

**ATTENDANCE CARD  
GEM DIAMONDS LIMITED**

**Gem Diamonds Limited – Annual General Meeting**

This attendance card is to be used in connection with the Annual General Meeting of Gem Diamonds Limited (the Company) to be held on 5 June 2018 at Linklaters LLP, One Silk Street, London EC2Y 8HQ at 9:30 am.

If you wish to attend this meeting in your capacity as a holder of shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of shareholder

Date

**FORM OF PROXY 2018**

Please read this form of proxy and the notes below before completing this form.

- I.....hereby appoint:
- the Chairman of the meeting or.....in respect of all my shares;
- .....in respect of.....shares; and
- .....in respect of.....shares; and

as my proxy/ies to attend and speak\* and vote\* on my behalf at the Annual General Meeting of Gem Diamonds Limited (the Company) to be held on 5 June 2018 at Linklaters LLP, One Silk Street, London EC2Y 8HQ at 9:30 am and any adjournment of it. You can access the 2017 Annual Report and Notice of Annual General Meeting by visiting the Company's website [www.gemdiamonds.com](http://www.gemdiamonds.com)

**RESOLUTIONS**

Please note that the full text of the resolutions is set out in the Notice of Annual General Meeting which should be read in conjunction with this form of proxy. Resolutions 1 to 10 will be proposed as ordinary resolutions and resolutions 11 to 13 will be proposed as special resolutions.

Please indicate with an "X" in the appropriate box how you wish the proxy or proxies to vote or abstain from voting.

To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which is aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write "the Chairman of the Meeting". All forms must be signed and should be returned together in the same envelope.

	For	Against	Votes withheld	Discretion to Chairman		For	Against	Votes withheld	Discretion to Chairman
1. To receive the Audited Accounts, Directors' Report and Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. THAT Mr Clifford Elphick be re-elected as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Annual Report on Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. THAT Mr Michael Michael be re-elected as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint the Auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the Directors to set the Auditors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To disapply standard 5% pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. THAT Mr Harry Kenyon-Slaney be elected as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To disapply additional 5% pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. THAT Mr Mike Brown be elected as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To approve purchases of shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. THAT Mr Michael Lynch-Bell be re-elected as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

Signed

Date

## NOTES TO FORM OF PROXY

The proxy or proxies are to vote as instructed in respect of the resolution specified above.

In the absence of instructions the proxy or proxies may vote or abstain from voting the shares with respect to which he or she has been appointed as he or she thinks fit on both:

- the resolutions specified above; and
- unless instructed otherwise, on any other business (including amendments to a resolution) which may come before the meeting.

The "vote withheld" option is to allow you to instruct your proxy or proxies to abstain from voting on the specified resolution. Please note that an abstention has no legal effect and will not be counted in the votes "For" or "Against" a resolution.

The "Discretion to Chairman" option is to allow the Chairman to vote or abstain from voting on your behalf as he thinks fit on the specified resolution. Please note that if you select this option in respect of a specified resolution, the Chairman will act as your proxy and exercise his discretion to vote or abstain from voting in respect of all your shares on that specified resolution. Note also that if you appoint the Chairman as your proxy but do not provide any voting instructions, then the Chairman will also have the same discretion to vote or abstain from voting in respect of all your shares as if you had selected the "Discretion to Chairman" option.

Any alterations to this form of proxy should be initialled.

If you complete and return the form of proxy this will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so.

The appointment of a proxy is (unless the contrary is stated in it) valid for an adjournment of the Annual General Meeting, as well as for the Annual General Meeting.

To be valid the form of proxy must be received by post or by hand (during normal business hours only), no later than 9:30 am on 1 June 2018, or 48 hours before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day at the Annual General Meeting or adjourned meeting) for the taking of the poll at which it is to be used. Please complete this proxy card and send it in the post using the pre-paid address below. If you would prefer to use an envelope to mail or hand deliver this proxy please return it to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

Alternatively, you may vote your shares electronically at [www.signalshares.com](http://www.signalshares.com).

## INSTRUCTIONS

- If you cannot attend the Annual General Meeting you are entitled to appoint a proxy to exercise all or any of your rights to attend and to speak and vote on your behalf at the meeting. If you want to appoint a proxy please complete, sign and return the form of proxy above after carefully reading the form of proxy and the instructions below.
- You can appoint the Chairman of the Meeting or anyone else to be your proxy at the Annual General Meeting. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
- To appoint the Chairman as your sole proxy in respect of all of your shares insert your name at the top of the form and fill in any voting instructions and sign and date the form of proxy but leave all other proxy appointment details blank.
- To appoint a single proxy in respect of all your shares other than the Chairman, cross out only the words "the Chairman of the meeting" and insert the name and address of your proxy (who need not be a member of the Company). Then complete the rest of the form of proxy but leave all other proxy appointment details blank.
- To appoint more than one proxy:

Cross out the words "the Chairman of the meeting in respect of all my shares";

- Fill out the names and addresses of each of your proxies in the blanks provided. If you wish to appoint the Chairman as one of your multiple proxies you can just write "the Chairman of the meeting"; and

- Make sure that for each proxy appointed in this way you fill in, alongside the proxy's details, the number of shares in respect of which each proxy is appointed.
- A separate proxy card must be completed for each proxy holder. All proxy cards for the multiple proxies must be sent in the same envelope to Link Asset Services to the address set out in the notes to form of proxy.
- The form of proxy gives your proxy or proxies full rights to attend, speak and vote. If you wish to restrict the rights of your proxy or proxies please cross out either or both of the words "speak" or "vote" as you feel appropriate where indicated by an asterisk.
- If the form of proxy is signed by someone else on your behalf, their authority to sign must be returned with the form of proxy. In the case of a joint holding, any holder may sign. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding. If the shareholder is a corporation, the form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- To be entitled to vote at the meeting and for the purpose of determining the number of votes you may cast, you must be entered on the Company's register of members at close of business on 1 June 2018 or, if the meeting is adjourned, you must be entered on the register 48 hours before the time fixed for the adjourned meeting.
- Full details of the resolutions to be proposed at the Annual General Meeting, with explanatory notes, are set out in the notice of Annual General Meeting which is available on our website [www.gemdiamonds.com](http://www.gemdiamonds.com).

## IMPORTANT NOTICE FOR ALL SHAREHOLDERS

Gem Diamonds Limited regularly reviews ways to improve communication with our shareholders and to be as efficient as possible.

We encourage electronic communication wherever it is available. We periodically ask shareholders to let us know whether or not they want to receive paper copies of Company reports. As you haven't responded to us on this matter, we automatically send you a paper proxy card every year, which includes information on where to access Company reports online.

Last year Gem Diamonds Limited sent over 520 proxy cards and forms of direction with envelopes and receives less than 16% of these back. We strongly encourage online voting.

To simplify our processes and gain further efficiencies, from the year 2019 we will no longer send paper proxy cards to shareholders unless specifically requested to do so.

We encourage you to register an email address and sign up for eDelivery at [www.signalshares.com](http://www.signalshares.com), so that we can send you email notifications instead of a paper notification, further increasing efficiency and savings for your company.

If you don't register your email address, you will receive a notification by post when company reports are available to view online and where to find the online voting service. However, if you do wish to continue to receive a paper proxy card in the future you will need to request one be sent to you by our registrar, Link Asset Services, using the contact details below.

If you have any queries about this change, or about your shareholding in general, please contact Link Asset Services as follows:

By phone – UK – 0871 664 0300, from overseas call +44 (0) 371 664 0300; calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

By email – [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk).

By post – Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



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