

PART 23—NOTICE OF SPECIAL GENERAL MEETING

NOTICE OF SPECIAL GENERAL MEETING

Petra Diamonds Limited

(incorporated and registered in Bermuda under the Companies Act 1981 (Bermuda) with Registered No. EC23123)

Notice is hereby given that a special general meeting of Petra Diamonds Limited (incorporated and registered in Bermuda under company registration number 23123) (the “**Company**”) will be held at 11.00 a.m. on 13 June 2018, in the offices of Buchanan, 107 Cheapside, London, EC2V 6DN (the “**Special General Meeting**”) for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. That the authorised share capital be increased from £75,000,000 to £100,000,000 by the creation of 250,000,000 Ordinary Shares, so that the authorised share capital comprises 1,000,000,000 Ordinary Shares of par value £0.10.
2. That, in addition to all existing authorities given to them, conditional upon the passing of resolution 1 above, the Directors be generally and unconditionally authorised, in accordance with Bye-Law 2.4 of the Company’s Bye-laws, to allot Relevant Securities (within the meaning of that Bye-Law) up to an aggregate nominal amount of £33,282,173 (being 332,821,725 Ordinary Shares) provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months from the date on which this resolution is passed unless such authority is revoked or varied by a resolution of the shareholders in a general meeting, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

3. That, subject to the passing of resolutions 1 and 2 above, the Directors be granted general power to allot Equity Securities (within the meaning of Bye-Law 2.5(g) of the Company’s Bye-laws) for cash pursuant to the authority granted by resolution 1 as if Bye-Law 2.5(a) of the Company’s Bye-Laws did not apply to such allotment, provided that this power shall be limited to:
 - (a) the allotment of Equity Securities in connection with a rights issue or an offer of Equity Securities, or an invitation in respect of the same, open for a period fixed by the Directors:
 - i. to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - ii. to holders of other Equity Securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) the allotment (otherwise than in pursuance to sub-paragraph 2(a)) of Equity Securities up to an aggregate nominal value of £33,282,173,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months from the date on which this resolution is passed unless the authority is revoked or varied by a resolution of the shareholders in a general meeting, save that the Company may, before such expiry, make offers or agreements which would or might require Equity Securities to be allotted after such expiry and the Directors may allot Equity Securities in

pursuance of any such offer or agreement as if Bye-Law 2.5(a) did not apply notwithstanding that the power conferred by this resolution has expired.

By Order of the Board

Chairman
24 May 2018

Registered Office:

Clarendon House
2 Church Street
Hamilton
HM11
Bermuda

Notes:

A member entitled to attend and vote at the above meeting or any adjournment thereof may appoint one or more proxies to attend and vote in their stead on a show of hands or on a poll. A proxy need not be a member of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf in respect of different shares.

It is intended that voting on all resolutions at the Special General Meeting will be conducted on a poll, rather than a show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting, which is increasingly being adopted by a number of listed companies.

In order to reduce costs and minimise the Company's environmental impact, Petra would encourage members to cast their proxy vote electronically by registering an e-mail address via the shareholder portal at www.signalshares.com or, for CREST holders, via the CREST Network.

In the event that a member requires a hard copy Form of Proxy posted to their registered address, the member should contact Link Asset Services as follows:

- i) **By phone:** UK—0871 664 0300, calls cost 12 pence per minute plus your phone company's access charge. From overseas—+44 371 664 0300, calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am – 5.30pm, Monday to Friday excluding public holidays in England and Wales.
- ii) **By email:** shareholderenquiries@linkgroup.co.uk.
- iii) **By post:** Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

To be valid, the Form of Proxy must be lodged with the Company's UK branch registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom, (together with the original or notarially certified copy of any power of attorney or other power under which it is executed (if any)), not less than 48 hours (excluding non-working days) before the time appointed for the Special General Meeting or any adjournment thereof.

A member entitled to attend and vote at the above meeting may also appoint a proxy online by following the instructions at the online shareholder portal at www.signalshares.com. The return of a completed proxy form does not prevent a shareholder from attending the Special General Meeting in person.

Only those members entered on the register of members of the Company at close of business (UK time) on 8 June 2018 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after close of business (UK time) on 8 June 2018 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Depository Interest holders who are CREST members and who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Special General Meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who

have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s (“**Euroclear UK**”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company’s agent (ID RA10) not less than 48 hours (excluding non-working days) before the time appointed for the Special General Meeting or any adjournment thereof. For this purpose, the time of receipt will be taken to be the time (as determined by the time-stamp applied to the message by the CREST Applications Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Any holders of Depository Interests in the Company who cannot give voting instructions via CREST should instruct Link IRG Trustees Limited to vote in respect of the holder’s interest using the Form of Direction enclosed. The completed Form of Direction must be received by Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom (together with the original or notarially certified copy of any power of attorney or other power under which it is executed (if any)) not later than 72 hours (excluding non-working days) before the time appointed for the Special General Meeting or any adjournment thereof.

The total issued share capital of the Company as at 23 May 2018 (being the latest practicable day before the date of this Prospectus) is 532,514,760 Ordinary Shares, none of which are held in treasury. Therefore the total number of voting rights in the Company as at 23 May 2018 is 532,514,760.