

**PROXY FOR NON-ISRAELI SHAREHOLDER
(with Voting Instruction)**

The undersigned:

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

hereby issues its votes for the extraordinary general meeting of shareholders of Kardan N.V., having its registered office in Amsterdam ("**Company**"), which will be held on 3 February 2022 ("**General 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**").

This proxy is governed by the laws of the Netherlands.

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

Name Principal: _____

Signature: _____

Voting Instruction for the General Meeting

Agenda item	Resolution	In favour	Against	Abstain
3.1	Approval to increase the number of shares that may be issued by the Board of Directors to a maximum of 23,000,000 shares			
3.2	Approval to extend the authorization of the Board of Directors for an additional period of 12 months			
4.1	Adoption of the New Articles of Association (<i>Appendix 1</i>)			
5.1	Confirmation that the Fixed Compensation will be linked to the CPI			
5.2	Approval of granting a letter of exemption from liability to Mr. Guy Elias (<i>Appendix 2</i>)			
5.3	Approval of granting a letter of indemnity to Mr. Guy Elias (<i>Appendix 3</i>)			
5.4	Approval of the Bonus Principles to Mr. Guy Elias (<i>Appendix 4</i>)			

Name Principal: _____

Signature: _____