

CORE LABORATORIES N V
Form DEFA14A
March 24, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Core Laboratories N.V.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote ***

IMPORTANT NOTICE Regarding the Availability of Proxy Materials
for the Shareholder Meeting To Be Held on May 18, 2017

Meeting Information

CORE LABORATORIES N.V. Meeting Type: Annual Meeting
For holders as of: April 20, 2017
Date: May 18, 2017 Time: 2:30 pm CEST
Location: Hotel Sofitel Legend the Grand Amsterdam
Oudezijds Voorburgwal 197, 1012 EX
Amsterdam, The Netherlands

CORE

LABORATORIES N.V. You are receiving this communication because you hold shares in the above named company.

C/O CORE

LABORATORIES LP This is not a ballot. You cannot use this notice to vote these shares. This communication
6316 WINDFERN presents only an overview of the more complete proxy materials that are available to you on
ROAD the Internet. We encourage you to access and review all of the important information
HOUSTON, TX contained in the proxy materials before voting.
77040

The proxy materials are available at www.proxydocs.com/clb. If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy (as instructed on the reverse side) on or before May 4, 2017 to facilitate timely delivery.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:
NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View

Online:

Have the information that is printed in the box marked by the arrow à

XXXX	XXXX	(located on the following page) and
XXXX	XXXX	

visit: www.proxydocs.com/clb.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: The proxy materials are available at www.proxydocs.com/clb.
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow à

XXXX	XXXX	XXXX	(located on the following page) in the subject line.
XXXX	XXXX	XXXX	

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 4, 2017 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. To obtain directions to the meeting, call 713 - 328 - 2104.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow à

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 available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

The Board of Supervisory Directors recommends that you vote FOR the following:

- To re-elect two Class I Supervisory Directors to serve until our annual meeting in 2020 under the
1. terms and conditions described within the proxy statement and until their successors shall have been duly elected and qualified;
Nominees:
1a) David M. Demshur
1b) Jan Willem Sodderland

The Board of Supervisory Directors recommends you vote FOR the following proposals:

- | | |
|---|--|
| <p>To amend Article 20, paragraph 5(ii), of our Articles of Association to allow for any future amendments to the Articles of Association which are proposed by the board of</p> <ol style="list-style-type: none">2. management and which proposal is approved by the board of supervisory directors, to be passed with an absolute majority of votes cast, without regard to the number of shares represented at the meeting. | <p>To approve and resolve the extension of the existing authority to repurchase up to 10% of our issued share capital from</p> <ol style="list-style-type: none">7. time to time for an 18-month period, until November 18, 2018, and such repurchased shares may be used for any legal purpose. |
| <ol style="list-style-type: none">3. To appoint KPMG, including its U.S. and Dutch affiliates, (collectively, "KPMG") as Core Laboratories N.V.'s (the "Company") independent registered public accountants for the year ending | <ol style="list-style-type: none">8. To approve and resolve the extension of the authority to issue shares and/or to grant rights (including |

- December 31, 2017.
- To approve, on an advisory basis, the compensation philosophy, policies and procedures described in the section entitled Compensation Discussion and Analysis and the
4. compensation of Core Laboratories N.V.'s named executive officers as disclosed pursuant to the Security and Exchange Commission's compensation disclosure rules, including the compensation tables.
5. To confirm and adopt our Dutch Statutory Annual Accounts in the English language for the fiscal year ended December 31, 2016, following a discussion of our Dutch Report of the Management Board for that same period.
- options to purchase) with respect to our common and preference shares up to a maximum of 10% of outstanding shares per annum until November 18, 2018.
- To approve and resolve the extension of the authority to limit or exclude the preemptive rights of the holders of our
9. common shares and/or preference shares up to a maximum of 10% of outstanding shares per annum until November 18, 2018.
- NOTE: Such other business as may properly come before the annual meeting or any adjournment thereof shall be voted in accordance with the discretion of the attorneys and proxies appointed

hereby.

To approve and resolve the
cancellation of our
6. repurchased shares held at
12:01 a.m. CEST on May
18, 2017.