



# KARDAN N.V.

## NOTICE WITH AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2015

The annual general meeting of shareholders of Kardán N.V. (“Company”) will be held on Thursday May 28, 2015 at 10.00 am CET at “Nieuwe Poort”, Claude Debussylaan 2-8, 1082 MD Amsterdam, the Netherlands.

### Agenda

1. Opening
  - Annual report, financial statements and related items
2. Presentation by the CEO on the Kardán Group activities for the financial year 2014 and discussion of the report of the Board on the financial year 2014
3. Remuneration Report
4. Adoption of the annual financial statements for the financial year 2014 (*decision*)
5. Dividend Policy
6. Corporate Governance
7. Appointment of the external auditor for the financial year 2015 (*decision*)
8. Discharge from liability of the members of the Board in respect of the exercise of their duties during the financial year 2014 (*decision*)
  - Transaction approval
9. Approval of amendment to the service agreement with Kardán Israel Ltd. (*decision; Special GM Majority*)
  - Remuneration
10. Remuneration policy for the Board (*decision*)
11. Subject to the approval of agenda item 10:
  - Remuneration non-executive members of the Board (*decision*)
  - a. Determination remuneration Mr. C. van den Bos (*decision*)
  - b. Determination remuneration Mr. M. Groen (*decision*)
  - c. Determination remuneration Mr. A. May (*decision*)
  - d. Determination remuneration Mr. P. Sheldon (*decision*)
  - e. Determination remuneration Mrs. M. Seinstra (*decision*)
- Other
12. Authorisation of the Board to:
  - a. Issue shares and to grant rights to subscribe for shares (*decision*)
  - b. Resolve to restrict or exclude pre-emptive rights (*decision*)
13. Any other business
14. Closing

### Available information

As from today until the close of the meeting, the following documents and information are available for inspection on the Company website ([www.kardan.nl](http://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., Paying Agency Services, Foppingadreef 7, Location Code TRC 01.013, 1102 BD Amsterdam, the Netherlands (fax number: +31 (0)20 - 563 6959 and email address: [iss.pas.hbk@ing.nl](mailto:iss.pas.hbk@ing.nl)):



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- The agenda and the explanatory notes thereto;
- The annual report and annual accounts for the financial year 2014;
- The Corporate Governance Statement 2014;
- 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 annual general meeting of shareholders on **May 28, 2015** (“**General Meeting**”).

On April 15, 2015 the total number of shares Kardán N.V. outstanding is 111,848,583 ordinary shares and the number of voting rights is 110,680,998.

## **Registration**

In accordance with the statutory record date as set out in the Dutch Civil Code, those who are registered on **April 30, 2015** (“**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 provisions below, will have the right to attend the General Meeting.

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 General Meeting 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 the Company at the address in the Netherlands mentioned below no later than **May 21, 2015, at 5:00 pm CET**. Any restriction in connection with the registration of the shares on May 21, 2015 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 General Meeting.

## **Holders of other registered shares**

In order to obtain entry to the General Meeting 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 **May 21, 2015, 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 is to be received at the address in Israel mentioned below



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no later than **May 21, 2015, 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. Naama Erlich-Katz, the Company's Secretary in Israel, at the address in Israel mentioned below.

## **Proxy**

Shareholders (and others entitled to attend the meeting) who wish to be represented at the General Meeting by a proxy holder 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 **May 21, 2015, 5:00 pm (local Israeli time)** and (ii) all other shareholders (and all others entitled to attend the General Meeting) at the address of the Company in the Netherlands mentioned below or at [info@kardan.nl](mailto:info@kardan.nl) no later than **May 21, 2015, 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), or a copy of the proxy as applicable, and show proof of identity prior to admission to the General Meeting. Without such documents, admission shall not be granted.

Kardán N.V.  
Claude Debussylaan 30,  
Viñoly Building, 13th floor,  
1082 MD Amsterdam  
The Netherlands  
Tel +31 (0) 20 305 00 10  
Fax +31 (0) 20 305 00 11

In Israel:  
154 Menachem Begin Road  
Tel Aviv 64921  
Israel  
Tel +972 3 608 3444  
Fax +972 3 608 3434

Amsterdam, April 15, 2015

The Board