

CORE LABORATORIES N V
Form DEFA14A
March 23, 2016

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 19, 2016.

CORE LABORATORIES N.V.

Meeting Information

Meeting Type: Annual Meeting

For holders as of: April 21, 2016

Date: May 19,
2016

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
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 5, 2016 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 XXXX XXXX (located on the following
à 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 5, 2016 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 àXXXX 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:

1. To re-elect two Class II Supervisory Directors and to elect one new Class II Supervisory Director to serve until our annual meeting in 2019 under the terms and conditions described within the proxy statement and until their successors shall have been duly elected and qualified;
Nominees:
1a) Charles L. Dunlap
1b) Lucia van Geuns
1c) Michael Straughen
2. To elect a new additional Class I Supervisory Director to serve until our annual meeting in 2020, pending approval and implementation of agenda item no. 3 below, or in the event agenda item no. 3 is not approved, to serve as a Class II Supervisory Director until our annual meeting in 2019 and until a successor shall have been duly elected and qualified and in each case under the terms and conditions described within the proxy statement and with effect from July 1, 2016;
Nominee:
2a) Martha Z. Carnes
7. 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 19, 2017, and such repurchased shares may be used for any legal purpose;
8. 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 19, 2017;

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

3. To amend article 16, sub-article 15 of our articles of association to read in its entirety (the following being an English translation of the official Dutch text):

"The supervisory board shall institute a retirement rota in order to preclude, to the extent possible, a situation in which a substantial number of supervisory directors retire simultaneously or the composition of the supervisory board is not properly constituted in the opinion of the supervisory board. A supervisory director may be appointed for a term, not to exceed four years, consistent with this retirement rota and as necessary in order to accomplish these goals. With due observance of the preceding sentences, each supervisory director shall be eligible for immediate re-appointment. The rota shall be made available and shall, in any event, be put on the Company's website. A member of the
9. 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 19, 2017;

supervisory board shall be re-appointed only after careful consideration.";

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

4. N.V.'s named executive officers as disclosed pursuant to the Security and Exchange Commission's compensation disclosure rules, including the compensation tables;

To confirm and adopt our Dutch Statutory Annual

5. Accounts in the English language for the fiscal year ended December 31, 2015;

To approve and resolve the cancellation of our

6. repurchased shares held at 12:01 a.m. CEST on May 19, 2016;

Non-Voting Items

Management will convene a discussion, pursuant to Dutch Civil Code Book 2, article 108a, regarding measures to be taken, if any, since the management

10. board considers it plausible that the shareholders' equity has decreased to an amount equal to or less than one-half of the paid and called up part of the capital;

To transact such other business as may properly

11. come before the annual meeting or any adjournment thereof.