

KDM SHIPPING PUBLIC LIMITED

(the “Company”)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We, of, with I.D. No./Registration Number/Passport Number, being shareholder/s of KDM SHIPPING PUBLIC LIMITED (the “Company”) as of the Record Date as indicated in the Notice of the Annual General Meeting of the Company, eligible to vote from(*insert total number*) ordinary shares of the Company, hereby appoint the Chairman of the Meeting *or instead of him/her* (see note 1 below) Mr./Ms. with I.D. No./ Passport Number fromas my/our proxy to represent me/us at the Annual General Meeting of the Company to be held at conference room “Boardroom” of Hyatt Regency Kiev at 5 Alla Tarasova street, 01001, Kiev, Ukraine at 10 a.m. (EEST) on 25 August 2015 and at any adjournment of the meeting. The proxy is authorized to participate on my/our behalf at the Annual General Meeting of the Company, to sign the list of attendance and to vote on my/our behalf (*insert number of shares*) shares or all shares* as follows:

* *delete as appropriate*

	FOR	AGAINST	ABSTAIN	COMMENTS
1. To consider and approve the consolidated audited financial statements of the Company for the year ended 31 December 2014, the reports of the directors and the auditors for the same periods.				
2. To consider the notice of resignation of Mr. Mykhailo Chubai, and to approve the resignation of Mr. Mykhailo Chubai from the position of non-executive Director with effect as of the date of the Annual General Meeting.				
3. To consider the notice of resignation of Mr. Konstantin Anisimov and to approve the resignation of Mr. Konstantin Anisimov from the position of Director with effect as of the date of the Annual General Meeting.				
4. To consider and approve the re-election of Mr. Kostiantyn Molodkovets as the Director of the Company.				
5. To consider and approve the re-election of Mr. Denys Molodkovets as the Director of the Company.				
6. To consider the letters of acceptance of Mr. Kostiantyn Molodkovets and Mr. Denys Molodkovets and approve the new composition of Remuneration Committee of the Company with effect as of the date of the Annual General Meeting: <div style="margin-left: 40px;"> (i) Mr. Kostiantyn Molodkovets – Head of Committee; and (ii) Mr. Denys Molodkovets – Member of Committee. </div>				

7. To consider the letters of acceptance of Mr. Denys Molodkovets and Mr. Kostiantyn Molodkovets and approve the new composition of Audit Committee of the Company with effect as of the date of the Annual General Meeting:

- (i) Mr. Denys Molodkovets – Head of Committee; and
- (ii) Mr. Kostiantyn Molodkovets – Member of Committee.

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8. To consider and approve the Remuneration Report of the Board and to fix the remuneration of the members of the Board of Directors for the new one-year mandate, which shall terminate on the date of the annual general meeting of shareholders to be held in 2016 as follows as follows:

- (i) Mr. Kostiantyn Molodkovets - USD 15,000 per year; and
- (ii) Mr. Denys Molodkovets - USD 13,000 per year.

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9. To consider and approve the reappointment of KPMG Limited as the independent auditors of the Company and to authorise the Board of Directors to fix the remuneration of KPMG Limited.

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10. To consider, approve and ratify the recommendations of the Board of Directors that dividends for the year ended 31 December 2012, the year ended 31 December 2013 and the year ended 31 December 2014 will not be paid and that the profit for the respective year is retained.

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11. Any other business.

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Date:2015

Signature(s):

Communication details of shareholder Tel..... Fax.....

Communication details of proxy Tel..... Fax.....

Notes:

1. **Every member has the right to appoint some other person or company of their choice, who need not be a member, to attend and act on their behalf at the meeting.** If you wish to appoint a person other than the Chairman of the Meeting then insert his/her name and delete the words "the Chairman of the Meeting or instead of him".
2. Please insert an 'X' in either the 'FOR' or 'AGAINST' or "ABSTAIN" box. If both boxes are left blank the proxy will vote or abstain as he/she thinks fit.
3. Please insert any comments, instructions or filling of objection to proxy in "COMMENTS" box.
4. Please insert number of shares next to "X" if you would like to split your vote or vote only from limited number of shares.
5. In the case of a corporation, the form of proxy should be completed under its common seal or under the hand of an officer, attorney or other person duly authorised.
6. A proxy need not also be a member of the Company.
7. This form of proxy shall be deemed to confer authority on the proxy to vote as he or she thinks fit on any amendment of a resolution put to the meeting. To be valid, this form of proxy, together with the power of

attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be delivered:

(a) in hard copy by mail, courier or in person to the Company at 6a Pirogova street, 01030 Kiev, Ukraine, Attention: Ms. Kateryna Badiaieva and at the Company's registered office at 3 Michail Koutsofta street, 3031 Limassol, Cyprus; or

(b) by fax to +380 44 569 47 16, Attention: Ms. Kateryna Badiaieva; or

(c) electronically by an e-mail message with the document attached in PDF format to the following email address: K.Badiaieva@kdmshipping.com;

not later than 5 pm EEST/4 pm CEST 24 August 2015.

In addition, the proxy should present the instrument appoint a proxy in original at the Annual General Meeting.

8. This form of proxy confers discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may come before the meeting.

The return of this form of proxy will not prevent a member from attending the meeting and voting in person if he/she so wishes.