PROXY

Chesapeake Financial Shares, Inc.

MANAGEMENT PROXY: Solicited on Behalf of the Board of Directors

The undersigned hereby appoints Eugene S. Hudnall, Jr., and Thomas E. Kellum, jointly and severally, proxies, with full power to act alone and with full power of substitution to represent the undersigned and vote all shares of the Company standing in the name of the undersigned at the Annual Meeting of Shareholders of Chesapeake Financial Shares, Inc., to be held on Friday, April 1, 2016, at 4:00 P.M. in the auditorium at Rappahannock Westminster-Canterbury, 132 Lancaster Drive, Irvington, Virginia, or any adjournment thereof, on each of the following matters:

1. Election of directors.

☐ **FOR** all Nominees listed below ☐ **WITHHOLD AUTHORITY TO VOTE FOR THOSE INDICATED BELOW**

Eugene S. Hudnall, Jr., John H. Hunt II., Thomas E. Kellum, Craig J. Kelly, Douglas D. Monroe, Jr., Bruce P. Robertson, William F. Shumadine, Jr., Robert J. Singley, Jeffrey M. Szyperski, and Thomas G. Tingle.

(**Instructions:** To withhold authority to vote for any individual nominee, place a line through that nominee's name.)

2. In their discretion, the proxies are authorized to vote upon any other business that may properly come before the meeting or any adjournment thereof. The Board of Directors at present knows of no other business to be presented.

This proxy, when properly executed, will be voted in the manner directed by the undersigned shareholder. If no direction is made, this proxy will be voted "FOR" each proposal. All joint owners MUST sign.

Dated: _____, 2016

_____
Signature*

_____
Signature if held jointly

*NOTE: When signing as attorney, executor, administrator, trustee or guardian, please give full title. If more than one fiduciary, all should sign. All joint owners MUST sign.

I [ ] WILL / [ ] WILL NOT ATTEND THE ANNUAL MEETING.

The shares represented hereby will be voted in accordance with any choice specified by the shareholders and, where there is no choice, such shares will be voted IN FAVOR OF each proposal.

IF YOU ARE INTERESTED IN RECEIVING VIA E-MAIL INFORMATION ABOUT THE COMPANY THAT IT SENDS OUT IN PAPER FORM SUCH AS PRESS RELEASES, EARNINGS RELEASES, AND OUR QUARTERLY LETTER TO SHAREHOLDERS, PLEASE PROVIDE YOUR E-MAIL ADDRESS BELOW:

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Web address: www.chesapeakefinancialshares.com