



KARDAN N.V.

KARDAN SIGNS LETTER OF UNDERTAKING WITH DEBENTURE HOLDERS

Amsterdam, October 22, 2014 - Following the press release which was issued by Kardan ('the Company') on September 18 last regarding the first meeting with the trustees of the debenture holders of the Company, Aurora Fidelity Trust Company Ltd (the trustee of debentures series A) and Hermetic Trust (1975) Ltd. (the trustee of debentures series B) (jointly "the trustees"), on the initial negotiation of debt settlement primarily relating to postponement or rescheduling of debenture repayments payable by the Company while paying the debt in full, the Company announces that it has today signed a letter of undertaking.

As part of the ongoing negotiations between the parties, the parties agreed that the Company signs a letter of undertaking towards the trustees for the period of the negotiations (the "Interim Period"), whereby, during this interim period the Company will cooperate and provide information to the trustees and will avoid certain actions, including transactions with the controlling shareholders and their relatives and making a "distribution" (as defined in the Israeli Companies Law, 1999) and to give the trustees notice, 21 days before the execution of certain activities or transactions, which are defined in the letter of undertaking.

DISCLAIMER

This press release contains forward-looking statements and information, for example concerning the financial condition, results of operations, businesses and potential exposure to market risks of Kardan N.V. and its group companies (jointly "Kardan Group"). All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements (including "forward looking statements" as defined in the Israeli Securities Law). Forward-looking statements are statements of future expectations that are based on management's current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. These forward-looking statements are identified by the use of terms and phrases such as "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "objectives", "outlook", "probably", "project", "will", "seek", "target", "risks", "goals", "should" and similar terms and phrases. A variety of factors, many of which are beyond Kardan Group's control, affect our operations, performance, business strategy and results and could cause the actual results, performance or achievements of Kardan Group to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. For Kardan Group, particular uncertainties arise, amongst others but not limited to and not in any order of importance, (i) from dependence on external financing with the risk that insufficient access to capital threatens its capacity to grow, execute its business model, and generate future financial returns (ii) from concentration of its business in Central Eastern Europe and China as a result of which Kardan Group is strongly exposed to these particular markets (iii) from risks related to the financial markets as a result of Kardan N.V.'s listings on NYSE Euronext Amsterdam and the Tel Aviv Stock Exchange and (iv) from it being a decentralized organization with a large number of separate entities spread over different geographic areas in emerging markets, so that Kardan Group is exposed to the risk of fraudulent activities or illegal acts perpetrated by managers, employees, customers, suppliers or third parties which expose the organization to fines, sanctions and loss of customers, profits and reputation etc. and may adversely impact Kardan Group's ability to achieve its objectives and (v) from any of the risk factors specified in Kardan N.V.'s Annual Report and in the related "Periodic Report" (published by Kardan N.V. in Israel) published in April, and which is also available at the Kardan website. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the relevant forward-looking statement as expected, anticipated, intended, planned, believed, sought, estimated or projected. Kardan N.V. does not intend or assume any obligation to update or revise these forward-looking statements in light of developments which differ from those anticipated.

About Kardan

Kardan identifies and develops assets in promising emerging markets, mainly in Asia (predominantly China), Africa and selected CEE and CIS countries.

Its activities are mainly focused on three sectors that benefit from the rising middle class: Real



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Estate, Water Infrastructure and Banking & Retail Lending. Company headquarters are in the Netherlands. Kardan aims at holding controlling interests in its investments and is actively involved in the definition and implementation of their strategy through its local business platforms. Total assets as of June 30, 2014 amounted to EUR 949 mn; revenues totalled EUR 114 mn in the first half year of 2014. Kardan is listed on NYSE Euronext Amsterdam and the Tel Aviv Stock Exchange.

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“This press release contains regulated information (gereguleerde informatie) as defined in the Dutch Act on Financial Supervision (Wet op het financieel toezicht)”