

Form of Instruction -1

(Poland)

PLAZA CENTERS N.V.

(Incorporated in The Netherlands with registered number 33248324)

(Company)

Form of Instruction

I/we instruct the Polish National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) to give Link Market Services Trustees Limited (the entity which acts as Depository for the Company's shares), through Euroclear Bank, instructions to vote, in person or by proxy, at the Annual General Meeting of Shareholders of the Company to be held at 11:00a.m. (CET) on 29 July 2020 at the offices of the Company, Pietersbergweg 283, 1105 BM Amsterdam, the Netherlands, and at any adjournment and on any proposed amendments to any of the resolutions.

I/we attach a certificate issued by the participant of the Central Securities Depository of Poland with the confirmation of my/our entitlement to Depository Interests on the AGM Record Date (1 July 2020).

Name of Depository Interest holder:	
Address of holder:	
Number of Depository Interests	

Form of Instruction -2

(Poland)

PLAZA CENTERS N.V.

The National Depository for Securities will instruct the Depository, through Euroclear Bank, to 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 minutes of the Extraordinary General Meeting of the Company, held on 19 December 2019					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Resolution 2 Proposal to approve the Company's IFRS consolidated annual accounts for the financial year ended 31 December 2019					
	<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 2019					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Resolution 4 Proposal to appoint EY Israel, part of the global organization and member firm of Ernst & Young Global Limited, as the external auditor for the IFRS-based financial statements of the Company for the 2020 financial year. Proposal to appoint EY Israel, part of the global organization and member firm of Ernst & Young Global Limited, as the external auditor for the IFRS-based financial statements of the Company for the 2020 financial year.					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Resolution 5 Proposal to reappoint Mr. David Dekel, who is retiring by rotation under Article 23 paragraphs 3 and 6 of the Articles of Association and may be reappointed under Article 23 paragraphs 6 and 9 of the Articles of Association					

Please indicate with an X in the space provided how you wish the National Depository for Securities to instruct the Depository, through Euroclear Bank, to vote. If you sign and return this form without indicating how the votes are to be cast, the National Depository for Securities will not instruct the Depository and the Depository will abstain from voting on such resolutions. The 'abstain' option is provided to enable you to provide for the Depository 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: _____ 2020

NOTES:

1. To be effective, this Form of Instruction (Poland), the certificate issued by the participant of the Central Securities Depository of Poland with the confirmation of the entitlement to Depository Interests on the AGM Record Date (1 July 2020), 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 brokerage house not later than 10:30a.m. (CET) on 13 July 2020.
2. The certificate with the confirmation of the entitlement to Depository Interests on the AGM Record Date (1 July 2020) will be issued by the participants of the Central Securities Depository of Poland in accordance with the procedures of such participant of the Central Securities Depository of Poland. Investors should contact their brokers before the AGM Record Date (1 July 2020) to find out the procedures applicable to the issuance of such certificates.