

Minutes of the Annual General Meeting of the Shareholders of
Investcorp Capital plc
(the “Company”)

The Annual General Meeting of the Company’s shareholders (the “AGM”) was held in person at the Rosewood Hotel, Abu Dhabi, United Arab Emirates, as well as virtually on Wednesday, October 9, 2024 at 16:00. The meeting was chaired by H.E. Mohammed Alardhi, Chairman of the Board of Directors (the “Board”). The AGM was also attended by the following members of the Board:

- 1- Mr. Rishi Kapoor;
- 2- Mr. Abbas Rizvi;
- 3- Dr. Nawal Al Hosany;
- 4- Mr. Mohammed Al Shroogi;
- 5- Ms. Pamela Jackson; and
- 6- Mr. Peter McKellar.

The remaining members of the Board sent their apologies for their absence. The meeting was also attended by Mr. Ahmed Al Dali of Ernst & Young, the Company’s external auditor; Mr. Timothy Mattar and Mr. Rohit Nanda, respectively Chief Executive Officer and Chief Financial Officer of the Company.

The quorum of the meeting reached 72.89% representing 0.09% in person, 72.12% by Corporate Representative and 0.68% by proxy. No attendees acted in multiple capacities.

Lumi Technologies Middle East acted as a vote collector.

The Chairman presented the agenda items to the shareholders pursuant to the published AGM agenda as follows:

Agenda Item 1: To receive and adopt the company's Directors' report for the fiscal year ended June 30, 2024.

Agenda Item 2: To receive and adopt the consolidated financial statements of the company for the fiscal year ended June 30, 2024.

Agenda Item 3: To receive and adopt the Auditors' report for the fiscal year ended June 30, 2024.

Agenda Item 4: To ratify the payments of (i) an interim cash dividend for the six months ended December 31, 2023, and (ii) a cash dividend for the six months ended June 30, 2024.

Agenda Item 5: To consider and approve the payment of remuneration to the Board of Directors of the company for an amount of US\$ 305,000 for the fiscal year ended June 30, 2024.

Agenda Item 6: To discharge the members of the Board of Directors of the company from any liability arising in connection with the performance of their duties for the fiscal year ended June 30, 2024.

Agenda Item 7: To discharge the Auditors of the company from any liability arising in connection with the performance of their duties for the fiscal year ended June 30, 2024.

Agenda Item 8: To consider and approve the recommendation made by the Board of Directors of the company to appoint Ernst and Young as external Auditors of the Company for the fiscal year ending June 30, 2025 and to approve their proposed fees.

Agenda Item 9: To consider and approve amendments to the company's Remuneration Policy.

The Chairman read the Company's Director's report and the External Auditor delivered the Auditor's report, each for the fiscal year ended June 30, 2024.

The Chairman also advised the meeting that the Financial Statements and explanatory notes relating to the agenda items were available on the Lumi meeting platform.

All eligible shareholders were provided with the opportunity to vote on the proposed resolutions and following the counting of the votes received, the Chairman confirmed that all resolutions were passed.

The Chairman announced the meeting was closed at 16:23.



Chairman of the Meeting

H.E. Mohamed Alardhi



Meeting Secretary

INP Ibrahim N Partners

Legal Consultancy LTD



Auditor, Ernst & Young

Mr. Ahmed Al Dali



Vote Collector

Lumi



اجتماع الجمعية العمومية السنوية لمساهمي شركة
إنفستكورب كابيتال بي إل سي

Annual General Meeting of the Shareholders of
INVESTCORP CAPITAL PLC (the "Company")

التقارير الختامية للاجتماع
Final Reports of The Meeting

Attendance Report

Total No. Of Shares as of 09/10/2024	2,191,502,000
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Attended Shareholders

Shareholder Name	Investor No.	Total Shares	% Shares
طارق بن حسن بن ناصر العسيري	SAU000885349214	1,596,739	0.07%
محمد بن عبدالمحسن بن مقبل العيدان	SAU001055671083	310,911	0.01%
محمد بن محفوظ بن سعد	OMN000001415348	100,937	0.00%
Total Attended Shareholders		2,008,587	0.09%

Corporate Rep – Proxy

Corporate Rep Name	Shareholder Name	Investor No.	Total Shares	% Shares
Adithi Arun	ARROWSTREET CAPITAL GLOBAL EQ	GBR0000280843FD	126,078	0.01%
	ISHARES III PUBLIC LIMITED COMPAN	IRL00000452278C	170,263	0.01%
	ISHARES IV PUBLIC LIMITED COMPAN	IRL00000472684C	319,746	0.01%
	SSGA SPDR ETFS EUROPE I PUBLIC I	IRL00000493329C	93,571	0.00%
	ISHARES CORE MSCI EMERGING MAF	CAN0032332014FD	83,156	0.00%
	SPDR S& P EMERGING MARKETS SM/	USA0261702217FD	154,221	0.01%
	STATE STREET MSCI EMERGING MAR	USA0262970193FD	158,798	0.01%
	CITY OF NEW YORK GROUP TRUST	USA00137218634C	104,106	0.00%
	ISHARES MSCI UAE ETF	USA0464757646FD	563,514	0.03%
	INTERNATIONAL MONETARY FUND	USA0536004373FD	28,352	0.00%
	police and firmens retirement system of	USA0934801358FD	239,982	0.01%
	CALIFORNIA STATE TEACHERS RETIR	USA0946291617FD	327,981	0.01%
	COLLEGE RETIREMENT EQUITIES FUI	USA0910140367FD	202,924	0.01%
	THRIFT SAVINGS PLAN	USA5493005M01FD	995,376	0.05%
	INVESTCORP S.A	GBR00000240820C	1,565,415,043	71.43%
	msci emerging markets ex china imi inde	USA0932510957FD	45,119	0.00%
	SPARTAN GROUP TRUST FOR EMPLO	USA2549004611FD	11,223	0.00%
	UNITED NATIONS JOINT STAFF PENSI	USA2549006963FD	386,043	0.02%
	THRIFT SAVINGS PLAN	USA5493005895FD	2,876,428	0.13%
	SEGALL BRYANT & HAMILL EMERGIN	USA0815220273FD	21,335	0.00%
Ayman Sayed Mohamed Jaafar Yusuf Menna NAGA	PUBLIC EMPLOYEES RETIREMENT SY	USA00316401653C	282,401	0.01%
	MICHELIN NORTH AMERICA INC MAST	USA0133387300FD	653,780	0.03%
	EMERGING MARKETS SMALL CAPITAL	USA0270794016FD	2,029,657	0.09%
	EMERGING MARKETS SMALL CAPITAL	USA0300577764FD	87,622	0.00%
	EMERGING MARKETS SMALL CAPITAL	USA0453710320FD	816,167	0.04%
	NORTHERN TRUST GLOBAL INVESTM	USA0456138589FD	567,728	0.03%
	MISSOURI EDUCATION PENSION TRU	USA0461920545FD	391,739	0.02%
	ACADIAN GLOBAL ALL COUNTRY MAN	CAN0032956630FD	707,873	0.03%
	NAV CANADA PENSION PLAN	CAN00510056906C	403,522	0.02%
	MICHELIN NORTH AMERICA (CANADA	CAN0016559798FD	140,874	0.01%
	GLOBAL MANAGED VOLATILITY FUND	CAN0031659938FD	619,973	0.03%
	FIDELITY COMMON CONTRACTUAL FI	IRL0000180359FD	180,324	0.01%
	Stichting Pensioenfond	ING NLD00804355812C	673,456	0.03%
	ACADIAN ALL COUNTRY WORLD MAN.	USA0001897429FD	619,218	0.03%
	ACADIAN EMERGING MARKETS SMAL	USA00110769374C	46,889	0.00%
	Total Attended Corporate Representatives		1,580,544,482	72.12%

Individual Rep – Proxy

Individual Rep Name	Shareholder Name	Investor No.	Total Shares	% Shares
Hatem Elsayed	سالم عبدالله سالم الحوسني	UAE401000176803	14,850,000	0.68%
Total Attended Proxies			14,850,000	0.68%

Attendance Summary - Count of Attendees

Attendance	No. Of Attended	Total Shares	% Shares
Shareholder	3	2,008,587	0.09%
Corporate Rep	3	1,580,544,482	72.12%
3rd Party Proxy	1	14,850,000	0.68%
- attendees acting in multiple capacities	0		
Total Attendees	7	1,597,403,069	72.89%

Signatures

Vote Collector




Company Secretary




Votes By Attendee

Page: 1
Date: 9 Oct 2024
Time: 16:33

Meeting: Investcorp Capital AGM 09-10-2024

Shareholder attendees that voted at the meeting (3).

Attendee	Voting Card	Agenda Item	Agree موافق	Disagree غير موافق	Abstain امتنع	Invalid	No Vote
طارق بن حسن بن ناصر العسيري	SAU0008853492	Resolution1	1,596,739				
		Resolution2	1,596,739				
		Resolution3	1,596,739				
		Resolution4	1,596,739				
		Resolution5	1,596,739				
		Resolution6	1,596,739				
		Resolution7	1,596,739				
		Resolution8	1,596,739				
		Resolution9	1,596,739				
محمد بن عبدالمحسن بن مقل العبدان	SAU0010556710	Resolution1	310,911				
		Resolution2	310,911				
		Resolution3	310,911				
		Resolution4	310,911				
		Resolution5		310,911			
		Resolution6		310,911			
		Resolution7		310,911			
		Resolution8	310,911				
		Resolution9		310,911			
محمد بن محفوظ بن سعد	OMN000001415	Resolution1	100,937				
		Resolution2	100,937				
		Resolution3	100,937				
		Resolution4	100,937				
		Resolution5	100,937				
		Resolution6	100,937				
		Resolution7	100,937				
		Resolution8	100,937				
		Resolution9	100,937				
Total:		Resolution1	2,008,587				
		Resolution2	2,008,587				
		Resolution3	2,008,587				
		Resolution4	2,008,587				
		Resolution5	1,697,676	310,911			
		Resolution6	1,697,676	310,911			
		Resolution7	1,697,676	310,911			
		Resolution8	2,008,587				
		Resolution9	1,697,676	310,911			

Corporate Rep attendees that voted at the meeting (3).

Attendee	Voting Card	Agenda Item	Agree موافق	Disagree غير موافق	Abstain امتنع	Invalid	No Vote
Adithi Arun	p004	Resolution1	3,091,332		476,736		0
		Resolution2	3,091,332		104,106		372,630
		Resolution3	3,091,332		476,736		0
		Resolution4	3,568,068				
		Resolution5	3,568,068				
		Resolution6	3,091,332		104,106		372,630
		Resolution7	3,091,332		476,736		0
		Resolution8	1,628,932	327,981	1,611,155		0
		Resolution9	3,568,068				
Ayman Sayed Mohamed Jaafar Yusuf	p001	Resolution1	1,565,415,043				
		Resolution2	1,565,415,043				
		Resolution3	1,565,415,043				
		Resolution4	1,565,415,043				
		Resolution5	1,565,415,043				
		Resolution6	1,565,415,043				
		Resolution7	1,565,415,043				
		Resolution8	1,565,415,043				
		Resolution9	1,565,415,043				
Menna NAGA	p003	Resolution1	11,278,970	282,401			0
		Resolution2	11,561,371				
		Resolution3	11,561,371				
		Resolution4	11,561,371				
		Resolution5	11,561,371				
		Resolution6	11,561,371				
		Resolution7	11,561,371				
		Resolution8	8,357,423	282,401	2,921,547		0
		Resolution9	11,561,371				



Votes By Attendee

Page: 2
Date: 9 Oct 2024
Time: 16:33

Meeting: Investcorp Capital AGM 09-10-2024

Total:	Resolution1	1,579,785,345	282,401	476,736	0
	Resolution2	1,580,067,746		104,106	372,630
	Resolution3	1,580,067,746		476,736	0
	Resolution4	1,580,544,482			
	Resolution5	1,580,544,482			
	Resolution6	1,580,067,746		104,106	372,630
	Resolution7	1,580,067,746		476,736	0
	Resolution8	1,575,401,398	610,382	4,532,702	0
	Resolution9	1,580,544,482			

3rd Party Proxy attendees that voted at the meeting (1).

Attendee	Voting Card	Agenda Item	Agree موافق	Disagree غير موافق	Abstain امتنع	Invalid	No Vote
Hatem Elsayed	p002	Resolution1	14,850,000				
		Resolution2	14,850,000				
		Resolution3	14,850,000				
		Resolution4	14,850,000				
		Resolution5	14,850,000				
		Resolution6	14,850,000				
		Resolution7	14,850,000				
		Resolution8	14,850,000				
		Resolution9	14,850,000				
Total:		Resolution1	14,850,000				
		Resolution2	14,850,000				
		Resolution3	14,850,000				
		Resolution4	14,850,000				
		Resolution5	14,850,000				
		Resolution6	14,850,000				
		Resolution7	14,850,000				
		Resolution8	14,850,000				
		Resolution9	14,850,000				

Total attendees that voted at the meeting (7).

Agenda Item	Agree موافق	Disagree غير موافق	Abstain امتنع	Invalid	No Vote
Resolution1	1,596,643,932	282,401	476,736		0
Resolution2	1,596,926,333		104,106		372,630
Resolution3	1,596,926,333		476,736		0
Resolution4	1,597,403,069				
Resolution5	1,597,092,158	310,911			
Resolution6	1,596,615,422	310,911	104,106		372,630
Resolution7	1,596,615,422	310,911	476,736		0
Resolution8	1,592,259,985	610,382	4,532,702		0
Resolution9	1,597,092,158	310,911			

Investcorp Capital AGM 09-10-2024

Wednesday, October 9, 2024

	Votes AGREE موافق		Votes DISAGREE غير موافق		Votes ABSTAIN امتنع		Votes Total	% of ISC Voted
Resolution1	1,596,643,932	99.9525%	282,401	0.0177%	476,736	0.0298%	1,597,403,069	72.8908%
Resolution2	1,596,926,333	99.9702%	0	0.0000%	476,736	0.0298%	1,597,403,069	72.8908%
Resolution3	1,596,926,333	99.9702%	0	0.0000%	476,736	0.0298%	1,597,403,069	72.8908%
Resolution4	1,597,403,069	100.0000%	0	0.0000%	0	0.0000%	1,597,403,069	72.8908%
Resolution5	1,597,092,158	99.9805%	310,911	0.0195%	0	0.0000%	1,597,403,069	72.8908%
Resolution6	1,596,615,422	99.9507%	310,911	0.0195%	476,736	0.0298%	1,597,403,069	72.8908%
Resolution7	1,596,615,422	99.9507%	310,911	0.0195%	476,736	0.0298%	1,597,403,069	72.8908%
Resolution8	1,592,259,985	99.6780%	610,382	0.0382%	4,532,702	0.2838%	1,597,403,069	72.8908%
Resolution9	1,597,092,158	99.9805%	310,911	0.0195%	0	0.0000%	1,597,403,069	72.8908%

Vote Collector




Signatures

Company Secretary


