

**Form of Instruction -1**

**(Poland)**

**PLAZA CENTERS N.V.**

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

**(the “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 Extraordinary General Meeting of Shareholders 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.

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 EGM Record Date (1 August 2019).

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>
<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 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.

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Signature

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

**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 EGM Record Date (1 August 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 brokerage house not later than 10:30a.m. (CET) on 12 August 2019.
2. The certificate with the confirmation of the entitlement to Depository Interests on the EGM Record Date (1 August 2019) 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 EGM Record Date (1 August 2019) to find out the procedures applicable to the issuance of such certificates.