

GEMFIELDS PLC

(Incorporated in England and Wales with registered number 05129023)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Gemfields plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2011 Annual General Meeting (the 'Meeting') of Gemfields Plc (the 'Company') will be held at the Company's offices at 8th Floor, 54 Jermyn Street, London SW1Y 6LX on Tuesday, 20 December 2011 at 10:00 am (UK time) for the following purposes:

AS ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

- 1 To receive and adopt the Company's annual report and accounts for the financial year ended 30 June 2011 together with the reports of the directors and the auditors on those accounts.
- 2 To re-appoint Ian Timothy Harebottle, who retires by rotation, as a director in accordance with article 104 of the Articles of Association of the Company.
- 3 To re-appoint Clive Newall, who retires by rotation, as a director in accordance with article 104 of the Articles of Association of the Company.
- 4 To re-appoint BDO LLP as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company in accordance with article 166 of the Articles of Association of the Company.
- 5 To authorise the directors to fix the remuneration of BDO LLP as the auditors of the Company.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, of which resolutions 6 and 9 will be proposed as ordinary resolutions and resolutions 7 and 8 will be proposed as special resolutions:

- 6 That:
 - (a) in substitution for all existing unexercised authorities (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities), the directors be and are, by this resolution, generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot Relevant Securities (as defined below in this resolution) up to a maximum nominal amount of £2,162,265.89 at any time (unless previously renewed, varied or revoked by the Company in general meeting) before the earlier of: (i) the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this resolution; and (ii) the date falling 15 months after the date of the passing of this resolution; and
 - (b) the Company may, before the expiry of this authority, make any offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

In this resolution, “Relevant Securities” means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

- 7 That, subject to the passing of resolution 6 set out above, the directors be and are, by this resolution, hereby generally and unconditionally authorised, pursuant to section 570 of the Act, to allot any equity securities (within the meaning of section 560 of the Act) of the Company for cash under the authority conferred on them by resolution 6 above as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to allotments:
- (a) in connection with or pursuant to any offer of equity securities (whether by way of rights issue or otherwise) to holders of ordinary shares in the capital of the Company in the proportion (as nearly as may be practicable) to their respective holdings of such shares on such record date as may be prescribed by the directors, in all cases subject to such exclusions or other arrangements as the directors may deem necessary, appropriate or expedient in relation to fractional entitlements, record dates, or legal, regulatory or practical problems in or under the laws of any jurisdiction or the requirements of any regulatory body or stock exchange or any other matter; and
 - (b) otherwise than pursuant to the provisions of sub-paragraph (a) above, up to an aggregate nominal amount of £648,679.77

and this power (unless renewed, varied or revoked by the Company in general meeting) shall expire on whichever is the earlier of: (i) the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this resolution; and (ii) the date falling 15 months after the date of the passing of this resolution, save that the Company may before the expiry of the power conferred by this resolution make an offer or agreement 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 notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the directors of the Company to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities or grant of rights already made, offered or agreed to be made pursuant to such authorities.

- 8 THAT the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares in the capital of the Company provided that:
- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is limited to the nominal value of £324,339.88 (representing 10% of the Company's issued ordinary share capital on 23 November 2011;
 - (b) the minimum price which may be paid for an ordinary share is 1 pence;
 - (c) the maximum price, exclusive of any expense, which may be paid for an ordinary share is an amount equal to the higher of (a) 105% of the average of the middle market quotations for an ordinary share on the AIM Market of London Stock Exchange plc for the five business days immediately preceding the date on which such share is contracted to be purchased and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003; and
 - (d) the authority conferred by this resolution shall expire on the earlier of the conclusion of the Company's annual general meeting next following or the close of business on 19 December 2012, except that the Company may, before such expiry, enter into a contract or contracts for the purchase of ordinary shares which may be completed by or executed wholly or partly after the expiration of this authority.

- 9 THAT the directors be authorised to grant up to 500,000 options to two of the non-executive directors of the Company in accordance with clause 2.1(d) of The Gemfields Plc Share Option Scheme 2010 and that

accordingly options at an exercise price of 19.95p per ordinary share, such grant to be effective on 1 January 2012, be granted to the following non-executive directors of the Company:

- (a) Graham Mascall: 300,000 options bringing his total option holding to 1,300,000; and
- (b) Clive Newall: 200,000 options bringing his total option holding to 900,000.

By order of the Board
Devidas Shetty
Director

24 November 2011

Registered Office:
8th Floor
54 Jermyn Street
London SW1Y 6LX

NOTES

Entitlement to attend and vote

- 1 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 and the Company's Articles of Association, the Company specifies that only those shareholders registered on the Company's register of members at 6.00pm on 16 December 2011 (or in the event that the meeting is adjourned, on the register of members at 6.00pm on the second business day prior to the date on which any adjourned meeting is to be held) shall be entitled to attend and vote at the Meeting and that the number of votes which any such shareholder may cast, upon a poll, will be determined by reference to the number of shares registered in such shareholder's name at such time.

Appointment of proxies

- 2 If you are a member of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You should have received a proxy form with this Notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 3 A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, it will be necessary to notify the registrar in accordance with Note 8 below. Please refer to the notes to the form of proxy for further information on appointing a proxy, including how to appoint multiple proxies (as the case may be).
- 4 If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of Proxies" section. Please read the section "Nominated persons" below.
- 5 A proxy need not be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 6 A vote withheld 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 voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
- 7 The completion of a form of proxy does not preclude a member from attending the Meeting and voting in person.

Appointment of proxy using hard copy proxy form

- 8 A form of proxy is enclosed. The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - (i) completed and signed;
 - (ii) sent or delivered to the office of the Registrars of the Company at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
 - (iii) received by Capita Registrars no later than 48 hours before the time appointed for the Meeting (excluding any part of a non-working day).

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power of authority) must be included in the proxy form.

Changing proxy instructions

- 9 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Registrars. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

- 10 In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars, The Registry (Proxies Department), 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Capita Registrars no later than 48 hours before the time appointed for the Meeting (excluding any part of a non-working day). If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Appointment of proxies through CREST

- 11 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
- 12 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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The CREST Proxy Instruction, 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 Capita Registrars (ID RA10) by 10:00 am on 16 December 2011. No such REST Proxy Instruction received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the REST Proxy Instruction by the CREST Applications Host) from which our registrars are able to retrieve the REST Proxy Instruction 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.
- 13 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 14 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.

Appointment of proxy by joint members

- 15 In the case of joint members, the signature of only one of the joint members is required on the form of proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint members.

Issued shares and total voting rights

- 16 As at 5.00pm on 23 November 2011, the Company's issued share capital consists of 324,339,883 Ordinary Shares of 1p each. Each Ordinary Share carries the right to one vote at a general meeting of the Company and therefore, the total voting rights in the Company as at 5.00pm on 23 November 2011 (being the last business day prior to the publication of this Notice) are 324,339,883.

Nominated persons

- 17 If you are a person who has been nominated under section 146 of the Act to enjoy information rights ('Nominated Person'):
- (i) You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights ('Relevant Member') to be appointed or to have someone else appointed as a proxy for the Meeting.
 - (ii) If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
 - (iii) Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Questions at the Meeting

- 18 Under section 319A of the Act, the Company must answer any question you ask relating to the business being dealt with at the Meeting unless:
- (i) answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
 - (ii) the answer has already been given on a website in the form of an answer to a question; or
 - (iii) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Members' rights to require circulation of resolution to be proposed at the Meeting

- 19 Under section 338 of the Act, a member or members meeting the qualification set out at Note 22 below, may, subject to conditions, require the Company to give members notice of a resolution which may properly be moved and it is intended to be moved at that meeting.

The conditions are that:

- (i) the resolution must not, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); and
- (ii) the resolution must not be defamatory of any person, frivolous or vexatious.

The request:

- (i) may be in hard copy form;

- (ii) must identify the resolution of which notice is to be given by either setting out the resolution in full or, if supporting a resolution sent by another member, clearly identify the resolution which is being supported;
- (iii) must be authenticated by the person or persons making it; and
- (iv) must be received by the Company no later than 6 weeks before the Meeting to which the requests relate.

In the case of a request made in hard copy form, such request must be:

- (i) authenticated by providing full name and address and copy of passport and/or driver's licence;
- (ii) sent to the Company's Registrars at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
- (iii) received by the Company's Registrars no later than 48 hours before the time appointed for the Meeting.

Members' right to have a matter of business dealt with at the Meeting

20 Under section 338A of the Act, a member or members meeting the qualification criteria set out at Note 22 below, may, subject to conditions, require the Company to include in the business to be dealt with at the Meeting a matter (other than a proposed resolution) which may properly be included in the business (a matter of business).

The conditions are that:

- (i) the matter of business must not be defamatory of any person, frivolous or vexatious.

The request:

- (i) may be in hard copy form;
- (ii) must identify the matter of business by either setting it out in full or, if supporting a statement sent by another member, clearly identify the matter of business which is being supported;
- (iii) must be accompanied by a statement setting out the grounds for the request;
- (iv) must be authenticated by the person or persons making it; and
- (v) must be received by the Company no later than 6 weeks before the Meeting to which the requests relate.

Website publication of audit concerns

21 Pursuant to Chapter 5 of Part 16 of the Act (sections 527 to 531), where requested by a member or members meeting the qualification criteria set out at Note 22 below, the Company must publish on its website, a statement setting out any matter that such members propose to raise at the Meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting.

Where the Company is required to publish such a statement on its website:

- (i) it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- (ii) it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- (iii) the statement may be dealt with as part of the business of the Meeting.

The request:

- (i) may be in hard copy or in electronic form;
- (ii) either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported;
- (iii) must be authenticated by the person or persons making it; and
- (iv) must be received by the Company at least one week before the Meeting.

Members' qualification criteria

22 In order to be able to exercise the members' right to require:

- (i) circulation of a resolution to be proposed at the Meeting;
- (ii) a matter of business to be dealt with at the Meeting; or
- (iii) the Company to publish audit concerns,

the relevant request must be made by:

- (i) a member or members having the right to vote at the Meeting and holding at least 5% of the total voting rights of the Company; or
- (ii) at least 100 members having a right to vote at the Meeting and holding, on average at least £100 of paid up share capital.

Documents on display

23 The register of interests of the directors and their families in the share capital of the Company and copies of contracts of service of directors with the Company or with any of its subsidiary undertakings will be available for inspection at the registered office of the Company during normal business hours until the date of the Meeting. All such documents will also be available at the place of the Meeting for at least 15 minutes prior to and during the Meeting.

Communication

24 Except as provided above, members who have general queries about the Meeting should call the Capita shareholder helpline on 0871 664 0300 (or from outside the UK: +44 (0) 20 8639 3399). No other methods of communication will be accepted.

25 You may not use any electronic address provided either in this Notice of general meeting or any related documents (including the 2011 Annual Report and proxy form) to communicate with the Company for any purposes other than those expressly stated.

Website giving information regarding the Meeting

26 Information regarding the Meeting, including the information required by section 311A of the Act, is available from www.gemfields.co.uk.

You may not use any electronic address provided either:

- (i) in this Notice of Meeting; or
- (ii) any related documents (including the chairman's letter and proxy form),

to communicate with the Company for any purposes other than those expressly stated.

Explanatory notes to the Resolutions

Resolution 1 – Audited Accounts and Reports for the year ended 30 June 2011

The directors are required to present to the Meeting the Company's audited annual accounts and related Directors' and Auditors' Reports for the financial year ended 30 June 2011. These are contained in the 2011 Annual Report.

Resolutions 2 to 3 - Re-appointment of directors

The Articles of Association of the Company require that at every annual general meeting one-third of the other directors (who are not required to retire as mentioned above) or, if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office. At this Meeting, Ian Timothy Harebottle and Clive Newall will retire and stand for re-election as directors (Resolutions 2 and 3).

Resolutions 4 and 5 - Re-appointment of auditors and fixing of auditors' remuneration

The Company is required by article 166 of the Articles of Association to appoint auditors at each annual general meeting at which the annual report and accounts are laid before the Company to hold office until the next such meeting (Resolution 4). By Resolution 5 your directors are seeking authority to agree the remuneration of BDO LLP.

Resolution 6 – Renewal of authority to allot new shares

The Articles of Association empower directors to allot unissued shares. In accordance with section 551 of the Act such allotments must be authorised by the shareholders in a general meeting. Resolution 6 seeks renewal of the power to allot shares given at the previous annual general meeting, up to an aggregate nominal amount of £2,162,265.89 which represents 216,226,589 ordinary shares of 1p each, representing two-thirds of the Company's issued ordinary share capital as at 23 November 2011, the latest practicable date before the printing of this Notice.

The Company will consider the allotment of unissued shares to finance business opportunities and the directors will act in the best interests of the Company and shareholders generally, in taking advantage of business opportunities as they arise and to manage the Company's capital base more effectively.

The directors have no present intention of exercising this authority other than in connection with the Gemfields group's employee share scheme.

Resolution 7 – Renewal of authority for disapplication of pre-emption rights

Resolution 7, which will be proposed as a special resolution, seeks renewal of the directors' authority to allot equity securities (as defined by section 560 of the Act) of the Company for cash as if the pre-emption provisions of section 561(1) of the Act do not apply. Under Section 561(1), when new shares are allotted, they must first be offered to existing shareholders pro-rata to their holdings. This provision is designed to prevent the holdings of existing shareholders being diluted against their wishes by the allotment of new shares. Shareholders may waive this right of pre-emption. Other than in connection with a right, scrip dividend, or other similar issue, the authority contained in this resolution will be limited to the allotment of shares having an aggregate nominal value of £648,679.77, representing 64,867,977 ordinary shares (equivalent to 20 per cent of the current issued ordinary share capital of the Company) as at 23 November 2011, the latest practicable date before the printing of this Notice.

Similar resolutions have been approved by shareholders at each annual general meeting. The authorities granted under Resolutions 6 and 7 will expire at the conclusion of the next annual general meeting to be held after the passing of these Resolutions.

Resolution 8 – Purchase of Own Shares

The articles of association of the Company empower the Company to purchase its own shares. The directors consider it desirable and in the Company's interests for shareholders to grant to the Company authority to exercise this power, within certain limits. The maximum number of shares, which may be purchased under the proposed authority, will be limited to the nominal value of £324,339.88 ordinary shares representing

approximately 10% of the issued ordinary share capital of the Company on 23 November 2011. The price paid for the ordinary shares will not be less than the nominal value of 1 pence per share and will not be more than the higher of 105% of the average of the middle market quotations for an ordinary share on the AIM Market of London Stock Exchange plc for the five business days immediately preceding the date on which such share is contracted to be purchased and that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003. The directors would exercise this authority only after considering the effects on earnings per share and the benefits for shareholders generally. Any buy back would be by market purchases through the London Stock Exchange. This authority will expire (unless previously renewed or revoked by the Company in general meeting) on the earlier of 19 December 2012 or at the conclusion of the next AGM of the Company.

Resolution 9 – Grant of Options

Resolution 9, which will be proposed as an ordinary resolution, seeks to grant to the directors of the Company the authority to grant up to 500,000 options to two of the non-executive directors of the Company pursuant to clause 2.1(d) of The Gemfields Plc Share Option Scheme 2010. The options are to be at an exercise price of 19.95p per ordinary share effective as at 1 January 2012. The exercise price of 19.95p was calculated by reference to the volume-weighted average traded price per share of the same class during thirty days ending on 30 September 2011.

Under clause 2.1(d) of The Gemfields Plc Share Option Scheme 2010, no Option shall be granted to a non-executive director of the Company unless such grant has been approved by an ordinary resolution of the Company. The maximum number of options which may be granted to the non-executive directors of the Company is limited as follows:

- (i) Graham Mascal: 300,000 options bringing his total option holding to 1,300,000; and
- (ii) Clive Newall: 200,000 options bringing his total option holding to 900,000.

Under The Gemfields Plc Share Option Scheme 2010, an option gives the holder or (where the context permits) his personal representatives the right to acquire ordinary shares in the capital of the Company.

Annual General Meeting 2011 – Form of Proxy

I/We of
 (Please insert full name(s) and address(es) in block letters)

..... being member/member(s) of the above named Company, hereby appoint the Chairman of the Meeting or (see Note 1 below)

..... of as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am (UK time) on Tuesday, 20 December 2011 at 8th Floor, 54 Jermyn Street, London SW1Y 6LX and at any adjournment thereof.

Please indicate how you wish your proxy to vote by inserting “X” in the box provided. If no indication is given, your proxy will vote or abstain from voting as he/she thinks fit.

ORDINARY BUSINESS	For	Against	Withheld
1. To receive and adopt the Company’s accounts for the year ended 30 June 2011			
2. To re-elect Timothy Harebottle who retires by rotation as a director			
3. To re-elect Clive Newall who retires by rotation as a director			
4. To re-appoint BDO LLP as auditors			
5. To authorise the directors to fix the auditors’ remuneration			
SPECIAL BUSINESS	For	Against	Withheld
6. To authorise the directors to allot equity securities			
7. To disapply the statutory pre-emption provisions of the Companies Act 2006*			
8. To authorise the company to purchase its own shares*			
9. To authorise the directors to grant 500,000 options to two of the non-executive directors of the Company			

Signature(s) or
 Common seal

Date

Notes

1. A member is entitled to appoint a proxy of his own choice to exercise all or any of his rights to attend, speak and vote at the Meeting. If another proxy is preferred delete the words “the Chairman of the Meeting”, initial the alteration and insert the name of the person you wish to be appointed proxy in the space provided. A proxy need not be a member of the Company.
2. 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, in 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. All forms must be signed and should be returned together in the same envelope.
3. If the appointer is a corporation, this form must be executed under its common seal or signed under the hand of an officer duly authorised in that behalf.
4. In the case of joint members, the signature of only one of the joint members is required on the form of proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint members.
5. Any alterations made in this form of proxy should be initialled.
6. To be valid this form must be completed and lodged with the Company’s registrars (Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU) no later than 10:00am (UK time) on 16 December 2011, together with any authority under which it is signed or a notarially certified copy of such authority.
7. The ‘Vote Withheld’ option 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.
8. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
9. Completion and the return of this form does not preclude a member from subsequently attending and voting at the Meeting, or adjourned meeting, in person if a member so wishes.

* special resolution