



KARDAN N.V.

NOTICE WITH AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2013

The extraordinary general meeting of shareholders of Kardán N.V. (“Company”) will be held on February 6, 2013 at 11.00 CET at the Company’s head office at Claude Debussylaan 30, 1082 MD, Amsterdam, the Netherlands.

Agenda

1. Opening
2. Changes to the composition of the Board:
 - a. Appointment of Mr. C. van den Bos as non-executive member of the Board (*decision*)
 - b. Appointment of Mrs. E. Seinstra as non-executive member of the Board (*decision*)
 - c. Appointment of Mr. Y. Grunfeld as non-executive member of the Board (*decision*)
 - d. Appointment of Mr. E. Rechter as non-executive member of the Board (*decision*)
3. Remuneration:
 - a. Determination revised incentive plan for CEO (*decision*)
 - b. Determination remuneration Mr. C. van den Bos (*decision*)
 - c. Determination remuneration Mr. Y. Grunfeld (*decision*)
 - d. Determination remuneration Mr. E. Rechter (*decision*)
 - e. Determination remuneration Mrs. E. Seinstra (*decision*)
4. Any other business
5. Closing

Available information

As from today until the closing of the meeting, the following information is available for inspection on the Company website (www.kardan.nl) and copies are available free of charge by persons entitled to attend the meeting at the Company’s offices at the addresses mentioned below and at the offices of ING Bank N.V., Bijlmerplein 888, Location code AMP L 02.007, 1102 MG Amsterdam, the Netherlands (fax number: +31 (0)20 – 563 6959 and email address: iss.pas.hbk@ing.nl):

- The agenda and the explanatory notes thereto;
- A form of proxy for representation at the meeting (please refer to further instructions on the use of proxy below); and
- The total number of shares on issue and voting rights on the day hereof and on the Record Date (if changes took place).

The aforesaid documents will also be available at the extraordinary general meeting of shareholders on **February 6, 2013** (“EGM”).

On November 29, 2012 the total number of shares Kardán N.V. outstanding is 111,824,638 ordinary shares and the number of voting rights is 110,556,216.

Registration

In accordance with the statutory record date as set out in the Dutch Civil Code, those who are registered on **January 9, 2013** (“Record Date”), after the processing of settlements on that date, in one of the registers as mentioned hereinafter and who have given notice of their wish to attend the meeting, in accordance with the following, will have the right to attend the EGM.



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The registers, designated for registered shares, forming part of the collective depot ("verzameldepot"), are the registers administered by the institutions affiliated to Euroclear Netherlands ("aangesloten instellingen"). The register, designated for other registered shares, is the shareholders' register of the Company.

Holders of shares in the collective depot

In order to obtain entry to the EGM and to be able to exercise the rights attached to shares forming part of the collective depot, the holders thereof must register by instructing their affiliated institution to - via ING Bank N.V. - provide the Company with a written declaration stating the name and the number of shares, which are and will be registered for the relevant shareholder on the Record Date. The written declaration is to be received by ING Bank N.V. at the address mentioned above no later than **January 30, 2013, at 5:00 pm CET**. Any restriction in connection with the registration of the shares on January 30, 2013 will be lifted on the next trading day of the shares. The registration receipt ("registratiebewijs") provided to the shareholder by the affiliated institution will serve as an attendance card, which must be handed in upon entrance to the EGM.

Holders of other registered shares

In order to obtain entry to the EGM and to be able to exercise the rights attached to other registered shares, the holders thereof must confirm their attendance in writing to the Company. Their registration is to be received by the Company at the address in the Netherlands mentioned below no later than **January 30, 2013, at 5:00 pm CET**.

Holders of securities at TASE

Holders of beneficial rights to registered shares that are being traded on the Tel Aviv Stock Exchange ("TASE") are requested to contact their local bank or broker in Israel, to receive a "Confirmation of Ownership" on the Record Date and this Confirmation of Ownership should be deposited at the address in Israel mentioned below no later than **January 30, 2013, at 5:00 pm (local Israeli time)**. For more information about the procedure for the holders of beneficial rights to registered shares that are being traded on TASE please contact Mrs. Ayelet Weller, the Company's Secretary in Israel at the address in Israel mentioned below.

Proxy

Shareholders (and other persons/entities entitled to attend the meeting) who wish to be represented at the EGM by a proxy shall register in accordance with what is stated above and shall deposit a written proxy dated after the Record Date (in the form as made available on the Company website), to be received by the Company in respect of (i) the holders of beneficial rights to registered shares that are being traded on TASE at the address in Israel mentioned below no later than **January 30, 2013, 5:00 pm (local Israeli time)** and (ii) all other shareholders (and all other persons/entities entitled to attend the EGM) at the address of the Company in the Netherlands mentioned below or at info@kardan.nl no later than **January 30, 2013, at 5:00 pm CET**.

Identification

Shareholders and proxyholders who are entitled to attend the meeting shall be requested to submit the "registration receipt" (in the Netherlands) or the "Confirmation of Ownership" (in Israel), and show proof of identity prior to admission to the EGM. Without such documents, admission shall not be granted.



KARDAN N.V.

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Amsterdam, November 29, 2012

The Board