

GEMFIELDS
GROUP LIMITED

GEMFIELDS GROUP LIMITED

(ISIN: GG00BG0KTL52)
(Incorporated under the laws of Guernsey)
SA company registration number: 2009/012636/10
(JSE share code: GML)
("Gemfields Group Limited" or "the Company")



FORM OF PROXY– FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 19 MAY 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 who have selected "own name" registration.

For use by Gemfields Group Limited shareholders at the Extraordinary General Meeting to be held at 123 Victoria Street, Westminster, London, SW1E 6DE on Monday 19 May 2025 at 10:00 a.m. (British Summer Time) or 11:00 a.m. South African Standard 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 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 (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. 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 Extraordinary General Meeting of shareholders of Gemfields Group Limited to be held at 123 Victoria Street, Westminster, London, SW1E 6DE on Monday, 19 May 2025 at 10:00 a.m. (British Summer Time) or 11:00 a.m. South African Standard Time, and at any adjournment or postponement thereof.

ORDINARY RESOLUTION

	For	Against	Vote Withheld
1. Ordinary resolution: To approve the Rule 9 Waiver			

SPECIAL RESOLUTION

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

	For	Against	Vote Withheld
2. Special resolution: To grant the Directors the authority to allot and issue New Shares in connection with the Proposed Rights Issue			

ORDINARY RESOLUTION

	For	Against	Vote Withheld
3. Ordinary resolution: To approve the Underwriting Issue to the Underwriters			

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 11)

Please read the notes overleaf:

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. This proxy form will not be effective at the meeting unless received by the Registrar at Rosebank Towers 15 Biermann Avenue Rosebank 2196 South Africa or by email at proxy@computershare.co.za, not later than 11:00 am South African Standard Time on 15 May 2025. If a shareholder does not wish to deliver this proxy form to that address, it may also be posted, at the risk of the shareholder, to Private Bag X9000, Saxonwold, 2132.

2. To appoint more than one proxy, an additional proxy form(s) 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. Unless revoked, the appointment of proxy in terms of this proxy form remains valid until the end of the meeting even if the meeting or a part thereof is postponed or adjourned.

5. All notices which a shareholder is entitled to receive in relation to the Company shall continue to be sent to that shareholder and shall not be sent to the proxy.

6. 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.

7. This proxy shall apply to all the ordinary shares registered in the name of shareholders at the record date unless a lesser number of shares are inserted. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

8. Any alterations made to this form must be initialled.

9. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Registrar

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