

024036/IHN/SWL/English office translation of the notarial deed of amendment of the articles of association of **Plaza Centers N.V.**

This day, the [•] day of [•], two thousand thirteen, appeared before me, Mr. Steven van der Waal, civil law notary in The Hague, the Netherlands:

The appearing person declared:

INTRODUCTION

The articles of association of **Plaza Centers N.V.**, a public company with limited liability (*naamloze vennootschap*) organised and existing under the laws of the Netherlands, having its corporate seat (*statutaire zetel*) in Amsterdam, the Netherlands, and with business address at: Keizersgracht 241, 1016 EA Amsterdam, the Netherlands, hereinafter referred to as: the "**Company**", were lastly amended by a deed of amendment to the articles of association, executed before a substitute of Steven van der Waal, civil law notary officiating in The Hague, the Netherlands, on the second day of January, two thousand thirteen. The Company's articles of association now read as established in the abovementioned document.

AMENDMENT TO THE ARTICLES OF ASSOCIATION.

The annual general meeting of shareholders (*algemene vergadering van aandeelhouders*) of the Company resolved on the twentieth day of June two thousand thirteen to partially amend the Company's articles of association in full in accordance with the draft of the deed of amendment to the articles of association as drawn up by Buren N.V., which resolution appears from the copy of notarial record of the minutes of the annual general meeting of shareholders which is **attached** to this deed.

The person appearing has been authorised by the annual general meeting of shareholders to have this deed of amendment to the articles of association executed.

In performing the resolution to amend the articles of association of the Company, the person appearing declared that the Company's articles of association will be amended as follows:

Article 20 paragraph 5 of the articles of association of the Company will be amended and will read as follows:

"20.5 The General Meeting shall be called through a convening announcement which is made by electronic means of communication and which is directly and permanently accessible for the Shareholders and Depository Interest Holders until that General Meeting."

CLOSE

The appearing person is known to me, civil law notary.

WITNESSED THIS DEED, the original of which was drawn up and executed in The Hague, the Netherlands, on the date first written above.

Prior to the execution of this deed, I, civil law notary, informed the appearing person of the substance of the deed and gave her an explanation thereon, and furthermore pointed out the consequences which will result from this deed.

Subsequently, the appearing person declared to have taken note of the contents of this deed after timely being given the opportunity thereto and waived a full reading of this deed.

Immediately after a limited reading, this deed was signed by the appearing person and me, civil law notary.