

Invitation to Attend the Annual General Assembly Meeting

Investcorp Capital PLC



The Board of Directors of Investcorp Capital plc (the “Company”) is pleased to invite the Shareholders of the Company to attend its Annual General Meeting (“AGM”) to be held both in person at suite 805 Sila Tower, ADGM Square, Al Maryah Island, Abu Dhabi, United Arab Emirates and virtually via <https://www.smartagm.ae/> on Monday, October 20, 2025, at 3:30pm (UAE) to consider the agenda items set out as follows:

1. To discuss and approve the Board of Directors’ Report on the Company’s activities for the fiscal year ended June 30, 2025.
2. To receive, read and approve the report of the auditors of the Company, Ernst & Young, for the fiscal year ended June 30, 2025.
3. To review and approve the consolidated financial statements of the Company for the fiscal year ended June 30, 2025.
4. To consider and approve the Board of Directors’ proposal regarding the distribution of dividends to holders of outstanding 2,191,502,000 Ordinary Shares in accordance with the Terms and Conditions of issue of said shares for the six (6) months period ended June 30, 2025 in the aggregate amount of USD 56,298,932, equivalent to AED 206,617,082 (USD 0.03 per share or AED 0.094 per share), and to ratify the distribution of interim dividends for the first six (6) months of the Company’s fiscal year ended June 30, 2025 in the aggregate amount of USD 56,298,932, as approved by the Board on February 10, 2025.
5. To approve payment of remuneration of the Board of Directors of the Company in the aggregate amount of USD 420,000 for their service during the fiscal year ended June 30, 2025.
6. To ratify the appointment of Ghassan Ghaleb Ali Ebrahim Abdulaal as Non-Executive Director, effective from November 30, 2024.
7. To discharge the Directors of the Company from any liability arising in connection with their duties during the fiscal year ended June 30, 2025.
8. To discharge the external auditor from liabilities for the fiscal year ended June 30, 2025.
9. To re-appoint Ernst & Young as the Company’s auditors for the fiscal year ending June 30, 2026 and determine their professional fees.
10. To consider and approve amendments to the Company’s remuneration policy, as set out in the Explanatory Notes.

Notes:

1. Shareholders are invited to join and attend the AGM either by attending in-person at suite 805 Sila Tower, ADGM Square, Al Maryah Island, Abu Dhabi, United Arab Emirates, or if attending virtually by visiting the following website link: <https://smartagm.ae>. Any Shareholders attending the AGM are required to register their attendance electronically. Registration is open from 3:30pm (UAE) on October 13, 2025, and closes at 3:30pm (UAE) on October 19, 2025.
2. Each shareholder or their appointed proxy shall be entitled to discuss the topics included in the agenda, and any questions, relative to the agenda, shall be addressed to the Board of Directors and the auditor.

3. The holder of right to the dividends shall be the owner of the share(s) registered on the day of October 28, 2025.
4. To be entitled to attend and vote at the AGM, members must be registered as Shareholders of the Company by 3:30pm (UAE) on October 19, 2025. For electronic registration, please visit the following website <https://smartagm.ae>.
5. 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.
6. 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.
7. If a corporation is a member of the Company, it may by a resolution of its director 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. Additionally, as per Section 342 of the ADGM Companies Regulations 2020, a corporate member may appoint more than one proxy to attend the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the corporation.
8. Please note that the proxy must be granted by a special power of attorney in writing expressly stating the right of the proxy to attend the general assembly meeting and vote on its resolutions. The Shareholder must upload: (i) the duly completed proxy form/power of attorney bearing the Shareholder’s signature notarised/approved by one of the following authorities: (a) the Notary Public; (b) a chamber of commerce or an economic department of the UAE; (c) a bank or company licensed in the UAE, provided the principal has an account with either one; (d) a financial market licensed in the UAE; or (e) any other authority licensed to practice as a notary; and (ii) a clear copy of the Shareholder’s valid Emirates ID or passport (and for corporate Shareholders, the board/authority resolution authorising the representative, trade licence and authorised signatory documents).
9. When preparing the proxy form, please note that any requirements under Clauses 1 and 2 of Article 40 of the Securities and Commodities Authority Chairman Decision No. (3/Chairman) of 2020 on the Approval of the Public Joint Stock Companies Governance Guide, as amended, that are not specifically mentioned in this notice, remain applicable and must be adhered to.
10. 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, a second meeting will be held on October 27, 2025, at the same time.
11. The Company’s audited financial statements for the year ended June 30, 2025, and a copy of the Company’s remuneration policy will be made available on <https://smartagm.ae>.