



KARDAN N.V.

NOTICE WITH AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2020

The annual general meeting of shareholders of Kardán N.V. ("Company") will be held on Tuesday 30 June 2020 at 10.00 am CET at De Cuserstraat 85 B, 1081 CN, Amsterdam, The Netherlands ("General Meeting"). Due to the Dutch measures and recommendations relating to the coronavirus (COVID-19), shareholders cannot attend the annual general meeting in person. The Company aims to assist its shareholders who wish to attend the General Meeting, by providing the opportunity to participate in the General Meeting by way of electronic means of communication. The Company urges the shareholders to cast their votes by proxy.

Agenda

1. Opening

Annual report, financial statements and related items

2. Presentation by the CEO on the Kardán Group activities for the financial year 2019 and discussion of the report of the Board on the financial year 2019, including an update on the discussions with the debenture holders
3. Approval Remuneration Report (*for advisory vote*)
4. Adoption of the annual financial statements for the financial year 2019 (*decision*)
5. Dividend Policy
6. Corporate Governance
7. Appointment of the external auditor for the financial year 2020 (*decision*)
8. Discharge from liability of the members of the Board in respect of the exercise of their duties during the financial year 2019 (*decision*)

Remuneration

9. Adoption remuneration policy (*decision*)
10. CEO variable remuneration for 2020

Reappointment

11. Reappointment of Peter Sheldon as chairman of the board (*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) and copies are available free of charge by persons entitled to attend the meeting at the Company's offices at the address mentioned below, upon appointment:

- The agenda and the explanatory notes thereto;
- The annual report and annual accounts for the financial year 2019;
- 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).

Shareholders cannot attend the General Meeting on **30 June 2020** in person, due to the measures of the Dutch government related to the coronavirus (COVID-19), and in accordance with the temporary Dutch COVID-19 Act. The shareholders are urged to register their votes in advance on the resolutions to be put to the General Meeting by appointing an employee of the Company in the Netherlands as their proxy. Alternatively, shareholders can register their proxy through the electronic voting facility via their intermediary. It will not be possible to vote during the General Meeting.

On May 18, 2020 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 **June 2, 2020** ("**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 electronically, in accordance with the provisions below, will have the right to (virtually) 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 (electronic) 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, email address 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 via email at info@kardan.nl or by regular mail at the address in the Netherlands mentioned below no later than **June 23, 2020, at 5:00 pm CET**. Any restriction in connection with the registration of the shares on **June 23, 2020** will be lifted on the next trading day of the shares.

Holders of other registered shares

In order to obtain (electronic) 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 via email at info@kardan.nl or by regular mail at the address in the Netherlands mentioned below no later than **June 23, 2020 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, together



KARDAN N.V.

with the email address of such holders, is to be received via email at info@kardan.nl or at the address in Israel mentioned below no later than **June 23, 2020 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. Ayana Wechsler, the Company's Secretary in Israel, at Shimonov & Co. law firm, +972 3 6111000.

Voting by proxy

It will not be possible for shareholders to vote during the meeting. Therefore, shareholders (and others entitled to attend the meeting) who wish to vote shall have to 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 via email at info@kardan.nl or by regular mail at the address in Israel mentioned below no later than **June 23, 2020, 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 no later than **June 23, 2020, at 5:00 pm CET**.

Shareholders who wish to exercise their voting rights by an electronic proxy, which entails a voting construction to a representative of the Company, can do this via the EVO-system at their intermediary no later than **June 23, 2020, at 5:00 pm CET**.

Attendance

The Company wishes to assist its shareholders to attend the General Meeting electronically by providing an adequate opportunity to follow the meeting real time. After registration and ultimately on 29 June 2020, a shareholder will receive an email with a link to login for the meeting. After successful login the shareholder is automatically logged into the meeting. Shareholders who did not register in time will not be permitted to attend the General Meeting in this manner.

Shareholders will be able to log in for (electronic) admission to the meeting on **June 30, 2020, at 09:00 am CET**. Shareholders must log in and complete the admission procedure for the General Meeting before 10.00 am CET.

Questions

The Company understands that the General Meeting also serves as a forum for shareholders to engage with the Board. Therefore, the shareholders can submit questions prior to the meeting. Shareholders who did not register in time will not be permitted to ask questions. The Company may summarise and bundle questions thematically or set further conditions to facilitate the smooth running of the General Meeting. Any question should relate to the business of the General Meeting and be submitted by no later than **June 27, 2020, at 10:00 am CET** via info@kardan.nl. Written answers will be provided via the Company's website (www.kardan.nl) no later than June 30, 2020 10.00 am CET, i.e. before the start of the General Meeting and when doing so answers may be organized thematically.

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