

Form of Proxy -1
PLAZA CENTERS N.V.
(the "Company")

(Incorporated in the Netherlands with registered number 33248324)

I/we am/are a shareholder of the Company, registered in the Company's register of shareholders on the AGM Record Date (2 June 2016), 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 Annual General Meeting of Shareholders 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: | 10:30a.m.(CET) on 30 June 2016 |

Form of Proxy -2
PLAZA CENTERS N.V.
(the "Company")

The proxy 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 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: _____ 2016

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 Shareholder shall be registered as holder of Shares in the Company's Shareholders register on the AGM Record Date (2 June 2016).
3. The return of this form will not prevent a Shareholder from attending in person and voting at the meeting.
4. 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.
5. A written proxy is to be received by the Company not less than 48 hours before the time appointed for the meeting or any adjourned meeting.
6. Any alterations made to this form must be initialled.

Please complete and return to: Plaza Centers N.V., Prins Hendrikkade 48-s, 1012 AC Amsterdam, the Netherlands.