

ANNUAL GENERAL MEETING OF AFI DEVELOPMENT PLC

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

RE: AFI DEVELOPMENT PLC
Annual General Meeting to be held on August 2, 2012.

FROM: _____
Name / Company Name

VOTING SHARES NUMBER: _____ (B ordinary shares)

SIGNATURE: _____
Authorized Signatory Name, Signature

CONTACT INFO _____
Telephone / Fax Number / E-mail Address

DATE: _____

**AFI Development PLC
Annual General Meeting
August 2, 2012**

The above-noted holder of ordinary B Shares of AFI Development PLC (the "Company") hereby appoint the Emerald 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 3 p.m. EEST on 2 August 2012 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 31 JULY 2012 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 2010 together with the reports of the Directors and auditors thereon.

FOR AGAINST ABSTAIN

Agenda Item 2:

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

FOR AGAINST ABSTAIN

Agenda Item 3:

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

FOR AGAINST ABSTAIN

Agenda Item 4:

Re-electing Mr. Izzy Cohen 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 Porter as a Non-Executive Independent Director.

FOR AGAINST ABSTAIN

Agenda Item 8:

Re-electing Mr. Michalis Sarris as a Non-Executive Independent Director.

FOR AGAINST ABSTAIN

Agenda Item 9:

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

FOR AGAINST ABSTAIN

Agenda Item 10:

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 11:

Approval of the Directors to be generally and unconditionally authorized, 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 31 August 2013 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

End of resolutions.