

**FORM OF PROXY – FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 10 MAY 2019  
 FOR COMPLETION BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WHO HAVE  
 SELECTED OWN NAME REGISTRATION ON THE SOUTH AFRICAN REGISTER ONLY.**

Only for use by certificated holders or dematerialised holders of Gemfields Group Limited ("The Company") 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 OR PO Box 61051, Marshalltown, 2017, South Africa, OR emailed to proxy@computershare.co.za, OR faxed to +27 11 688 5238, by 08 May 2019 at 6.00 a.m. S.A. time.**

For use by Gemfields shareholders at the Annual General Meeting to be held at 1 New Burlington Place, London, W1S 2HR, United Kingdom on 10 May 2019 at 10.00 a.m. British Summer Time or 11.00 a.m. S.A. 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 Annual General Meeting 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 Company 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 have been given as the proxyholder sees fit) and in all other matters that may properly come before the Annual General Meeting of shareholders of Gemfields Group Limited, 1 New Burlington Place, London, W1S 2HR, United Kingdom on 10 May 2019 at 10.00 a.m. British Summer Time or 11.00 a.m. S.A. 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 2018 (the "Annual Report").
2. To re-elect Carel Malan, who is retiring by rotation, as a Director of the Company.
3. To re-elect Brian Gilbertson, who is retiring by rotation, as a Director of the Company.
4. To elect each of Martin Tolcher, Lumkile Mondli and Carel Malan (subject to his re-election as Director pursuant to ordinary resolution 2) to the Company's Audit Committee.
5. To reappoint BDO LLP as the Company's auditor (until the conclusion of the 2020 Annual General Meeting) and to authorise the Directors to fix their remuneration.
6. General authority to issue shares for cash.

For	Against	Vote Withheld

**Special Resolutions:**

7. General authority to acquire (repurchase) ordinary shares.
8. General authority to cancel shares.

For	Against	Vote Withheld

**Non-binding Advisory Vote:**

- Endorsement of the Company's Remuneration Policy
- Endorsement of the Company's Remuneration Implementation Report

For	Against	Vote Withheld

Signed at.....on.....2019

Name (in block letters) .....

Signature/s.....

Assisted by (if applicable).....

## FORM OF PROXY Annual General Meeting to held on 10 May 2019

**FORM OF PROXY** – For the Annual General Meeting to be held on Friday, 10 May 2019 for completion by certificated shareholders and dematerialised shareholders who have selected own name registration on the South African register only.

### NOTES TO PROXY

#### Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 086 110 0933 or +27 11 370 5000 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided 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.
3. The "Vote Withheld" option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. The address to which this Notice Report was posted is how your address details appear on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 086 110 0933 or +27 11 370 5000 to request a change of address form.
6. Any alterations made to this form should be initialled.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

#### Kindly Note:

This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services Proprietary Limited accept no liability for any instruction that does not comply with these conditions.

#### Transfer Secretaries

Computershare Investor Services Proprietary Limited  
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