

FRANK'S INTERNATIONAL N.V.
Form DEFA14A
March 27, 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

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

FRANK S INTERNATIONAL 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
Stockholder Meeting to Be Held on May 22, 2019.**

FRANK S INTERNATIONAL N.V.

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MASTENMAKERSWEG 1

1786 PB DEN HELDER, THE NETHERLANDS

Meeting Information

Meeting Type: Annual Meeting

For holders as of: April 24, 2019

Date: May 22, 2019 **Time:** 2:00 P.M. CET

Location: Hotel Sofitel Legend the Grand Amsterdam
Oudezijds Voorburgwal 197

1012 EX Amsterdam, The Netherlands

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

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. You may view the proxy materials online at *www.proxyvote.com* or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

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 INCLUDING FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

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*: www.proxyvote.com
- 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 (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 8, 2019 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder 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.

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 (located on the following page) 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 and the Board of Managing Directors recommend that you vote FOR all of the nominees:

1. Election of Directors

Nominees:

- 1a. William B. Berry
- 1b. Robert W. Drummond
- 1c. Michael C. Kearney
- 1d. Michael E. McMahon
- 1e. D. Keith Mosing
- 1f. Kirkland D. Mosing
- 1g. S. Brent Mosing
- 1h. Melanie M. Trent

- 1i. Alexander Vriesendorp

The Board of Supervisory Directors and the Board of Managing Directors recommend you vote FOR the following proposals:

2. To appoint Steven Russell and John Symington as managing directors of the Company to serve for an indefinite period of time;
3. Non-binding advisory vote to approve executive officer compensation (say-on-pay);

The Board of Supervisory Directors and the Board of Managing Directors recommend you vote FOR 3 Years on the following proposal:

5. Non-binding advisory vote on the frequency of say-on-pay votes;

The Board of Supervisory Directors and the Board of Managing Directors recommend you vote FOR the following proposals:

5. To adopt the Company's annual accounts for the fiscal year ended December 31, 2018 and authorize the preparation of the Company's Dutch statutory annual accounts and annual report in the English language;
6. To discharge the members of the Company's Supervisory Board from liability in respect of the exercise of their duties during the fiscal year ended December 2018;
7. To discharge members of the Company's Management Board from liability in respect of the exercise of their duties during the fiscal year ended December 2018;
8. To appoint KPMG Accountants N.V. as our auditor who will audit the Dutch statutory annual accounts of the Company for the fiscal year ending December 31, 2019;
9. To ratify the appointment of KPMG LLP as our international independent registered public accounting firm to audit our U.S. GAAP financial statements for the fiscal year ending December 31, 2019;

10. To ratify and approve the remuneration of the members of the Supervisory Board granted for the period from the 2018 annual meeting until the date of the 2019 annual meeting, and to approve the remuneration of the members of the Supervisory Board for the period from the 2019 annual meeting up to and including the annual meeting in 2020; and

11. To authorize the Company's Management Board, subject to Supervisory Board approval, to repurchase shares up to 10% of the issued share capital, for any legal purpose, at the stock exchange or in a private purchase transaction, at a price between \$0.01 and 105% of the market price on the New York Stock Exchange, and during a period of 18 months starting from the date of the 2019 annual meeting.

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 proxies appointed hereby.

