

**PROXY FOR NON-ISRAELI SHAREHOLDER  
(with voting instruction and attendance)**

**The undersigned:**

\_\_\_\_\_ [insert name], living at / having its principal place of business at  
\_\_\_\_\_ [insert address], ("**Principal**")

(please fill your choice)

grants a limited proxy to \_\_\_\_\_ (the "**Representative**") to attend on behalf of the Principal, all with the power of substitution to attend (by electronic means) the extraordinary general meeting of shareholders of Kardan N.V., having its registered office in Amsterdam ("**Company**"), which will be held on January 13, 2021 ("**Meeting**"). The Proxyholder can be contacted at the following email address: \_\_\_\_\_; or

informs the Company that he/she wishes to attend the Meeting him/herself via electronic means, to be contacted via the following email address: \_\_\_\_\_;

and

issues its votes for 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**").

This proxy is governed by the laws of the Netherlands.

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

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

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

## Voting

Agenda item		For	Against	Abstain
2b	<i>Approval of a Reverse Stock Split and approval of the resulting amendments of the articles of association of the Company in view of such Reverse Stock Split and capital reduction</i>			
2c	<i>Amendments to the Articles of Association in view of (possible) increase of authorised capital</i>			
2d	<i>Authorization to issue shares and limit or exclude pre-emptive right</i>			
3	<i>Proposal by the Board to adopt certain amendments to the Articles of Association in view of the Company's delisting from Euronext Amsterdam</i>			
4	<i>Appointment of Mr. G.Y Elias as executive member of the Board</i>			
5	<i>Determination of remuneration of Mr. Elias and grant of indemnity agreement</i>			
6	<i>Proposal by the Board to appoint IUS Statutory Audits Coöperatie U.A. as statutory auditor for the financial year 2020</i>			

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

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