

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, registered in the Company's register of shareholders on the Record Date, 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 30 June 2015

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 4 Proposal to adopt (<i>vaststellen</i>) the Company's Dutch statutory annual accounts for the financial year ended 31 December 2014			
Item 5 Proposal not to distribute any dividend in respect of the year ended 31 December 2014			
Item 6 Proposal to discharge the directors of the Company from their liability for the conduct of business for the financial year ended 31 December 2014			
Item 7			

Proposal to appoint Grant Thornton Accountants en Adviseurs B.V. as the Company's external auditor for the 2015 financial year			
Item 8 Proposal to designate the Board, generally and unconditionally as the competent body to issue ordinary shares (including rights to acquire ordinary shares)			
Item 9 Proposal to designate the Board, generally and unconditionally, as the competent body to restrict or exclude pre-emptive rights upon issuing ordinary shares			
Item 10 Proposal to authorise the Company, generally and unconditionally, for the purpose of Article 8 of the Articles of Association of the Company (the " Articles of Association "), to make market purchases of ordinary shares in the capital of the Company			
Item 11 Proposal to reappoint Mr. Sarig Shalhav, who is retiring by rotation under Article 23 paragraphs 3 and 6 of the Articles of Association			
Item 12 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 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: _____ 2015

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 Shareholder shall be registered as holder of Shares in the Company's Shareholders register on the Record Date.
3. The return of this form will not prevent a Shareholder from attending in person and voting at the meeting.
4. 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.
5. A written proxy is to be received by the Company not less than 48 hours before the time appointed for the meeting or any adjourned meeting.
6. 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.