



**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 Meeting of Independent Shareholders of the Company to be held immediately after the closing of the Annual General Meeting of the Company (which Annual General Meeting shall start 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 the resolution.

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 Meeting 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 resolution as indicated below:

<i>Items on the agenda</i>	<i>For</i>		<i>Against</i>		<i>Abstain</i>
<b>Item 1</b> Proposal to reappoint Mr. David Dekel, who is retiring by rotation under Article 23 paragraphs 3 and 6 of the Articles of Association					

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 resolution. 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 Meeting 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 Meeting 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 Meeting Record Date (3 July 2017), to find out the procedures applicable to the issuance of such certificates.