

The notice of EGM is important and requires your immediate attention. If you are in any doubt as to what action to take in relation to the EGM, you should consult with the appropriate independent advisers. If you have already sold or otherwise transferred your shareholding in the Company, you should immediately send this document together with the accompanying Proxy Form, Form of Direction or Form of Instruction (as the case may be) to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

PLAZA CENTERS N.V.

(the “Company”)

(incorporated in the Netherlands with registered number 33248324)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the extraordinary general meeting of the Shareholders of the Company (“**Extraordinary General Meeting**”) will be held at 10:30a.m. (CET) on 20 February 2018 at the offices of the Company, Prins Hendrikkade 48 S, 1012 AC Amsterdam, the Netherlands

AGENDA

- A. *Opening and announcements*

- B. *Resolution on corporate matters*

 - 1. Proposal to appoint Baker Tilly Berk N.V. (responsible audit partner Mr. Jeroen Spiekker) as the external auditor for the 2017 financial year (**Resolution**).

By order of the Board

Mr. Ron Hadassi

Chairman

8 January 2018

Registration Date and Notes:

1. **EGM Record Date:** the Board has determined that for this Extraordinary General Meeting the persons who will be considered as entitled to participate in the Extraordinary General Meeting are those holders of shares (including holders of Depositary Interests and non-registered shares, the “**Shareholders**” and ordinary shares, Depositary Interests and non-registered shares collectively the “**Shares**”) who on 23 January 2018 after close of trading on the London Stock Exchange, the Warsaw Stock Exchange and the Tel Aviv Stock Exchange (the “**EGM Record Date**”), hold those rights and are registered as such in one of the following (sub)registers:
 - (i) for holders of Depositary Interests (including non-registered Shares (Israel): the administrations of the banks and brokers where the securities accounts are held; and
 - (ii) for holders of registered ordinary shares: the Shareholders register (*aandeelhoudersregister*) of the Company.
2. Shareholders are entitled to vote up to the total number of Shares that they held at the close of trading at the EGM Record Date, provided they have registered their Shares timely.
3. A Shareholder entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a Shareholder of the Company.
4. The instrument appointing a proxy and (in the case of an instrument signed by an agent of the Shareholder who is not a corporation) the authority under which such an instrument is signed or an office copy or duly certified copy must be deposited at the offices of the Company not less than 48 hours (excluding weekends) before the time appointed for the meeting or any adjourned meeting, together with a confirmation of entitlement to Shares on the EGM Record Date (23 January 2018).
5. Completion of a Form of Proxy will not prevent a Shareholder from attending the meeting and voting in person.
6. Forms of Direction are required to be completed by the holders of Depositary Interests and returned so as to be received by Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, by no later than 10:00a.m. (UK time) on 15 February 2018. Forms of Direction are not to be used by holders of Depositary Interests or non-registered Shares (as the case may be) that have been credited to investors’ accounts maintained by the brokerage house in Poland or in Israel.
7. Depositary Interest holders may instruct the Depositary to vote utilising the CREST electronic voting service. To instruct the Depositary how to vote or amend an instruction to vote via the CREST system, the CREST message must be received by the Company’s agent RA10 by 10:00a.m. (UK time) on 15 February 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company’s agent is able to receive the message. After this time any change of voting instructions through CREST should be communicated to the Company’s agent by other means. CREST Personal Members or other CREST sponsored members, and those of CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance. For further information on CREST procedures, limitations and system timings please refer to the CREST manual.
8. Depositary Interest Holders wishing to attend the General Meeting should contact the Depositary at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, or email custodymgt@linkgroup.co.uk, by no later than 10:00a.m. (UK time) on 15 February 2018.

9. Forms of Instruction (Poland), which should be accompanied by a certificate issued by the participant of the Central Securities Depository of Poland with the confirmation of entitlement to Depositary Interests on the EGM Record Date, are required to be completed by the holders of Depositary Interests that have been credited to investors' accounts maintained by the brokerage houses in Poland and returned to such brokerage house so as to be received by no later than 8 February 2018 at 10:30a.m. CET.
10. Forms of Instruction (Israel) which should be accompanied by the Ownership Confirmation (as defined in the Form of Instruction (Israel)) which confirms entitlement to non- registered Shares on the EGM Record Date, are required to be completed by the holders of non-registered Shares in Israel and returned to the Company so as to be received by no later than 7 February 2018 at 5:30p.m. (Tel Aviv time).

EXPLANATION TO THE AGENDA AND RECOMMENDATION

B. Resolution on corporate matters

Resolution 1

The Board proposes to instruct Baker Tilly Berk N.V. (responsible audit partner Mr. Jeroen Spiekker) to audit the Company's Dutch statutory financial statements for the year 2017.

Recommendation

Your Board considers that the resolution set out in the agenda is in the best interests of shareholders as a whole and recommends that you vote in favour of the resolution.