

**Extraordinary General Meeting of the Shareholders
of Investcorp Holdings B.S.C.(c)
to be held on
Thursday, September 22nd 2022, 12:30 PM**

Letter of Appointment/Proxy

Investor NIN / Shareholder No.*:	
Name of Shareholder:*	
Type of Shareholder:	Individual <input type="checkbox"/> or Company <input type="checkbox"/> (please tick as appropriate)

In my/our capacity as a shareholder in Investcorp Holdings B.S.C.(c);

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

(2) holding (_____) * preference shares.

For juristic persons/legal entities:

As a (_____) **, 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 _____*.

- (1) 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, as indicated on Annex A attached to this letter of Appointment/Proxy; 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 Extraordinary 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

** please insert type of entity i.e., 'company limited by shares', 'with limited liability'

Notes:

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 B 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.
3. For any further information please contact the Corporate Governance Officer, Puralyn Fiel, on lfiel@investcorp.com.
4. For further information with regards to the appointment of proxies, please reach out to Bahrain Clear at registry@bahrainclear.com or tel. +973 17108786 at least 48 hours prior to the meeting.

ANNEX A

Resolutions	Voting Option		
	Affirmative	Negative	Abstain
1. Approval of the minutes of the Extraordinary General Meeting of 2 June 2021.			
2. Approval of the amendment and restatement in full of the Articles of Association of the Company (and the amendment and restatement of the Memorandum of Association in English if required by the Board of Directors or the competent entity) and to authorize the Board of Directors to finalize the terms of the Memorandum and Articles of Association to reflect any changes required by the competent entity and to sign the Memorandum and Articles of Association on behalf of the shareholders of the Company before a notary in the Kingdom of Bahrain.			
3. To empower the Board of Directors to authorize the issuance of any new shares pursuant to the Monetization Incentive Program ("MIP"), to amend the Memorandum and Articles of Association and to sign such amendments before a notary in the Kingdom of Bahrain pursuant to any such issuance and take any further actions required to facilitate the MIP.			
4. Any other business.			