

Notice of Annual General Meeting

For the Annual General Meeting to be held on

TIME: 12.00 PM GMT

DATE: Monday 5th December 2016

PLACE: Shakespeare Martineau LLP, 6th 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 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 143 730 038



universal
coal plc

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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-Heita (Non Executive Director)
Mr Andries Engelbrecht (Non Executive Director)

60 Gracechurch Street
London
EC3V 0HR
United Kingdom

28th October 2016

Dear Shareholder,

Your Directors have called the Annual General Meeting of Shareholders for Monday 5th December 2016 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 2016.

Resolution 2: Re-election of Carlo Baravalle as a Director of the Company.

Resolution 3: Re-election of David Twist as a Director of the Company.

Resolution 4: Reappointment of the Company's auditors, BDO LLP.

The Board's view is that **Resolutions 1 to 4** 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

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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 12.00 pm (GMT) on Monday 5th December 2016 at:

The offices of Shakespeare Martineau LLP, 6th 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, Bridgewater Road, Bristol, BS99 6ZZ or by facsimile to +44 (0)870 703 6101 by no later than 12.00 pm (GMT) on 1st December 2016, 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 CHESSE Depository Interests (**CDI**) are invited to attend but are not entitled to vote personally at the Annual General Meeting. Chess Depository 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, 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.

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Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders will be held at 12.00 pm (GMT) on Monday 5th December 2016 at the offices of Shakespeare Martineau LLP, 6th 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 4 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 2016 together with the declaration of the directors, the directors' report and the auditor's report.

2. Resolution 2 – Re-Election of Director – Carlo Baravalle

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, Carlo Baravalle, a Director, retires by rotation, and being eligible, is re-elected as a Director of the Company.”

The Board, with Carlo Baravalle abstaining, recommends that shareholders vote in favour of this resolution.

3. Resolution 3 – Re-Election of Director – David Twist

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, David Twist, a Director, retires by rotation, and being eligible, is re-elected as a Director of the Company.”

The Board, with David Twist abstaining, recommends that shareholders vote in favour of this resolution.

4. Resolution 4 – 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.”

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

DATED: 28th October 2016

By Order of the Board



BEN HARBER

Company Secretary

60 Gracechurch Street, London EC3V 0HR

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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, Bridgewater Road, Bristol, BS99 6ZZ or by facsimile to +44 (0)870 703 6101 by no later than 12.00 pm (GMT) on 1st December 2016.
- 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 12.00 pm (GMT) on 5th December 2016 at the offices of Shakespeare Martineau LLP, 6th 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.

Resolutions 2 and 3 – Re-Election of Directors – Carlo Baravalle and David Twist

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.

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.

Carlo Baravalle and David Twist, the Directors who have been in office longest since their last election, retire by rotation and seek re-election.

Carlo was appointed to the Board on 7th January 2013.

Carlo completed his studies with an MBA at INSEAD. He spent several years in strategic consulting and new ventures, working for many large French conglomerates between Paris and the USA and in the telecoms industry becoming a Director of the Corporate Finance Telecoms team at Warburg and later took up a global position at Lucent Technologies. He gradually became involved in the Private equity industry, first taking a senior assignment with a company owned by Apax Partners as MD International and Main Board Member at The Exchange FS, and later as Senior Vice-President for EMEA, Asia and LatAm for LCC, a telecoms engineering company initially invested by the Carlyle Group.

David was appointed on 7th January 2013.

Founding member of TSX-listed Platmin being CEO until 2006, subsequently focused on new mineral exploration opportunities with Sephaku Holdings. Previously with Impala Platinum and involved in Bushveld Complex research at the University of Pretoria. Member of the South African Council of Natural Scientific Professions, the Geological Society of London and the Society of Economic Geologists (US).

Directors' Recommendation

The Directors (other than Carlo Baravalle and David Twist who are both abstaining) recommend that Shareholders vote in favour of these 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.

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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 5 December 2016



View the Annual Report and Notice of Meeting online: www.universalcoal.com

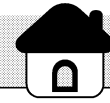
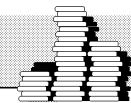
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visit: www.investorcentre.co.uk

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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 1 December 2016 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 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 12.00 noon on Thursday 1 December 2016. 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 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).

[] *



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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 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 5 December 2016 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.



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

Ordinary Business

1. Receipt of Financial Statements and Reports for the year ended 30 June 2016

For Against Vote Withheld

2. Re-election of Carlo Baravalle as a Director of the Company

3. Re-election of David Twist as a Director of the Company

4. Re-appointment of the Company's auditors, BDO LLP

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

/ 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).





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

CDI Voting Instruction Form

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For your vote to be effective it must be received by 5:00pm Wednesday, 30 November 2016

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 at 30 November 2016 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 →

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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:



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

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.

CDI Voting Instruction Form

Please mark to indicate your directions

STEP 1 CHESSE Depository Nominees Pty Ltd will vote as directed

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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 the offices of Shakespeare Martineau LLP, 6th Floor, 60 Gracechurch Street, London EC3V 0HR on Monday, 5 December 2016 at 12:00pm (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.

| | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 Receipt of Financial Statements and Reports for the year ended 30 June 2016 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 Re-election of Carlo Baravalle as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 Re-election of David Twist as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 Re-appointment of the Company's auditors, BDO LLP | <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 / /