

CORE LABORATORIES N V

Form DEFA14A

March 19, 2014

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:

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\*\*\* Exercise Your Right to Vote \*\*\*

IMPORTANT NOTICE Regarding the Availability of Proxy Materials  
for the Shareholder Meeting To Be Held on May 13, 2014.

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CORE LABORATORIES N.V.

Meeting Information

Meeting Type: Annual Meeting

For holders as of: April 15, 2014

Date: May 13, 2014      Time: 2:30 pm CET

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 COMPUTERSHARE TRUST CO., N.A.  
ATTN: JENNIFER HARLA  
250 ROYALL STREET  
CANTON, MA 02021

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

The proxy materials are available at [www.proxydocs.com/clb](http://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 April 29, 2014 to facilitate timely  
delivery.

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

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

visit: [www.proxydocs.com/clb](http://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](http://www.proxydocs.com/clb).
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto: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 è XXXX XXXX XXXX (located on the following page) in the subject  
line.

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 April 29, 2014 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](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow èXXXX XXXX XXXX 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.

### Voting Items

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

- To re-elect three Class I Supervisory Directors to serve until our annual meeting in 2017 and until their successors shall have been duly elected and qualified;
1. To re-elect three Class I Supervisory Directors to serve until our annual meeting in 2017 and until their successors shall have been duly elected and qualified;
    - 1a) David M. Demshur
    - 1b) Michael C. Kearney
    - 1c) Jan Willem Sodderland

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

2. To ratify the appointment of PricewaterhouseCoopers as our Company's independent registered public accountants for the year ending December 31, 2014;
  3. To approve, on an advisory basis, the compensation, philosophy, policies and procedures described in the CD&A, and the compensation of Core Laboratories N.V.'s named executive officers as disclosed pursuant to the SEC's compensation disclosure rules, including the compensation tables;
  4. To confirm and adopt our Dutch Statutory Annual Accounts in the English language for the fiscal year ended December 31, 2013;
  5. To approve and resolve the cancellation of our repurchased shares held at 12:01 a.m. CET on May 13, 2014;
  6. To approve and resolve the extension of the existing authority to repurchase up to 10% of our issued share capital from time to time for an 18-month period, until November 13, 2015, and such repurchased shares may be used for any legal purpose;
  7. To approve and resolve the extension of the authority to issue shares and/or to grant rights (including options to purchase) with respect to our common and preference shares up to a maximum of 10% of outstanding shares per annum until November 13, 2015;
  8. To approve and resolve the extension of the authority to limit or exclude the preemptive rights of the holders of our common shares and/or preference shares up to a maximum of 10% of outstanding shares per annum until November 13, 2015.
  9. To approve and resolve the amendment and restatement of the Core Laboratories N.V. 2006 Nonemployee Director Stock Incentive Plan (the "Director Plan"), the principal purpose of which is to extend the term of the Director Plan through May 12, 2024.
  10. To approve and resolve the amendment and restatement of the Core Laboratories N.V. 2007 Long-Term Incentive Plan (the "LTIP"), the principal purposes of which are to increase the number of shares authorized for issuance thereunder, to extend the term of the LTIP through May 12, 2024 and to seek approval of the LTIP for purposes of Section 162(m) of the Internal Revenue Code of 1986.
- NOTE: Such other business as may come before the meeting or any adjournment thereof shall be voted in accordance with the discretion of the attorneys and proxies appointed hereby.