

**Form of Instruction -1**

**(Israel)**

**PLAZA CENTERS N.V.**

*(Incorporated in The Netherlands with registered number 33248324)*

**(the “Company”)**

**Form of Instruction**

I/we request the Company to instruct, on my/our behalf, the registration company of Israel Discount Bank or any other nominee or registration company in respect of the Shares (each an **Israeli Registration Company**), to give Link Market Services Trustees Limited (the entity which acts as Depository for the Company’s shares), through the relevant CREST member instructions to vote, in person or by proxy, at the Annual General Meeting of the Company to be held at 11:00a.m. (CET) on 5 June 2019 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 confirmation issued by a member of the Tel Aviv Stock Exchange of my/our entitlement to Shares on the AGM Record Date (8 May 2019) (the “**Ownership Confirmation**”).

Name of Shareholder:	
Address of holder:	
Number of Shares:	

**Form of Instruction -2**

**(Israel)**

**PLAZA CENTERS N.V.**

We request the Company to further instruct the Israeli Registration Company, on my/our behalf, to give Link Market Services Trustees Limited, through the relevant CREST member, instruction to vote on the following resolutions as indicated below:

<i>Resolutions on the agenda</i>	<i>For</i>		<i>Against</i>		<i>Abstain</i>
<b>Resolution 1</b> Proposal to adopt ( <i>vaststellen</i> ) the Company's Dutch statutory annual accounts for the financial year ended 31 December 2018					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
<b>Resolution 2</b> Proposal to not distribute any dividend in respect of the year ended 31 December 2018					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
<b>Resolution 3</b> Proposal to discharge the directors of the Company from their liability for the conduct of business for the financial year ended 31 December 2018					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
<b>Resolution 4</b> Proposal to appoint as executive director ( <i>uitvoerend bestuurder</i> ) Mr. Avi Hakhamov, under Article 23 paragraph 1 of the Articles of Association ( <b>Resolution</b> )					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
<b>Resolution 5</b> Proposal to dismiss as executive director, on his own request, Mr. Nadav Livni, under Article 23 paragraph 4 of the Articles of Association ( <b>Resolution</b> ).					

Please indicate with an X in the space provided how you wish the Company to instruct, on your behalf, the Israeli Registration Company to give Link Market Services Trustees Limited (the entity which acts as Depository for the Shares), through the relevant CREST member, instruction to vote. If you sign and return this form without indicating how the votes are to be cast, the Company will not instruct on your behalf the Registration Company and the Registration Company will not instruct the Depository (through

the relevant CREST member) and the Depositary will abstain from voting on such resolutions. The 'abstain' option is provided to enable you to provide for the Depositary 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: \_\_\_\_\_ 2019

**NOTES:**

1. To be effective, this Form of Instruction (Israel), must be accompanied by the Ownership Confirmation (issued and signed by a member of the Tel Aviv Stock Exchange of the entitlement to the number of Shares stated in this Form of Instruction (Israel) above on the AGM Record Date (8 May 2019) 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 Company not later than 5:30 p.m. (Tel Aviv time) on 23 May 2019.
2. Please complete this Form of Instruction (Israel), attach the Ownership Confirmation and return to: Plaza Centers N.V., Pietersbergweg 283, 1105 BM Amsterdam, the Netherlands or through e-mail to: [avi.hatch@plazacenters.com](mailto:avi.hatch@plazacenters.com).