



27 November 2014

The Manager Companies  
ASX Limited  
20 Bridge Street  
Sydney, NSW, 2000

Dear Madam

### ANNUAL GENERAL MEETING RESULTS

I advise that resolutions 6, 8, 9, 10 and 12 as set out in the attached Notice of Meeting were withdrawn at the Meeting. The remaining resolutions put to shareholders at today's Annual General Meeting of Members were passed unanimously on a show of hands.

I advise that votes cast by proxy on the tabled resolutions were as follows:

|               | <b>For</b>    | <b>Open and<br/>Undeclared</b> | <b>Against</b> | <b>Abstain</b> |
|---------------|---------------|--------------------------------|----------------|----------------|
| Resolution 1  | 2,250,673,201 | 501,770,709                    | 16,973,616     | 72,829,030     |
| Resolution 2  | 2,326,585,449 | 501,457,646                    | 13,561,748     | 1,734,971      |
| Resolution 3  | 2,290,331,812 | 501,461,703                    | 49,709,106     | 1,837,193      |
| Resolution 4  | 2,328,497,694 | 502,134,646                    | 10,870,281     | 1,837,193      |
| Resolution 5  | 2,332,184,503 | 501,507,646                    | 7,746,028      | 1,901,637      |
| Resolution 7  | 2,322,371,584 | 501,099,590                    | 17,504,387     | 581,516        |
| Resolution 11 | 2,247,878,468 | 505,733,352                    | 17,443,658     | 72,299,336     |

Yours faithfully

Lee J. O'Dwyer  
Company Secretary

# Notice of Annual General Meeting

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Notice is hereby given that the Annual General Meeting of the Shareholders of Cockatoo Coal Limited ACN 112 682 158 will be held at Minter Ellison, Level 22 Waterfront Place, 1 Eagle Street, Brisbane at 10:00 am (Brisbane Time) on 27 November 2014 for the purpose of considering and if thought fit passing the following proposed resolutions as ordinary resolutions and one special resolution.

The Explanatory Statement which accompanies and which forms part of this Notice of Meeting should be considered by Shareholders prior to voting on the business to be considered at the Annual General Meeting.

Terms used in this Notice of Annual General Meeting will, unless the context otherwise requires, have the meaning given to them in the Glossary in the Explanatory Statement.

## **Ordinary Business**

### **Annual Report**

"To receive and consider the Annual Report, Financial Statements and the reports of the Directors and the Auditor for the year ended 30 June 2014."

To consider and, if thought fit, pass the following ordinary resolutions, with or without amendment:

### **Resolution 1 – Adoption of the Remuneration Report**

"To adopt the Remuneration Report (which is contained in the Directors' report) for the year ended 30 June 2014."

*Note: this resolution is advisory only and does not bind the Directors or the Company.*

### **Recommendation**

*The Directors recommend that you vote in favour of this advisory resolution.*

A vote on this resolution must not be cast (except as proxy, in certain circumstances explained below) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report;
- (b) a closely related party of such a member.

However, a vote may be cast on the resolution as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the company or, if the company is part of a consolidated entity, for the entity.

## **Resolution 2 – Re-election of a Director**

"That Peter Richards, who having been appointed as a Director during the year, is ceasing to hold office in accordance with Article 56 of the Company's constitution and, being eligible for re-election, is re-elected as a Director."

### ***Recommendation***

*With Peter Richards abstaining, the Directors recommend that you vote in favour of this resolution.*

## **Resolution 3 – Re-election of a Director**

"That Rodney Ruston, who having been appointed as a Director during the year, is ceasing to hold office in accordance with Article 56 of the Company's constitution and, being eligible for re-election, is re-elected as a Director."

### ***Recommendation***

*With Rodney Ruston abstaining, the Directors recommend that you vote in favour of this resolution.*

## **Resolution 4 – Re-election of a Director**

"That Hyeondong (Henry) Cho, who having been appointed as a Director during the year, is ceasing to hold office in accordance with Article 56 of the Company's constitution and, being eligible for re-election, is re-elected as a Director."

### ***Recommendation***

*With Henry Cho abstaining, the Directors recommend that you vote in favour of this resolution.*

## **Resolution 5 – Re-election of a Director**

"That Tim Gazzard, who having been appointed as a Director during the year, is ceasing to hold office in accordance with Article 56 of the Company's constitution and, being eligible for re-election, is re-elected as a Director."

### ***Recommendation***

*With Tim Gazzard abstaining, the Directors recommend that you vote in favour of this resolution.*

## **Resolution 6 – Approval of an increase in Directors' fees**

"That, for the purposes of Listing Rule 10.17, clause 61.1 of the Company's Constitution and all other relevant purposes, the Company approves an increase of \$250,000 in the total amount of Directors' fees payable, to a total amount of \$500,000."

The Company will disregard any votes cast on this resolution by:

- any Directors; and
- their respective Associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### **Resolution 7 – Approval of prior issues of Shares**

"That, for the for the purposes of Listing Rule 7.4 and all other relevant purposes, the Shareholders approve the issue of 9,517,590 fully paid ordinary shares in the capital of the Company issued to employees of the Company, on the terms described in this Notice of General Meeting and in the accompanying Explanatory Statement."

The Company will disregard any votes cast on Resolution 7 by:

- any employee to whom the relevant Shares were issued; and
- any of their respective Associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### ***Recommendation***

*The Directors recommend that you vote in favour of this resolution.*

### **Resolution 8 – Approval of Performance Rights Plan**

"That, for the for the purposes of Listing Rule 7.1, exception 9 to Listing Rule 7.2 and all other relevant purposes, the Shareholders approve the grant of Performance Rights under the Performance Rights Plan, and the issue of Shares on the exercise of Performance Rights, the terms and conditions of which are summarised in this Notice of Annual General Meeting and in the accompanying Explanatory Statement."

#### ***Recommendation***

*With Andrew Lawson abstaining, the Directors recommend that you vote in favour of this resolution.*

The Company will disregard any votes cast on Resolution 8 by:

- any of the Directors of the Company (except those Directors who are ineligible to participate in any employee incentive scheme in relation to the Company); and
- any of their respective Associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### **Resolution 9 – Approval of grant of Performance Rights to Directors**

"That, subject to Resolution 8 being passed, for the purposes of Listing Rule 10.14 and all other relevant purposes, the Shareholders approve the grant of Performance Rights with a value of \$296,296 to Andrew Lawson, the Managing Director of the Company and the issue of Shares on the exercise of Performance Rights, on the terms and conditions set out in this Notice of General Meeting and in the accompanying Explanatory Statement."

The Company will disregard any votes cast on Resolution 9 by Andrew Lawson, and any of his Associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

***Recommendation***

*With Andrew Lawson abstaining, the Directors recommend that you vote in favour of this resolution.*

**Resolution 10 – Approval of Termination Benefits**

"That, for the purposes of sections 200B and 200E of the Corporations Act 2001 and all other relevant purposes, the Shareholders approve the giving of all benefits to current or future Key Management Personnel of the Company and persons who currently or in the future hold a managerial or executive office in the Company or a related body corporate, in connection with the person ceasing to hold an office or position of employment in the Company or a related body corporate, as set out in the Explanatory Statements to the notice of Meeting convening this meeting."

The Company will disregard any votes cast on Resolution 10 by:

- Key Management Personnel of the Company or persons who hold a managerial or executive office in the Company or a related body corporate; and
- any Associate of any of them.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides,

and it is not cast on behalf of Key Management Personnel of the Company or persons who hold a managerial or executive office in the Company or a related body corporate, or any Associate of any of them.

**Resolution 11 – Approve the execution of Deeds of Access, Indemnity and Insurance with the Directors**

‘That in accordance with chapters 2D and 2E of the Corporations Act and for all other purposes, approval be given to the Company to enter into a Deed of Access, Indemnity and Insurance with each of the Directors, pursuant to which the Company :

- indemnifies Mr Peter Richards, Mr Andrew Lawson, Mr Henry Cho, Mr Tim Gazzard, Mr Rod Ruston, Mr Scott Thompson, Mr Robert Yeates and Mr William Randall during the period of their office as a Director and after the cessation of that office, in respect of certain claims should any be made against the Director whilst acting in their capacity a Director;

- must use its reasonable endeavours to procure an insurance policy and pay the premiums of insurance as assessed at market rates applicable from time to time for each of Mr Peter Richards, Mr Andrew Lawson, Mr Henry Cho, Mr Tim Gazzard, Mr Rod Ruston, Mr Scott Thompson, Mr Robert Yeates and Mr William Randall in respect of certain claims made against those Directors acting in their capacity as a Director (except to the extent such insurance cannot be procured at a reasonable cost or is otherwise unavailable to the Company);
- must use its reasonable endeavours to ensure that Mr Peter Richards, Mr Andrew Lawson, Mr Henry Cho, Mr Tim Gazzard, Mr Rod Ruston, Mr Scott Thompson, Mr Robert Yeates and Mr William Randall are at all times covered under an insurance policy for the period of 10 years from the date the Director ceases to hold office as a Director (Insurance Run-Off Period), which will be on terms not materially less favourable to each Director than the terms of insurance applicable at the date of termination of their office and to continue to pay those premiums during that Insurance Run-Off Period (except to the extent such insurance cannot be procured at a reasonable cost or is otherwise unavailable to the Company); and
- must provide the Directors with access, upon the cessation for any reason of his office as a Director and for a period of not less than 10 years following that cessation, to any Company records which are either prepared or provided to the Director during the period in which he held office as a Director,

on the terms and conditions described in the Explanatory Statement.'

The Company will disregard any votes cast on this Resolution by:

- Mr Peter Richards, Mr Andrew Lawson, Mr Henry Cho, Mr Tim Gazzard, Mr Rod Ruston, Mr Scott Thompson, Mr Robert Yeates and Mr William Randall; and
- any Associate of any of them.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **Special Resolution**

### **Resolution 12 – Approval of 10% Placement Facility**

'That the additional capacity to issue equity securities as set out in the Explanatory Memorandum attached to this Notice of Meeting be and is hereby approved for the purposes of ASX Listing Rule 7.1A.'

The Company will disregard any votes cast on Resolution 12 by:

- a person who may participate in the proposed issue, and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- any Associate any of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### **Other business**

To transact any other business which may legally be brought before the Annual General Meeting.

BY ORDER OF THE BOARD



Lee O'Dwyer

Company Secretary

Date: 27 October 2014