



Investcorp Capital Frequently Asked Questions

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ABOUT INVESTCORP CAPITAL

1. What is Investcorp Capital?

- Investcorp Capital is an alternative investment company. It provides direct exposure to a global portfolio of investments, including those that have been and will continue to be carefully selected by Investcorp Group. The firm focuses on

long-term value creation through its investments in corporate investments, real estate, credit products and strategic capital across North America, Europe, the Middle East and Asia.

- Investcorp Capital was founded by Investcorp Group, a leading independent manager of alternative investment products with approximately \$50 billion in assets under management (including assets managed by third parties).
- Investcorp Group has over four decades of experience and expertise in delivering consistent returns across multiple strategies, sectors and geographies.

2. What does Investcorp Capital do?

- Investcorp Capital makes investments in corporate investments, global credit, real estate and strategic capital, to generate value and recurring income by receiving dividends, collecting rents, financing fees and interest.

3. What does Investcorp Group do?

- Investcorp Group is a leading global manager of alternative investments that focuses on generating value across private equity, real estate, credit management, absolute return investment, strategic capital and infrastructure.
- It has four decades of experience and approximately \$50 billion in assets under management (including assets managed by third parties).
- The Group has grown to become one of the most diverse asset managers in the world. It has offices in North America, Europe, India, Asia and the GCC region.
- Investcorp Group has over 4,300 active clients in the GCC and around the world who entrust it to deliver attractive returns on the Group’s funds.

4. Is Investcorp Capital’s business Shariah compliant?

- At the time of listing, there will be no Fatwa issued in respect of Investcorp Capital and its activities.

5. Who are Investcorp Capital’s peers? What other firms are following a similar strategy?

- Investcorp Capital’s pioneering structure of allowing professional investors to access the track record of an established alternative asset manager gives it a regional first mover advantage in the alternative asset management sector.
- When it comes to international peers, there are companies and/or funds that offer similar structures, but no single company offers a similar diversified profile across asset classes and that could be considered as a direct peer for Investcorp Capital.

TRANSACTION HIGHLIGHTS

6. What is the timeline of the IPO?

Milestone	Date
<ul style="list-style-type: none"> • Announcement of Intention to float on ADX and publication of the local prospectus 	24 October 2023
<ul style="list-style-type: none"> • Price range announcement and offering commencement date 	2 November 2023

• Closing date of the First Tranche (pro rata allocation tranche)	8 November 2023
• Closing Date of the Second Tranche (discretionary allocation tranche)	9 November 2023
• Announcement of the Final Offer Price	10 November 2023
• Allocation of the First Tranche (pro rata allocation tranche)	13 November 2023
• SMS Confirmation to all successful First Tranche subscribers	14 November 2023
• Commencement of refunds of investment surplus to the subscribers and commencement of dispatch of SMA and registered mail relating to allotment of shares	14 November 2023
• Expected date of listing the shares on the ADX	17 November 2023

7. What dividend does Investcorp Capital expect to pay and when?

- Investcorp Capital is targeting to pay an annual dividend of at least 8% of net asset exposure.
- Dividends will be paid semi-annually.
- The first semi-annual dividend payment is expected in February 2024 and the second in October 2024.
- If dividends in any period are less than the intended targeted amount, Investcorp Group will forgo its right to receive dividend payments to pay a pro rata amount to other shareholders, with the right to catch up in subsequent financial years.
- For more information, please refer to the UAE Prospectus on Investcorp Capital's Initial Public Offering webpage at www.investcorp-capital.com.

8. Why should potential investors consider investing in Investcorp Capital?

- Through Investcorp Capital, professional investors have the chance to benefit from Investcorp Group's unparalleled sourcing capabilities and unique investment expertise, delivering attractive returns across economic cycles with a recurring cash yield to support a targeted 8% dividend payment per year and a targeted 11% internal rate of return.

OFFERING DETAILS AND HOW TO SUBSCRIBE

9. Who is eligible to subscribe to the Initial Public Offering?

- In the UAE, only Professional Investors (as such term is defined in the SCA Board of Directors' Chairman Decision No. 13/R.M of 2021), may participate in the IPO. See page 5 of the English version of the UAE Prospectus for more information.
- There is a comprehensive list of criteria for deemed professional investors, and the company urges all investors to read the UAE Prospectus in full as made available at www.investcorp-capital.com for the full list of requirements.

10. How was the price range set?

- The price range was determined by the Company in consultation with the lead managers based on current market conditions.

11. What is a Professional Investor? Where can I find the definition?

- A Professional Investor is a term defined in the SCA Board of Directors' Chairman Decision No. 13/R.M of 2021

- For full details of “Professional Investor” please refer to page 5 of the English version of the UAE Prospectus, which can be found on www.investcorp-capital.com.

12. How do I know that I satisfy all of the requirements for a Professional Investor?

- Please refer to page 5 of the English version of the UAE Prospectus for the full requirements, which can be found on www.investcorp-capital.com.
- If you still have questions, please reach out to your receiving bank’s call center.

13. How do I register for an Abu Dhabi Securities Exchange National Investor Number (NIN) to subscribe to Investcorp Capital’s Initial Public Offering?

- The following channels can be used to apply for an Abu Dhabi Securities Exchange National Investor Number:

Platform	Type of investor
Abu Dhabi Securities Exchange App	For Individual Investors only (excluding minors below age 18)
ADX ePortal Subscription at https://www.adx.ae/English/Pages/ProductsandServices/ipo.aspx	For all Types of Investors Refer to the “ADX IPO ePortal Subscription Instructions” page and follow the instructions. Click on the IPO Subscription Link provided to subscribe for the First Tranche. Please contact the ADX at 6005-239 (ADX)-23 or via email on ePortalOps@adx.ae for any queries on the process.
ADX offices	For all Types of Investors Timings: Mon-Fri (8:00 am – 3:00 pm)
Licensed Brokerage Firms at the Abu Dhabi Securities Exchange	For all Types of Investors
SAHMI Application	For UAE citizens and residents

- Please refer to the Abu Dhabi Securities Exchange website for information on the process of registering for a National Investor Number at <https://www.adx.ae/> or access the Abu Dhabi Securities Exchange FAQs.

14. Can I apply for shares in more than one tranche?

- Subscribers may apply for offer shares in only one tranche either in the First Tranche or in the Second Tranche. In the event a person applies for offer shares in more than one tranche, the Receiving Banks and the Joint Lead Managers may disregard one or both of such applications.
- For more information, please refer to the UAE Prospectus on Investcorp Capital’s Initial Public Offering webpage at www.investcorp-capital.com.

15. What is the minimum and maximum subscription size?

- First Tranche (pro rata allocation tranche):

- The minimum application size for subscribers in the First Tranche (pro rata allocation tranche) is AED 250,000 with any additional application in increments of AED 1,000.
- Investor to prefund the subscriptions as at the time of submission of application.
- There is no maximum application size for subscribers in the First Tranche
- Allocation will be done on a pro-rata basis and announced after the closing of the Offer Period and after determining the final Offer Price.
- SMS notification regarding the final allocation will be sent to subscribers in the First Tranche by 14 November 2023.
- Second Tranche (discretionary allocation tranche):
 - The minimum application size for the subscribers in the Second Tranche (discretionary allocation tranche) is AED 5,000,000.
 - There is no maximum application size for subscribers in the Second Tranche.
 - Allocation will be done at the discretion of Company and the Selling Shareholder.
 - Post allocation, Subscriber to make payment within the set timelines.
- For more information, please refer to the UAE Prospectus on Investcorp Capital's Initial Public Offering webpage at www.investcorp-capital.com.

16. When is the deadline for payment/subscription?

- Subscription amounts paid by way of cheque must be submitted by 12pm (midday) UAE on 6 November 2023.
- Subscription amounts paid through PGS, FTS and SWIFT must be submitted by 12pm (midday) UAE on 7 November 2023.
- For more information, please refer to the UAE Prospectus on Investcorp Capital's Initial Public Offering webpage at www.investcorp-capital.com.

17. Is the allocation of my subscribed amount guaranteed?

- Subscribers in the First Tranche will be allocated on a pro rata basis. There is no minimum guaranteed allocation. For more information, please refer to the UAE Prospectus on Investcorp Capital's Initial Public Offering webpage at www.investcorp-capital.com.

18. When will I know / be notified of how many shares I will receive?

- A notification regarding the final allocation for the First Tranche (pro rata allocation tranche) subscribers will be sent via SMS by 14 November 2023.
- For more information visit Investcorp Capital's Initial Public Offering webpage at www.investcorp-capital.com.

19. If I do not receive the full amount of shares I subscribed to, how will I be refunded?

- By no later than 14 November 2023 (being within five (5) working days from the Closing Date of the Second Tranche), the Offer Shares shall be allocated to

subscribers and, on 14 November 2023, the surplus subscription amounts and any accrued return/profit resulting thereon, shall be refunded to subscribers in the First Tranche by the relevant Receiving Bank. The surplus amounts and any accrued return/profit thereon will be returned to the same Subscriber's account through which the payment of the original application amount was made. In the event payment of the subscription amount is made by a certified bank cheque, these amounts shall be returned by sending a cheque with the value of such amounts to the subscriber at the address mentioned in such subscriber's subscription application.

- For more information, please refer to the UAE Prospectus on Investcorp Capital's Initial Public Offering webpage at www.investcorp-capital.com.

20. Who can I contact with any questions on how to invest?

- Please contact your relationship manager at the Joint Lead Receiving Banks or one of the Receiving Banks for further details.
- For additional information, please visit Investcorp Capital's Initial Public Offering webpage at www.investcorp-capital.com.