

**GEMFIELDS GROUP LIMITED**

(ISIN: GG00B27Y8Z93)  
(Incorporated in Guernsey)  
SA company registration number: 2009/012636/10  
(Share code on JSE: GML/AIM:GEM)  
("Gemfields" or "the Company")

**GEMFIELDS**



**FORM OF PROXY – FOR THE VIRTUAL ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY 24 JUNE 2021  
FOR COMPLETION BY CERTIFICATED SHAREHOLDERS AND DEMATERIALIZED SHAREHOLDERS WHO HAVE  
SELECTED OWN NAME REGISTRATION ON THE SOUTH AFRICAN REGISTER ONLY.**

Only for use by certificated holders or dematerialised holders of Gemfields who have selected "own-name" registration. To be effective, all proxy appointments must be lodged with the Company's Registrars at: **Computershare Investor Services (Pty) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa (Private Bag X9000, Saxonwold, 2132) OR emailed to proxy@computershare.co.za, OR faxed to +27 11 688 5238, by Monday 21 June 2021, 9:00 a.m. (South African Time).**

For use by Gemfields shareholders at the Virtual Annual General Meeting ("VAGM") to be held electronically via a live interactive webcast, in lieu of a physical meeting, on Thursday 24 June 2021, at 10:00 a.m. (British Summer Time) or 11:00 a.m. (South African Time), and at any adjournment or postponement thereof.

If you have dematerialised shares with a Central Securities Depository Participant ("CSDP") or broker and have not selected "own-name" registration, you must arrange with your CSDP or broker to provide you with the necessary letter of representation to attend the VAGM of shareholders or you must instruct them as to how you wish to vote in this regard. This must be done in terms of the agreement entered into between you and the CSDP or broker.

I/We (FULL NAMES IN BLOCK CAPITALS PLEASE).....

of (ADDRESS – PLEASE PRINT) .....

being the holder(s) of  Ordinary shares in the Gemfields hereby appoint:

1.....of.....or failing him/her,.....

2.....of.....or failing him/her,.....

3. ...., Director, or failing him, the Chairman, as my/our proxyholder with full power of substitution to attend, act and vote for and on behalf of the shareholder in accordance with the following direction (or if no direction has been given as the proxyholder sees fit) and in all other matters that may properly come before the Virtual Annual General Meeting (VAGM) of shareholders of Gemfields to be held electronically via a live interactive webcast on Thursday 24 June 2021, at 10:00 a.m. (British Summer Time) or 11:00 a.m. (South African Time), and at any adjournment or postponement thereof.

Please indicate with an 'X' in the spaces provided how you wish your votes to be cast on the resolutions specified.

**Ordinary Resolutions:**

- 1. To adopt the Company's Annual Report for the year ended 31 December 2020.
- 2. To re-elect Mary Reilly, who is retiring by rotation, as a Director of the Company.
- 3. To re-elect Kwape Mmela, who is retiring by rotation, as a Director of the Company.
- 4. To re-elect each of Carel Malan, Mary Reilly (subject to her re-election as a Director pursuant to ordinary resolution 2) and Lumkile Mondli to the Company's Audit Committee.
- 5. To reappoint BDO LLP as the Company's auditor (until the conclusion of the 2022 Annual General Meeting) and to authorise the Directors to fix their remuneration.

For	Against	Vote withheld

**Special Resolutions:**

- 6. General authority to issue shares for cash.
- 7. General authority to acquire (repurchase) ordinary shares.
- 8. General authority to cancel shares.
- 9. Amendments to the Articles of Incorporation.


**Non-Binding Advisory Votes:**

- 10. Endorsement of the Company's Remuneration Policy.
- 11. Endorsement of the Company's Remuneration Implementation Report.


Signed at..... on ..... 2021

Name (in block letters) .....

Signature/s.....

Assisted by me (if applicable).....

Full name/s of signatory/ies if signing in a representative capacity (in block letters and authority – see Note 11).....

**FORM OF PROXY** Virtual Annual General Meeting to held on 24 June 2021**NOTES TO PROXY****Explanatory Notes:**

1. Each shareholder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the Virtual Annual General Meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the person whose name is printed herein, please insert the name of your chosen proxy holder in the space provided (see reverse). If you leave that section blank, or your named proxy does not attend the meeting, the Chairman of the general meeting will be your proxy.
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors), then all those shareholders registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated and you may be required to provide documentation evidencing your power to sign this proxy. If you are voting on behalf of a corporation, this form must be signed by a Director jointly with either another Director or a Company Secretary or the Sole Director and Sole Company Secretary (as applicable).
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by the Company to the shareholder.
5. The securities represented by this proxy will be voted as directed by the shareholder; however, if such a direction is not made in respect of any matter, your proxy may vote as they choose. If you mark more than one box on an item for all your securities, your vote on that item will be invalid.
6. Proxy Forms must be lodged with or posted to the South African transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132, South Africa or emailed to proxy@computershare.co.za and must be received by not later than Wednesday 23 June 2021, 9:00 a.m. (South African Time).
7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Virtual Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
8. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the shareholder, on any ballot that may be called for and, if the shareholder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
9. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the notice of Virtual Annual General Meeting or other matters that may properly come before the Annual or any adjournment or postponement thereof.
10. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).
11. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of the company.
12. The Chairman of the general meeting may accept any form of proxy which is completed other than in accordance with these notes if the Chairman of the general meeting is satisfied as to the manner in which the shareholder wishes to vote.
13. The date must be filled in on this form of proxy when it is signed.
14. This proxy should be read in conjunction with the accompanying documentation provided by the Company.

**Transfer Secretaries**

Computershare Investor Services Proprietary Limited

Reg. No. 2004/003647/07

Proxy Department

Rosebank Towers

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