

**PROXY FOR ISRAELI SHAREHOLDER  
(with voting instruction)**

**The undersigned:**

\_\_\_\_\_ [insert name], living at / having its principal place of business at  
\_\_\_\_\_ [insert address], ("**Principal**") hereby grants a limited proxy to each of Mr. Bart Blokpoel and Ms. Sandra Christiaan (each a "**Representative**"), working at Kardan N.V., having its registered office in Amsterdam ("**Company**") to do the following on behalf of the Principal, all with the power of substitution:

- to attend and to speak at the extraordinary general meeting of shareholders of the Company which will be held on December 12, 2016 ("**Meeting**");
- to vote at the Meeting on \_\_\_\_\_ [insert number of shares] shares in the share capital of the Company ("**Shares**") in accordance with the specific voting instruction attached to this proxy ("**Voting Instruction**"). If the Representative, in his/her sole discretion, is of the opinion that the Voting Instruction is unclear with respect to a certain agenda item, the Representative shall abstain from voting on the Shares with respect to that certain agenda item.

This proxy is governed by Israeli law.

|                  |
|------------------|
| Signature        |
| Name:            |
| Name signatory:  |
| Passport number: |
| Signed at:       |
| Signed on:       |

Name Principal: \_\_\_\_\_

Signature: \_\_\_\_\_

### Voting Instruction

| Agenda item |  | For | Against | Abstain |
|-------------|--|-----|---------|---------|
| 2           | <b>Appointment of Mr. Groen as independent non-executive member of the Board (<i>decision</i>)</b> |     |         |         |
| 3           | <b>Determination remuneration Mr. Groen (<i>decision</i>)</b>                                      |     |         |         |

Name Principal: \_\_\_\_\_

Signature: \_\_\_\_\_