

**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 ("DIs") representing shares on a one for one basis in the Company. I/we instruct Link Market Services Trustees Limited, the Depositary, to vote for me/us and on my/our behalf in person or by proxy at the Extraordinary General Meeting of the Company to be held at 4:30p.m CET on 29 August 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.

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

**Form of Direction - 2**  
**PLAZA CENTERS N.V.**

The Depositary will 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 minutes of the Annual General Meeting of the Company, held on 5 June 2019					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
<b>Resolution 2</b> Proposal to approve ( <i>goedkeuren</i> ) and to, insofar required, ratify ( <i>bekrachtigen</i> ) and confirm ( <i>bevestigen</i> ) the contemplated transaction by which the Company will approve the disposal by its 100% subsidiary Dambovita Center Holding B.V. of 75% of the share capital of Dambovita Center S.R.L. and by which the Company will be bound by guarantee obligations, as per the pre-sale agreement dated 3 July 2019 ( <b>Pre-Sale Agreement</b> ) and as per the short form sale and purchase agreement, being Annex 3 to the Pre-Sale Agreement, for which approval by the general meeting ( <i>algemene vergadering</i> ) of the Company is required on the basis of (i) section 2:107a paragraph 1 of the Dutch Civil Code; (ii) article 22 paragraph 4(c) of the Company's articles of association ( <i>statuten</i> ); and (iii) the Company's restructuring plan ( <i>akkoord</i> ) that became effective on 9 July 2014					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
<b>Resolution 3</b> Proposal to approve and proposal to, insofar required, ratify and confirm, the entering into and assumption by the Company of its guarantee obligations pursuant to the Pre-Sale Agreement					

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: \_\_\_\_\_ 2019

**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 Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, by no later than 10:00a.m. (UK time) on 23 August 2019.
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 Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, or email, [custodymgmt@linkgroup.co.uk](mailto:custodymgmt@linkgroup.co.uk), by no later than 10:00a.m. (UK time) on 23 August 2019.

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