

# INVESTCORP

**INVESTCORP HOLDINGS B.S.C.(c)  
(the “Company”)**

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

**to be held virtually at 11:00 a.m. on Thursday, September 22, 2022**

**AGENDA**

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1. To review and approve the Minutes of the Company’s prior year’s Ordinary General Meeting that was held on September 22, 2021.
2. To discuss and approve the Board of Directors’ Report on the Company’s activities for the fiscal year ended June 30, 2022.
3. To receive, read, and approve the Report of the Auditors of the Company, Messrs. Ernst & Young, for the fiscal year ended June 30, 2022.
4. To review and approve the consolidated Financial Statements of the Company for the fiscal year ended June 30, 2022.
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, 2022 as follows:
  - (A) Distribution of dividends to holders of the outstanding 123,239 Series B Preference Shares in accordance with the Terms and Conditions of issue of said shares for the dividend period July 1, 2021 to June 30, 2022 in the aggregate amount of US\$12,502,339.36If approved, dividend payments shall be made no later than October 6, 2022.

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(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, 2021 to June 30, 2022 in the aggregate amount of US\$15,318,932.29

If approved, dividend payments shall be made no later than October 6, 2022.

(C) Distribution of dividends to holders of the Ordinary Shares (excluding treasury shares) in the aggregate amount of US\$23,740,367 representing a rate of US\$0.30 per Ordinary Share, which represents 12% of the paid-up Ordinary Share capital.

If approved, dividend payments shall be made no later than October 6, 2022.

(D) Carrying over of US\$78,333,439.34 as retained earnings for the following fiscal year ("FY2022 Retained Earnings").

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, 2022 to October 5, 2022 in the aggregate amount of US\$5,491,692.71 from the FY2022 Retained Earnings.

If approved, dividend payments shall be made no later than October 6, 2022.

7. To review and approve Related Party Transactions, as described in Note (25) to the consolidated financial statements of the Company as of June 30, 2022, and in accordance with Article 189 of the Bahrain Commercial Companies Law.

8. To approve payment of remuneration of the Board of Directors of the Company in the aggregate amount of US\$1,680,000 for their service during the fiscal year ended June 30, 2022.

9. To discharge the Directors of the Company from any liability arising in connection with their duties during the fiscal year ended June 30, 2022.

10. To re-appoint the following members of the Board of Directors to serve on the Board of Directors of The Company from the date of this meeting until the Ordinary General Meeting of Shareholders to be held following the end of the fiscal year ending on June 30, 2025 (the "Term") in accordance with Article 17 of the Articles of Association:

- H.E. Mohammed Bin Mahfoodh Bin Saad Alardhi (Executive Chairman)

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- Waleed Ahmed Salem Al Mokarrab Al Muhairi (representing Mubadala Investment Company PJSC)
- Hisham Saleh Ahmed Al Saie (representing Konoz Securities Company W.L.L.)

11. To elect, or re-elect the following eleven (11) members, to the Board of Directors for the Term in accordance with Article 17 of the Articles of Association.

- Dr. Yousef Hamad Al-Ebraheem
- Khalid Rashid Al Zayani
- Dr. Joachim Faber
- Dr. Mazen Soliman Fakeeh
- Abdullah Saud Alhumaidhi
- Sh. Mohamed Bin Isa Al Khalifa
- Abdullah Mohammed Mazrui
- H.E. Eng. Abdulatif Ahmed Al Othman
- Gregory Kam Leung So
- Sh. Abdulrahman Bin Saud Al-Thani
- Frances Fragos Townsend

12. To approve the proposed amendments to the Company's Remuneration Policies.

13. To approve the adoption of the Monetization Incentive Plan ("MIP"), an incentive program to be offered to certain employees of the Company and select consolidated subsidiaries of the Company and empower the Board of Directors to amend and supplement the MIP and term sheet thereto from time to time and take such actions as may be required to implement the MIP.

14. To re-appoint Messrs. Ernst & Young as the Company's auditors for the fiscal year ending June 30, 2023 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.

15. To discuss the report on the Company's compliance with its Corporate Governance Guidelines and the Ministry of Industry and Commerce Corporate Governance Code.

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16. To discuss any other matters in accordance with Article 207 of the Commercial Companies Law.

*For all agenda related documents please go to the Company's website at:*

[September 2022 Ordinary General Meeting - Investcorp](#)