

Form of Instruction -1

(Israel)

PLAZA CENTERS N.V.

(Incorporated in The Netherlands with registered number 33248324)

(the "Company")

Form of Instruction

I/we request the Company to instruct, on my/our behalf, the registration company of of Bank Leumi Le-Israel or any other nominee or registration company in respect of the Shares (each an **Israeli Registration Company**), to give Capita IRG Trustees Limited (the entity which acts as Depository for the Company's shares), through the relevant CREST member instructions to vote, in person or by proxy, at the Extraordinary General Meeting of the Company to be held at 10:30am (CET) on 17 December 2015 at the Park Plaza Victoria Hotel, Amsterdam, Damrak 1-5 1012 LG Amsterdam, the Netherlands, and at any adjournment and on any proposed amendments to any of the resolutions.

I/we attach a confirmation issued by a member of the Tel Aviv Stock Exchange of my/our entitlement to Shares on the Record Date (19 November 2015) (the "**Ownership Confirmation**").

Name of Shareholder:	
Address of holder:	
Number of Shares:	

Form of Instruction -2
(Israel)
PLAZA CENTERS N.V.

We request the Company to further instruct the Israeli Registration Company, on my/our behalf, to give Capita IRG Trustees Limited, through the relevant CREST member, instruction to vote on the following resolutions as indicated below:

<i>Items on the agenda</i>	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Item 1 proposal to dismiss Mr. Shlomi Kelsi from his position as non-executive director, in accordance with article 23 of the Articles of Association					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Item 2 proposal to dismiss Mr. Yoav Kfir from his position as non-executive director, in accordance with article 23 of the Articles of Association					

Please indicate with an X in the space provided how you wish the Company to instruct, on your behalf, the Israeli Registration Company to give Capita IRG Trustees Limited (the entity which acts as Depositary for the Shares), through the relevant CREST member, instruction to vote. If you sign and return this form without indicating how the votes are to be cast, the Company will not instruct on your behalf the Registration Company and the Registration Company will not instruct the Depositary (through the relevant CREST member) and the Depositary will abstain from voting on such resolutions. The 'abstain' option is provided to enable you to provide for the Depositary to abstain its vote on any resolution. A vote abstain is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.

Signature

Date: _____ 2015

NOTES:

- To be effective, this Form of Instruction (Israel), must be accompanied by the Ownership Confirmation (issued and signed by a member of the Tel Aviv Stock

Exchange of the entitlement to the number of Shares stated in this Form of Instruction (Israel) above on the Record Date (19 November 2015) and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power of authority, must be deposited with the Company not later than 10:30am (CET) on 3 December 2015.

2. Please complete this Form of Instruction (Israel), attach the Ownership Confirmation and return to: Plaza Centers N.V., Prins Hendrikkade 48-s, 1012 AC Amsterdam, the Netherlands or through e-mail to: plazacenters@plazacenters.com.