

# ANNUAL GENERAL MEETING OF AFI DEVELOPMENT PLC

**TO:** *Fuamari Secretarial Ltd, Proxy Department*  
6 Spyrou Kyprianou Av.  
3070 Limassol Cyprus  
**Fax Number:** + 357 25 383 033  
**Telephone Number:** + 357 25 386 888 (Aleksandra Achmizova)

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

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

**VOTING SHARES NUMBER:** \_\_\_\_\_ (A Class)

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

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

**TOTAL NUMBER SHARES**  
**Held as at 6.00 p.m. EEST on 1 October 2014:** \_\_\_\_\_ (A Class)

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

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

The above-noted holder of A ordinary Shares of AFI Development PLC (the "Company") hereby requests and instructs *FUAMARI SECRETARIAL LTD*, as Corporate Secretary, to endeavor, insofar as practicable, to vote or cause to be voted the number of Shares held as at 6.00 p.m. on 1 October 2014 (or, if the AGM is adjourned, at 6.00 p.m. on the day two days prior to the adjourned AGM) at the Annual General Meeting of the Company to be held in on 6 November, 2014 in respect of the following resolutions:

**THIS FORM MUST BE RECEIVED COMPLETED BY**  
**3 P.M. EEST ON 4 NOVEMBER 2014 TO BE VALID**

ANNUAL GENERAL MEETING OF AFI DEVELOPMENT PLC

Annual General Meeting Resolutions

Ordinary shares A 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 Director and Executive 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. Avraham Noach Novogrocki as a Non-Executive Director.

FOR       AGAINST       ABSTAIN

Agenda Item 5:

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

FOR       AGAINST       ABSTAIN

**Agenda Item 9:**

Re-appointing chartered accountants Messrs. KPMG Limited (Cyprus) as the Company auditors and authorising 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.*