

Notice of Extraordinary General Meeting

For the Extraordinary General Meeting to be held on

TIME: 12.00pm (GMT)

DATE: 24 January 2014

PLACE: SGH Martineau LLP, 5th Floor, One America Square, Crosswall, London EC3N2SG

If you are unable to attend the Extraordinary 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 to submit your voting intentions.

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 020 7264 4365. For CDI enquiries please contact Emma Lawler on +61 2 8280 7355.

REGISTERED IN ENGLAND – NO. 4482856
ARBN 143 750 038



universal
coal plc

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Mr John Hopkins (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)

One America Square
Crosswall
London
EC3N 2SG
United Kingdom

8th January 2014

Dear Shareholder,

Your Directors have called the Extraordinary General Meeting of Shareholders for 24 January 2014 relating to Universal Coal Plc (**Company**).

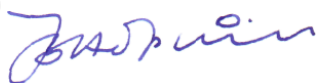
Please find within this information package all of the documentation relating to the Notice of Meeting, including details of the resolution requiring your vote, as well as voting information. Your vote is important and I strongly encourage you to take the time to participate in this meeting.

In summary, the resolution being put to Shareholders at this meeting is the issue of convertible loan notes and warrants to Coal Development Holding B.V. Approval of this resolution will allow for corporate activity and provide additional general working capital.

On this basis, **the Board (with Carlo Baravalle and David Twist, as representatives of Coal Development Holding B.V., abstaining) recommends that shareholders vote in favour of this resolution.**

Details relating to the resolution 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

Non Executive Chairman

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Time and Place of Meeting and How to Vote

Venue

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 12.00 pm (GMT) on 24 January 2014 at:

The offices of SGH Martineau LLP, 5th Floor, One America Square, Crosswall, London EC3N 2SG

Your vote is important

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

Shareholders are requested to complete and return the enclosed Proxy Form to the Company at Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZZ by no later than 12.00pm (GMT) on Wednesday 22nd January 2014, whether or not they propose to be present at the Extraordinary 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 Extraordinary General Meeting and voting in person should you subsequently wish to do so.

Voting by CDI Holders

Holders of CHESSE Depositary Interests (**CDI**) are invited to attend but are not entitled to vote personally at the Extraordinary 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 Extraordinary General Meeting in accordance with the directions of CDI holders.

CDI Holders are requested to complete and return the enclosed CDI Instruction Form to the Company at Computershare Investor Services Pty Limited as detailed on the enclosed CDIO Instruction Form by no later than 12.00pm (WST) on Tuesday 21st January 2014.

Voting in Person

To vote in person a Shareholder should attend the Extraordinary 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 Extraordinary General Meeting

Notice is given that the Extraordinary General Meeting of Shareholders will be held at 12.00 pm (GMT) on 24 January 2014 at the offices of SGH Martineau LLP, 5th Floor, One America Square, Crosswall, London EC3N 2SG.

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

Resolution 1 will be proposed as an Ordinary Resolution.

Agenda

Resolution 1 – Issue of Convertible Loan Notes and Warrants to Coal Development Holding B.V.

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, pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 3,250,000 convertible loan notes and 19,500,000 warrants to Coal Development Holding, B.V. on the terms and conditions in the Explanatory Statement accompanying this Notice."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 1 by Coal Development Holding B.V. (and any associates of Coal Development Holding B.V.).

However, the Company need not disregard a vote if:

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

The Board, with Carlo Baravalle and David Twist (Directors representing Coal Development Holding B.V.) abstaining, recommends that shareholders vote in favour of this resolution.

DATED: 8th January 2014

By Order of the Board



JOHN MICHAEL BOTTOMLEY

Company Secretary

One America Square, Crosswall, London EC3N 2SG

1. Notes

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 the Extraordinary 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 Proxy Form 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 Proxy Form 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, Bridgewater Road, Bristol, BS99 6ZZ by no later than 12.00 pm (GMT) on Wednesday 22nd January 2014.
- e. The completion and return of a Proxy Form will not affect the right of a member to attend, speak and vote in person at the Extraordinary 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 on how to vote on the Resolution mark the appropriate box on the Proxy Form with an "X". To abstain from voting on the 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 (UK), 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 Extraordinary General Meeting to be held at 12.00 pm (GMT) on Friday 24th January 2014 at the offices of SGH Martineau LLP, 5th Floor, One America Square, Crosswall, London EC3N 2SG.

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 Resolution in the Notice of Meeting.

Resolution 1 – Issue of Convertible Loan Notes and Warrants to Coal Development Holding B.V.

ASX Listing Rule 10.11 requires shareholder approval for the issue of equity securities to a related party of the Company. Coal Development Holding B.V. (CDH) holds 29.99% of the shares in the Company and has appointed 2 Directors to the Board of the Company. While CDH is not defined as a related party under the ASX Listing Rules, in light of CDH's cornerstone investment in the Company and its position as a substantial shareholder of the Company, the Directors consider it is in the interests of good governance to seek shareholder approval under ASX Listing Rule 10.11 for the issue of convertible loan notes and warrants to CDH.

This Resolution is seeking Member approval for the issue to CDH of:

- 3,250,000 unsecured zero interest convertible loan notes of A\$1.00 each (**Loan Notes**); and
- 19,500,000 warrants to subscribe for Ordinary Shares at A\$0.23 each (**Warrants**).

As historically disclosed, the Kangala development is fully funded and as such the funds raised from the issue of the convertible loan notes will be used for corporate activities as previously disclosed to the market along with general working capital requirements. Any funds raised upon the exercise of the warrants will be used for general working capital purposes at that stage.

Disclosure for the purposes of ASX Listing Rule 10.11

The following disclosures are made pursuant to ASX Listing Rule 10.11:

- The securities (Loan Notes and Warrants) will be issued to Coal Development Holding B.V., a major shareholder of the Company.
- The maximum number of Loan Notes to be issued is 3,250,000. The maximum number of Warrants to be issued is 19,500,000.
- The Loan Notes and Warrants are to be issued at the same time.
- Each Loan Note has a value of A\$1.00 and may be converted (subject to the conditions set out below) into Ordinary Shares at a ratio of eight (8) Ordinary Shares in respect of one Loan Note, up to a maximum of 26 million Ordinary Shares. The Ordinary Shares issued on conversion will rank equally with existing fully paid Ordinary Shares on issue.
- No interest will be payable on the Loan Notes. The Loan Notes will be issued to CDH immediately on payment to the Company of the subscription amount (A\$3,250,000). CDH will have the right to convert the Loan Notes into Ordinary Shares when either:
 - (a) the Company has issued additional Ordinary Shares (not in breach of any of the Loan Note Documents) so as to permit the conversion of the Loan Notes without any Loan Noteholder and persons Acting in Concert (as that term is defined in the Loan Note Instrument) with any Loan Noteholder thereby holding more than 29.99% of the issued and outstanding Ordinary Shares after giving effect to such conversion; or
 - (b) a Whitewash Resolution under the City Code on Takeovers and Mergers (UK) has been passed permitting the waiver of an offer under the City Code in respect of any such holding.
- The Redemption Date for the Loan Note is the fourth anniversary of the date the Loan Note is issued (if conversion has not occurred prior to that date).
- As part of the agreement between the Company and CDH, the Company will provide CDH with a warrant instrument. The warrant instrument provides that Warrants to subscribe for Ordinary Shares will be issued on the issue of the Loan Notes. 19.5 million Warrants will be issued.
- The Warrants will be convertible to Ordinary Shares on the payment of A\$0.23 per Warrant, subject to the following conditions:
 - (a) The Warrants cannot be exercised unless the Loan Notes have been converted to Ordinary Shares;
 - (b) In the event of conversion of the total number of Loan Notes, all of the Warrants may be exercised;
 - (c) In the event of conversion of only part of the Loan Notes, the Warrants may be exercised in accordance with the relevant percentage of Converted Loan Notes – for example if 50% of the Loan Notes are converted, 50% of the Warrants may be exercised; and
 - (d) The Warrants will be able to be exercised and Ordinary Shares issued on exercise, at any time following conversion of the convertible loan notes up to 31 December 2015.
- The Company will not seek quotation of the Warrants on any stock exchange. On exercise, each Warrant will convert into one Ordinary Share. The Ordinary Shares issued will rank equally with fully paid Ordinary Shares on issue.
- As required by ASX Listing Rules 10.13.3, the securities (Loan Notes and Warrants) will be issued no more than 1 month after the date of this Meeting (23 February 2014).
- The Loan Notes will be issued at a nominal value of A\$1.00 each and convertible at an Ordinary Share Price of A\$0.125 per Ordinary Share and the Warrants can be exercised for A\$0.23 each.
- Until Ordinary Shares are issued upon conversion of the Loan Notes and exercise of the Warrants, CDH shall not participate in dividends on shares or new issues of securities by the Company.

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- In the event the Company reorganises its capital, then the number of Ordinary Shares over which a Loan Note or Warrant exists will be adjusted pursuant to the ASX Listing Rules.
- If approval is provided under Listing Rule 10.11, approval is not required under Listing Rule 7.1.
- The funds raised (A\$3,250,000) from the Loan Notes will be used to fund corporate activity and ongoing working capital. Any funds raised from the Warrants (up to A\$4,485,000) will be used for general working capital at that stage.

A Voting Exclusion Statement is set out under Resolution 1 in the Notice of Meeting.

Directors' Recommendation

The Directors, with Mr Baravalle and Mr Twist abstaining, recommend that Shareholders vote in favour of this Resolution.

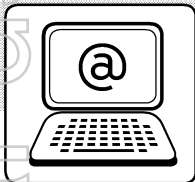
Enquiries

Shareholders are requested to contact John Bottomley on 020 7264 4365 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.

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

000001

Form of Proxy - Extraordinary General Meeting to be held on 24 January 2014



View the Notice of Meeting online: www.universalcoal.com

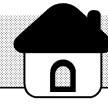
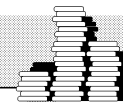
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address

View your
Shareholding



Register today and manage your shareholding online!

**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 22 January 2014 at 12.00 noon.**

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 0871 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.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0871 495 0103 to request a change of address form or go to 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 instruction 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).



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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 Extraordinary General Meeting of Universal Coal plc to be held at **the offices of SGH Martineau LLP, 5th Floor, One America Square, Crosswall, London EC3N 2SG on 24 January 2014 at 12.00 noon**, 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 Resolution

1. Issue of Convertible Loan Notes and Warrants to Coal Development Holding B.V.

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

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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).



H 7 0 5

0 6

U N V





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

For all enquiries call:

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

┌ 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 **12.00 noon WST Tuesday 21 January 2014**

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name as at 21 January 2014 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 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 CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS 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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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

CHESSE Depository Nominees Pty Ltd 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 Extraordinary General Meeting of Universal Coal PLC to be held at the offices of SGH Martineau LLP, 5th Floor, One America Square, Crosswall, London EC3N 2SG on Friday, 24 January 2014 at 12.00 noon (GMT), and at any adjournment or postponement 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.

ORDINARY BUSINESS

For Against Abstain

Item 1 Issue of Convertible Loan Notes and Warrants to Coal Development Holding B.V.

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

999999A

Computershare