

**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 Capita IRG 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 Annual General Meeting of Shareholders of the Company to be held at 10:00a.m. (CET) on 31 July 2017 at the offices of the Company, Prins Hendrikkade 48 S, 1012 AC 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 AGM Record Date (3 July 2017).

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 Company's Dutch statutory annual accounts for the financial year ended 31 December 2016					
	<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 2016					
	<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 2016					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
<b>Resolution 4</b> Proposal to appoint Grant Thornton Accountants en Adviseurs B.V. as the external auditor for the 2017 financial year					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
<b>Resolution 5</b> Proposal to reappoint as a non-executive director, Mr. David Dekel, who is retiring by rotation and may be reappointed under Article 23 paragraphs 6 and 9 of the Articles of Association					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>

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.

\_\_\_\_\_  
Signature

Date: \_\_\_\_\_ 2017

**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 AGM Record Date (3 July 2017), 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 21 July 2017.
2. The certificate with the confirmation of the entitlement to Depository Interests on the AGM Record Date (3 July 2017), 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 AGM Record Date (3 July 2017), to find out the procedures applicable to the issuance of such certificates.