

**Notes:**

- 1 The 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 should 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 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 with the Company not later than 48 hours before the time appointed for holding the Annual General Meeting.

**Form of Proxy  
Plaza Centers N.V.**

(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 the resolutions:

**Name of shareholder**

**Name of proxy**

**Place of meeting** Park Plaza Victoria Hotel Amsterdam, Damrak 1-5, 1017 JG Amsterdam, The Netherlands

**Date of meeting** Noon (CEI) on June 29, 2007

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

<b>Ordinary resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>1</b> To approve the annual accounts and Annual report being drawn up in the English language			
<b>3</b> To extend the period to draw up the Company's Dutch statutory annual accounts and annual report for the financial year ended December 31, 2006			
<b>4</b> To re-elect Mr E. Paap as a director			
<b>5</b> To re-elect Mr S. Yitzchaki as a director			
<b>6</b> To elect Mr M. Zisser as a director			
<b>7</b> To elect Mr R. Shtarkman as a director			
<b>8</b> To elect Mr M. H. Wichers as a director			
<b>9</b> To elect Mr M. W. van Eibergen-Sanithagens as a director			
<b>10</b> To appoint PKF Accountants & Business Advisers as statutory auditors of the Company			
<b>11</b> To authorise the directors to fix the remuneration of the auditors			
<b>12</b> To authorise the directors to allot equity securities			
<b>13</b> To authorise the Company to purchase its own shares as set out in the Notice of Annual General Meeting			
<b>Special resolution</b>			
<b>14</b> To disapply pre-emption rights as set out in the Notice of Annual General Meeting			
<b>15</b> To amend the Company's Articles of Association			

Please indicate with an X in the space provided how you wish your votes to be cast on the 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 "vote withheld" option is provided to enable you to abstain 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.

**Signed**

Please complete and return to: Plaza Centers N.V., Keizersgracht 241, 1016 Amsterdam The Netherlands.

**Dated**

2007

Plaza Centers N.V.  
Keizersgracht 241  
1016 Amsterdam  
The Netherlands

