

GEMFIELDS

GEMFIELDS GROUP LIMITED

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



FORM OF PROXY- FOR THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 24 JUNE 2020

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 Tuesday, 23 June 2020 9:00 a.m. (South African Time).

For use by Gemfields Group Limited shareholders at the Annual General Meeting to be held at 1 Cathedral Piazza, London, SW1E 5BP, United Kingdom on Wednesday, 24 June 2020, at 10:00 a.m. (British Summer Time) or 11:00 a.m. (South African Time), and at any adjournment or postponement thereof.

In light of the ongoing COVID-19 pandemic, the Company may be required to hold a virtual AGM in lieu of a physical meeting, in which case the Company will notify shareholders by way of an RNS and SENS announcement at the appropriate time.

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 (Names in full – please print)

of (address – please print):

being the holder (s) of Ordinary shares in 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 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 to be held 1 Cathedral Piazza, London, SW1E 5BP, United Kingdom on Wednesday, 24 June 2020, at 10:00 a.m. (British Summer Time) or 11:00 a.m. (South African Time), and at any adjournment or postponement thereof.

Ordinary Resolutions	For	Against	Vote Withheld
1. To adopt the Company's Annual Report for the year ended 31 December 2019			
2. To re-elect Martin Tolcher, who is retiring by rotation, as a Director of the Company			
3. To re-elect Lumkile Mondi, who is retiring by rotation, as a Director of the Company			
4. To re-elect each of Carel Malan, Martin Tolcher (subject to his re-election as Director pursuant to ordinary resolution 2), Lumkile Mondi (subject to his re-election as Director pursuant to ordinary resolution 3) and Carel Malan to the Company's Audit Committee			
5. To reappoint BDO LLP as the Company's auditor (until the conclusion of the 2021 annual general meeting) and to authorise the Directors to fix their remuneration			
Special Resolutions	For	Against	Vote Withheld
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 Vote	For	Against	Vote Withheld

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

Signed at _____ on _____ 2020

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 to be attached – see note 11)

Please read the notes **overleaf**:

Notes to proxy

- (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 Annual General Meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the person whose name are 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, etc), then all those shareholder 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 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 Tuesday, 23 June 2020 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 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 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.

Computershare Investor Services Proprietary Limited
Reg. No. 2004/003647/07

Proxy Dept.
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Transfer Secretaries