

Investcorp Bank B.S.C. Invitation to Attend Ordinary General Meeting

The Chairman of the Board of Directors of Investcorp Bank B.S.C. (the "Company") is pleased to invite the Shareholders of the Company to attend an Ordinary General Meeting of the Shareholders to be held at 11:00 a.m. on Tuesday, September 25, 2018 at the offices of Investcorp Bank B.S.C., Investcorp House, Diplomatic Area, Manama, Kingdom of Bahrain in order to consider the Agenda items set out below and pass appropriate resolutions:

1. To discuss and approve the Board of Directors' Report on the Company's activities for the fiscal year ended June 30, 2018.
2. To receive the Report of the Auditors, Messrs. Ernst & Young, for the fiscal year ended June 30, 2018 and approval thereof.
3. To review and approve the Financial Statements for the fiscal year ended June 30, 2018.
4. To approve the proposal made by the Board of Directors for allocation of the net profits for the fiscal year ended June 30, 2018 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, 2017 to June 30, 2018 in the aggregate amount of US\$14,341,554.99.

If approved, dividend payments shall be made no later than October 4, 2018.

- B. Distribution of dividends to holders of the Series B-1, B-2 and Series B-3 Preference Shares that were redeemed by the Company on March 7, 2018 in accordance with the Terms and Conditions of issue of said shares, as follows:

Preference Share Series	No. of Shares Redeemed	Aggregate Dividend Amount for Redeemed Shares
B-1	30,869	US\$2,452,549.10
B-2	51,682	US\$4,100,325.70
B-3	17,449	US\$1,381,113.66
Total	100,000	US\$7,933,988.46

If approved, dividend payments shall be made no later than October 4, 2018.

- C. Distribution of US\$19,059,278 to holders of Ordinary Shares (excluding treasury shares) at the rate of US\$0.24 per Ordinary Share, representing 9.6% of the paid-up Ordinary Share capital. If approved, dividend payments shall be made no later than October 4, 2018.
 - D. Carrying over of US\$83,767,096 as retained profits for the following fiscal year.

5. To approve payment of Board of Directors' remuneration in the aggregate amount of US\$1,520,000 for their service during the fiscal year ended June 30, 2018.
6. To discharge the Directors of the Company from any liability arising in connection with their duties during the fiscal year ended June 30, 2018.
7. To approve the competitive affiliations of three Directors in accordance with Article 191 of the Commercial Companies Law as well as one Director's service as a director of more than three Bahrain public companies.

Explanations: Three Directors of the Company, Mr. Abdullah Mohammed Mazrui, Mr. Abdullah Saud Al Humaidhi, and Mr. Hisham Saleh Ahmed Al Saie, have affiliations with other financial institutions. These institutions are The National Investor, Bank ABC B.S.C., and Global Banking Corporation B.S.C.(c), respectively. Each of these financial institutions operates a business that could compete with the Company. The Board of Directors is not aware of any instance in which there actually has been direct competition between the Company and any of such financial institutions. However, the Board of Directors is requesting shareholder approval of these affiliations.

In addition, the Central Bank of Bahrain's High Level Controls Module states that a Director of a Bahraini Bank may not be a Director of more than three Bahrain public companies. Mr. Farouk Yousuf Khalil Almoayyed, a Director of the Company, also serves as a director of more than three Bahrain public companies, and these are: Bahrain Duty Free Shop Complex, Bahrain National Holding Co., National Bank of Bahrain and Gulf Hotel Group B.S.C. The Board of Directors does not believe there is any conflict of interest between Mr. Almoayyed's service on the Board of Directors of the Company and his service as a director of the other public companies and that he dedicates sufficient time to his duties as a Director of the Company. However, the Board of Directors is requesting shareholder approval of these directorships.

8. To re-appoint Messrs Ernst & Young as the Company's Auditors for the fiscal year ending June 30, 2019 and empower the Board of Directors to fix their remuneration in respect of that fiscal year based upon the recommendation of the Audit Committee of the Board of Directors.
9. To discuss the Report on the Company's compliance with its Corporate Governance Guidelines, the Central Bank of Bahrain's High Level Controls Module and the corporate governance matters listed in the Central Bank of Bahrain's Public Disclosure Module.
10. 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

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Notes:

1. In addition to holders of Ordinary Shares, this Invitation is given to holders of Preference Shares, who have the right to attend General Meetings of the Shareholders without having the right to vote.
2. Holders of proxies only (other than representatives of juristic persons) may not be the Chairman, Directors and employees of Investcorp (Article 203, Commercial Companies Law 21/2001, as amended).
3. Letters of Appointment/Proxy are available on the website of the Company (www.investcorp.com).
4. Shareholders are requested to lodge letters of appointment/proxies with the 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. 17108833, Fax. 17228061.