

CORE LABORATORIES N V
Form DEFA14A
March 20, 2019

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 23, 2019

Meeting Information

CORE LABORATORIES N.V. Meeting Type: Annual Meeting
For holders as of: April 25, 2019
Date: May 23, 2019 Time: 9:00 am 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
6316 WINDFERN
ROAD
HOUSTON, TX
77040

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. 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 9, 2019 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 |
| XXXX | | page) and |

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. |

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 9, 2019 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

| | | |
|------|------|------|
| XXXX | 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.

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

To re-elect two Class II Supervisory Directors, Martha Z. Carnes and Michael Straughen, and to elect one new Class II Supervisory Director, Gregory Barnett, to
1. serve until our annual meeting in 2022 under the terms and conditions described within the proxy statement and until their successors shall have been duly elected and qualified;

Nominees:

- 1a) Martha Z. Carnes
- 1b) Michael Straughen
- 1c) Gregory B. Barnett

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

- 2. 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 December 31, 2019.
- 6. 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 23,
2020.

To confirm and adopt our Dutch Statutory Annual Accounts in the English language for the fiscal year ended 3. December 31, 2018, following a discussion of our Dutch Report of the Management Board for that same period.

To approve and resolve the extension of the authority to limit or exclude the preemptive rights of the holders of our common 7. shares and/or preference shares up to a maximum of 10% of outstanding shares per annum until November 23, 2020.

4. To approve and resolve the cancellation of our repurchased shares held at 12:01 a.m. CEST on May 23, 2019.

8. To approve, on an advisory basis, the compensation philosophy, policies and procedures described in the section entitled Compensation Discussion and Analysis and the compensation of Core Laboratories N.V.'s named executive officers as disclosed pursuant to the United States Securities and Exchange

Commission's
compensation
disclosure
rules,
including the
compensation
tables.

5. 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 23, 2020, and
such repurchased shares
may be used for any
legal purpose.

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.