



# KARDAN N.V.

## NOTICE WITH AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019

The annual general meeting of shareholders of Kardán N.V. (“Company”) will be held on Wednesday 29 May 2019 at 10.00 am CET at Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118 BG Schiphol Amsterdam Airport, 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 2018 and discussion of the report of the Board on the financial year 2018
3. Remuneration Report
4. Adoption of the annual financial statements for the financial year 2018 (*decision*)
5. Dividend Policy
6. Corporate Governance
7. Appointment of the external auditor for the financial year 2019 (*decision*)
8. Discharge from liability of the members of the Board in respect of the exercise of their duties during the financial year 2018 (*decision*)

#### Agreement with Debenture Holders

9. Presentation of the principles of the debt settlement agreed upon with the Debenture Holders including the authorization of the Board to continue the negotiations with the Debenture Holders and to reach definitive agreement with the Debenture holders on the basis of the key principles as discussed during the General Meeting (*decision*)
10. Authorization of the Board (i) to issue shares and/or grant rights to subscribe for shares to the Debenture Holders and (ii) to limit or exclude the pre-emptive rights in connection with the foregoing (*decision*)

#### Remuneration

11. CEO variable remuneration for 2019 (*decision*)

#### Share Capital

12. Authorization of the Board to resolve for the Company to acquire its own shares (*decision*)

#### Various

13. Any other business
14. Closing



# KARDAN N.V.

## 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@ing.nl](mailto:iss.pas@ing.nl)):

- The agenda and the explanatory notes thereto;
- The annual report and annual accounts for the financial year 2018;
- The Corporate Governance Statement 2018;
- 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 **29 May 2019** ("**General Meeting**").

For details regarding the manner of taking resolutions by the Board and in the General Meeting, please refer to the Articles of Association of the Company.

On April 17, 2019 the total number of shares Kardán N.V. outstanding is 123.022.256 ordinary shares and the number of voting rights is 123.022.256.

## Registration

In accordance with the statutory record date as set out in the Dutch Civil Code, those who are registered on **May 1, 2019** ("**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 22, 2019, at 5:00 pm CET**. Any restriction in connection with the registration of the shares on **May 22, 2019** 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.



# KARDAN N.V.

## **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 22, 2019 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 no later than **May 22, 2019 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 22, 2019, 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 22, 2019, 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.

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Amsterdam, April 17, 2019

The Board