

PLAZA CENTERS N.V. - Non-Executive Directors Profile

This non-executive directors' profile ("**Profile**") of Plaza Centers N.V. (the "**Company**") has been established pursuant to Best Practice Provision III.3.1. of the Dutch Corporate Governance Code.

The Company has a one-tier board of managing directors (the "**Board**"). The Board will consist of at least three (3) but not more than ten (10) members. The Company's general meeting of shareholders will set the number of Board members. The Company's general meeting of shareholders may appoint a Board member and grant the title "Executive Director" or "Non-Executive Director".

This Profile solely relates to the size and composition of the board of non-executive directors (the "**Board of Non-Executive Directors**").

This Regulation shall be posted on the Company's website.

1. General Principles board of non-executive directors

The composition and qualities of the Company's board of Non-Executive Directors as a whole should be in line with the Company's size, activities, culture, geographical spread and its status as a listed company. The Company aims at a composition which is as varied as possible in respect of background, age, gender and experience of the non-executive directors.

The Company wishes the following features and experience present in the Board of Non-Executive Directors:

- Management experience in general;
- Real estate experience – the Company's business (development of leisure and shopping centers);
- Finance and accounting;
- Strategy;
- Human resources/personnel and organization;
- IT;
- Legal affairs and compliance;
- Public affairs;
- Experience in international surroundings.

2. Non-executive directors – individual profiles

All members of the Board of Non-Executive directors should be able, prepared and willing to perform the duties of a non-executive director pursuant to the Company's articles of association (*statuten*), the London Stock Exchange Listing Rules, the Dutch Corporate Governance Code and the Company's Regulations for the Board of Non-Executive Directors.

Each non-executive director should fit in the overall composition profile as described above, should not have any direct or indirect conflicting interest with the Company or any of its subsidiaries and/or group companies. Each non-executive director shall abide by all internal rules and regulations declared applicable within the Company from time to time.

Each non-executive director should at least represent the following qualities:

- Integrity;
- The ability to perform his/her duties independently from other directors;
- Knowledge of and affinity with the Company's core business;
- Knowledge about developments and trends in respect of the Company's activities;
- Fluent in the English language;
- Enough time for a proper performance of a non-executive director's task.

3. Use of Profile

Each appointment and re-appointment of a non-executive director will be compared with the principles as laid down in this Profile.

The Company's Nomination Committee will annually evaluate whether the composition of the Board of Non-Executive Directors still is compliant with the principles as laid down in this Profile. The Nomination Committee will report to the Board as a whole.

This Profile will be assessed and, if this is deemed necessary, renewed every two years by the Nomination Committee.