

Form of Direction -1

PLAZA CENTERS N.V.

(Incorporated in the Netherlands with registered number 33248324)

(the "Company")

Form of Direction

I/we am/are a holder of Depositary Interests representing shares on a one for one basis in the Company. I/we instruct Capita IRG Trustees Limited, the Depositary, to vote for me/us and on my/our behalf in person or by proxy at the Annual General Meeting of the Company to be held at 10:30a.m. (CET) on 30 June 2016 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.

Name of Depositary Interest holder:	
Address of holder:	
Number of Shares	

Form of Direction - 2
PLAZA CENTERS N.V.

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

<i>Resolutions on the agenda</i>	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Resolution 1 Proposal to adopt (<i>vaststellen</i>) the Company's Dutch statutory annual accounts for the financial year ended 31 December 2015					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Resolution 2 Proposal to not distribute any dividend in respect of the year ended 31 December 2015					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Resolution 3 Proposal to discharge the directors of the Company from their liability for the conduct of business for the financial year ended 31 December 2015					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Resolution 4 Proposal to appoint Grant Thornton Accountants en Adviseurs B.V. as the external auditor for the 2016 financial year					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Resolution 5 Proposal to amend the Company's articles of association (<i>statuten</i> , the " Articles of Association ") to <i>inter alia</i> effectuate a reverse split of the Company's ordinary shares whereby 100 (<i>one hundred</i>) ordinary shares with a nominal value of EUR 0.01 (<i>one eurocent</i>) will be consolidated to 1 (<i>one</i>) ordinary share with a nominal					

value of EUR 1 (<i>one euro</i>) (the “ Share Capital Consolidation ”)				
	For		Against	Abstain
Resolution 6 Proposal to grant power of attorney (authorization) to each employee of law firm Buren N.V. (whose civil law notaries (<i>notarissen</i>) have prepared the draft deed of amendment of the Articles of Association) to have the notarial deed of amendment executed and to perform all things necessary and formalities pertaining thereto or in connection therewith				
	For		Against	Abstain
Resolution 7 Proposal to designate the Board, generally and unconditionally as the competent body to issue ordinary shares (including rights to acquire ordinary shares) in the context of the Share Capital Consolidation				
	For		Against	Abstain
Resolution 8 Proposal to designate the Board, generally and unconditionally, as the competent body to restrict or exclude pre-emptive rights upon issuing ordinary shares in the context of the Share Capital Consolidation				
	For		Against	Abstain
Resolution 9 Proposal to authorise the Company, generally and unconditionally, for the purpose of Article 8 of the Articles of Association, to make market purchases of ordinary shares in the capital of the Company in the context of the Share Capital Consolidation				
Resolution 10 Proposal to reappoint as a non-executive director, Mr. Ron Hadassi, who is retiring by rotation and may be	For		Against	Abstain

reappointed under Article 23 paragraphs 6 and 9 of the Articles of Association				
<p>Resolution 11</p> <p>Proposal to reappoint as an executive director, Mr. Nadav Livni, who is retiring by rotation and may be reappointed, under Article 23 paragraphs 6 and 9 of the Articles of Association</p>				

Please indicate with an X in the space provided how you wish the Depositary to vote. If no voting instruction is indicated, the Depositary will abstain from voting on such resolution. The 'abstain' option is provided to enable you to provide for the Depositary to abstain its vote on any resolution. A vote abstained 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: _____ 2016

NOTES:

1. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarial or otherwise certified copy of such power of authority, must be returned so as to be received by Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, by no later than 09:30a.m. (UK time) on 27 June 2016.
2. In the case of a corporation this Form of Direction must be given under its common seal or under the hand of an officer or attorney duly authorised in writing.
3. Any alterations made to this Form of Direction must be initialled by the person who signs it.
4. On receipt of this Form of Direction duly signed, you will be deemed to have authorised the Depositary, to vote or abstain from voting, as per your instructions.
5. The 'Vote Abstain' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a 'Vote Abstain' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

6. Depositary Interests held in uncertificated form (CREST) representing Ordinary Shares in the capital of the Company on a one for one basis, may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
7. The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
8. Depositary Interest Holders wishing to attend the Meeting should request a letter of representation by contacting the Depositary at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, or email, custodymgmt@capita.co.uk by no later than 09:30a.m. (UK time) on 27 June 2016.

Please complete and return to: Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom.