

Form of Proxy
PLAZA CENTERS N.V.
(the "Company")

(Incorporated in The Netherlands with registered number 33248324)

I/we am/are a shareholder of the Company, entitled to attend and vote at any general meeting of the Company. I/we appoint the person named below, or failing him/her the chairman of the meeting, as my/our proxy to vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at the following place and time and at any adjournment and on any proposed amendments to any of the resolutions:

Name of shareholder:	
Name of proxy:	
Place of meeting:	Park Plaza Victoria Hotel Amsterdam, Damrak 1-5, 1012 LG Amsterdam, The Netherlands
Date of meeting:	10a.m. (CET) on 22 November 2011

The proxy will vote on the following resolutions as indicated below:

<i>Items on the agenda</i>	<i>For</i>	<i>Against</i>	<i>Abstain</i>
1. To approve and to the extent necessary, to ratify, the entering into by the Company of an agreement between the Company and the holders of the Company's Series A and B Bonds, with regard to the Company's dividend distributions in the years 2012-2013.			
2. To amend the Company's articles of association (<i>statuten</i>) in conformity with the draft of the notarial deed of amendment to the articles of association as available for inspection at the offices of the Company from the date of this notice until the end of the meeting and to authorize each managing director of the Company and also each employee of law firm Buren van Velzen Guelen N.V., jointly as well as severally, to have the deed of amendment of the articles of association executed, and to perform all things necessary and formalities pertaining			

thereto or in connection therewith.			
3. To approve the proposed amendments by the Board of Directors of the Plaza Centers N.V. Incentive Plan.			
4. To adopt the Plaza Centers N.V. Second Incentive Plan.			

Please indicate with an X in the space provided how you wish your votes to be cast in relation to each resolution. If you sign and return this form without indicating how the proxy is to vote, he/she will have discretion to vote either way or to abstain. The 'abstain' option is provided to enable you to withhold your vote on any resolution. A vote withheld 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: _____ 2011

NOTES

1. This Form of Proxy must be signed by the Shareholder appointing the proxy or by his/her attorney authorised in writing. If the Shareholder is a corporation, the Form of Proxy must be sealed with its common seal or signed by an officer or an attorney of the corporation or other person authorised to sign it.
2. The return of this form will not prevent a Shareholder from attending in person and voting at the meeting.
3. In the case of joint Shareholders, the person whose name appears first in the register of Shareholders (*aandeelhoudersregister*) has the right to attend and vote at general meetings to the exclusion of all others.
4. To be effective, this Form of Proxy 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 at the offices of the Company not less than 48 hours before the time appointed for the meeting or any adjourned meeting.
5. Any alterations made to this form must be initialled.

Please complete and return to: Plaza Centers N.V., Keizersgracht 241, 1016 EA Amsterdam, The Netherlands.