

FRANK'S INTERNATIONAL N.V.
Form DEFA14A
April 01, 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:

ANNUAL MEETING OF SHAREHOLDERS

FRANK'S INTERNATIONAL N.V.

Mastenmakersweg 1, 1786 PB Den Helder, The Netherlands

to be held on May 22, 2019 at 2:00 p.m. Central European Time

at the Hotel Sofitel Legend the Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX,

Amsterdam, The Netherlands

To the shareholders of Frank's International N.V.:

You are cordially invited to attend the annual meeting of the shareholders of Frank's International N.V. (the Company). This annual meeting has been called by the Company's board of managing directors (the Management Board) and the Company's board of supervisory directors (the Supervisory Board). At this meeting, you will be asked to consider and vote upon the following proposals:

1. To re-elect all of the nine current directors of the Supervisory Board to serve until the Company's annual meeting of shareholders in 2020;
2. To appoint Steven Russell and John Symington as managing directors of the Company to serve for an indefinite period of time;
3. To approve on a non-binding advisory basis the compensation of the Company's named executive officers for the year ended December 31, 2018;
4. To conduct a non-binding advisory vote on the frequency of the non-binding advisory vote on the compensation of the Company's named executive officers;
5. To review the annual report for the fiscal year ended December 31, 2018, including the paragraph relating to corporate governance, to confirm and ratify the preparation of the Company's statutory annual accounts and annual report in the English language and to confirm and adopt the annual accounts for the fiscal year ended December 31, 2018;
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 31, 2018;
7. To discharge the members of the Company's Management Board from liability in respect of the exercise of their duties during the fiscal year ended December 31, 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, as required by Dutch law;
9. To ratify the appointment of KPMG LLP as our 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;
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; and
12. To transact such other business as may properly come before the annual meeting or any adjournment thereof.

All shareholders of the Company are entitled to attend the annual meeting and to vote the shares of common stock (the Common Stock) that they hold as of the day of registration (*dag van registratie*) as referred to in the Dutch Civil Code (which is April 24, 2019, as described further in the proxy statement). Each person who attends the annual meeting may be asked to present valid picture identification, such as a driver's license or passport and proof of share ownership as of April 24, 2019. Examples of proof of share ownership include voting instruction statements from a broker or bank or share certificates. Even if you plan to attend the annual meeting, the Company urges you to promptly vote your shares of Common Stock by submitting your marked, signed and dated proxy card. You will retain the right to revoke your proxy at any time before the vote, or to vote your shares of Common Stock personally if you attend the annual meeting. Please note, however, that if you hold your shares of Common Stock through a broker or other nominee, and you wish to vote in person at the annual meeting, you must obtain from your broker or other nominee a proxy issued in your name.

For further information, please review the proxy statement at www.proxydocs.com/fi, which contains detailed descriptions of the proposals to be voted upon at the annual meeting.