

UKRPRODUCT GROUP LIMITED (the "Company")

**Form of Proxy - Annual General Meeting
(For the use of holders of Ordinary Shares, holding Ordinary Shares in their own name)**

Please complete in block capitals.

I/We (see Note 7).....

of.....

being (a) member(s) of the Company hereby appoint (see Note 6) Or in default the Chairman of the meeting, as my/our proxy to vote for us on my/our behalf at the Annual General Meeting of the Company to be held at 10th Floor, 39-41 Shota Rustaveli Street, 01033 Kyiv, Ukraine on Thursday, 20 July 2017 at 6 pm (Kyiv time) or 4 pm (London time) and at any adjournment thereof.

I/We direct my/our proxy to vote on the resolutions as set out in the notice convening the Annual General Meeting as follows:

Please indicate how you wish your proxy to vote by marking an 'X' in the appropriate space. If no specific direction is given the proxy will vote, or abstain from voting as thought fit (see Note 9).

Ordinary Resolutions:		For	Against	Vote Withheld
1.	THAT the consolidated accounts of the Company for the year ended 31 December 2016, together with the report of the Directors and the report of the Company's auditor thereon, be and are hereby received by the Shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	THAT Jack Rowell, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17, be and is hereby re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	THAT Sergey Evlanchik, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17, be and is hereby re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	THAT Alexander Slipchuk, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17, be and is hereby re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	THAT Yuriy Hordiychuk, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17, be and is hereby re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	THAT the appointment of Baker Tilly Isle of Man LLC as auditor of the Company to hold office until the conclusion of the next annual general meeting be and is hereby approved and that the Directors be and are hereby authorised to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution:				

Signed: (see Note 7) this..... day
of.....2017

Notes:

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the company. You can only appoint a proxy using the procedures set out in these notes.

2. To be valid this Form of Proxy, together with any power of attorney, or other authority (if any) under which it was signed or a notarially certified copy of such power or authority, must reach the Company's Transfer Agent, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, B63 3DA, no later than 4pm (London time) on 18 July 2017, or in the case of any adjournment of the Annual General Meeting, no later than 48 hours prior to the time of such adjournment.
3. Where this Form of Proxy is executed by a corporation it must be either under its seal or under the hand of an officer or attorney duly authorised.
4. Any alteration to this Form of Proxy must be initialled by the signatory.
5. Appointment of a proxy will not preclude a member from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
6. A proxy need not be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided. If you sign and return this Form of Proxy with no name inserted in the space provided, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
7. In the case of joint holders, only one need sign this Form of Proxy, but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members (other than in the event that such joint holders shall have already notified the Company in writing as to which of their number shall represent them).
8. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy this Form of Proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
9. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter that is put before the meeting.