



KARDAN N.V.

NOTICE WITH AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2015

The extraordinary general meeting of shareholders of Kardan N.V. ("Company") will be held on Tuesday August 25, 2015 at 10.00 am CET at Kardan's Head Office, Viñoly Building, 13th Floor, Claude Debussylaan 30, 1082 MD Amsterdam, the Netherlands

Agenda

1. Opening
Appointment
2. Appointment of Mr. Marsman as non-executive member of the Board (*decision*)
Remuneration
3. Determination remuneration Mr. Marsman (*decision*)
4. Remuneration CEO/ executive member of the Board (*decision*)
 - a. Determination short term variable remuneration of the CEO/ executive member of the Board (*decision*)
 - b. Amendment long term variable remuneration of the CEO/ executive member of the Board (*decision*)
5. Any other business
6. Closing

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 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.hbk@ing.nl):

- The agenda and the explanatory notes thereto;
- 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 extraordinary general meeting of shareholders on **August 25, 2015** ("**Meeting**").

On July 14, 2015 the total number of shares Kardan 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 **July 28, 2015** ("**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



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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 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 **August 18, 2015, at 5:00 pm CET**. Any restriction in connection with the registration of the shares on August 18, 2015 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 Meeting.

Holders of other registered shares

In order to obtain entry to the 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 **August 18, 2015, 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 **August 18, 2015, 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 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 **August 18, 2015, 5:00 pm (local Israeli time)** and (ii) all other shareholders (and all others entitled to attend the Meeting) at the address of the Company in the Netherlands mentioned below or at info@kardan.nl no later than **August 18, 2015, 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 Meeting. Without such documents, admission shall not be granted.



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Amsterdam, July 14, 2015

The Board