

**Form of Instruction  
PLAZA CENTERS N.V.**

(Incorporated in The Netherlands with registered number 33248324)

(the "Issuer Company")

**Form of Instruction**

I/we instruct the National Depository for Securities to give Capita IRG Trustees Limited (the entity which acts as Depository for the Issuer Company's shares), through Euroclear Banking, instructions to vote, in person or by proxy, at the Extraordinary General Meeting of the Issuer Company to be held at noon (CET) on 18 February 2008 at The Park Plaza Victoria Hotel, Amsterdam, Damrak 1-5 1012 LG Amsterdam, The Netherlands, and at any adjournment and on any proposed amendments to any of the resolutions.

Name of depository interest holder:	
Address of holder:	

The National Depository for Securities will instruct the Depository, through Euroclear Banking, to vote on the following resolutions as indicated below:

<i>Ordinary resolutions</i>	<i>For</i>	<i>Against</i>	<i>Abstain</i>
1. To consider the Issuer Company's Dutch statutory annual accounts ( <i>jaarrekening</i> ) and the annual report ( <i>jaarverslag</i> ) for the year ended 31 December 2006.			
2. To adopt ( <i>vaststellen</i> ) the Issuer Company's Dutch statutory annual accounts ( <i>jaarrekening</i> ) for the year ended 31 December 2006.			
3. To discharge the directors of the Issuer Company from their liability for the conduct of business for the year ended 31 December 2006.			
4. To resolve that no dividends be distributed in respect of the year ended 31 December 2006.			
5. To amend the articles of association ( <i>statuten</i> ) of the Issuer Company.			

Please indicate with an X in the space provided how you wish the National Depository for Securities to instruct the Depository, through Euroclear Banking, 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 withhold its 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> 2008

**NOTES:**

1. To be effective, this form of instruction 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 noon (CET) on 11 February 2008.
2. The instructions included in the form of instruction shall be effective only after the securities account in which the Issuer Company's Depository Interests are registered is blocked until the end of trading on the Warsaw Stock Exchange on the date of the Extraordinary General Meeting.