

**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 Annual 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:	1pm (CET) on 25 May 2010

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

<i>Ordinary resolutions</i>	<i>For</i>	<i>Against</i>	<i>Abstain</i>
1. To approve the Company's Dutch statutory annual accounts ( <i>jaarrekening</i> ) and annual report ( <i>jaarverslag</i> ) being drawn up in the English language.			
2. To consider the Company's Dutch statutory annual accounts and the annual report for the year ended 31 December 2009.			
3. To adopt ( <i>vaststellen</i> ) the Company's Dutch statutory annual accounts ( <i>jaarrekening</i> ) for the year ended 31 December 2009.			
4. To discharge the directors of the Company from their liability for the conduct of business for the year ended 31 December 2009.			
5. To resolve to pay no dividend to the holders of			

	ordinary shares in respect of the year ended 31 December 2009.			
6.	To authorise the Board to allot equity securities as set out in the Notice of this Annual General Meeting.			
7.	To authorise the Board to disapply pre-emption rights as set out in the Notice of this Annual General Meeting.			
8.	To authorise the Company to purchase its own shares as set out in the Notice of this Annual General Meeting.			
9.	To amend the Company's articles of association 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 apply for the requisite Ministerial declaration of non-objection with respect to the this resolution to amend the articles of association of the Company, to make such changes as may appear necessary to obtain the Ministerial declaration of non-objection, 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.			
10.	To authorize Mr. Ran Shtarkman, as special authority of the general meeting of shareholders, to represent the Company, also in matters where a conflict of interest exists, which authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2011 (unless such authority is revoked or renewed prior to such time).			
11.	To approve a proposal from the Board to issue 1,000,000 ( <i>one million</i> ) options over ordinary shares in the capital of the Company, under the			

Company's Incentive Plan, to Mr. Shimon Yitzchaki, non-executive director of the Company.			
12. To approve and to the extent necessary ratify ( <i>bekrachten</i> ) the issue and offering to the public in Israel by the Company of unsecured Series B Notes of the Company ( <b>Series B Notes</b> ) in the aggregate nominal amount of NIS 457,717,000 ( <i>four hundred fifty seven million seven hundred and seventeen thousand New Israeli Shekels</i> ) and the subsequent admission of those Series B Notes to listing on the Tel Aviv Stock Exchange.			
13. To re-elect as a director, Mr. Shimon Yitzchaki, who is retiring by rotation under Article 15.3 of the Company's Articles of Association.			
14. To re-elect as a director, Mr. Edward Paap, who is retiring by rotation under Article 15.3 of the Company's Articles of Association.			

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: \_\_\_ <date> 2010

#### 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 shareholders' register (*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.