



KARDAN N.V.

Policy on the ownership of and transactions in securities other than Kardan N.V.'s by members of the Board of Kardan N.V.

Name	Policy on the ownership of and transactions in securities other than Kardan N.V.'s by members of the Board of Kardan N.V.
Version	4
Date	27 August 2013

Article 1 – Policy

1.1 This document describes the regulations concerning ownership of and transactions in securities other than those issued by the Company by Board Members.

1.2 The following capitalized terms and expressions are defined terms and expressions that shall have the following meaning:

“Board”	means board of directors of the Company;
“Board Member”	means any executive or non-executive member of the Board;
“Chairman”	means the chairman of the Board;
“Company”	means Kardan N.V.;
“Compliance Officer”	means an officer appointed as such by the Board of the Company;
“Effective Date”	means 17 April 2013;
“Other Securities”	means securities in stock exchange listed companies worldwide other than those issued by the Company;
“Policy”	means this “Policy on the ownership of and transactions in securities other than Kardan N.V.’s by members of the Board of Kardan N.V.”, as amended from time to time;
“Transaction”	means the sale or purchase of Other Securities or the execution of any other legal act aimed at acquiring or disposing of Other Securities, either directly or indirectly and for one's own account or the account of others.

1.3 This Policy does not derogate from the Board Members’ personal responsibility for compliance with the legal restrictions applicable to Transactions and related notification requirements.

Article 2 – Monitoring of Policy

2.1 The Compliance Officer has the duties and responsibilities assigned in this Policy and shall report to the Chairman as required hereunder.

Article 3 – Prohibitions

- 3.1 A Board Member shall be prohibited from entering into a Transaction with respect to Other Securities that are issued by a listed company in which another member of the Board holds an executive or non-executive board position.

This prohibition does not apply to:

- a) securities of Kardan Israel Ltd. or Kardan Yazamut Ltd. or securities of any of their listed subsidiaries which are held at the Effective Date; or
 - b) Transactions via investment funds or in case a Board Member has transferred the discretionary management of his/ her securities portfolio to an independent third party by means of a written mandate; or
 - c) the acquisition of Other Securities as payment of dividend, other than in the form of optional dividend; or
 - d) Other Securities in listed companies which are group companies of Kardan N.V. as defined in article 2:24b of the Dutch Civil Code.
- 3.2 A Board Member shall be prohibited from entering into a Transaction in designated Other Securities if:
- a) the Company's Compliance Officer has determined so in consultation with the Chairman because:
 - (i) it is plausible that the Board Member, due to his/her position as a Board Member has (had) access or could have (had) access to information on a company issuing Other Securities which is not publicly available and which would enable him/her to make a better investment decision than investors who don't have that information; or
 - (ii) the Board Member would have a conflict of interest when entering into such a Transaction; and
 - b) the Transaction is not the result of an obligation already existing at the moment the knowledge or conflict of interest as referred to under a) came into existence; and
 - c) this has been notified to the Board Member.
- 3.3 The Compliance Officer may, at the request of a Board Member, under exceptional circumstances and after receiving the approval of the Chairman, grant an exemption from a prohibition which has been imposed. The request shall be made and the exemption shall be granted in writing.

Article 4 – Notification requirements

- 4.1 Board Members shall periodically, and at least once per quarter within one month of the end of each calendar quarter, confirm to the Compliance Officer that they have not entered into Transactions which are prohibited pursuant to article 3 hereof.
- 4.2 The periodic reports shall be made in writing and shall be in the form attached hereto as Annex 1.

- 4.3 In so far as a Board Member invests in listed investment funds, or has transferred the discretionary management of his securities portfolio to an independent third party by means of a written mandate agreement, he is exempted from compliance with this article. In such case, the Board Member shall inform the Compliance Officer accordingly.
- 4.4 Upon the request of the Chairman or the Compliance Officer, a Board Member is obliged to provide a copy of the mandate agreement referred to in article 4.3.
- 4.5 Board Members shall immediately report changes in their management board and/or supervisory board positions in listed companies worldwide in that period to the Compliance Officer.

Article 5 – Reports

- 5.1 The Compliance Officer shall maintain a register of periodic reports referred to in article 4 and correspondence received concerning the prohibitions imposed and any exemptions granted.
- 5.2 The Compliance Officer shall report quarterly to the Chairman on the periodic reports received from Board Members.
- 5.3 The Chairman is authorised to call Board Members to account for their investment activities in Other Securities and to impose restrictions upon them. If so desired, the Board Member concerned may request the full Board to declare its opinion about the restrictions imposed by the Chairman. In such case, a decision will be made by the Board in accordance with the Board's regulations.
- 5.4 A Board Member has the right to inspect the details recorded in the register, in so far as they concern him or her.
- 5.5 The Chairman has the right to inspect the register at any time.
- 5.6 The Compliance Officer may delete details which are seven years old from the register.

Article 6 – Amendments

- 6.1 The provisions of this Policy may be amended or supplemented if the Board so decides. Amendments and additions come into force from the moment that the Board has resolved thereon, unless a later date is indicated in the resolution.

Article 7 – Miscellaneous

- 7.1 The Chairman is authorised to make decisions on matters not covered by this Policy which relate to Transactions by Board Members.
- 7.2 The Chairman of the Audit Committee is authorised to execute the powers of the Chairman as stated in this Policy in situations which concern the Chairman or in case the Chairman is otherwise engaged or absent.
- 7.3 This Policy is governed by the laws of the Netherlands.
- 7.4 The provisions of this Policy continue to be applicable for six months after a Board Member has vacated his-her position.
- 7.5 This Policy is effective as of the Effective Date.

**ANNEX 1
REPORTING FORM**

(see next page)



REPORT¹

Name:

Position:

Date:

Period:

Transactions in Other Securities

I confirm that, during the period as described above, I have not entered into any Transaction in Other Securities as prohibited under article 3 of the Policy.

Board positions in listed companies

I confirm that, during the period as described above, I have taken up/ resigned from the following new executive/ non-executive board positions in listed companies (name position and company):

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Signature

¹ Report as required under the "Policy on the ownership of and transactions in securities other than Kardan N.V.'s by members of the Board of Kardan N.V." ("Policy") dated August 27, 2013.