

**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 Ms. Caroline Been 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 September 12, 2017 ("**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 Ms. Tall as independent non-executive member of the Board</b>			
3	<b>Determination remuneration Ms. Tall</b>			
4a	<b>Cancellation of article 8 paragraph 2 of the articles of association</b>			
4b	<b>Amendment to article 43 paragraph 1 of the articles of association</b>			

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

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