

The Chairman of Centamin plc invites you to attend the Annual General Meeting of the Company to be held at **The Royal Yacht, Weighbridge, St Helier, Jersey, Channel Islands, JE2 3NF** on **8 April 2019 at 10.00 am (UK time)**.

Shareholder Reference Number

Please detach this portion before posting this proxy form.

### Form of Proxy - Annual General Meeting to be held on 8 April 2019



Cast your Proxy online...It's fast, easy and secure!

[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 915675

SRN:

PIN:



View the Annual Report online: <http://www.centamin.com/investors/reports/2018>

Register at [www.investorcentre.co.uk/je](http://www.investorcentre.co.uk/je) - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
c/o, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 4 April 2019 at 10.00 am (UK time).

#### Explanatory Notes:

- This proxy form is furnished in connection with the solicitation, by or on behalf of the management of the Centamin plc, number 109180 (the "Company"), of proxies to be used at the Meeting or at any adjournment thereof.
- Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, you should follow the procedure set out in these explanatory notes. Please insert the name of your chosen proxy holder in the space provided (see reverse). If you sign and return this proxy form with no name inserted in the space provided (see reverse), the Chairman of the meeting will be deemed to be your proxy. On any poll that may be called for, the Ordinary Shares represented by a properly executed proxy given in favour of the person(s) designated by management of the Company herein will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot, and if the shareholder specifies a choice with respect to any matter to be acted upon, the Ordinary Shares will be voted accordingly. **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 proxy form 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).**
- Every shareholder is entitled to appoint more than one proxy provided that each proxy is appointed to exercise rights attached to a different share or shares held by the shareholder. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44 (0)370 707 4040 or you may photocopy this form. 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 must be signed and dated and should be returned together in the same envelope.
- If you wish your proxy to cast all of your votes for or against a resolution you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. The 'Vote Withheld' option overleaf 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. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the Meeting.
- This proxy form must be signed by the shareholder or his/her attorney. Where the shareholder is a corporation, the proxy form must be executed under its common seal or signed by a duly authorised representative of the corporation, stating their capacity (e.g. director, secretary). In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding. To be valid, this proxy form (together with any power of attorney or other authority under which it is signed or a certified copy of such power or authority) must be sent or delivered to the Registrars, no later than 10.00 am (UK time) on 4 April 2019.
- Pursuant to Regulation 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, 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 10.00 am on 4 April 2019. 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.
- 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 10.00 am (UK time) on 4 April 2019 or any adjournment thereof. 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 Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +44 (0)370 707 4040 to request a change of address form or go to [www.investorcentre.co.uk/je](http://www.investorcentre.co.uk/je) to use the online Investor Centre service.
- Any alterations made to this form should be initialled by the signatory.
- You may deposit your instruction by email sending the completed form to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk) or by faxing to +44 (0) 370 703 6322 or (in the case of Canadian shareholders) to 1-866-249-7775 or online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) using your unique Control Number and PIN set out in the enclosed proxy form.
- The completion and return of this form will not preclude a shareholder from attending the meeting and voting in person.

**Kindly Note:** This form 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 (Jersey) Limited accept no liability for any instruction that does not comply with these conditions.

#### All Named Holders

# Poll Card

To be completed **only** at the AGM if a Poll is called.

Ordinary Resolutions	For	Against	Vote Withheld
1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2018 together with the strategic and governance reports and the auditor's report on those accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend of 3 US cents (US\$0.03) per ordinary share as recommended by the Directors in respect of the financial year ended 31 December 2018, to holders of ordinary shares on the register of members on the Record Date of 23 April 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1 To receive and approve the Directors' remuneration report (other than the Directors' remuneration policy) for the financial year ended 31 December 2018 as detailed in the annual report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2 To receive and approve the Directors' remuneration policy contained in the Directors' remuneration report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.3 To approve certain amendments to the rules of the Performance Share Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That pursuant to Article 39 of the articles of association (the "Articles") of the Company, the maximum aggregate amount of fees that the Company is authorised to pay the Directors for their services as Directors be increased to £950,000 with immediate effect.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1 To re-elect Josef El-Raghy, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2 To re-elect Andrew Pardey, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3 To re-elect Ross Jerrard, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.4 To re-elect Edward Haslam, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
5.5 To re-elect Alison Baker, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers herself for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.6 To elect Dr Ibrahim Fawzy, who retires in accordance with Article 29 of the Company's Articles and, being eligible, offers himself for election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.7 To re-elect Mark Arnesen, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.8 To re-elect Mark Bankes, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1 To appoint PricewaterhouseCoopers LLP as the Company's auditor to hold office for the conclusion of this meeting until the conclusion of the next annual general meeting at which the accounts are laid before the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2 To authorise the Directors to agree the remuneration of the auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Allotment of Relevant Securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>			
8.1 Disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.2 That, subject to the passing of Resolution 7 above, the Directors be generally empowered in addition to 8.1, to allot equity securities (as such term is defined in the Company's Articles) pursuant to the authority conferred by Resolution 7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Market purchases of Ordinary Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

# 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 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 Annual General Meeting of Centamin plc to be held at **The Royal Yacht, Weighbridge, St Helier, Jersey, Channel Islands, JE2 3NF** on **8 April 2019 at 10.00 am (UK time)**, and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (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.



Ordinary Resolutions	For	Against	Vote Withheld
1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2018 together with the strategic and governance reports and the auditor's report on those accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend of 3 US cents (US\$0.03) per ordinary share as recommended by the Directors in respect of the financial year ended 31 December 2018, to holders of ordinary shares on the register of members on the Record Date of 23 April 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1 To receive and approve the Directors' remuneration report (other than the Directors' remuneration policy) for the financial year ended 31 December 2018 as detailed in the annual report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2 To receive and approve the Directors' remuneration policy contained in the Directors' remuneration report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.3 To approve certain amendments to the rules of the Performance Share Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That pursuant to Article 39 of the articles of association (the "Articles") of the Company, the maximum aggregate amount of fees that the Company is authorised to pay the Directors for their services as Directors be increased to £950,000 with immediate effect.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1 To re-elect Josef El-Raghy, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2 To re-elect Andrew Pardey, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3 To re-elect Ross Jerrard, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.4 To re-elect Edward Haslam, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
5.5 To re-elect Alison Baker, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers herself for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.6 To elect Dr Ibrahim Fawzy, who retires in accordance with Article 29 of the Company's Articles and, being eligible, offers himself for election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.7 To re-elect Mark Arnesen, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.8 To re-elect Mark Bankes, who retires in accordance with Article 33 of the Company's Articles and, being eligible, offers himself for re-election as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1 To appoint PricewaterhouseCoopers LLP as the Company's auditor to hold office for the conclusion of this meeting until the conclusion of the next annual general meeting at which the accounts are laid before the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2 To authorise the Directors to agree the remuneration of the auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Allotment of Relevant Securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>			
8.1 Disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.2 That, subject to the passing of Resolution 7 above, the Directors be generally empowered in addition to 8.1, to allot equity securities (as such term is defined in the Company's Articles) pursuant to the authority conferred by Resolution 7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Market purchases of Ordinary Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. 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 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).