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UNIVERSAL COAL PLC

REGISTERED IN ENGLAND – NO 4482856

ARBN 143 750 038

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00am (GMT)

DATE: 12 December 2011

PLACE: One America Square, Crosswall, London EC3N 2SG

This Notice of 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 Meeting please do not hesitate to contact the Company Secretary on +61 (8) 6267 9030.

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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 10.00am (GMT) on 12 December 2011 at:

One America Square, Crosswall, London EC3N 2SG

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 Pty Limited, GPO Box 242, Melbourne, Victoria 3001, or by facsimile to 1800 783 447 or +61 3 9473 2555 by no later than 5.00pm (WST) on 8 December 2011, whether or not they propose to be present at the Annual General Meeting.

For intermediary Online Subscribers only (custodians) please visit 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 CHES 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.

VOTING IN PERSON

To vote in person, a Shareholder should attend the Annual General Meeting on the date 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 10.00am (GMT) on 12 December 2011 at One America Square, Crosswall, London EC3N 2SG.

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.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

Resolutions 1 to 7 will be proposed as ordinary Resolutions.

The Directors consider that the proposed Resolutions are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions being proposed at the Meeting, as they intend to do or procure to be done in respect of their own and their connected persons' beneficial holding.

AGENDA

ORDINARY BUSINESS

1. RESOLUTION 1 – FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2011 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR HENDRIK BONSMMA

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, Mr Hendrik Bonsma, a Director, retires by rotation, and being eligible, is re-elected as a Director of the Company."

3. RESOLUTION 3 – RE-APPOINTMENT OF AUDITOR

To consider the following Resolution, special notice having been received of the intention to propose the 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."

SPECIAL BUSINESS

4. RESOLUTION 4 – ISSUE OF EMPLOYEE OPTIONS

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 ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 2,458,146 Employee Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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.

5. RESOLUTION 5 – ISSUE OF DIRECTOR OPTIONS

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue a total of 5,541,852 Director Options to the Directors (or their nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a Director (and their nominees) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a 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.

6. RESOLUTION 6 – ADOPTION OF EMPLOYEE SHARE OPTION PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt the Employee Share Option Plan on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by any Director, other than any Director who is ineligible to participate in the Employee Share Option Plan, and any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a 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.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 6,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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.

DATED: 17 NOVEMBER 2011

BY ORDER OF THE BOARD



**DANIEL ROBINSON
COMPANY SECRETARY**

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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 10.00am (GMT) on 12 December 2011 at One America Square, Crosswall, London EC3N 2SG.

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

1. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR HENDRIK BONSMAS

Article 25.2 of the Company's Articles of Association require 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.

The Directors to retire at an Annual General Meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

Mr Hendrik Bonsma, the Director longest in office since his last election, retires by rotation and seeks re-election.

2. RESOLUTION 4 – ISSUE OF EMPLOYEE OPTIONS

2.1 General

Pursuant Resolution 4, the Company seeks Shareholder approval for the allotment and issue of up to 2,458,146 Employee Options (**Employee Option Placement**).

None of the subscribers pursuant to this issue will be related parties of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 3 will be to allow the Directors to issue the Options pursuant to the Employee Option Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.2 Issue of Employee Options Previously Approved

At the Company's Annual General Meeting held on 3 May 2011 (**May Meeting**), the Company sought, and obtained, Shareholder approval for the issue of the same number of Employee Options as set out in this Resolution. Due to administration error, the Employee Options were not issued within 3 months of the May Meeting, being the time frame required by Listing Rule 7.3. As a result, the Company did not issue the Options it obtained Shareholder approval for at the May Meeting.

The Company now seeks approval for issue of the Employee Options on the terms set out in Schedule 1.

2.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Employee Option Placement:

- (a) the maximum number of Employee Options to be granted is 2,458,146;
- (b) the Employee Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Employee Options will be issued for nil cash consideration;
- (d) the Employee Options will be allotted and issued as follows:
 - (i) 1,343,479 Employee Options to Jaco Malan;
 - (ii) 839,675 Employee Options to Mike Seeger;
 - (iii) 157,439 Employee Options to Michelle Durrant;
 - (iv) 83,967 Employee Options to Debbie Midlane;
 - (v) 16,793 Employee Options to Marle Minnaar; and
 - (vi) 16,793 Employee Options to Elizabeth Stroud,(who are all current employees of the Company);
- (e) the Employee Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) no funds will be raised from the issue as the Employee Options will be issued for nil consideration as a means of more strongly aligning employee interests with those of the Company.

3. RESOLUTION 5 – ISSUE OF DIRECTOR OPTIONS

3.1 General

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of 5,541,852 Options (**Director Options**) to Messrs Tony Harwood, Henri Bonsma, Tony Weber, Shammy Luvhengo and John Hopkins (**Related Parties**) on the terms and conditions set out below.

The primary purpose of the grant of the Director Options is to provide cost effective consideration to the Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options upon the terms proposed.

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

3.2 Issue of Director Options Previously Approved

At the Company's Annual General Meeting held on 3 May 2011 (**May Meeting**), the Company sought, and obtained, Shareholder approval for the issue of the same number of Director Options as set out in this Resolution. Due to administration error, the Director Options were not issued within 1 month of the May Meeting, being the time frame required by Listing Rule 10.13. As a result, the Company has not issued the Director Options and seeks Shareholder approval for the issue of those Options on the terms set out in Schedule 2.

3.3 Shareholder Approval (Listing Rule 10.11)

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Director Options:

- (a) the related parties are Messrs Harwood, Bonsma, Weber, Luvhengo and Hopkins and they are related parties by virtue of being Directors;
- (b) the maximum number of Director Options to be granted to the Related Parties is:
 - (i) 1,679,349 Director Options to Tony Harwood;
 - (ii) 1,343,479 Director Options to Henri Bonsma;
 - (iii) 1,679,349 Director Options to Tony Weber;
 - (iv) 503,805 Director Options to Shammy Luvhengo; and
 - (v) 335,870 Director Options to John Hopkins,being in total 5,541,852 Director Options.
- (c) the Director Options will be granted to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Director Options will be issued on one date;
- (d) the Director Options will be granted for nil cash consideration, accordingly no funds will be raised;
- (e) the terms and conditions of the Director Options are set out in Schedule 2;
- (f) the Board acknowledges the grant of Director Options to Henri Bonsma, Shammy Luvhengo and John Hopkins is contrary to Recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, the Board considers the grant of the Director Options to the non-executive directors pursuant to this Resolution 5, reasonable in the circumstances as it is a reasonable and appropriate method to provide cost effective remuneration in a non-cash form, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Options to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Director Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

4. RESOLUTION 6 – ADOPTION OF EMPLOYEE SHARE OPTION PLAN

4.1 General

To ensure that the Company has appropriate mechanisms to continue to attract, motivate and retain the services of employees of a high calibre, the Board considers that it is appropriate to adopt a new employee share option plan (**ESOP**).

4.2 Regulatory Requirements

Resolution 6 seeks Shareholder approval under exception 9(b) of ASX Listing Rule 7.2 to allow the grant of Options and the issue of Shares on the exercise of such options under the ESOP as an exception to ASX Listing Rule 7.1.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above.

Exception 9(b) of ASX Listing Rule 7.2 provides that a company may make an issue of securities under an employee incentive scheme (such as the ESOP) if, within three years before the date of issue, holders of ordinary securities in the company have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 6 is passed, the Company will have the ability to issue Options to eligible participants under the ESOP over a period of three years without impacting on the Company's 15% placement capacity under ASX Listing Rule 7.1.

The Directors and employees of the Company have been, and will continue to be, instrumental in the growth of the Company. The Directors consider that the ESOP is an appropriate method to:

- (a) reward executive Directors and employees for their past performance;
- (b) provide long term incentives for participation in the Company's future growth;
- (c) motivate executive Directors and generate loyalty from senior employees;
and
- (d) assist to retain the services of valuable Directors and employees.

The ESOP will be used as part of the remuneration planning for executive Directors and employees. The Corporate Governance Council Guidelines recommend that executive remuneration packages involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the company's circumstances and goals.

The ESOP does not include non-executive Directors.

No securities have yet been issued under the ESOP.

The key terms of the ESOP are summarised in Section 4.3 below. A full copy of the ESOP is available for inspection at the Company's registered office until the date of the Meeting.

4.3 Summary of the ESOP

The material terms of the Plan can be summarised as follows:

(a) **Eligible Participants**

Means full or part time employees of the Company or an Associated Body Corporate (including a director other than a non-executive director) (**Eligible Participants**).

(b) **Purpose of the ESOP**

The purpose of the Plan is to provide an incentive to encourage participation by Eligible Participants in the Company through Share ownership and to attract, motivate and retain Eligible Participants.

(c) **Offer of Rights**

When an Eligible Participant satisfies specified criteria imposed by the Board (including performance criteria and specified periods of tenure) the Board may grant Options to the Eligible Participant. The Board will determine the number of Options being offered and the conditions that must be met by the Eligible Participant before the Options will vest.

(d) **Number of Options Offered**

The number of Options that will be offered to an Eligible Participant pursuant to an Offer is entirely within the discretion of the Directors.

(e) **Vesting Conditions**

The Options will not vest unless the vesting conditions imposed by the Board have been satisfied.

(f) **Exercise Price**

The exercise price of any Option offered to an Eligible Participant shall be at the absolute discretion of the Board but may not be less than the minimum price specified in the Listing Rules.

(g) **Shares Allotted Upon Exercise of Options**

The Company will issue or transfer shares to the Eligible Participant as soon as practicable after the exercise of any Options. The shares allotted under the ESOP will be of the same class and will rank equally with shares in the Company at the date of issue.

The Company will seek listing of the new shares on ASX within the time required by ASX Listing Rules.

(h) **Transfer of Options**

An Option issued under the ESOP is not transferable without the consent of the Board.

(i) **Capital Reconstruction**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the ASX Listing Rules at the time of the reconstruction.

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(j) **Bonus Issues and Rights Issues**

There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

(k) **Participation in New Issues**

There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new shares of capital offered to shareholders during the currency of the Options. In addition holders of the Options will not be entitled to vote or receive dividends as a result of their holding of Options.

5. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE

On 1 November 2011, the Company issued 6,000,000 Shares in consideration for corporate advisory services provided by Natasa Mining (**Natasa**).

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 6,000,000 Shares were allotted on 1 November 2011;
- (b) the Shares were issued for nil cash consideration in lieu of cash payment for consulting fees for corporate advisory services provided by Natasa to the Company;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (d) the Shares were allotted and issued to Natasa Mining, a corporate advisory firm, which is not a related party of the Company; and
- (e) no funds were raised from this issue as the Shares were issued in consideration for corporate advisory services provided by Natasa.

ENQUIRIES

- 6. Shareholders are requested to contact Daniel Robinson on +61 (8) 6267 9030 if they have any queries in respect of the matters set out in these documents.

7. PROXIES

Shareholders are advised that:

- (a) As a Shareholder in the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a 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 Pty Limited, GPO Box 242, Melbourne, Victoria 3001, or by facsimile to 1800 783 447 or +61 3 9473 2555 by no later than 5.00pm (WST) on 8 December 2011.
- (e) The completion and return of a proxy card will not affect the right of a member to attend, speak and vote in person at the 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.

GLOSSARY

\$ means Australian dollars.

Act means the Companies Act 2006 (UK).

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

CDI Notice Form means the CDI notice of direction form accompanying this Notice.

Company means Universal Coal plc (ARBN 143 750 038).

Articles of Association means the Company's Articles of Association.

Director Option means an Option granted pursuant to Resolution 5 with the terms and conditions set out in Schedule 2.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Employee Option means an option to acquire a Share with the terms and conditions set out in Schedule 1.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share and includes an Employee Option or a Director Option as the context requires.

Optionholder means a holder of an Option, Employee Option or Director Option as the context requires.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the Resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF EMPLOYEE OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share.
- (b) The Options will expire at 5.00pm (WST) on 15 March 2014 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Option will be \$0.40 (**Exercise Price**).
- (d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;

(Exercise Notice)

- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are not transferable.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will not apply for quotation of the Options on ASX. However, The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (m) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

SCHEDULE 2 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

The Director Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Director Option gives the Optionholder the right to subscribe for one Share.
- (b) The Director Options will expire at 5.00pm (WST) on 15 March 2014 (**Expiry Date**). Any Director Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Director Option will be \$0.40 (**Exercise Price**).
- (d) The Director Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Director Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Director Options specifying the number of Director Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Director Options being exercised; (**Exercise Notice**).
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Exercise Notice.
- (h) The Director Options are not transferable.
- (i) All Shares allotted upon the exercise of Director Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will not apply for quotation of the Director Options on ASX. However, The Company will apply for quotation of all Shares allotted pursuant to the exercise of Director Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Director Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.
- (m) A Director Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Director Option can be exercised.



**universal
coal plc**

ARBN 143 750 038

Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
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000001 000 UNV
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

CDI Voting Instruction Form

For your vote to be effective it must be received by 5:00pm (Australian WST) Thursday 8 December 2011

How to Vote on Items of Business

Each CHES Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI that you own at 8 December 2011 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 CHES Depository 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 CHES Depository Nominees Pty Ltd enough time to tabulate all CHES Depository 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

- 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.

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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 CHESSE Depository Nominees will vote as directed

XX

Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Universal Coal plc hereby direct CHESSE Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Universal Coal plc to be held at One America Square, Crosswall, London EC3N 2SG on Monday, 12 December 2011 at 10.00am (GMT) and at any adjournment of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESSE Depository 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 CHESSE Depository 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 Financial Statements and Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director - Mr Hendrik Bonsma	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of Employee Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Issue of Director Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Adoption of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Ratification of Prior Issue	<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

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