



Investor Presentation

UNIQUE INVESTMENT GATEWAY TO EMERGING MARKETS

Brussels road show , February 2011 (based on 9m-2010 results)



Overview of today's presentation

 Highlights Why we focus on emerging markets Our criteria Corporate governance and risk management 2. Our activities and markets Real Estate (water) Infrastructure Financial services Other activities: Kardan Israel 3. Our track record Short history of Kardan Selected investment case studies Strategic focus 4. Key financials Summary results Financial position Outlook 	р. 3
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Part 1: overview of who we are





Our mission

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

Alain Ickovics, Chairman of the Management Board





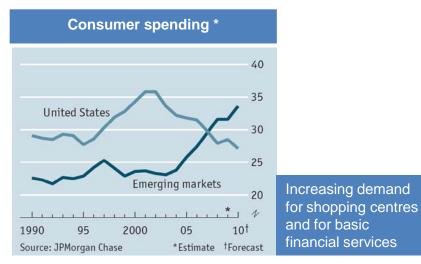
Unique investment gateway to emerging markets

Entrepreneurial emerging markets player	 ✓ Identify, focus on promising Emerging Markets (CEE, CIS & Asia) ✓ Initiates, acquires, develops and manages projects and assets ("brick builders") ✓ Engaged owner: strategic & managerial control
Focus on middle-class needs	 Commercial Property and Housing, Infrastructure and Financial Services
Strong Corporate Governance	 ✓ 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

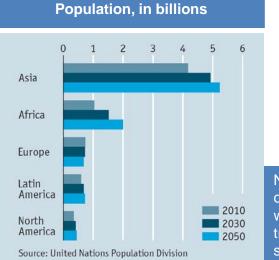




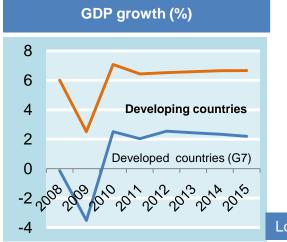
Why we focus on emerging markets



* % of world total



Need for more offices, housing,
waste water
treatment & water supply



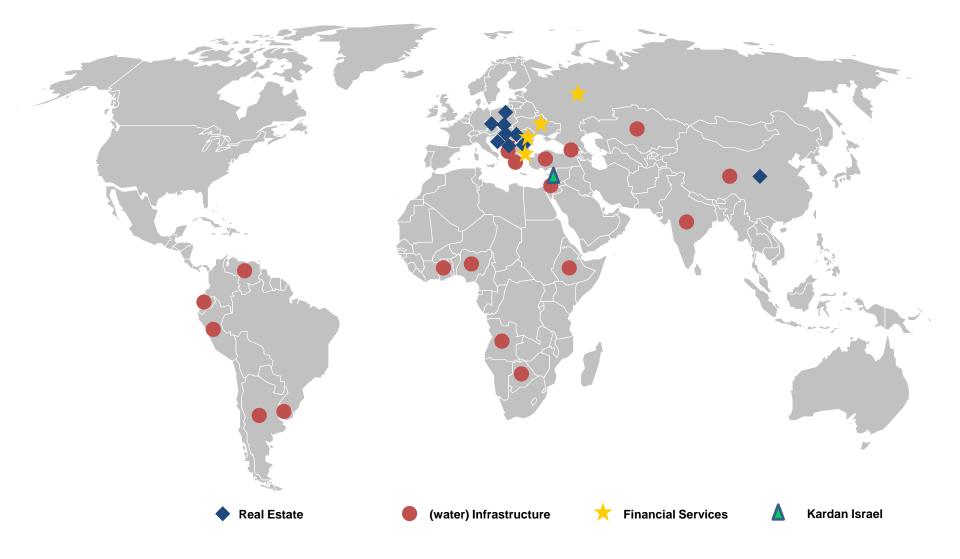
Long term upside

	Debt / GDP (%)	
	1e	2e
China	18.6	18.2
Poland	57.4	59.5
Romania	37.7	37.3
Russia	9.2	10.6
Germany	76.5	77.0
UK	81.9	85.2
US	99.3	102.9
Source: IN	F, Credit Suisse	





Overview of main emerging markets in which we are active

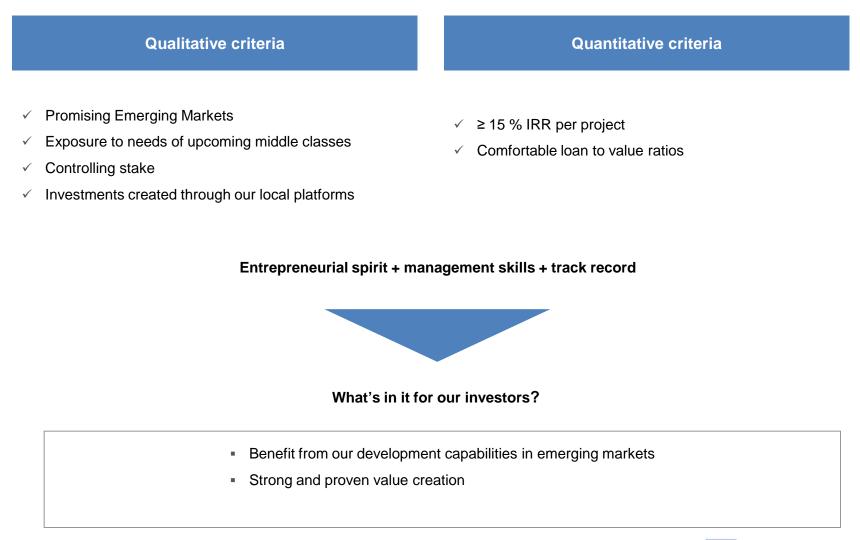






Our criteria

We target opportunities that meet the following criteria:







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



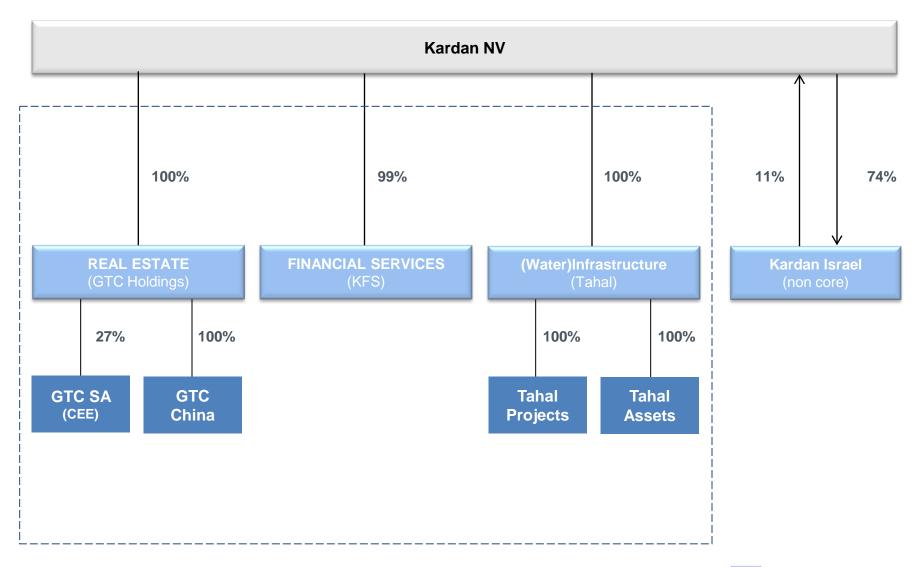


Part 2: our activities and markets





Controlling stakes in core activities



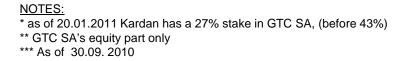


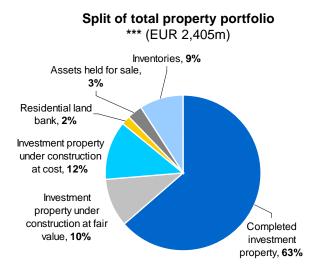


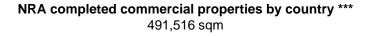
Overview of our CEE real estate activities

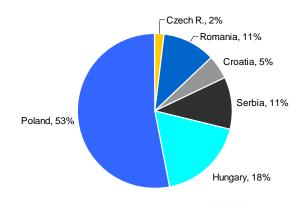
GTC SA (27% *)

- Founded in 1994 by Kardan in Poland Currently in 10 countries in CEE/SEE
- Initial investment: USD 3mn Current market cap. Approx. EUR 1.4bn
- 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













Overview of our CEE real estate activities

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



- Top-5 completed properties represent total book value of EUR 1bn (65% of book value total completed properties)
- Occupancy rate of top-5 completed properties: 97.4% (based on book value)
- * Before 20.01.11, Kardan held 43% of GTC SA
- ** Based on signed agreements, does not include LOIs and advanced negotiations

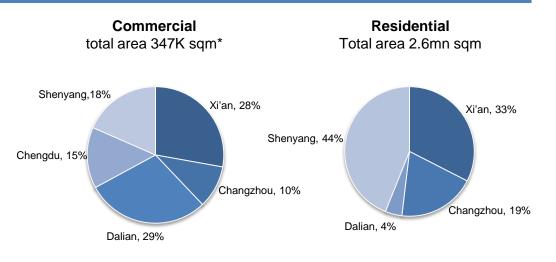




Overview of our Chinese real estate activities

GTC China (100% stake)

- 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 real estate activities

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



Qili Xiangdi Shenyang Residential Low rise apartment blocks 1,930 apartments NSA +/- 185k sqm Completed 2008 50% GTC China



Galleria Dalian Dalian Mixed use project

Shopping mall and serviced apartments

Construction area +/- 300k sqm

> Phased development (until 2015)

100% GTC China



Galleria Chengdu Chengdu Shopping center NRA 35k sqm 88% occupancy Adjacent to IKEA, Decathlon Main tenants: Zara, Mango, H&M, Sephora, Uniqlo Completed: 2010 100% GTC China



City Dream Changzhou Mixed use project Apartments & shopping mall Phased development Construction area +/- 540k sqm Approx. 5,500 apartments Phased development untill 2017 46% GTC China



Palm Garden

Shenyang

High level apartments

Construction area +/- 500k sqm

Approx. 3,500 apartments

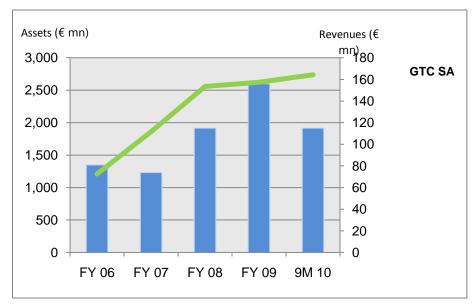
Phased development untill 2015

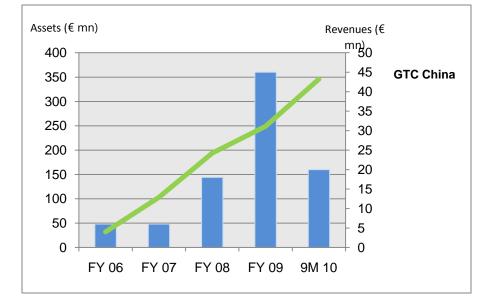
50% GTC China





Overview of our real estate activities – key parameters







Recent events & outlook for our real estate activities

GTC SA (27%*)

Recent Company events:

- Sold 2 office buildings (Poland): free cash EUR 22mn, yield 7.2% (Oct 10)
- Opened 2 retail centres: shopping and office complex Czech Republic, 42k sqm, & shopping center Bulgaria, 25k sqm (Nov 10)

Market outlook:

- Growing demand for offices in prime locations
- Yield compression noticed in Warsaw (offices)
- Yield stabilizing in 2010; expected yield contraction 2011
- Office rental rates to increase as of 2011: supply gap

Company outlook:

- Increase yielding properties by approx. 50% in next 2 years
- 2011: further expansion opportunities
- * **NOTE:** Kardan holds 27% in GTC SA as of 20.01.2011; before this date the stake was 43%.

GTC China (100%)

Recent Company events:

- Opened shopping mall (Chengdu) 35k sqm. & > 85% leased (Nov 10)
- Sold office project (50% stake Hangzhou) for EUR 31mn (Jan 11)

Market outlook:

- GDP increased 9.6% in Q3-10 vs. 10.3% in Q2-10 (y-o-y)
- Government policies to restrain credit growth and cool overheated economy
- 5-year plan (2011-2015): increase internal consumption, focus on pensions and health, organized urbanization (drives need for residential units and commercial centers)

Company outlook:

Pace of development adjusted to market developments





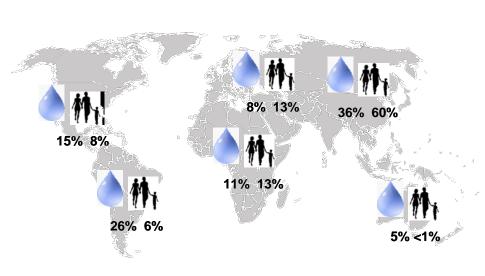
Overview of our (water) infrastructure activities

Tahal Group International (100%)

- Founded in 1953, acquired by Kardan in 2001
- Specializes in water-related infrastructure projects
- 1,900 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 turnkey projects (EPC)

Tahal Assets (100%): investments / development of assets, Build Operate Transfer (BOT) and Build Operate Own (BOO)



Global Water Supply vs Population

 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





Overview of our (water) infrastructure activities

Selection of Tahal Projects & Tahal Assets:

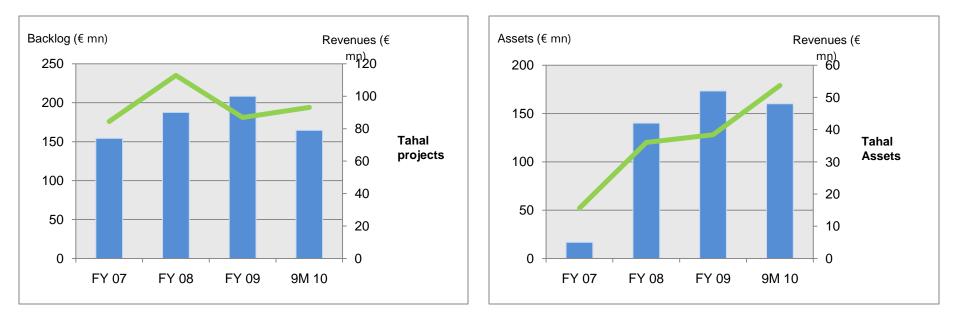


Note: All mentioned revenues, scope and backlog are as of 30.09.10



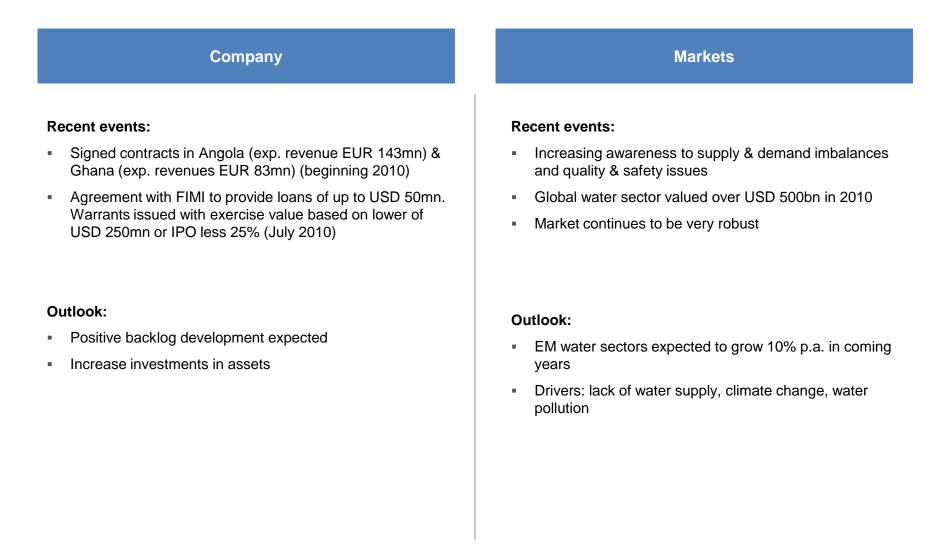


Overview of our infrastructure activities key parameters





Recent events & outlook for our (water) infrastructure activities







Financial services

Overview of our financial services activities

KFS (99%)

- Active in financial services since 1998 through insurance and pension activities (TBIH)
 - Sold for EUR 127mn (July 10)
- Active in banking 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 659mn (100% stake)
- Total branches and POS: > 1,000
- Total merchants: > 4,100
- Total employees: > 4,300
 - * Excl. VAB Bank





Financial Services

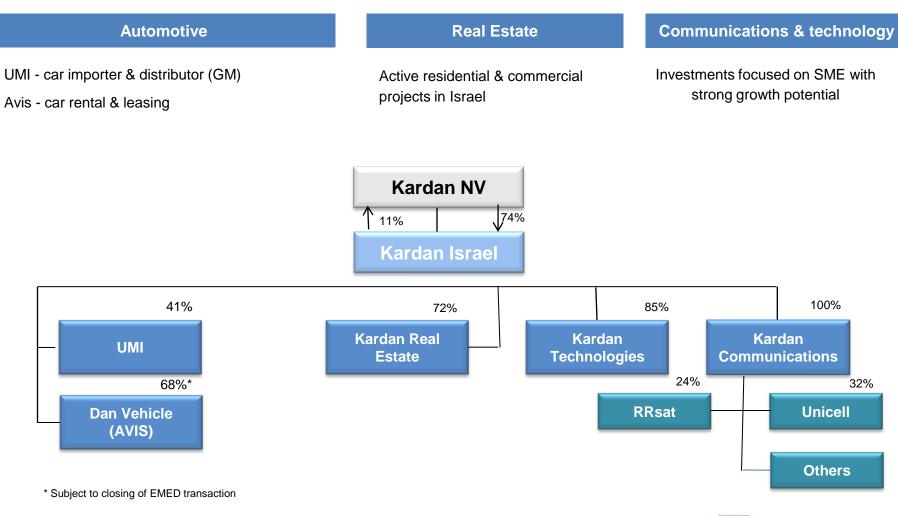
Recent events & outlook for financial services activities

Markets Company **Developments: Developments:** Russia: Unemployment still falling; GDP slowed down to July 2010: sale of insurance and pension business (TBIH) 2.7% in Q3-2010; for EUR 127 mn Romania: VAT increase and higher food prices lead to September 2010: sale of 16% of Sovcom Bank for EUR 36 higher inflation. mn (over 2x book value) Bulgaria: Increasing exports. Current account deficit January 2011: sale of VAB Bank; financial loss of approx. expected to decline. Still low demand for consumer EUR 30 mn expected lending products. Outlook: **Outlook:** Russia: Domestic demand expands in line with gradual Economic environment in Russia shows signs of growth improvement in labor and credit markets. Bulgaria and Romania remain challenging Romania: Economic activity now stabilizing, leading to more positive outlook for 2011 (GDP 1.5-2% vs -2% in 2010) Bulgaria: Despite improving conditions, domestic demand and GDP remain weak





Other activities: investments in Israel







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 network: 18 selling points and 60 service points & garages
- Ownership of its: Headquarters offices, Central garage, Pre-Delivery Inspection center, 4 showrooms, Logistic center and 14 selling points
- Automotive market increased in 9M (+26% y-o-y) to approx. 156,000 vehicles
- Robust sales of Chevrolet Cruze & new Buick LaCrosse



Key parameters

EUR million	9m-2010	9m-2009	FY - 2009
Revenues	344	267	359
Profit (Loss)	19	9	14
Total Assets	231	192	222
Equity/Assets	49%	48%	44%
Cash & S-T investments	2	1	3





Rental & Leasing of vehicles

Dan Vehicles (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 31,000 vehicles as of 30/9/10 of which 6,000 vehicles are used for rental activities
- Recently, won tender for operating car rental office in Israel's largest airport
- As of 20/02/11, Avis Israel traded at a value of EUR 110mn

Key parameters

EUR million	9m-2010	9m-2009	FY - 2009
Revenues	246	220	297
Profit (Loss)	19	9	12
Total Assets	511	452	451
Equity/Assets	21%	20%	20%
Cash & S-T investments	19	18	7

9m-10: Increase in second hand vehicles sale prices & leasing prices





Kardan Real Estate

Kardan Real Estate Israel

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

Key parameters

EUR million	9m-2010	9m-2009	FY - 2009
Revenues	25	36	43
Profit (Loss)	(5)	(1)	(1)
Total Assets	206	101	119
Equity/Assets	38%	50%	47%
Cash & S-T investments	39	5	9

9m-2010: net loss due to few handovers of units and revaluation of subsidiary













Communication & Technology

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 20/02/2011 RR SAT was traded at a value of EUR 93mn



Key parameters

EUR million	9m-2010	9m-2009	FY - 2009
Revenues	58	50	67
Profit (Loss)	6	6	8
Total Assets	85	75	80
Equity/Assets	72%	72%	72%
Cash & S-T investments	27	21	17



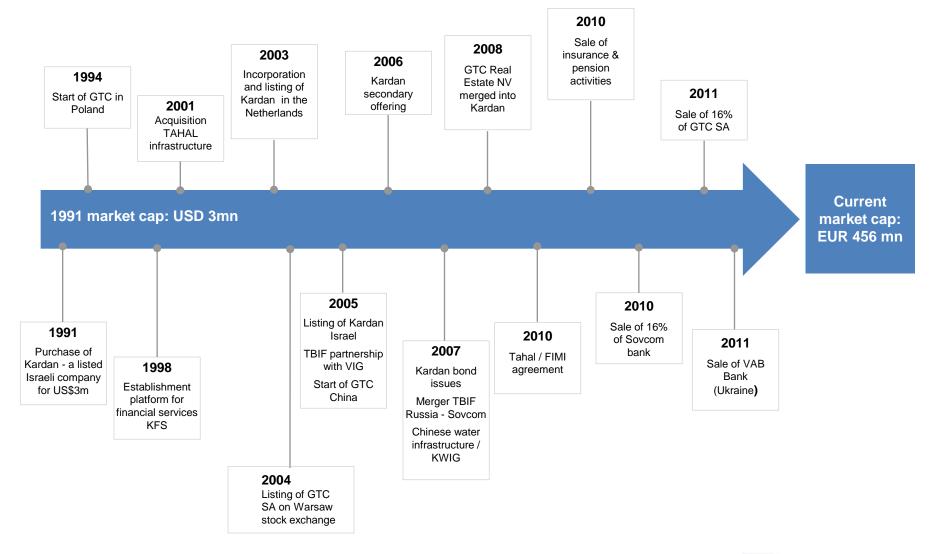


Part 3: our track record of creating value





Short history of our company







Selected recent investment case studies

We create significant value for our shareholders:

	IRR: 19% (1998 – 2010)		
Sale of TBIH	Investments 1998 – 2007:	EUR 225mn	
23 July 2010	Dividend	EUR 156mn	
23 3019 2010	Proceeds from sale to VIG (two tranches)	<u>EUR 248mn</u>	
	Total	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)		
Sovcombank	Investments 2006 – 2009	EUR 100 mn	
	Proceeds from sale 16% stake (2010)	EUR 35mn	
	Fair value Sovcombank (based on		
	transaction 2010) 31	EUR 115mn	🔲 KARDAN I



Strategic Focus

Strategic focus

- Real estate and infrastructure activities in Asia
- Infrastructure asset operations (Tahal Assets)
- Increase our presence in the (financial) markets

Financial strategy

- Divisions and sub-divisions to attract their own funding
- Exit strategy:
 - IPO or sale to financial / strategic partner
 - balancing out our added value to existing assets versus new assets





Part 5: Key financials





Pro	ofit (loss) attributed to shareholders in € million**	9M 2010	9M 2009	Q3 2010	Q3 2009	FY 2009
-	Real Estate*	3	(20)	1	(8)	(63)
-	Financial Services – Banking and Lending	(6)	(32)	24	(7)	(29)
-	Financial Services – Insurance and Pension	31	22	1	7	19
_	Infrastructure – Projects	2	-	-	-	2
_	Infrastructure – Assets	2	(1)	3	-	(4)
_	Rental and Leasing of vehicles	2	-	-	2	1
_	Sale of vehicles	6	3	2	1	5
_	Other	(16)	(17)	(8)	(7)	(23)
Total net result attributable to equity holders		24	(45)	23	(12)	(92)
* Re	* Revaluations in Real Estate segment		(27)	4	(18)	(76)

* *The table shows the contribution of each of the divisions and segments to the results of Kardan. As profits attributable to minority shareholders have already been deducted, these figures do not represent the full net profit realized in each segment.





Division and Segment Revenue

Revenues in € million	9M 2010	9M 2009	Q3 2010	Q3 2009	FY 2009
– Real Estate ⁽¹⁾	143	195	45	66	231
 Financial Services – Banking and Lending⁽²⁾ 	3	30	(9)	7	34
 Financial Services – Insurance and Pension 	35	48	-	16	64
 Infrastructure – Projects 	79	67	28	27	100
 Infrastructure – Assets 	48	38	17	14	52
 Rental and Leasing of vehicles 	138	124	47	42	167
– Sale of vehicles ⁽³⁾	1	-	-	-	-
– Other	42	16	14	5	43
Total Revenues	489	518	142	177	691

Notes:

1) The decrease in revenue in 9M-2010 vs. 9M-2009 is mainly attributable to decrease in residential sales.

2) Revenue of Sovcom is not included, as recorded in the Income Statement as "discontinued operations" due to sale of 16%,. Also, in line with IFRS, credit losses have been netted in the revenue (also adjusted for FY2009 from EUR 96mn to EUR 34mn).

3) The revenue to Kardan from this segment includes only management fees, as the investment in UMI is presented according to the equity method





Overview of our real estate activities – key parameters

Real Estate

GTC SA (27%*)					
EUR million	9m-2010	9m-2009	FY- 2009		
Rental Revenues	92	66	96		
Residential revenues	23	51	60		
Profit (Loss)	8	(44)	(139)		
Total Assets	2,739	2,633	2,623		
Total Equity	998	1,101	1,011		
Cash & S T investments	199	175	215		
Operational parameters					
Completed office & retail space	510k sqm	412k sqm	455k sqm		
Office & Retail under construction	197k sqm	263k sqm	239k sqm		
Avg occupancy Poland Other CEE	86% 84%	98% 81%	96% 81%		
Avg cap rate Poland Other CEE	7.4% 8.2%	7.2% 8.3%	7.5% 8.2%		

* **NOTE:** Kardan holds 27% in GTC SA as of 20.01.2011; before this date the stake was 43%, which is 100% consolidated

GTC China	(100%)
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EUR million	9m-2010	9m-2009	FY- 2009
Residential revenues	20	36	45
Profit (Loss)	10	4	3
Total Assets	346	230	249
Total Equity	147	111	129
Cash & S T investments	52	35	28
Operational parameters			
Units sold in the period	2,656	1,316	2,060
Residential units*: Completed & under construction as of beginning	13,599	8,074	8,614
Units sold	10,197	6,805	7,549
Units handed over	5,166	3,847	4,255
Space under various stages of development	+/-3mn sqm	+/-3mn sqm	+/-3mn sqm

* Figures of units represent 100% stake as of start GTC China





Overview of our (water) infrastructure activities key parameters

Tahal Projects (100%)							
EUR million 9m-2010 9m-2009 FY- 2009							
Revenues	79	67	100				
Gross Profit	17	12	21				
EBITDA	7	4	9				
Profit (Loss)	2	1	4				
Total Assets	132	99	112				
Equity*/ Assets	30%	29%	29%				
Net financial liabilities**	12	12	17				
Cash	16	10	14				
Back log***	194	209	181				

Tahal Assets (100%)

EUR million	9m-2010	9m-2009	FY 2009
Revenues	48	38	52
Gross Profit	11	9	12
EBITDA	8	5	9
Profit (Loss)	1	(7)	(7)
Total Assets	179	123	128
Equity*/Assets	39%	35%	39%
Net financial liabilities**	49	57	49
Cash	23	7	7

* Shareholder equity including shareholder loans

** Not including shareholder loans, deferred tax and inventory

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





Overview of our financial services activities

Financial services

KFS (99%)

EUR million	9m-2010	9m-2009	FY 2009
Net Banking Income*	159	141	207
Profit (Loss)	14	(8)	(6)
Total Assets	1,559	1,634	1,725
Equity / Assets	9%	6%	5%
Cash & ST invest.	282	409	490
Gross Loan Portfolio **	796	895	907
Deposits	659	546	632
Loan / deposit	121%	164%	144%
Provisions	14.5%	11.8%	13%

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

** Before provisions of net debt

*** As of 30/9/10: Sovcom and VAB consolidated 50% and 100% respectively, compared to 100% and 49% as of 30/09/09





Financial Services

Overview of our financial service activities

Overview of our key assets

Gross Loan Portfolio

Provisions

Sovcom				
EUR million	9m- 2010	9m- 2009	FY 2009	
Net Banking Income*	111	90	132	
Profit (Loss)	25	(14)	(2)	
Total Equity	99	58	71	
Equity/Assets	11%	8.6%	9%	
Cash & ST invest.	338	306	391	
Gross Loan Portfolio	511	359	389	
Deposits	601	434	517	
Loan / deposit	85%	85%	75%	
Provisions	7.4%	15.2%	13.7%	
NPL's	4.4%	8.2%	6.8%	

EUR million	9m- 2010	9m- 2009	FY - 2009
Net Banking Income*	27.4	34.4	47.1
Profit (Loss)	0.9	(0.6)	0.3
Total Equity	47.5	43.9	44.4
Equity/Assets	21%	15%	16%
Cash & ST invest.	15.0	26.9	17.9

199.9

14.2%

249.7

7.7%

Bulgaria & Romania

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



234.6

8.7%



Maturities of Liabilities

€ million	Free Cash & Cash equivalents	Debt/loans maturing					
	As of 30/9/10	Before 30/9/11	Before 30/9/12	Before 30/9/13	Before 30/9/14	30/9/14 – 31/9/28 ⁽⁴⁾	Total
Kardan N.V. (1)	68	11	6	73	116	423	629
GTC Group	254	135	122	192	288	968	1,705
KFS ⁽²⁾	280	201	64	44	194	78	581
Tahal Group International	49	54	13	17	29	17	130
Kardan Israel ⁽³⁾	61	133	49	61	55	112	410
Total	712	534	254	387	682	1,598	3,455

Notes:

1) Kardan NV raised EUR 195mn in January 2011 from the sale of 16% of GTC SA shares; this is not included in this maturity table.

2) Repayment of liabilities of KFS is expected to be mainly financed by repayments of loans from customers which are not presented in this table. Additionally, repayment of liabilities of KFS will largely be financed by the € 128mn proceeds from the sale of TBIH (40%).

3) Includes liabilities of Avis (Israel) in the sum of € 149mn. Repayment of liabilities of AVIS is financed by proceeds from car fleet sales, which are not presented in this table. The loans maturing before 30/9/11 include a construction loan in the sum of € 33mn.

4) Repayments in first 5 years: € 435mn, € 178mn, € 237mn, € 143mn & € 300mn, respectively





Thank You.

Disclaimer

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