends for the Fiscal Year 2024:

The shareholders will consider and, if they see fit, ratify the payments of (i) the interim cash dividend for the six months ended December 31, 2023 approved by the Company's Board of Directors on February 11, 2024 and paid on March 12, 2024; and (ii) the cash dividend for the six months ended June 30, 2024 approved by the Company's Board of Directors on September 9, 2024 and expected to be paid no later than October 9, 2024, in each case, in accordance with Article 67 of the AOA.

Resolution 5 – Directors Remuneration:

It is proposed that the Company's shareholders consider and, if they see fit, approve the Company's Board of Directors remuneration for the fiscal year ended June 30, 2024, being a total amount of US\$ 305,000 (Three Hundred and Five Thousand United States Dollars).

Resolutions 6 and 7 – Directors' and Auditors' Liability:

In line with the regulations governing companies listed on the ADX, resolutions 6 and 7 are being presented to the shareholders to absolve the Directors and Auditors, respectively, of any liability incurred during the fiscal year ended June 30, 2024.

Resolution 8 – External Auditors:

The external Auditors of the Company must be appointed by the shareholders on an annual basis. If appointed, the external Auditors will hold office effective from the conclusion of the AGM and such appointment shall continue until the conclusion of the next AGM. The Company's Board of Directors and Audit and Valuation Committee recommended the appointment of Ernst and Young as the external Auditors of the Company for the upcoming fiscal year on September 9, 2024 and, in turn, proposed that such recommendations be approved by the Company's shareholders. The

Company's shareholders are requested to approve a remuneration of US\$ 400,000 for audit services to be provided to the Company and its subsidiaries for the upcoming fiscal year ending June 30, 2025.

Resolution 9 – Approval of Amendment to the Remuneration Policy:

The Nomination and Remuneration Committee of the Company endorsed certain amendments to the Company's Remuneration Policy to better align the policy with applicable regulations. These amendments were then ratified by the Company's Board of Directors during a meeting held on February 11, 2024.

The amended Remuneration Policy is now being presented to the shareholders for approval.

A version highlighting the proposed changes to the Company's Remuneration Policy will be made available to the Company's shareholders along with a final version of the Remuneration Policy, on the following website: <https://smartagm.ae>

NOTES

As at September 16, 2024 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital consists of 2,191,502,000 ordinary shares of a nominal value of US\$ 0.5 each. Each ordinary share carries the right to one vote at the AGM, and therefore, the total number of voting rights in the Company at such time and date is 2,191,502,000.

Entitlement to attend and vote at the AGM:

To be entitled to attend and vote at the AGM, members must be registered as shareholders of the Company at 15:00 (*UAE Time*) on October 8, 2024. Changes to the identity of, or the number of shares held by any given shareholder after this point in time shall be disregarded in determining the rights of any person entitled to attend and vote at the AGM.

Further information regarding the AGM can be found at: <https://smartagm.ae>

Attending the AGM:

- Shareholders are invited to join and attend the AGM either by attending in-person at the Rosewood Hotel, Abu Dhabi, United Arab Emirates or, if attending virtually, by visiting the following website link: <https://smartagm.ae>
- Shareholders attending virtually will receive an electronic invite for the meeting on SMS and email following registration of their attendance.
- Any shareholders attending the AGM are required to register their attendance electronically.
- Registration is open from 16:00 (*UAE Time*) on October 2, 2024 and closes at 16:00 (*UAE Time*) on October 9, 2024.
- For electronic registration, please visit the following website: <https://smartagm.ae>
- A shareholder of the Company is entitled to appoint another person as its proxy to exercise all or any of its rights to attend and to speak and vote at the AGM, [provided that the proxy is not a member of the Company's Board of Directors, nor an employee of the Company, nor a brokerage company or its employees.
- Any shareholder (whether an individual or a corporate person) that wishes to exercise their right to appoint a proxy, can register their proxy by visiting the following website: <https://smartagm.ae> filling out a proxy form and uploading it along with any supporting documents once the online registration is open.

Legal Quorum:

The quorum of the AGM shall be fulfilled if the shareholders holding at least 50% of the share capital of the Company are present at the meeting (whether personally or by proxy). If the quorum is not present in the first meeting, the second meeting will be held on October 16, 2024 at the same time of day.

Appointment of proxies:

A shareholder of the Company is entitled to appoint another person as a proxy to exercise all or

any of its rights to attend and vote at the AGM, provided that the proxy is not a member of the Company's Board of Directors nor an employee of the Company [or a brokerage company or its employees.

The requirements under Clauses No. 1 and 2 of Article 40 of Securities and Commodities Chairman Decision No. (3/Chairman) of 2020 on the Approval of Public Joint Stock Companies Governance Guide as amended ("**Governance Guide**") on adopting proxies shall apply.

A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes. The shares may not be divided for more than one representative. No representative for part of the shareholder shares shall be accepted.

A proxy must vote in accordance with any instructions given by the shareholder by whom the proxy is appointed. Appointing a proxy does not preclude the person who is entitled to attend, speak, or vote from so attending, speaking and voting at the AGM.

Any shareholder (whether an individual or a corporate person) that wishes to exercise their right to appoint a proxy, can register their proxy by visiting the following website: <https://smartagm.ae> filling out a proxy form and uploading it along with any supporting documents once the online registration is open.

A proxy holder may not represent a number of shareholders in excess of 5% of the Company's share capital. However, if the proxy is representing a single shareholder, his/her proxy may exceed 5% of the Company's share capital. Minors and those who have no legal capacity shall be represented by their legal representatives.

In case the quorum is not achieved in the first meeting, a duly appointed proxy shall represent the relevant shareholder at any subsequent meeting unless such appointment is expressly cancelled by the shareholder by notifying us on the following email address: registration@smartagm.ae - at least two days prior to the relevant meeting.

In accordance with the AOA, a proxy may only be validly appointed by a notice in writing which:

- states the name and address of the member appointing the proxy;
- identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- specifies the mandate for the member's proxy and the term for which the proxy notice may be used;
- is signed by or on behalf of the member appointing the proxy or otherwise authenticated in such manner as required by the Company's Board of Directors; and
- is delivered to the Company in accordance with the AOA and the instructions in this notice.

In relation to the delivery of the proxy notice, shareholders should take into account the following:

- a proxy notice must be delivered to the Company in accordance with the instructions in this notice not less than forty-eight (48) hours before the AGM;
- an appointment under a proxy notice may be revoked subject to certain requirements as set

out in the AOA. The notice revoking a proxy appointment only takes effect if it delivered before the start of the meeting or adjourned meeting to which it relates (note that different requirements apply to polls taken after the meeting);

- if a proxy notice is not signed by the person appointing the proxy it must be accompanied by written evidence of the authority of the person who executed it; and
- the proxy notice must be attested and should be accompanied by any document(s) necessary to show validity of, or otherwise relating to the appointment of the proxy (for example, a power of attorney).

Please note that proxy notices may specify how the proxy appointed under them is to vote (or if the proxy is to abstain from voting) on one or more resolutions. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy may vote or abstain from voting at their discretion. Your proxy may vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.

Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Voting by corporate representative:

If a corporation is a member of the Company, it may by a resolution of its director(s) or other governing body authorize a person or persons to act as its representative or representatives at the AGM. The authorized person(s) is entitled to exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company. The authorized person shall have the authority as determined by the authority resolution.

Voting:

Voting on all resolutions from 1 to 9 will be conducted by way of a poll. On a vote by poll every shareholder has one vote for every ordinary share held. Ordinary resolutions shall be passed by a simple majority of the votes cast by those entitled to vote.

Voting will be done via an electronic platform by visiting the website: <https://www.smartagm.ae>

Results:

The results of voting on the resolutions will be announced following the conclusion of the AGM as required by applicable laws and regulations and will also be posted on the Company's website.

Communication and questions at the AGM:

We will be offering our shareholders the opportunity to submit their questions in advance and during the AGM via an electronic platform by visiting the website <https://www.smartagm.ae>

Any shareholder joining the meeting virtually has the right to ask questions. If multiple questions on the same topic are received in advance, the representatives of the Company may choose to provide a single answer to address shareholder queries on the same topic.

Adjourned Meeting:

In the event that the required legal quorum for the AGM is not met, the AGM will be adjourned to 16:00 (*UAE Time*) on October 16, 2024. This notice shall continue to apply to any adjourned meetings.

If the AGM is adjourned, only those shareholders registered in the Company's register of members on October 8, 2024 at 15:00 (*UAE Time*) shall be entitled to attend and vote at the reconvened AGM. Changes to the register of members after the deadline stated shall be disregarded in determining the rights of any person entitled to attend and vote at the AGM.

Communications:

Please note that you may not use any email address provided either in this notice or in any related documents (including the annual report for the fiscal year ended June 30, 2024) to communicate with the Company for any purposes other than those expressly stated herein.

The Company may process personal data of attendees at the meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data, including your name, contact details and the votes you cast. The Company shall process such personal data in accordance with its privacy policy, a copy of which is available on the Company's website: <https://www.investcorp-capital.com>

Assistance:

If you require any further assistance or face any technical difficulties with respect to the registration for the AGM, please contact LUMI Support through <https://www.smartagm.ae> and we will be pleased to assist.

Please refer to the minority investor protection guide at the Securities and Commodities Authority's website: <https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>

Copies of the audited financial statements, the Accompanying Reports and the Corporate Governance Report will be available online via the ADX website at: <https://www.adx.ae/English/Pages/default.aspx> and the Company's website at: <https://www.investcorp-capital.com>