

GEMFIELDS

GEMFIELDS GROUP LIMITED

Incorporated in Guernsey. Guernsey registration number: 47656
South African external company registration number 2009/012636/10

Share code on JSE: GML / AIM: GEM
ISIN: GG00BG0KTL52 | LEI 21380017GAVXTCYS5R3I
("Gemfields" or "the Company")

FORMS OF PROXY (JSE ONLY)

FORM OF PROXY – FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 30 NOVEMBER 2022

FOR COMPLETION BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WHO HAVE SELECTED OWN-NAME REGISTRATION ON THE SOUTH AFRICAN REGISTER

Only for use by Certificated holders or Dematerialised Shareholders of Gemfields who have selected "own-name" registration

For use by Gemfields Group Limited shareholders at the Extraordinary General Meeting to be held at Gemfields' office at 1 Cathedral Piazza, London, SW1E 5BP on Wednesday, 30 November 2022 at 14:00 (GMT) or 16:00 (South African Standard Time), and at any adjournment or postponement thereof. The record date is Friday, 25 November 2022.

If you have Dematerialised Shares with a 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 Extraordinary 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 name in full – please print)

of (address – please print)

being the holder of ordinary Shares in Gemfields, hereby appoint:

- | | | |
|----|--|--------------------|
| 1. | | or failing him/her |
| 2. | | or failing him/her |
| 3. | 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 proxy holder sees fit) and in all other matters that may properly come before the Extraordinary General Meeting of Shareholders of Gemfields Group Limited to be held at Gemfields' office at 1 Cathedral Piazza, London, SW1E 5BP on Wednesday, 30 November 2022 at 14:00. (GMT) or 16:00 (South African Standard Time). | |

SPECIAL RESOLUTION

For each special resolution to be passed, it must be supported by more than 75% of the votes cast.

	For	Against	Vote Withheld
Special Resolution Number 1 – General authority to Repurchase Shares			
Special Resolution Number 2 – General authority to Cancel Shares			

ORDINARY RESOLUTION

	For	Against	Vote withheld
Ordinary Resolution – Authorising resolution			

Signed at _____ on _____ 2022

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 1)

Please read the notes below:

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 form of proxy 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 form(s) of proxy may be obtained by contacting the Registrar's helpline on +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 EGM 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. Any alterations made to this form must be initialled.
6. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Transfer Secretaries

Computershare Investor Services Proprietary Limited

Registration number (2004/003647/07)

Proxy Dept.

Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa

(Private Bag X9000, Saxonwold, 2132), South Africa

Fax: +27 11 688 5238

Email: proxy@computershare.co.za