

GEMFIELDS
GROUP LIMITED

GEMFIELDS GROUP LIMITED

(ISIN: GG00BG0KTL52)

(Incorporated under the laws of Guernsey, with registered number 47656)

(Registered as an external company in South Africa with registration number: 2009/012636/10)

(JSE share code: GML – General Segment of JSE Main Board)

("Gemfields Group Limited" or "the Company")



FORM OF PROXY– FOR THE ANNUAL GENERAL MEETING OF GEMFIELDS GROUP LIMITED TO BE HELD ON WEDNESDAY, 25 JUNE 2025

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

Only for use by registered certificated holders or registered dematerialised holders of shares in the issued capital of Gemfields Group Limited who have selected "own name" registration.

For use by Gemfields Group Limited shareholders at the Annual General Meeting to be held at 123 Victoria Street, Westminster, London, SW1E 6DE on Wednesday 25 June 2025 at 11:00 a.m. South African Standard Time (10:00 a.m. British Summer 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 (Names in full – please print)

of (address – please print):

being the holder (s) of ordinary shares in the issued capital of Gemfields Group Limited hereby appoint:

1. _____ of _____ or failing him/her,

2. _____ of _____ 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 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 at 123 Victoria Street, Westminster, London, SW1E 6DE on Wednesday, 25 June 2025 at 11:00 a.m. South African Standard Time (10:00 a.m. British Summer Time), and at any adjournment or postponement thereof.

ORDINARY RESOLUTION

1. Ordinary resolution 1: To adopt the Company's Annual Report for the year ended 31 December 2024	For	Against	Vote Withheld
2. Ordinary resolution 2: To re-elect Bruce Cleaver as a Director of the Company.	For	Against	Vote Withheld
3. Ordinary resolution 3: To re-elect Kieran Daly as a Director of the Company.	For	Against	Vote Withheld
4. Ordinary resolution 4: To re-elect Simon Scott as a Director of the Company.	For	Against	Vote Withheld
5. Ordinary resolution 5: Appointment of Louis du Preez as a Director of the Company.	For	Against	Vote Withheld
6. Ordinary resolution 6: To re-appoint Simon Scott to the Company's Audit Committee.	For	Against	Vote Withheld
7. Ordinary resolution 7: To re-appoint Ernst & Young LLP as the Company's auditor (until the conclusion of the 2026 annual general meeting) and authorise the Directors to fix their remuneration.	For	Against	Vote Withheld

SPECIAL RESOLUTIONS

For each special resolution to be passed, it must be supported by not less than 75% of the votes cast.

Special resolution 1: General authority to issue shares for cash and water of pre-emption.	For	Against	Vote Withheld
Special resolution 2: To amend the Articles of Incorporation of the Company.	For	Against	Vote Withheld

NON-BINDING ADVISORY VOTES

For each non-binding advisory vote to be passed, it must be supported by more than 75% of the votes cast.

Non-binding advisory vote 1: Endorsement of the Company's Remuneration Policy	For	Against	Vote Withheld
Non-binding advisory vote 2: Endorsement of the Company's Remuneration Implementation Report	For	Against	Vote Withheld

Signed at

on

2025

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 9)

Please read the notes overleaf:

Notes

- Each shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder of Gemfields Group Limited) to attend, speak, vote or abstain from voting in place of that shareholder at the Annual General Meeting and at any adjournment or postponement thereof.
- Forms of proxy must be lodged with or posted to the South African Registrar of Gemfields Group Limited, Computershare Investor Services Proprietary Limited ("South African Registrar"), Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132; or email to proxy@computershare.co.za), to be received by no later than 11:00 a.m. South African Standard Time (10:00 a.m. British Summer Time) on 23 June 2025.
- If the signatory does not indicate in the appropriate place on the face hereof how he/she wishes to vote in respect of any resolutions, the Chairman of the meeting as the proxy shareholder will vote in favour of the resolution.
- The Chairman of the meeting shall be entitled to decline to accept the authority of a person signing this form of proxy:
 - under a power of attorney; or
 - in a representative capacity on behalf of a company, close corporation, deceased estate, trust, pension fund or partnership.

Unless the power of attorney or authority is deposited at the office of Gemfields Group Limited' South African Registrar, not less than 48 hours before the time appointed for the holding of the Annual General Meeting.

- The Chairman of the meeting may reject or accept any form of proxy, which is completed and/or received other than in accordance with these notes, provided that the Chairman of the Annual General Meeting is satisfied as to the manner in which the shareholder concerned wishes to vote.
- A deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alterations must be signed, not initialled.
- If the holding is not indicated on the form of proxy, the proxy will be deemed to be authorised to vote the total holding registered in the shareholder's name.
- A vote given in terms of an instrument of proxy shall be valid in relation to the Annual General Meeting, notwithstanding the death of the person granting it, or the revocation of the proxy, or the transfer of the shares in the issued capital of Gemfields Group Limited in respect of which the vote

is given, unless an intimation in writing of such death, revocation or transfer is received by the South African Registrar no less than 48 hours before the commencement of the Annual General Meeting.

- 9) Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, partnership, deceased estate, etc.) must be attached to this form of proxy unless previously recorded by Gemfields Group Limited or its South African Registrar or waived by the Chairman of the Annual General Meeting.
- 10) Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy, unless it has previously been registered with Gemfields Group Limited or the South African Registrar.
- 11) Where there are joint shareholders of shares and if more than one such joint shareholder is represented, then the person whose name appears first in the register of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.
- 12) Where shares are held jointly, all joint shareholders are required to sign.
- 13) A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity have been registered by the South African Registrar.
- 14) Dematerialised shareholders who have not selected "own-name" registration and who wish to vote by way of proxy must advise their CSDP or broker who will issue the necessary letter of representation in writing for a dematerialised shareholder or proxy to do so.
- 15) If this proxy is not dated, it will be deemed to bear the date on which it is mailed by the South African Registrar to the shareholder.
- 16) This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of the Annual General Meeting or other matters that may properly come before the Annual General Meeting.

South African Registrar for Gemfields Group Limited

Computershare Investor Services Proprietary Limited
Reg. No. 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