

Kardan N.V.

Amsterdam, September 3, 2015

Immediate Report

Pursuant to Kardan's ('Kardan' or the 'Company') Press Release of July 3, 2015, with respect to Amended Deeds of Trust of the Debenture (series A and B) of the Company (the 'Final Amended Deeds of Trust') as signed on July 3, 2015, and the completion of the Debt Settlement, the Company hereby announces as follows:

1. According to the Final Amended Deeds of Trust, the Company committed towards the Debenture Holders that within 60 days from the day of completion of the Debt Settlement it would create and register pledges on the rights and the pledged loans (as defined in the Final Amended Deeds of Trust) which are relevant to Emerging Investments XII B.V. in favour of the trustees to the Debenture Holders, and would correct (or re-register) the existing pledges as required by the trustees regarding the rights and pledged loans relevant to GTC Real Estate Holding B.V.
2. The Company hereby announces that, despite the fact that on September 2 last the 60 days period had past, the aforementioned pledges have not yet been registered due to delays related to the negotiation between the parties with respect to phrasing the pledges.
3. The Company is in process to register the pledges in the coming period.
4. The Company's estimate with regards to the expected date of registering the pledges is a forward looking statement as defined in the Israeli Securities Law, 1968. The Company's estimate is not certain and is based on the available information to the Company and its current assessments on the date of publishing this report. The aforesaid assessments may (materially) change, as a result of developments and or changes and or delays with respect to the negotiations between the parties regarding the wording of the pledge documents, technical delays and or other external developments.

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 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.