

## **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, solicitor, accountant or other professional adviser or other independent adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your shares in Petra Diamonds Limited, please forward this document as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass this document to the person who now holds the shares.

### **Notice of Annual General Meeting**

For the year ended 30 June 2020

Notice is hereby given that the twenty third Annual General Meeting (“**AGM**”) of Petra Diamonds Limited (incorporated and registered in Bermuda under company registration number EC23123) (the “**Company**”) will be held at 9:30am GMT on 17 December 2020 at 52-53 Conduit Street London W1S 2YX, United Kingdom.

**Due to the ongoing COVID-19 pandemic and related government restrictions on public gatherings, this year's AGM will be held on a “closed” basis meaning that shareholders will not be physically admitted to the venue of the AGM. The Company will offer shareholders the option to participate in the AGM remotely via an audio webcast, as further described in the section below headed “Participation and voting at the AGM”. Shareholders' attention is also drawn to the arrangements put in place for casting votes at this year's AGM as set out in that section.**

The AGM is being held for the purpose of considering and, if thought fit, passing the following resolutions:

#### **Ordinary Resolutions**

##### **Statutory accounts**

1. That the Financial Statements of the Company for the year ended 30 June 2020, together with the Reports of the Directors and Auditors (“**2020 Annual Report**”), be received.

##### **Directors' Annual Remuneration Report**

2. That the Directors' Annual Remuneration Report for the year ended 30 June 2020, as contained in the 2020 Annual Report, be approved.

##### **Directors' Remuneration Policy**

3. That the Directors' Remuneration Policy, as contained in the 2020 Annual Report, be approved.

##### **Re-appointment of auditor**

4. That BDO LLP of 55 Baker Street, London W1U 7EU United Kingdom be re-appointed as auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting.

##### **Authorisation to set auditor's remuneration**

5. That the directors of the Company (the “**Directors**”) be authorised to fix the remuneration of the auditors.

## **Election of Directors**

6. That Mr Richard Neil Duffy, who retires in accordance with the Company's Bye-Laws, be re-elected as a Director of the Company until the next annual general meeting or until the date on which his office is otherwise vacated.
7. That Mr Jacques Breytenbach, who retires in accordance with the Company's Bye-Laws, be re-elected as a Director of the Company to hold office until the next annual general meeting or until the date on which his office is otherwise vacated.
8. That Ms Varda Shine, who retires in accordance with the Company's Bye-Laws, be re-elected as a Director of the Company to hold office until the next annual general meeting or until the date on which her office is otherwise vacated.
9. That Mr Alexander Gordon Kelso Hamilton, who retires in accordance with the Company's Bye-Laws, be re-elected as a Director of the Company to hold office until the next annual general meeting or until the date on which his office is otherwise vacated.
10. That Ms Octavia Matshidiso Matloa, who retires in accordance with the Company's Bye-Laws, be re-elected as a Director of the Company to hold office until the next annual general meeting or until the date on which her office is otherwise vacated.
11. That Mr Bernard Robert Pryor, who retires in accordance with the Company's Bye-Laws, be re-elected as a Director of the Company to hold office until the next annual general meeting or until the date on which his office is otherwise vacated.
12. That Mr Peter John Hill, who was appointed by the board of Directors (the "**Board**") in accordance with the Company's Bye-Laws on 1 January 2020, be elected as a Director of the Company to hold office until the next annual general meeting or until the date on which his office is otherwise vacated.

## **Increase to authorised share capital**

13. That the authorised capital of the Company be increased from £100,000,000 to £150,000,000 by the creation of an additional 500,000,000 ordinary shares of par value £0.10 each ranking pari passu with the existing ordinary shares of the Company.

## **Authority to allot Relevant Securities**

14. That the Directors be generally and unconditionally authorised, in accordance with Bye-Law 2.4 of the Company's Bye-Laws, to issue and allot Relevant Securities (within the meaning of that Bye-Law) up to an aggregate nominal amount of £28,847,711.40 (being 288,477,114 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 issued and 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 (as defined in the Company's Bye-Laws)**

### **Disapplication of pre-emption rights**

15. That subject to the passing of resolution 14, the Directors be granted general power to issue and 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 14 as if Bye-Law 2.5(a) of the Company's Bye-Laws did not apply to such issue and allotment, provided that this power shall be limited to:

- (a) the issue and 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 of Directors 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 issue and allotment (otherwise than in pursuance to sub-paragraph 13(a)) of Equity Securities up to an aggregate nominal value of £4,327,156.70,

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 issued and allotted after such expiry and the Directors may issue and 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.

### **Participation and voting at the AGM**

The continuing COVID-19 pandemic has led to the imposition of severe restrictions on public gatherings. Consequently, we are making changes to the way in which we conduct this year's AGM. The Company understands and respects the importance of the AGM to shareholders and the Board greatly values the opportunity to meet shareholders in person. The health and safety of our shareholders, employees and the broader community is, however, of paramount importance. In light of this, the Board has concluded that shareholders will not be permitted to attend the AGM in person this year. Therefore this year's AGM will be held on a "closed" basis, with shareholders offered the option to participate in the meeting remotely via an audio webcast provided by Lumi Global. Shareholders will be able to ask questions at the AGM via the audio webcast.

As in prior years, it is intended that voting on all resolutions at the AGM 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.

Given the logistical difficulties posed by a meeting involving remote participation, in accordance with the power given to the Chairman of the Meeting in Bye-Law 32.5 of the Company's Bye-Laws, the Chairman of the Meeting intends to direct that poll votes be counted by taking only those votes cast by the Chairman of the Meeting as proxy on behalf of shareholders who have validly submitted proxy instructions not less than 48 hours (excluding non-working days) prior to the time of the AGM. Shareholders are therefore strongly encouraged to exercise their voting rights by submitting their proxy electronically in advance of the AGM, appointing the Chairman of the Meeting as their proxy with their voting instructions, even if they intend to participate at the AGM via the audio webcast. This way, shareholders' votes can be cast at the meeting in accordance with their instructions. If a shareholder appoints someone other than the Chairman of the Meeting as their proxy, that proxy will not, due to restrictions on attendance, be able to exercise that shareholders' voting rights on their behalf and their votes will not be cast. The Chairman of the Meeting may, in his discretion, permit one or more additional proxy holders (other than the Chairman of the Meeting), shareholders or corporate representatives to vote at the meeting solely for the purposes of forming a quorum under the Company's Bye-Laws.

Please see 'Further Information' below which provides information on how to join the AGM via the audio webcast.

By order of the Board

**Peter Hill**  
**Chairman**  
17 November 2020

Registered office: Clarendon House, 2 Church Street, Hamilton HM11, Bermuda

Company registration number: EC23123

Group management office: 52-53 Conduit Street, London, W1S 2YX

These explanatory notes form part of the Notice of AGM.

## **Notes**

### **Approval of the Directors' Annual Remuneration Report**

#### ***Resolution 2***

The Company is providing shareholders with the opportunity to cast an advisory vote on the Directors' Annual Remuneration Report. You can find the full Directors' Annual Remuneration Report on pages 107 to 126 of the 2020 Annual Report. It gives details of the Directors' remuneration for the year ended 30 June 2020 ("FY 2020") and explains how the Company intends to apply the Directors' Remuneration Policy for the year ending 30 June 2021.

### **Approval of the Directors' Remuneration Policy**

#### ***Resolution 3***

The Directors' Remuneration Policy sets out the Company's approach to all elements of the Directors' remuneration and, for UK companies, is required by statute to be approved by shareholders at least every three years. As a Bermuda incorporated company, the Company is not required to seek shareholder approval; however, as the Board remains committed to the highest standards of corporate governance, the Company is submitting the Directors' Remuneration Policy, as set out on pages 107 to 126 of the 2020 Annual Report, to shareholders for approval on an advisory basis.

## **Election of Directors**

### ***Resolutions 6 to 11 (inclusive)***

In accordance with the UK Corporate Governance Code, the Company's Bye-Laws require all of the Directors to retire from office at the AGM and a retiring Director shall be eligible for re-election. Separate resolutions will be proposed at the AGM to re-elect the Directors. Biographies of the Directors (the "Biographies") are included on pages 61 to 62 of the Company's 2020 Annual Report and on the Company's website: [www.petradiamonds.com/about-us/corporate-governance/directors-company-secretary](http://www.petradiamonds.com/about-us/corporate-governance/directors-company-secretary).

## **Ratification of election of Directors**

### ***Resolution 12***

In accordance with the UK Corporate Governance Code, the Company's Bye-Laws require all of the Directors who are appointed by the Board during the year, to also be elected by the shareholders at the Company's AGM. Accordingly, it is proposed that Mr Peter Hill, who was appointed a Director on 1 January 2020, be elected as a Director. Peter Hill's biography is also included on page 61 of the Company's 2020 Annual Report and on the Company's website: [www.petradiamonds.com/about-us/corporate-governance/directors-company-secretary](http://www.petradiamonds.com/about-us/corporate-governance/directors-company-secretary).

A shareholder may request an additional hard or electronic copy of the Biographies by making a written request to Petra Diamonds Limited, 52–53 Conduit Street, London W1S 2YX, United Kingdom, or by emailing [investorrelations@petradiamonds.com](mailto:investorrelations@petradiamonds.com).

The Board has considered the individual skills, experience and attributes of each Director and considers that the composition of the Board is well balanced; it therefore recommends the re-appointment of each Director at the AGM. Following the Board and the individual Directors' externally facilitated performance evaluation during FY 2020, the Directors' performances are assessed to be effective and they continue to demonstrate commitment to their role.

The Directors believe that the election and re-election of each Director is in the best interests of the Company and unanimously recommend that the members vote in favour of each relevant resolution.

### **Increase to authorised share capital**

#### ***Resolution 13:***

As a Bermuda company, the Company is only permitted to issue and allot up to that number of ordinary shares whose aggregate nominal value is equal to or less than its total authorised capital. At present, the aggregate nominal value of the Company's issued ordinary shares is approaching the Company's authorised capital; if the authorised capital limit was reached it would prevent the Company from issuing and allotting any further shares. This resolution increases the Company's authorised capital through the creation of additional, unissued ordinary shares, the issue and allotment of which is still subject to approval of shareholders in accordance with the Company's Bye-Laws.

### **Authority to allot Relevant Securities**

#### ***Resolution 14:***

This resolution complies with guidance issued by the Pension and Lifetime Savings Association ("PLSA") and Investment Association ("IA") and will, if passed, authorise the Directors to allot Relevant Securities up to a maximum nominal amount of £28,847,711.40, which represents approximately one-third of the Company's issued share capital as at 13 November 2020, being the latest practicable date before the publication of this Notice of AGM.

As at close of business on 13 November 2020, the Company did not hold any treasury shares.

The authority granted by this resolution will expire on the date of the next annual general meeting of the Company or, if earlier, 15 months from the date on which this resolution is passed.

The Directors have no present intention to exercise this authority.

### **Disapplication of pre-emption rights**

#### ***Resolution 15:***

This resolution will, if passed, give the Directors power, pursuant to the authority granted by resolution 14, to issue and allot Equity Securities for cash:

- in relation to pre-emptive offers or rights issues and offers to holders of other Equity Securities if required by the rights of those securities or as the Directors otherwise consider necessary, up to a maximum nominal amount of £28,847,711.40, which represents approximately one-third of the Company's issued share capital as at 13 November 2020; and
- in any other case, up to a maximum nominal amount of £4,327,156.70, which represents approximately 5% of the Company's issued ordinary shares as at 13 November 2020. In compliance with the guidelines issued by the Pre-emption Group, IA and PLSA, the Directors will ensure that, other than in relation to a rights issue, no more than 7.5% of the issued ordinary shares will be issued and allotted for cash on a non-pre-emptive basis over a rolling three-year period unless shareholders have been notified and consulted in advance.

This resolution complies with relevant guidance issued by the Pre-emption Group, IA and PLSA.

The power granted by this resolution will expire on the date of the next annual general meeting or, if earlier, 15 months from the date on which this resolution is passed.

The Directors have no present intention to exercise this authority.

## **Recommendation**

The Directors consider that the resolutions set out in the Notice of AGM are in the best interests of the Company and shareholders as a whole and recommend that shareholders vote in favour of them. Each Director who holds ordinary shares in the Company intends to vote in favour of the resolutions in respect of his own holdings.

## **Further information**

### ***Ability to join the AGM and ask questions via the audio webcast - Logging in***

In order to join the AGM remotely and ask questions via the platform, shareholders, and proxies (other than the Chairman of the Meeting, and noting the restrictions on voting for proxies outlined above) will need to connect to the following site <https://web.lumiagm.com>. Lumi is available as a mobile web client, compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer V10 and lower are not supported), Edge and Safari, and can be accessed using any web browser on a computer, tablet or smartphone device.

Once you have accessed <https://web.lumiagm.com> from your web browser on a computer, tablet or smartphone device, you will be asked to enter the Lumi Meeting ID which is **171-584-637**. You will then be prompted to enter your unique 'Login Code' and 'PIN'. Your Login Code is your 11 digit Investor Code ("IVC"), including any leading zeros. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

Your IVC can be found on your share certificate, or Signal Shares users ([www.signalshares.com](http://www.signalshares.com)) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link Group, our Registrar, by calling +44 (0)371 277 1020\*.

\*Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

Access to the AGM will be available from 30 minutes before the meeting start time. During the AGM, you must ensure you are connected to the internet at all times in order to listen to the Chairman of the Meeting and ask questions at the AGM. Therefore, it is your responsibility to ensure connectivity for the duration of the AGM. A user guide to the App and Website is available on our website at: <https://www.petradiamonds.com/investors/shareholders/meetings/>.

If you wish to appoint a proxy (other than the Chairman of the Meeting) to attend the virtual meeting on your behalf then please pass on your respective IVC to allow them to dial into the event and the instructions contained within this document on how to access the Virtual Meeting Platform. Please note that only one of the shareholders or their proxy will be allowed to utilise the unique IVC number and pin number to access the virtual meetings. If you wish to appoint more than one proxy please contact Link Group on the number above. Please further note the restrictions on proxy voting outlined above.

### ***Entitlement to attend and proxy appointments***

It is intended that voting on all resolutions at the AGM 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.

**Due to the ongoing COVID-19 pandemic and related government restrictions on public gatherings and in accordance with the power given to the Chairman of the Meeting in Bye-Law 32.5 of the Company's Bye-Laws, the Chairman of the Meeting intends to direct that all votes at this AGM be submitted by proxy to facilitate orderly voting at the AGM.**

In order to reduce costs and minimise the Company's environmental impact, the Company would encourage members to cast their proxy vote electronically by registering using their unique IVC via the shareholder portal at [www.signalshares.com](http://www.signalshares.com) or, for CREST holders, via the CREST Network.

A member entitled to attend and vote at the above meeting should appoint the Chairman of the Meeting as their proxy online by following the instructions at the online shareholder portal at [www.signalshares.com](http://www.signalshares.com), so as to have been received by the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal Shares portal, you can manage your shareholding, including to:

- cast your vote;
- change your dividend payment instruction;
- update your address; and
- select your communication preference.

Only those members entered on the register of members of the Company at close of business (UK time) on 15 December 2020 shall be entitled to attend and vote at the AGM 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 15 December 2020 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 the Chairman of the Meeting as their proxy through the CREST electronic proxy appointment service may do so for the AGM 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**") 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 AGM 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 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 Group to vote in respect of the holder's interest.

If you need help with voting online, or require a paper proxy, please contact our Registrar, Link Asset Services by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk), or by calling Link on +44 (0)371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom

will be charged at the applicable international rate. Link is open between 9:00 a.m. to 5:30 p.m. Monday to Friday excluding public holidays in England and Wales. Submission of a proxy vote shall not preclude a member from attending the AGM in respect of which the proxy is appointed or at any adjournment thereof.

***Issued shares and total voting rights***

The total issued share capital of the Company as at 13 November 2020 (being the latest practicable day before the date of this document) is 872,431,343 ordinary shares, none of which are held in treasury. Therefore the total number of voting rights in the Company as at 13 November 2020 is 872,431,343.

**Directors' Interests and documents for inspection**

Copies of the service contracts of the Executive Directors of the Company; and copies of the letters of appointment of the Non-Executive Directors of the Company can be obtained by emailing [investorrelations@petradiamonds.com](mailto:investorrelations@petradiamonds.com). The 2020 Annual Report is available on our website at: <https://www.petradiamonds.com/investors/shareholders/meetings/>.