

The Chairman of Stellar Diamonds plc invites you to attend the General Meeting of the Company to be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU on **19 April 2018** at **10:15 a.m.** (or as soon thereafter as the Court Meeting has been concluded or adjourned)

Please detach this section before posting this WHITE Form of Proxy.

## WHITE Form of Proxy - General Meeting to be held on 19 April 2018

To be effective, all proxy appointments must be lodged with Computershare Investor Services (Ireland) Limited (the "Registrars") at:  
Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandymount Industrial Estate, Dublin 18, Ireland by 10:15 a.m. on 17 April 2018

### Explanatory Notes:

1. Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the shareholder circular made available to members of the Company on or around 26 March 2018. All capitalised but undefined terms in this Form of Proxy and these Explanatory Notes shall have the meaning as set out in that shareholder circular.
2. 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 6:00 p.m. on 17 April 2018 (or, if the meeting is adjourned, at 6:00 p.m. on the date which is not later than 48 hours (excluding any part of a day that is not a working day) prior to the date set for the adjourned 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.
3. Every member of the Company has the right to appoint some other person(s) of their choice, who need not be a member of the Company, as his or her proxy to exercise all or any of his or her 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.
4. To be valid, this Form of Proxy must be returned so as to be received by the Registrars at Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandymount Industrial Estate, Dublin 18, Ireland no later than 10:15 a.m. on 17 April 2018 (or in the case of an adjourned meeting not later than 48 hours (excluding any part of a day that is not a working day) prior to the time and date set for the adjourned meeting). This WHITE Form of Proxy may not be handed to the Chairman or a representative of the Registrars at the General Meeting.
5. To appoint more than one proxy, an additional Form of Proxy may be obtained by contacting the Registrars helpline on 01 247 5693 (or, from outside Ireland, +353 (0)1 247 5693) or you may photocopy this Form of Proxy. 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 of Proxy must be signed and should be returned together in the same envelope (if possible).
6. Please indicate with an 'X' to show how you wish your vote to be cast. If you mark an 'X' in more than one box, this Form of Proxy will be invalid. 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 Form of Proxy 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). Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to any other business (including amendments to the Scheme and any procedural matters, including any resolution to adjourn) which may come before the General Meeting.
7. The 'Vote Withheld' option overleaf is provided to enable you to abstain on the Special 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' the Special Resolution.
8. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. The above is how your address appears on the register of members of the Company. If this information is incorrect please ring the Registrars helpline on 01 247 5693 (or, from outside Ireland, +353 (0)1 247 5693) to request a change of address form.
10. This Form of Proxy must be signed in order to be valid. Any alterations made to this Form of Proxy should be initialed.
11. In the case of joint holders of a share the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.
13. The completion and return of this Form of Proxy will not preclude a member from attending the meeting and voting in person.
14. If you have any questions relating to this Form of Proxy, please ring the helpline on 01 247 5693 (or, from outside Ireland, +353 (0)1 247 5693). This helpline cannot provide advice on the merits of the Special Resolution or the Scheme nor give any financial, legal or taxation advice.

**Kindly Note:** This Form of Proxy is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

#### All Named Holders

**Poll Card** To be completed if voting in person at the General Meeting.

**Special Resolution**

1. For the purposes of the Scheme:

- a. to approve the Scheme and to authorise the directors of the Company to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- b. to approve the cancellation of the admission of the ordinary shares of the Company to trading on AIM;
- c. subject to such cancellation, to re-register the Company as a private company; and
- d. to amend the articles of association of the Company.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Signature**

In the case of a corporation, this Form of Proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

**WHITE Form of Proxy**

Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

I/We hereby appoint the Chairman of the General Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the General Meeting of Stellar Diamonds plc to be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU on 19 April 2018 at 10:15 a.m. (or as soon thereafter as the Court Meeting has been concluded or adjourned) and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 5 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.

**Special Resolution**

1. For the purposes of the Scheme:

- a. to approve the Scheme and to authorise the directors of the Company to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- b. to approve the cancellation of the admission of the ordinary shares of the Company to trading on AIM;
- c. subject to such cancellation, to re-register the Company as a private company; and
- d. to amend the articles of association of the Company.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Barcode

  
  
  

SRN

I/We instruct my/our proxy as indicated on this Form of Proxy. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

**Signature**

**Date**

DD/MM/YY

In the case of a corporation, this Form of Proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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