

Form of Proxy
PLAZA CENTERS N.V.
(the "Company")

(Incorporated in the Netherlands with registered number 33248324)

I/we am/are a shareholder of the Company, entitled to attend and vote at any general meeting of the Company. I/we appoint the person named below, or failing him/her the chairman of the meeting, as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at the following place and time and at any adjournment and on any proposed amendments to any of the resolutions:

Name of shareholder:	
Name of proxy:	
Place of meeting:	Park Plaza Victoria Hotel Amsterdam, Damrak 1-5, 1012 LG Amsterdam, the Netherlands
Date of meeting:	10:30am(CET) on 8 July 2014

The proxy will vote on the following resolutions as indicated below:

<i>Items on the agenda</i>	<i>For</i>	<i>Against</i>	<i>Abstain</i>
Item 5 Proposal to approve the Company's Dutch statutory annual accounts (<i>jaarrekening</i>) and annual report (<i>jaarverslag</i>) in respect of the 2013 financial year, being prepared in the English language			
Item 6 Proposal to adopt (<i>vaststellen</i>) the Company's Dutch statutory annual accounts for the financial year ended 31 December 2013			
Item 7 Proposal not to distribute any dividend in respect of the year ended 31 December 2013			

<p>Item 8</p> <p>Proposal to discharge the directors of the Company from their liability for the conduct of business for the financial year ended 31 December 2013</p>			
<p>Item 9</p> <p>Proposal to appoint Mazars Paardekooper Hoffman Accountants N.V. as external auditor for the 2014 financial year</p>			
<p>Item 10</p> <p>Proposal to amend the Company's articles of association</p>			
<p>Item 11</p> <p>Proposal to grant power of attorney (<i>volmacht</i>) to have the notarial deed of amendment of the Articles of Association executed</p>			
<p>Item 12</p> <p>Proposal to designate the Board, generally and unconditionally as the competent body to issue ordinary shares (including rights to acquire ordinary shares)</p>			
<p>Item 13</p> <p>Proposal to designate the Board, generally and unconditionally, as the competent body to restrict or exclude pre-emptive rights upon issuing ordinary shares</p>			
<p>Item 14</p> <p>Proposal to approve the contemplated admission to trading of the Company's ordinary shares on the Tel Aviv Stock Exchange</p>			
<p>Item 15</p> <p>Proposal to re-elect as a non-executive director, Mr. Marco Habib Wichers, who is retiring by rotation, under Article 15 paragraphs 3 and 6 of the Articles of Association</p>			
<p>Item 16</p> <p>Proposal to honourably dismiss Mr. Mordechay Zisser from his position as executive director, in accordance with article 15 paragraph 1 of the Articles of Association</p>			
<p>Item 17</p>			

Proposal to honourably dismiss Mr. Ran Shtarkman from his position as executive director, in accordance with article 15 paragraph 1 of the Articles of Association			
Item 18 Proposal to honourably dismiss Mr. Shimon Yitzchaki from his position as non-executive director, in accordance with article 15 paragraph 1 of the Articles of Association			
Item 19 Proposal to honourably dismiss Mr. Marius Willem van Eibergen Santhagens from his position as non-executive director, in accordance with article 15 paragraph 1 of the Articles of Association			
Item 20 Proposal to appoint, in accordance with article 15 of the Articles of Association, Mr. Ron Hadassi as executive director of the Company			
Item 21 Proposal to appoint, in accordance with article 15 of the Articles of Association, Mr. David Dekel as non-executive director of the Company			
Item 22 Proposal to appoint, in accordance with article 15 of the Articles of Association, Mr. Shlomi Kelsi as non-executive director of the Company			
Item 23 Proposal to appoint, in accordance with article 15 of the Articles of Association, Mr. Yoav Kfir as non-executive director of the Company			
Item 24 Proposal to appoint, in accordance with article 15 of the Articles of Association, Mr. Nadav Livni as non-executive director of the Company			

Please indicate with an X in the space provided how you wish your votes to be cast in relation to each resolution. If you sign and return this form without indicating how the proxy is to vote,

he/she will have discretion to vote either way or to abstain. The 'abstain' option is provided to enable you to withhold your 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: _____ 2014

NOTES

1. This Form of Proxy must be signed by the Shareholder appointing the proxy or by his/her attorney authorised in writing. If the Shareholder is a corporation, the Form of Proxy must be sealed with its common seal or signed by an officer or an attorney of the corporation or other person authorised to sign it.
2. The return of this form will not prevent a Shareholder from attending in person and voting at the meeting.
3. In the case of joint Shareholders, the person whose name appears first in the register of Shareholders (*aandeelhoudersregister*) has the right to attend and vote at general meetings to the exclusion of all others.
4. To be effective, this Form of Proxy 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 at the offices of the Company not less than 48 hours before the time appointed for the meeting or any adjourned meeting.
5. Any alterations made to this form must be initialled.

Please complete and return to: Plaza Centers N.V., Prins Hendrikkade 48-s, 1012 AC Amsterdam, the Netherlands.