



Investor Presentation

Results 2010

March, 2011

Unique investment gateway to emerging markets

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Unique investment gateway to emerging markets



"As entrepreneurs, we create value for our shareholders by identifying and developing assets in promising emerging markets".

Alain Ickovics, Chairman of the Management Board





Unique investment gateway to emerging markets



 Entrepreneurial emerging markets player

 Identify, focus on promising Emerging Markets (CEE, CIS & Asia)
 Initiates, acquires, develops and manages projects and assets
 Engaged owner: strategic & managerial control

 Focus on middle-class needs

 Commercial Property and Housing, Water Infrastructure and Retail Lending
 Diversified portfolio (geographically & sector wise)
 Listed: NYSE Euronext Amsterdam & Tel-Aviv

 Strong local platforms

 Decentralized operations: local operational management
 To optimize opportunities and minimize risks

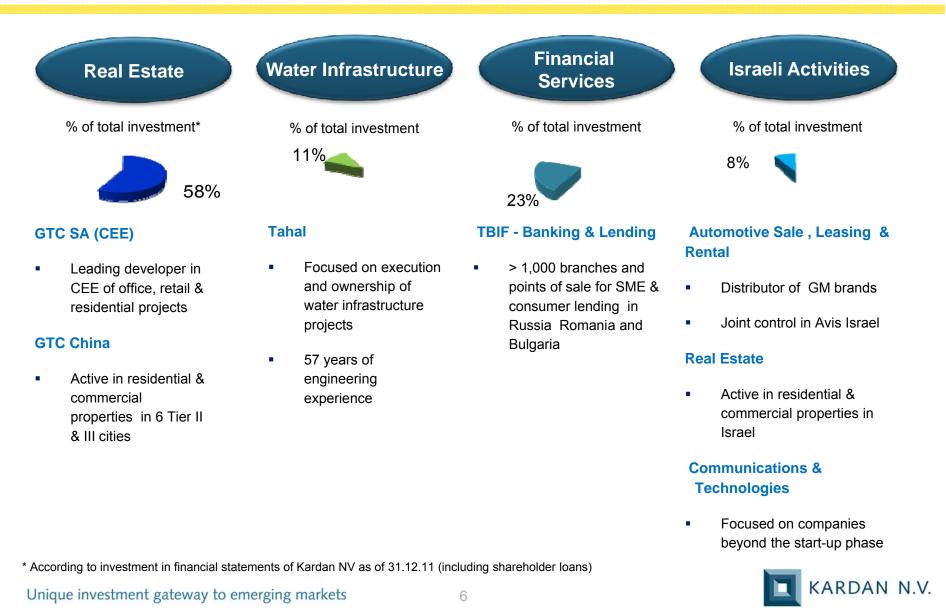
Excellent track-record of creating shareholder value

- ✓ Successful entrepreneurs for over 20 years
- ✓ Proven value creation



Main activities





Why we focus on Emerging Markets

Increasing

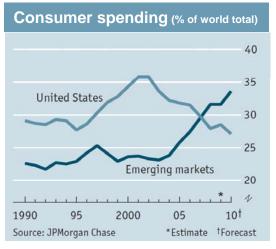
demand for

services

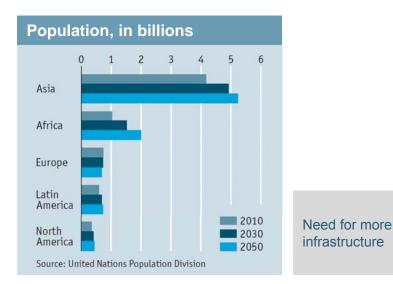
shopping centres

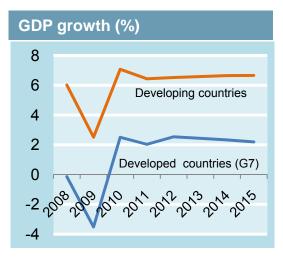
and basic financial





* % of world total





Long term upside

Debt / GDP (%)	
	2011e	2012e
China	19	18
Poland	57	60
Romania	38	37
Russia	9	11
Germany	77	77
UK	82	85
US	99	103
Source: IMF, Cr	edit Suisse	

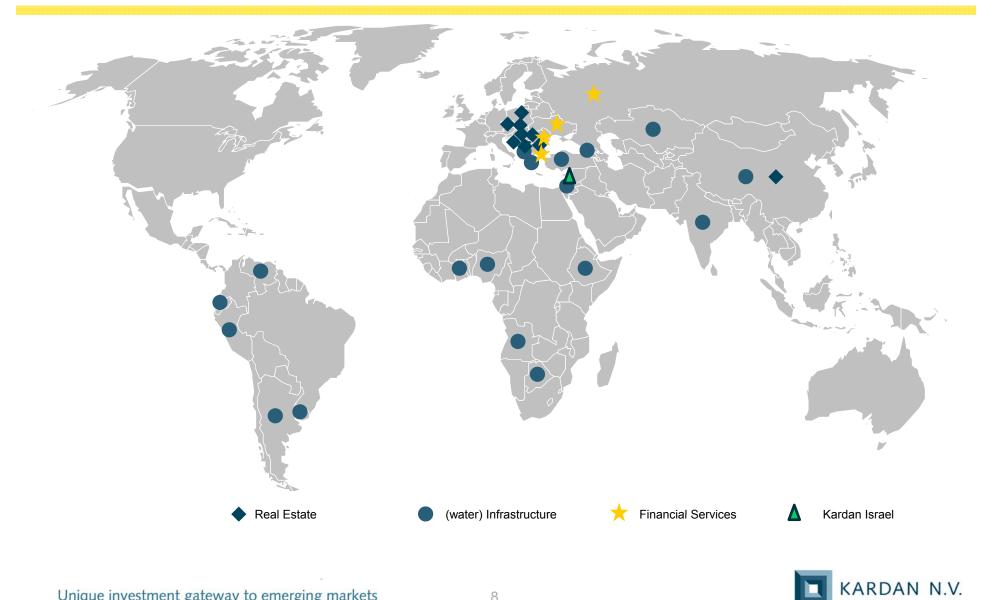
Strong financial fundamentals



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Overview of our main countries of activity







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Our criteria



Qualitative criteria

- ✓ Promising Emerging Markets
 - educated middle class
- Exposure to needs of upcoming middle classes
- ✓ Controlling stake
- Investments created through our local platforms

Quantitative criteria

- ✓ ≥ 15 % IRR per project
- ✓ Comfortable loan to value ratios

Entrepreneurial spirit + management skills + track record



What's in it for our investors?

Benefit from our development capabilities in emerging markets

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Strong and proven value creation



Strategic focus



Strategic focus	Financial strategy
- Focus on expansion in real estate and water	 Strengthening of financial position by deleveraging
 Focus on expansion in real estate and water infrastructure through existing and new platforms 	and increasing liquidity
 Initiate new real estate activities in Asia 	 Funding primarily at the level of subsidiaries rather than at Kardan NV holding level
	 Exit strategy: As business grows, attract (strategic / financial) private equity investors first, and then IPO to

confirm value creation



Managing (y)our investments



Strong Corporate Governance

- Two-tier board structure: Supervisory Board and Management Board
- Headquarters in the Netherlands (Amsterdam)
- Dual listing on the NYSE Euronext Amsterdam & TASE Tel-Aviv stock exchanges
- Quarterly & Annual reports (in English).
- External auditor: Ernst & Young Internal auditor: Grant Thornton
- Environmental & Social Governance (ESG)

Risk Management

Corporate:

- Decentralization local platforms to optimize opportunities and minimize risks
- Geographical diversification presence in more than 40 countries
- Sector diversification 3 core operating divisions
- No project value exceeds 5% of Kardan's consolidated balance sheet
- Risk structure skills

Subsidiaries / projects:

- Gradual risk exposure
- Land purchased with equity
- Comfortable loan-to-value ratios
- Minimal dependency between divisions / operations





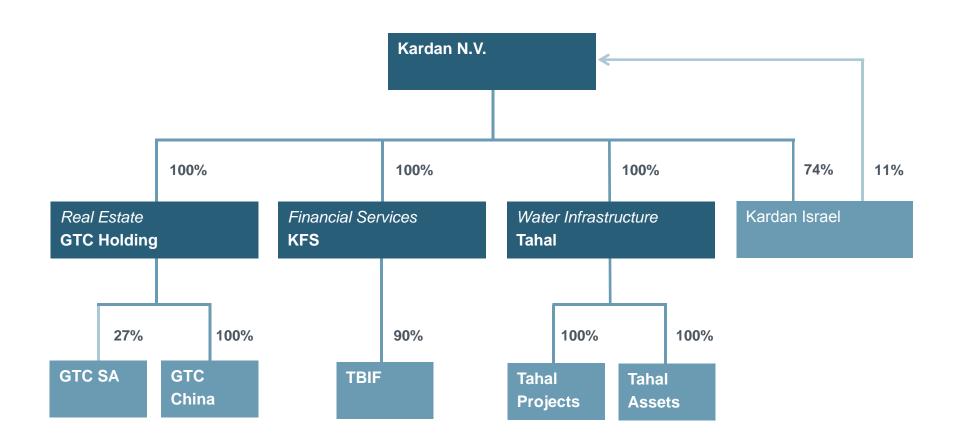
2. Our activities and markets



2. Our core activities and markets

Controlling stakes in core activities







Overview of our CEE activities



GTC SA (27% *)

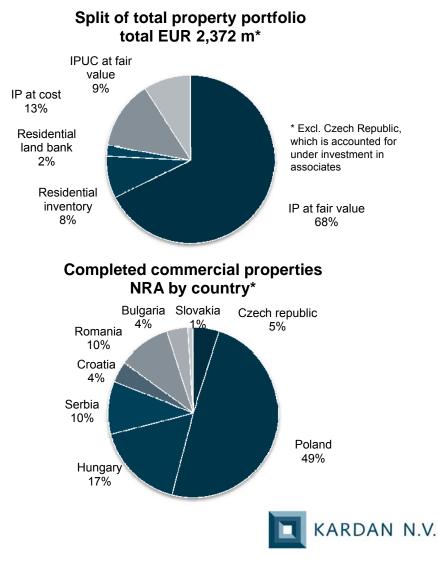
- Founded in 1994 by Kardan in Poland Operating in 10 countries in CEE/SEE
- Initial investment: USD 3mn Current market cap. Approx. EUR 1.2bn
- Listed on the Warsaw stock exchange (WIG20) as of 2004
- Developer and manager of office buildings and shopping centres, some residential
- Total net portfolio: 2.3mn sqm ** (value +/- EUR 2.4bn, includes under construction and land bank)
- Delivered since 1994 approx. 800k sqm of which c. 275k sqm sold

NOTES:

* as of 20.01.2011 Kardan has a 27% stake in GTC SA, (before 43%)

** GTC SA's stake

*** As of 31.12. 2010



Overview of our CEE activities



Selected properties: completed and under construction by GTC SA (27%)



* Before 20.01.11, Kardan held 43% of GTC SA

** Based on signed agreements, does not include LOIs and advanced negotiations

Overview of our Chinese activities



GTC China (100%) Residential - Total Area 2.6 million sqm* Commercial - Total GLA 343K sqm* Chengdu (Completed) 27% Xian 33% Shenyang Shenyang 45% 19% Dalian 29% Xian 7% Changzhou Dalian Changzhou 18% 4% 18% **Geographic footprint** Beijing Dalian Xian 🖷 hangzhou Chengdu e

* Based on 31.12.2010



- Founded in 2005 by Kardan, incorporated in Hong Kong
- Focuses on residential & commercial properties (shopping malls)
- Head office in Beijing and project companies in Xi'an, Shenyang, Changzhou, Chengdu and Dalian
- Currently 7 projects in 5 tier II cities
- Approx. 3 mn sqm of residential & commercial space under various stages of development
- GTC China's share is 50% in residential and 100% in retail projects
- Over 200 employees

Overview of our Chinese activities



Selected properties: completed and under construction by GTC China (100%)

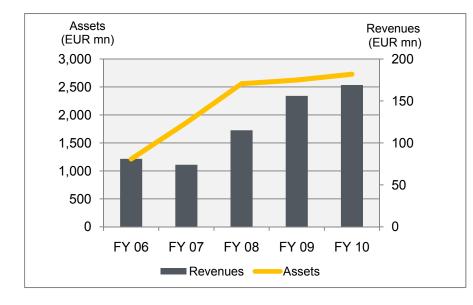




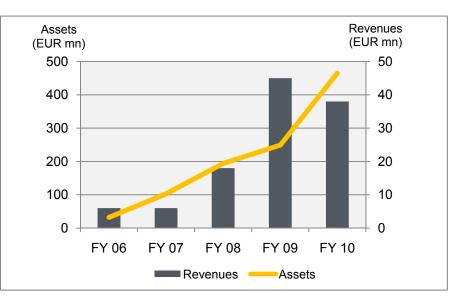
Key parameters



GTC SA



GTC China





Recent events & outlook



GTC SA (27%)

Recent Company events:

- Opened 2 retail centres: shopping and office complex Czech Republic, 42k sqm, & shopping center Bulgaria, 25k sqm (Nov 10)
- Number of industry awards, eg. "Office developer of the decade" (Eurobuild) & "Developer of the Year in CEE & SEE" (CEE Insight Forum)

Market outlook:

- Growing demand for offices in prime locations
- Yield contraction expected in 2011
- Office rental rates to increase as of 2011: supply gap

Company outlook:

• Completed commercial space to be increased with over 40% to 753,000 sqm in period till end of 2012

GTC China (100%)

Recent Company events:

- Opened shopping mall (Chengdu) 35k sqm. & > 80% leased (Nov 10)
- Sold office project (50% stake Hangzhou) for EUR 31mn (Jan 11)

Market outlook:

- GDP growth rate target for coming 5 years: approx. 7%
- Focus on increasing internal demand drives need for residential units and commercial centers

Company outlook:

- Growth of rental income
- Continued focus on mixed-use projects (residential in combination with retail)



Overview of our Water Infrastructure activities



Tahal Group International (100%)

- Founded in 1953, acquired by Kardan in 2001
- Specializes in water-related infrastructure projects
- Operates through the entire value chain, primarily in developing countries
- Over 2,000 employees working in 30 countries
- Local platforms in 12 countries
- Major clients: governments, public utilities and water agencies
- Two sub-divisions:
 - Tahal Projects (100%): design, consulting and turn-key projects (EPC)
 - Tahal Assets (100%): investments / development of assets, Build Operate Transfer (BOT) and Build Operate Own (BOO)

 The number of people living in scarce water conditions globally is expected to double in 20 years, and those in water stressed geographies should increase six times



Global Water Supply versus Population

Overview of our water infrastructure activities



Selection of Tahal Projects & Tahal Assets



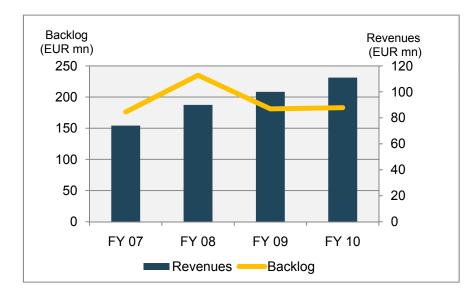
Note: All mentioned revenues, scope and backlog are as of 31.12.10



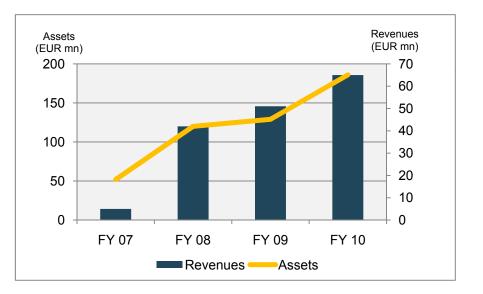
Key parameters



Tahal Projects



Tahal Assets





Recent events & outlook



Company

Recent events:

- Signed contracts in Angola (exp. revenue EUR 143mn) & Ghana (exp. revenues EUR 83mn) (beginning 2010)
- Agreement with FIMI to provide loans of up to USD 50mn. Warrants issued with exercise value based on lower of USD 250mn or IPO less 25% (July 2010)
- KWIG (China) started operation of Xuanhua waste water treatment plant (capacity of 120,000 cubic metres per day)

Company outlook:

- Tahal aims to expand its presence in Asia beyond China
- Additional equity may be raised

Recent events:

- Increasing awareness to supply & demand imbalances and quality & safety issues
- China 5 year plan (2011-2015) focuses, a.o., on protection of the environment issues suach as water conservation and treatment

Markets

Market outlook:

 Global Water Institute expects annual investment in water to reach USD 240bn in 2016



Overview of our Financial Service activities



KFS (99%)

- Active in financial services since 1998 through insurance and pension activities (TBIH)
 Sold for EUR 127mn (July 10)
- Active in banking & retail lending as of 2001 (TBIF)
 consumer finance, leasing, mortgages and asset management:
- Sovcom bank (50%): retail bank specializing in origination of consumer loans. Nation wide network with approx. 685 branches throughout Russia
- Two consumer finance organizations (Romania, Bulgaria)

Key indicators KFS * :

- Outstanding portfolio: EUR 725mn (100% stake)
- Total branches and POS: > 1,000
- Total merchants: > 5,000
- Total employees: > 4,400

* Excl. VAB Bank





2. Our core activities and markets: Financial Services

Recent events & outlook



Company

Developments

- July 2010: sale of insurance and pension business (TBIH) for EUR 127 mn
- September 2010: sale of 16% of Sovcom Bank for EUR 36 mn (over 2x book value)
- January 2011: sale of VAB Bank at loss

Company outlook:

- 2011: growing of the existing investments
- Potentially seeking new synergetic investments in Bulgaria and Romania

Markets

Developments

- <u>Russia:</u> Economy grew by 3.7% in 2010 (y-o-y), based on recovery of industrial sector. Strengthening private consumption on lower interest rates and increase in bank lending
- <u>Romania</u>: GDP contracted by 2% in 2010 (y-o-y). IMF provided stand by facility, improving financial fundamentals of the country
- <u>Bulgaria</u>: Stable levels of unemployment but weak domestic demand. Challenging consumer credit market.

Market outlook:

- <u>Russia:</u> Unemployment still falling; GDP growth expectd of 4.3% for 2011 on back of increasing domestic demand and growing industrial sectors
- <u>Romania</u>: Gradual decline in unemployment rate is expected and slight improvement of consumer confidence
- <u>Bulgaria</u>: GDP growth of approx. 3%-4% is expected for 2011. Anxiety about rising inflation.



2. Other activities: investments in Israel

Investments in Israel



Automotive, Rental and Leasing **Real Estate** Communications & Technologies Active in residential & commercial UMI - car importer & distributor (GM) Investments focused on SME projects in Israel with strong growth potential Avis - car rental & leasing Kardan NV 74% 11% **Kardan Israel** 41% 100% 72% 85% **Kardan Real** Kardan Kardan UMI **Technologies** Communications Estate 24% 68%* 32% Unicell **Dan Vehicle** RRsat (AVIS) Others

Sale of Vehicles



UMI

- Exclusive distributor for GM Group with brand names including: "Chevrolet", "Buick", "Cadillac", "Chevy Trucks"and "Isuzu"
- GM holds a direct stake of 10% in UMI
- Strong distribution chain and maintenance networks
- Automotive market increased in 2010 (+25% y-o-y) to approx. 216,000 vehicles
- Robust sales of Chevrolet Cruze & new Buick LaCrosse

Key parameters

EUR million	FY - 2010	FY - 2009
Revenues	475	359
Profit (Loss)	24	14
Total Assets	263	222
Equity/Assets	45%	44%





2. Other activities: investments in Israel

Rental & Leasing of vehicles



Dan Vehicle & Transportation (AVIS Israel)

- A leading Israel car rental & leasing company
- Provides business and private customers with a variety of auto services at 27 locations in Israel
- Avis Israel fleet includes 30,000 vehicles as of 31/12/10 of which 6,000 vehicles are used for rental activities
- Operates car rental office in Israel's largest airport
- As of 28/3/11, Avis Israel traded at a value of EUR 105mn

Key parameters

EUR million	FY - 2010	FY - 2009
Revenues	328	297
Profit (Loss)	13	12
Total Assets	508	451
Equity/Assets	23%	20%



2. Other activities: investments in Israel

Kardan Real Estate



Kardan Real Estate Israel

- Active in the following sectors:
 - Development of residential & office projects
 - Engineering & construction
 - Property management & maintenance
- 14 residential projects under various stages of development in areas of high demand
- Capital raise in Q1-2010 in the sum of EUR 40mn via IPO, convertible debentures & private placement

Key parameters

EUR million	FY - 2010	FY - 2009
Revenues	32	43
Profit (Loss)	(6)	(1)
Total Assets	235	119
Equity/Assets	34%	47%

2010: net loss due to few handovers of units and revaluation of subsidiary

Unrealized sales of 384 units as of December 31, 2010









Communication & Technologies



RRSat (24%)

- Leading provider of end-to-end content management and distribution network
- Operating in a USD 15bn fast growing TV and radio broadcasting market
- Coverage of 95% of populated regions worldwide
- Capitalizing on Israel's unique location
- As of 28/03/2011 RR SAT was traded at a value of EUR 93mn

Other companies

- **Unicell** (32%) a leading mobile application service and content provider
- Giga Spaces Technologies (16%) Provides infrastructure software solutions that deliver dynamic scalability for high-volume transactional applications
- Logray and Tweegee (20%) creator and operator of web portals for kids
- Others

Recent developments

- Sold stake in Teledata for EUR 9 mn (June 2010)
- Sold stake in Sintec Media for EUR 14mn (January 2011)
- Unbinding LOI to sell stake in FIS & IDIT (March 2011)







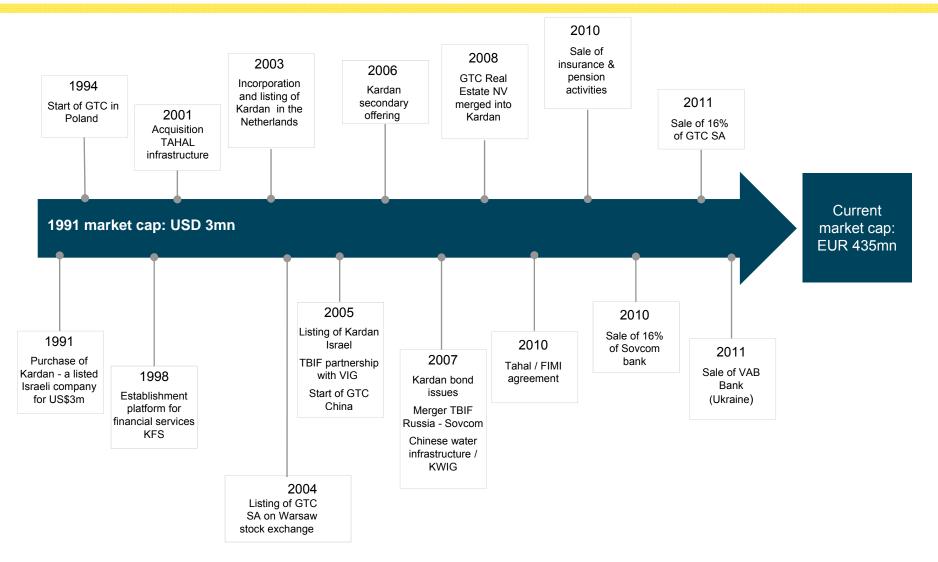
3. Our track record



3. Our track record

Short history of our company





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3. Our track record

Selected recent investment case studies



Sale of TBIH	IRR: 19% (1998 – 2010) Investments 1998 – 2007: Dividend Proceeds from sale to VIG (two tranches) Total	EUR 225mn EUR 156mn <u>EUR 248mn</u> EUR 404mn
	IRR: 38% (1994 – 2011) *	
	Set up cost (1994)	USD 3 mn
	Investment	EUR 6mn
GTC SA	Dividend received	EUR 9mn
	IPO (transfer of companies)	EUR 1mn
	Sale of 3% (2009) and 16% (2011)	EUR 233mn
	Market value (KNV share)	EUR 320mn
		* USD / EUR exchange rate: 1.35
	IRR: 15% (2006 – 2010)	
	Investments 2006 – 2009	EUR 100 mn
Sovcom Bank	Proceeds from sale 16% stake (2010)	EUR 35mn
	Fair value Sovcombank (based on	

transaction 2010)

EUR 115mn





4. Key Financials



4. Key financials

Breakdown of profit (loss) to Kardan



Profit (loss) attributed to shareholders in EUR million**	2010	2009	Q4 2010	Q4 2009
– Real Estate*	13	(63)	10	(44)
 Water infrastructure – Projects 	2	2	-	2
 Water infrastructure – Assets 	3	(4)	2	(3)
 Financial Services – Retail lending 	(57)	(29)	(51)	3
 Financial Services – Insurance and Pension 	31	19	-	(2)
 Rental and Leasing of vehicles 	2	1	-	-
– Sale of vehicles	7	5	1	2
– Other	(28)	(23)	(12)	(7)
Total net result attributable to equity holders	(27)	(92)	(51)	(47)



4. Key financials

Maturity of liabilities



EUR millions	Free Cash & Cash equivalents	Debt/loans	maturity				
		Before December 31, 2011	Before December 31, 2012	Before December 31, 2013	Before December 31, 2014	After December 31, 2014 and until December 31, 2028	Total
Kardan N.V.	17	11	6	77	122	446	662
GTC Group	370	128	126	186	318	916	1,674
KFS	262	143	33	37	86	82	381
Tahal Group International	49	55	16	18	30	18	137
Kardan Israel *	54	140	62	62	89	79	432
Total	752	477	243	380	645	1,541	3,286

From the total debt payable after December 31, 2014, the total amounts due in the next five years are respectively EUR 382mn, EUR 308mn, EUR 142mn, EUR 123mn and EUR 357mn.

* Includes liabilities of Avis (Israel) in the sum of EUR 159 million. Repayment of liabilities of AVIS is financed by proceeds from car fleet sales, which are not presented in this table. The loans maturing before September 30, 2011 include a construction loan in the sum of EUR 35 million.

4. Key financials – real estate

GTC SA



GTC SA (in EUR million)	2010 (31.12)	2009 (31.12)	Q4- 2010 (31.12)	Q4-2009 (31.12)
Rental + service Revenue	124	96	32	31
Residential Revenue	45	60	22	9
Gross profit rental	94	74	24	23
Gross profit residential	2	11	1	2
Revaluation	47	(161)	28	(123)
Net Profit (Loss)	29	(139)	21	(96)
Inventory & residential land bank	254	271	254	271
Investment Property	2,118	1,972	2,118	1,972
Total Assets	2,728	2,623	2,728	2,623
Total Equity	1,053	1,011	1,053	1,011
Cash & st investments	230	215	230	215
Ratios				
Gross margin rental	76%	77%	75%	74%
Gross margin residential	4%	18%	5%	22%
Loan to Value*	53%	53%	53%	53%
Personnel at year end	163	164	163	164

* LTV= LT loans-Cash/ IP + IPUC + IP at cost



GTC SA – other parameters



GTC SA Other parameters – Commercial property (year-end 2010)	Poland	Other countries	Total
Completed			
Completed Property Yield (average)	7.4%	8.2%	7.8%
Average Occupancy	84%	79%	83%
Net rentable office and retail space in sqm*	259,610	272,347	531,957
Book value**	838	779	1,617
Under construction			
Property under construction Yield (average)	7.7%	9.4%	9%
NRA in sqm (GTC SA ownership)***	12,800	99,200	112,000
Accumulated cost	10	197	207
Profit from revaluations	5	11	16
Minority interest in commercial property	-	(33)	(33)

*Pro rata to GTC SA holdings, including Czech Republic **Full consolidated numbers, does not include Czech Republic ***Relates to projects to be completed in 2011

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4. Key financials - real estate

GTC China



GTC China (in EUR million)	2010 (31.12)	2009 (31.12)	Q4 2010 (31.12)	Q4 2009 (31.12)
Rental + service Revenue	0.35	-	0.35	-
Residential Revenue	38	45	18	9
Extraordinary items*	(7)	-	-	-
Revaluation (net of tax)	25	-	9	
Net Profit (Loss)	15	3	5	(1)
Completed property	110	-	110	-
Property under construction	-	45	-	45
Inventory	132	83	132	83
Total Assets	465	249	465	249
Total Equity	161	129	161	129
Operational Parameters				
Units sold in the period	3,461	2,052	805	736
Units handed over in the period	1,748	2,209	836	424
Loan to Value**	25%	N/A	25%	N/A
Personnel at year end	325	208	325	208

* Extraordinary expenses mainly include expenses for employee options, and penalty for overdue land purchase payment in HIFC project. GTC China sold HIFC project in Q1 2011 at a profit of EUR 7million.

**LTV = LT loans / IP at fair value.

The number of units represents 100% of the sales and apartments handed over by the project companies. In general, GTC China owns 50% of these companies. Other information: proportionally consolidated.



4. Key financials - water infrastructure

Tahal Projects



Tahal Projects (in EUR million)	2010 (31.12)	2009 (31.12)	Q4- 2010 (31.12)	Q4-2009 (31.12)
Revenues	111	100	33	34
Gross Profit	23	21	7	8
EBITDA	10	9	3	4
Profit (Loss)	2	4	-	3
Total Assets	142	112	142	112
Equity* / assets	29%	31%	29%	31%
Net financial liabilities ** (excl. SH loans)	1	(8)	1	(8)
Cash	34	14	34	14
Other				
Back Log ***	183	181	183	181
Personnel at year end	877	831	877	831

Shareholder equity including shareholder loan

**Not including shareholder loans, deferred tax and inventory

***Projects with signed agreement and received first payment. Angola (expected revenues EUR 143 million) not included.

4. Key financials - water infrastructure

Tahal Assets



Tahal Assets (in EUR million)	2010 (31.12)	2009 (31.12)	Q4- 2010 (31.12)	Q4-2009 (31.12)
Revenues	65	51	16	14
Gross Profit	16	11	4	2
EBITDA	7	5	2	3
Profit (Loss)	3	(7)	1	-
Total Assets	186	129	186	129
Equity* / assets	37%	35%	37%	35%
Net financial liabilities **	2	1	2	1
Cash	15	7	15	7
Other				
Personnel at year end	1,249	984	1,249	984

Shareholder equity including shareholder loan

**Not including shareholder loans, deferred tax and inventory



4. Key financials - financial services

Retail Lending



Sovcom (100%) (in EUR million)	2010 (31.12)	2009 (31.12)	Q4- 2010 (31.12)	Q4-2009 (31.12)
Net banking income*	151	132	40	42
Profit (Loss)	40	(2)	15	12
Total Equity	112	71	112	71
Total Assets	1,076	789	1,076	789
Equity / Assets	10%	9%	10%	9%
Cash & ST investments	474	391	474	391
Operational Parameters	FY 2010	FY 2009	Q4-2010	Q4-2009
Gross Loan Portfolio	558	389	558	389
Deposits	762	517	762	517
Loan / Deposits	73%	75%	73%	75%
Provisions	5.6%	13.7%	5.6%	13.7%
NPLs	3.4%	6.8%	3.4%	6.8%
Book value in TBIF (equity & loans)	124	74	124	74

* incl. net interest income, net commission income and other operating income



4. Key financials - financial services

Retail lending



Bulgaria & Romania	2010 (31.12)	2009 (31.12)	Q4- 2010 (31.12)	Q4-2009 (31.12)
Net banking income*	37	47	9	13
Profit (Loss)	(3)	-	(4)	1
Total Equity	43	44	43	44
Total Assets	217	275	217	275
Equity / Assets	20%	16%	20%	16%
Cash & ST investments	18	18	18	18
Operational Parameters	FY 2010	FY 2009	Q4-2010	Q4-2009
Gross Loan Portfolio	204	247	204	247
Provisions	15.7%	8.6%	15.7%	8.6%
Book value in TBIF (equity & loans)	107	101	107	101

* incl. net interest income, net commission income and other operating income





Thank You.

Disclaimer

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