

# ANNUAL GENERAL MEETING OF AFI DEVELOPMENT PLC

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**TO:** *Capita Asset Services*  
34 Beckenham Road  
Beckenham  
Kent BR3 4TU  
United Kingdom

**RE:** AFI DEVELOPMENT PLC  
Annual General Meeting to be held on 6<sup>th</sup> November, 2014.

**FROM:** \_\_\_\_\_  
Name / Company Name

**VOTING SHARES NUMBER:** \_\_\_\_\_ (B ordinary shares)

**SIGNATURE:** \_\_\_\_\_  
Authorised Signatory Name, Signature

**CONTACT INFO** \_\_\_\_\_  
Telephone / Fax Number / E-mail Address

**DATE:** \_\_\_\_\_

**AFI Development PLC**  
**Annual General Meeting**  
**6 November, 2014**

The above-noted holder of ordinary B Shares of AFI Development PLC (the "Company") hereby appoint the Fuamari Secretarial Limited as my/our proxy to vote on my/our behalf on the above noted number of shares at the Annual General Meeting of the Company to be held at 2 p.m. EEST on 6 November 2014 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:

**THE COMPLETED FORM MUST BE RECEIVED BY CAPITA REGISTRARS NO LATER THAN  
3 P.M EEST ON 4 NOVEMBER 2014 TO BE VALID**

ANNUAL GENERAL MEETING OF AFI DEVELOPMENT PLC

Annual General Meeting Resolutions

Ordinary shares B Class

Agenda Item 1:

Adopting the Consolidated Financial Statements of the Company for the year ending 31 December 2013 together with the reports of the Directors and auditors thereon.

FOR       AGAINST       ABSTAIN

Agenda Item 2:

Re-electing Mr. Lev Leviev as a Director and Executive Chairman.

FOR       AGAINST       ABSTAIN

Agenda Item 3:

Re-electing Mr. Mark Groyzman as an Executive Director.

FOR       AGAINST       ABSTAIN

Agenda Item 4:

Re-electing Avraham Noach Novogrocki as a Non-Executive Director.

FOR       AGAINST       ABSTAIN

Agenda Item 5:

Re-electing Mr. Christakis Klerides as a Non-Executive Senior Independent Director.

FOR       AGAINST       ABSTAIN

Agenda Item 6:

Re-electing Mr. Moshe Amit as a Non-Executive Independent Director.

FOR       AGAINST       ABSTAIN

**Agenda Item 7:**

**Re-electing Mr. John Robert Camber Porter as a Non-Executive Independent Director.**

FOR       AGAINST       ABSTAIN

**Agenda Item 8:**

**Re-electing Mr. Panayiotis Demetriou as a Non-Executive Independent Director.**

FOR       AGAINST       ABSTAIN

**Agenda Item 9:**

**Re-appointing chartered accountants Messrs. KPMG Limited (Cyprus) as the Company auditors and authorizing the Directors to agree on their remuneration.**

FOR       AGAINST       ABSTAIN

**Agenda Item 10:**

**Approval of the Directors to be generally and unconditionally authorised, in accordance with Articles 10-12 and the terms of any resolution creating new shares, to exercise any power of the Company to allot and grant options or rights to subscribe for or to convert securities into shares of the Company, pursuant to an employee share scheme, up to a maximum nominal amount of USD 78,577.05; such authority to expire on the earlier of the conclusion of the Company's next annual general meeting and 30 November 2015 but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into share under any such offer or agreement as if the authority had not ended.**

FOR       AGAINST       ABSTAIN

**Agenda Item 11:**

**Adoption of the Company's Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.**

FOR       AGAINST       ABSTAIN

*End of resolutions.*