

Form of Instruction -1
(Israel)

PLAZA CENTERS N.V.

(Incorporated in The Netherlands with registered number 33248324)

(the "Company")

Form of Instruction

I/we request the Company to instruct, on my/our behalf, the registration company of Israel Discount Bank or any other nominee or registration company in respect of the Shares (each an **Israeli Registration Company**), to give Capita IRG Trustees Limited (the entity which acts as Depository for the Company's shares), through the relevant CREST member instructions to vote, in person or by proxy, at the Annual General Meeting of the Company to be held at 10:30a.m. (CET) on 30 June 2016 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.

I/we attach a confirmation issued by a member of the Tel Aviv Stock Exchange of my/our entitlement to Shares on the AGM Record Date (2 June 2016) (the "**Ownership Confirmation**").

Name of Shareholder:	
Address of holder:	
Number of Shares:	

Form of Instruction -2
(Israel)
PLAZA CENTERS N.V.

We request the Company to further instruct the Israeli Registration Company, on my/our behalf, to give Capita IRG Trustees Limited, through the relevant CREST member, instruction to vote on the following resolutions as indicated below:

<i>Resolutions on the agenda</i>	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Resolution 1 Proposal to adopt (<i>vaststellen</i>) the Company's Dutch statutory annual accounts for the financial year ended 31 December 2015					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Resolution 2 Proposal to not distribute any dividend in respect of the year ended 31 December 2015					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Resolution 3 Proposal to discharge the directors of the Company from their liability for the conduct of business for the financial year ended 31 December 2015					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Resolution 4 Proposal to appoint Grant Thornton Accountants en Adviseurs B.V. as the external auditor for the 2016 financial year					
	<i>For</i>		<i>Against</i>		<i>Abstain</i>
Resolution 5 Proposal to amend the Company's articles of association (<i>statuten</i> , the " Articles of Association ") to <i>inter alia</i> effectuate a reverse split of the Company's ordinary shares whereby 100 (<i>one hundred</i>) ordinary shares with a nominal value of EUR 0.01 (<i>one eurocent</i>) will be consolidated to 1 (<i>one</i>)					

ordinary share with a nominal value of EUR 1 (<i>one euro</i>) (the " Share Capital Consolidation ")				
	For		Against	Abstain
Resolution 6 Proposal to grant power of attorney (authorization) to each employee of law firm Buren N.V. (whose civil law notaries (<i>notarissen</i>) have prepared the draft deed of amendment of the Articles of Association) to have the notarial deed of amendment executed and to perform all things necessary and formalities pertaining thereto or in connection therewith				
	For		Against	Abstain
Resolution 7 Proposal to designate the Board, generally and unconditionally as the competent body to issue ordinary shares (including rights to acquire ordinary shares) in the context of the Share Capital Consolidation				
	For		Against	Abstain
Resolution 8 Proposal to designate the Board, generally and unconditionally, as the competent body to restrict or exclude pre-emptive rights upon issuing ordinary shares in the context of the Share Capital Consolidation				
	For		Against	Abstain
Resolution 9 Proposal to authorise the Company, generally and unconditionally, for the purpose of Article 8 of the Articles of Association, to make market purchases of ordinary shares in the capital of the Company in the context of the Share Capital Consolidation				
Resolution 10 Proposal to reappoint as a non-executive director, Mr. Ron Hadassi, who is retiring by rotation and may be reappointed under Article 23 paragraphs 6 and 9 of the Articles of Association	For		Against	Abstain

<p>Resolution 11</p> <p>Proposal to reappoint as an executive director, Mr. Nadav Livni, who is retiring by rotation and may be reappointed, under Article 23 paragraphs 6 and 9 of the Articles of Association</p>					
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Please indicate with an X in the space provided how you wish the Company to instruct, on your behalf, the Israeli Registration Company to give Capita IRG Trustees Limited (the entity which acts as Depositary for the Shares), through the relevant CREST member, instruction to vote. If you sign and return this form without indicating how the votes are to be cast, the Company will not instruct on your behalf the Registration Company and the Registration Company will not instruct the Depositary (through the relevant CREST member) and the Depositary will abstain from voting on such resolutions. The 'abstain' option is provided to enable you to provide for the Depositary 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: _____ 2016

NOTES:

1. To be effective, this Form of Instruction (Israel), must be accompanied by the Ownership Confirmation (issued and signed by a member of the Tel Aviv Stock Exchange of the entitlement to the number of Shares stated in this Form of Instruction (Israel) above on the AGM Record Date (2 June 2016) 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 Company not later than 5:30 p.m. (Tel Aviv time) on 21 June 2016.
2. Please complete this Form of Instruction (Israel), attach the Ownership Confirmation and return to: Plaza Centers N.V., Prins Hendrikkade 48-s, 1012 AC Amsterdam, the Netherlands or through e-mail to: plazacenters@plazacenters.com.