



**Petra Diamonds Limited (the “Company”)**

Company registration number: EC23123

Form of Direction for completion by holders of Depositary Interests representing Ordinary Shares on a one-for-one basis in the Company in respect of the Annual General Meeting (“AGM”) of the Company to be held at 11.00am GMT on 29 November 2019 in the offices of Buchanan, 107 Cheapside, London EC2V 6DN, United Kingdom.

Before completing this form, please read the explanatory notes.

**Notes:**

1. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF, United Kingdom, not less than 72 hours (excluding non-working days) before the time appointed for the AGM or any adjournment thereof.
2. Any alterations made to this Form of Direction should be initialled.
3. In the case of a corporation this Form of Direction should be given under its common seal or under the hand of an officer or attorney duly authorised in writing.

4. Please indicate how you wish your votes to be cast by placing ‘X’ in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depositary to vote, or to abstain from voting, as per your instructions. If no voting instruction is indicated, the Depositary will abstain from voting on such resolution.
5. The Depositary will appoint the Chairman of the AGM as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
6. Depositary Interests held in uncertificated form (i.e. in CREST), representing Ordinary Shares on a one-for-one basis in the Company, may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual.
7. Depositary Interest holders wishing to attend the meeting should contact the Depositary at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or by email to CAGtrustees@linkgroup.co.uk in order to request a Letter of Representation not less than 72 hours (excluding non-working days) before the time appointed for the AGM or any adjournment thereof.

I/We..... (name(s) in full) (BLOCK LETTERS)  
of ..... (address)

being a holder of Depositary Interests representing shares in the Company hereby instruct Capita IRG Trustees Limited (the “**Depositary**”), to vote for me/us and on my/our behalf in person or by proxy at the AGM of the Company to be held on the above date (and at any adjournment thereof) as directed by an ‘X’ in the spaces below. The vote ‘Abstain’ is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no indication is given, the Depositary will abstain from voting.

| Ordinary resolutions  | For | Against | Abstain |
|---|-----|---------|---------|
| 1. To receive the Financial Statements of the Company for the year ended 30 June 2019, together with the Reports of the Directors and Auditors thereon (“ <b>the 2019 Annual Report</b> ”).               |     |         |         |
| 2. To approve the Directors’ Annual Remuneration Report for the year ended 30 June 2019, as contained in the 2019 Annual Report.  |     |         |         |
| 3. To re-appoint BDO LLP as auditors to act as such until the conclusion of the next Annual General Meeting of the Company.   |     |         |         |
| 4. To authorise the Directors of the Company to fix the remuneration of the auditors.   |     |         |         |
| 5. To re-appoint Mr Adonis Pouroulis, who retires in accordance with the Company’s Bye-Laws, as a Director of the Company.  |     |         |         |
| 6. To re-appoint Mr Jacques Breytenbach, who retires in accordance with the Company’s Bye-Laws, as a Director of the Company.   |     |         |         |
| 7. To re-appoint Mr Anthony Carmel Lowrie, who retires in accordance with the Company’s Bye-Laws, as a Director of the Company.   |     |         |         |
| 8. To re-appoint Dr Patrick John Bartlett, who retires in accordance with the Company’s Bye-Laws, as a Director of the Company.   |     |         |         |
| 9. To re-appoint Mr Alexander Gordon Kelso Hamilton, who retires in accordance with the Company’s Bye-Laws, as a Director of the Company.   |     |         |         |
| 10. To re-appoint Ms Octavia Matshidiso Matloa, who retires in accordance with the Company’s Bye-Laws, as a Director of the Company.  |     |         |         |
| 11. To re-appoint Ms Varda Shine, who was appointed as a Director by the Company’s Board of Directors in accordance with the Company’s Bye-Laws on 1 January 2019, as a Director of the Company.          |     |         |         |
| 12. To re-appoint Mr Bernard Robert Pryor, who was appointed as a Director by the Company’s Board of Directors in accordance with the Company’s Bye-Laws on 1 January 2019, as a Director of the Company. |     |         |         |
| 13. To re-appoint Mr Richard Neil Duffy, who was appointed as a Director by the Company’s Board of Directors in accordance with the Company’s Bye-Laws on 1 April 2019, as a Director of the Company.     |     |         |         |
| 14. To authorise the Directors of the Company to allot Relevant Securities within the meaning of Bye-Law 2.4 of the Company’s Bye-Laws.   |     |         |         |
| <b>Special resolution</b>   |     |         |         |
| 15. To disapply the pre-emption provisions of Bye-Law 2.5(a) pursuant to Bye-Law 2.6(a)(i) of the Company’s Bye-Laws.   |     |         |         |

Dated:..... Signature(s) or common seal: .....

PXS 1  
34 Beckenham Road  
Beckenham  
BR3 4ZF  
United Kingdom

Affix stamp  
here