

# Notice of Annual General Meeting

For the Annual General Meeting to be held on

TIME: 11.00 AM GMT

DATE: Wednesday 29<sup>th</sup> November 2017

PLACE: Shakespeare Martineau LLP, 6<sup>th</sup> Floor, 60 Gracechurch Street, London EC3V 0HR

If you are unable to attend the Annual General Meeting, please complete the form of proxy (or if you are a CDI holder, the CDI Voting Instruction Form) and return it in accordance with the set of instructions set out on that form.

For Intermediary Online Subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

This Notice of Annual General Meeting should be read in its entirety. If you are in doubt about the contents of this document or about the action you should take you should consult immediately your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your ordinary shares in Universal Coal plc (the "Company"), please send this document, together with the accompanying form of proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary, Ben Harber, on +44 (0) 20 7264 4366. For CDI enquiries please contact Emma Lawler on +61 2 8280 7355.



**universal  
coal plc**

REGISTERED IN ENGLAND – NO. 4482856  
ARBN 143 750 038

Mr John Hopkins OAM (Non Executive Chairman)  
Mr Anton Weber (Director, Chief Executive Officer)  
Mr Shammy Luvhengo (Executive Director)  
Mr Hendrik Bonsma (Non Executive Director)  
Mr Carlo Baravalle (Non Executive Director)  
Mr David Twist (Non Executive Director)  
Ms Nonkululeko Nyembezi (Non Executive Director)  
Mr Andries Engelbrecht (Non Executive Director)

60 Gracechurch Street  
London  
EC3V 0HR  
United Kingdom

31 October 2017

Dear Shareholder,

Your Directors have called the Annual General Meeting of Shareholders for Wednesday 29<sup>th</sup> November 2017 relating to Universal Coal Plc (**Company**).

Please find within this information package all of the documentation relating to the Notice of Meeting, including details of the various resolutions requiring your vote, as well as voting information. Your vote is important and I strongly encourage you to take the time to participate in this meeting.

In summary, the resolutions being put to Shareholders at this meeting are:

**Resolution 1:** Is a customary resolution in respect of shareholders receiving the financial statements and report for the year ended 30 June 2017.

**Resolution 2:** Re-election of Anton Weber as a Director of the Company.

**Resolution 3:** Re-election of Hendrik Bonsma as a Director of the Company.

**Resolution 4:** Re-election of Nonkululeko Nyembezi as a Director of the Company.

**Resolution 5:** Re-election of Andries Engelbrecht as a Director of the Company.

**Resolution 6:** Reappointment of the Company's auditors, BDO LLP.

**Resolution 7:** To declare a final dividend for the year ended 30 June 2017.

The Board's view is that **Resolutions 1 to 7** are quite customary and on this basis, **the Board recommends that shareholders vote in favour of these resolutions.**

Details relating to all the resolutions are set out in the enclosed documents. Shareholders should read these documents carefully and in their entirety in deciding how to vote on the resolutions.

Yours faithfully



MR JOHN HOPKINS OAM  
Non Executive Chairman

# Contents Page

---

Notice of Annual General Meeting (setting out the proposed Resolutions)	3
Explanatory Statement (explaining the proposed Resolutions)	6

## Time and Place of Meeting and How to Vote

### Venue

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00 am (GMT) on Wednesday 29<sup>th</sup> November 2017 at:

The offices of Shakespeare Martineau LLP, 6<sup>th</sup> Floor, 60 Gracechurch Street, London EC3V 0HR

### Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Shareholders are requested to complete and return the enclosed form of proxy to the Company at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 11.00 am (GMT) on 27<sup>th</sup> November 2017, whether or not they propose to be present at the Annual General Meeting.

For Intermediary Online Subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

The completion and return of a Proxy Form will not prevent you from attending the Annual General Meeting and voting in person should you subsequently wish to do so.

### Voting by CDI Holders

Holders of CHESS Depositary Interests (**CDI**) are invited to attend but are not entitled to vote personally at the Annual General Meeting. Chess Depositary Nominees Pty Ltd (**CDN**) holds legal title in the Company's shares for and on behalf of CDI holders. As the holders of beneficial interest in the Company's shares that are held by CDN, CDI holders should direct CDN on how to vote with respect to the Resolutions described in the Notice of Meeting. CDN must exercise its rights to vote by proxy at the Annual General Meeting in accordance with the directions of CDI holders. CDI Holders should complete and return the enclosed CDI Voting Instruction Form by 5pm (WST) on 24<sup>th</sup> November 2017 and in accordance with the instructions set out on the CDI Voting Instruction Form.

### Voting in Person

To vote in person a Shareholder should attend the Annual General Meeting on the date, time and at the place set out above.

### Voting by Proxy

To vote by proxy a Shareholder should please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

# Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders will be held at 11.00 am (GMT) on 29<sup>th</sup> November 2017 at the offices of Shakespeare Martineau LLP, 6<sup>th</sup> Floor, 60 Gracechurch Street, London EC3V 0HR.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Resolutions 1 to 7 will be proposed as Ordinary Resolutions.

## Agenda

### Ordinary Business

#### 1. Resolution 1 – Receipt of Financial Statements and Reports

To receive and consider the annual financial statements of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report and the auditor's report.

#### 2. Resolution 2 – Re-Election of Director – Anton Weber

To consider and, if thought fit, to pass, with or without amendment (to the extent permitted under English law), the following Resolution as an ordinary resolution:

"That, for the purpose of Article 25.2 of the Articles of Association and for all other purposes, Anton Weber, a Director, retires by rotation, and being eligible, is re-elected as a Director of the Company."

**The Board, with Anton Weber abstaining, recommends that shareholders vote in favour of this resolution.**

#### 3. Resolution 3 – Re-Election of Director – Hendrik Bonsma

To consider and, if thought fit, to pass, with or without amendment (to the extent permitted under English law), the following Resolution as an ordinary resolution:

"That, for the purpose of Article 25.2 of the Articles of Association and for all other purposes, Hendrik Bonsma, a Director, retires by rotation, and being eligible, is re-elected as a Director of the Company."

**The Board, with Hendrik Bonsma abstaining, recommends that shareholders vote in favour of this resolution.**

#### 4. Resolution 4 – Re-Election of Director – Nonkululeko Nyembezi

To consider and, if thought fit, to pass, with or without amendment (to the extent permitted under English law), the following Resolution as an ordinary resolution:

"That, for the purpose of Article 25.2 of the Articles of Association and for all other purposes, Nonkululeko Nyembezi, a Director, retires by rotation, and being eligible, is re-elected as a Director of the Company."

**The Board, with Nonkululeko Nyembezi abstaining, recommends that shareholders vote in favour of this resolution.**

## 5. Resolution 5 – Re-Election of Director – Andries Engelbrecht

To consider and, if thought fit, to pass, with or without amendment (to the extent permitted under English law), the following Resolution as an ordinary resolution:

“That, for the purpose of Article 25.2 of the Articles of Association and for all other purposes, Andries Engelbrecht, a Director, retires by rotation, and being eligible, is re-elected as a Director of the Company.”

**The Board, with Andries Engelbrecht abstaining, recommends that shareholders vote in favour of this resolution.**

## 6. Resolution 6 – Re-Appointment of the Auditors

To consider and, if thought fit, to pass, with or without amendment (to the extent permitted under English law), the following Resolution as an ordinary resolution:

“That BDO LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be determined by the Directors.”

## 7. Resolution 7 – Final Dividend

To consider and, if thought fit, to pass, with or without amendment (to the extent permitted under English law), the following Resolution as an ordinary resolution:

To declare a final dividend for the year ended 30 June 2017 of AS\$0.01 (one cent) per share payable on 5 December 2017 to shareholders on the register of members at the close of business on 3 October 2017.

**The Board recommends that shareholders vote in favour of this resolution.**

DATED 31 October 2017

By Order of the Board



BEN HARBER

Company Secretary

60 Gracechurch Street, London EC3V 0HR

## Notes

Shareholders are advised that:

- a. As a Shareholder of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting of the Company. A proxy need not be a member of the Company.
- b. In the case of joint holders, the vote of the person first named in the register of members tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
- c. In the case of a corporation, the form of proxy must be expressed to be executed by the corporation and must be executed under its common seal, or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
- d. To be valid, the form of proxy and any power of attorney or other authority under which it is signed or a Notarial certified copy of such power or authority must be deposited with the Company at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 11.00 am (GMT) on 27<sup>th</sup> November 2017.
- e. The completion and return of a form of proxy will not affect the right of a member to attend, speak and vote in person at the annual general meeting convened by this notice.
- f. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
- g. To direct your proxy how to vote on the Resolutions mark the appropriate box on the Proxy Form with an "X". To abstain from voting on a Resolution, select the relevant "withheld" box. 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.
- h. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjournment thereof. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- i. 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.

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11.00 am (GMT) on 29<sup>th</sup> November 2017 at the offices of Shakespeare Martineau LLP, 6<sup>th</sup> Floor, 60 Gracechurch Street, London EC3V 0HR.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be important to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

## 1. Resolutions 2 and 5 – Re-Election of Directors – Anton Weber, Hendrik Bonsma, Nonkululeko Nyembezi and Andries Engelbrecht

Article 25.2 of the Company's Articles of Association requires that one-third of the directors of the Company who have held office since the last Annual General Meeting, must retire by rotation and, if they are eligible, may offer themselves for re-election. In addition ASX Listing Rules 14.4 states that a director must not hold office without re-election past the third AGM following the director's appointment or 3 years, whichever is longer. All four directors were last re-elected in 2014 and therefore must all stand for re-election at this years meeting.

**Anton Weber** was appointed to the Board on 1<sup>st</sup> December 2009 and was last re-elected in 2014.

Tony Weber is a co-founder of Universal Coal and a mining engineer with over 15 years' experience in project assessment, finance, development and operations. Tony was previously an executive director of Nkwe Platinum, an Australian listed Platinum developer. Prior to joining Nkwe Platinum in 2003, he worked for Anglo Platinum as Operations Manager at the 40-60 million tonne per annum Potgietersrus Platinum Mine and at the Gamsberg Feasibility Study for Anglo American Operations.

Previously, Tony worked at the New Clydesdale Colliery and the Greenside Colliery for GFSA and for a brief period at the Prosper Hanniel Colliery in Germany.

He has significant skills and experience in coordinating project feasibility studies and hands-on operational experience in the coal extraction industry.

**Hendrik Bonsma** was appointed on 1<sup>st</sup> December 2009 and was last re-elected in 2014.

Henri Bonsma is a qualified lawyer and successful businessman with interests throughout South Africa. Henri has been actively investing in the South African mining industry for over a decade. He is a co-founder of Universal Coal and has been involved in the establishment of various other junior Chrome, Platinum, and Iron Ore companies and promoted several listings on the JSE, AIM and ASX.

**Nonkululeko Nyembezi** was appointed on 16<sup>th</sup> October 2014 and was re-elected at the AGM held later that year.

Nonkululeko Nyembezi-Heita is the Chief Executive Officer of Ichor Coal N.V., an international mineral resources company focusing on coal mining in South Africa.

Nonkululeko was previously Chief Executive Officer of ArcelorMittal South Africa, the largest steel producer on the African continent and subsidiary of the ArcelorMittal Group, which in turn is the largest steel producer in the world.

She has a B.Sc. Honours degree in electrical engineering from the University of Manchester Institute of Science & Technology and a masters degree in the same discipline from California Institute of Technology. She also has an MBA from the Open University (UK).

Nonkululeko has served as an independent non-executive director on numerous boards in both the public and private sectors. She currently serves as non-executive chairman of the Johannesburg Stock Exchange and non-executive member of the board of Old Mutual plc.

**Andries Engelbrecht** was appointed on 16<sup>th</sup> October 2014 and was re-elected at the AGM held later that year.

Andries Engelbrecht is currently the Chief Operating Officer of Ichor Coal N.V. Andries has 22 years of experience in the mining industry and prior to joining IchorCoal he was the Chief Operating Officer of Riversdale Mining Limited, responsible for all Africa based operations and projects. Before that he held the roles of General Manager and Engineering Manager. He has also held positions at Ingwe Coal Corporation, currently South 32, and Richards Bay Coal Terminal.

## 2. Resolution 7 – Final Dividend

In accordance with the Company's articles of association the directors are entitled to declare a dividend and this resolution proposes that this dividend be in the sum of AS\$0.01 (one cent) per share payable to all shareholders who appear in the register of members on 3 October 2017. The dividend, if approved by shareholders, will be paid on 5 December 2017.

The Board has proposed a final dividend for the FY2017 year of A\$0.01 and is relevant to the total amount 522,471,758 shares currently on issue. The Company has also allowed for the dividend to be published in GBP to accommodate the CDI holders on the UK registry. The dividend has been translated as at the Record date – 3 October 2017 and will be published as GBP 0.00592 per share, although paid in AUD.

The Company had duly considered the Companies Articles of Association, the Companies Act 2006 and any applicable ASX listing regulations in the declaration of this dividend

According to the Articles of the company the dividend needs to be approved/declared by the shareholders at the AGM.



The Following dates apply to the proposed dividend:

Declaration date – 26 September 2017

Record Date – 3 October 2017

AGM approval date – 29 November 2017

Payment date – 5 December 2017

Other information to facilitate the regulatory compliance of the dividend included below:

Tax Component – the dividend will be subject to the UK taxation laws and therefore no withholdings tax will be applicable to this dividend. The full amount of dividend declared is the amount that is paid to the taxpayer (both UK and AUS registers). UNV is not required to deduct any taxes. Shareholders will be taxed according to the tax legislation in their country of residence.

Franking - the UK does not apply a franking system and therefore this is not applicable to the proposed dividend.

Conduit foreign income - UK does not have conduit foreign income rules and therefore not applicable.

The Company has selected the payment frequency of twice a year for any outstanding dividends

Management justification and rationale for dividend according to the dividend policy:

- The Company has a sufficient distributable reserve available to allow for this distribution.
- The Company also ensures that the Net assets of the company (that is, the total excess of assets over liabilities) is not less than the total of its share capital and non-distributable reserve at the date of declaration. The Company will ensure that the Net assets of the company still exceeds the share capital and non-distributable reserves post the payment of this dividend.
- The Company has also ensured that the Company will have sufficient cash resources to settle the dividend and still be able to adhere to all working capital requirements of the company's operations and head office overheads.

#### Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this Resolutions.

#### Enquiries:

Shareholders are requested to contact Ben Harber on 020 7264 4366 if they have any queries in respect of the matters set out in these documents. CDI holders should contact Emma Lawler on +61 (02)8280 7355.



**universal**  
coal plc

ARBN 143 750 038

UNV

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

### Lodge your vote:



#### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## CDI Voting Instruction Form

XX

For your vote to be effective it must be received by 5:00pm (WST) Friday, 24 November 2017

### How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 24 November 2017 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**



**Review your securityholding**



**Update your securityholding**

**Your secure access information is:**

**SRN/HIN: I9999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## CDI Voting Instruction Form

Please mark ☒ to indicate your directions

### STEP 1 CHESS Depositary Nominees Pty Ltd will vote as directed

XX

#### Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Universal Coal plc hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Universal Coal plc to be held at the offices of Shakespeare Martineau LLP, 6<sup>th</sup> Floor, 60 Gracechurch Street, London EC3V 0HR on Wednesday, 29 November 2017 at 11.00am (GMT) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

### STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESS Depositary Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Receipt of Financial Statements and Reports for the year ended 30 June 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Anton Weber as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Hendrik Bonsma as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Nonkululeko Nyembezi as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Andries Engelbrecht as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Reappointment of the Company's auditors, BDO LLP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	To declare a final dividend for the year ended 30 June 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date    /    /

UNV

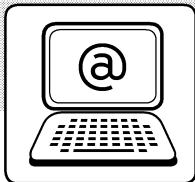
2 3 1 6 7 6 A

Computershare +

MR A SAMPLE  
< DESIGNATION>  
SAMPLE STREET  
SAMPLE TOWN  
SAMPLE CITY  
SAMPLE COUNTY  
AA11 1AA

**CANCELLED**

## Form of Proxy - Annual General Meeting to be held on 29 November 2017



**View the Annual Report and Notice of Meeting online: [www.universalcoal.com](http://www.universalcoal.com)**

Read, print and download your annual report electronically.

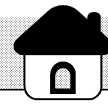
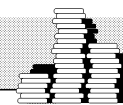
**visit: [www.investorcentre.co.uk](http://www.investorcentre.co.uk)**

Register today and manage your shareholding online!

Manage future  
payments

Change your  
address

View your  
Shareholding



**To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 27 November 2017 at 11.00 am.**

### Explanatory Notes:

- Every holder 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, 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. 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).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0371 495 0103 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 should be returned together in the same envelope.
- 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.
- 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 close of business on the day which is two days before the day of the 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.
- 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 11.00 am on Monday 27 November 2017. 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.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0371 495 0103 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member 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 PLC accept no liability for any instructions that does not comply with these conditions.

#### All Named Holders

MR A SAMPLE  
< Designation>  
Additional Holder 1  
Additional Holder 2  
Additional Holder 3  
Additional Holder 4



# 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).

	*
--	---



C0000000000

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 Universal Coal plc to be held at **the offices of Shakespeare Martineau LLP, 6th Floor, 60 Gracechurch Street, London EC3V 0HR** on **29 November 2017 at 11.00 am**, 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.



The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business

**CANCELLED**

## Ordinary Business

1. Receipt of Financial Statements and Reports for the year ended 30 June 2017

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

2. Re-election of Anton Weber as a Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3. Re-election of Hendrik Bonsma as a Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4. Re-election of Nonkululeko Nyembezi as a Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5. Re-election of Andries Engelbrecht as a Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6. Reappointment of the Company's auditors, BDO LLP

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

7. To declare a final dividend for the year ended 30 June 2017

<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

**CANCELLED**

CC / 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).



H 7 2 9

1 2

UNV

