

Explanatory notes to the agenda of the Annual General Meeting of Shareholders (AGM) of Ichor Coal N.V. (the Company) on 30 June 2014

Agenda item 2

Annual report 2013. (discussion)

The annual report of the Management Board will be discussed, including the report of the Supervisory Board.

Agenda item 3

Implementation of the remuneration policy in 2013. (discussion)

Pursuant to Section 2:135 (5a) of the Dutch Civil Code, a discussion should be held regarding the implementation in 2013 of the remuneration policy for the Management Board. The discussion takes place on the basis of the information referred to in Section 2:383c up to and including Section 2:383e of the Dutch Civil Code, as described on page 104 of the Company's Annual Report 2013 available at the Company's website.

Agenda item 4

Proposal to adopt the annual accounts 2013. (vote)

It is proposed to the General Meeting to adopt the annual accounts drawn up by the Management Board and approved by the Supervisory Board. The auditor of the Company has audited the annual accounts and issued an approving auditors statement included in the annual report 2013, page 128 and page 129.

The 2013 annual accounts show a loss. Consequently, no profits are distributed, nor other distributions to shareholders are made.

The Supervisory Board has approved the annual accounts on 27 March 2014.

Agenda item 5

The Company's policy on reserves and dividends. (discussion)

In accordance with Article 29.6 of the Company's Articles of Association, the Company's policy on reserves and dividends has been determined by the Management Board and approved by the Supervisory Board on 17 May 2013. The Company's policy on reserves and dividends will be discussed and accounted for at the AGM.

The Company's policy intends to retain future earnings, if any, to finance the growth and development of the Company's business and to provide additional liquidity. As a result, it will be the Company's policy currently not to pay dividends and not to make additional distributions or dividends in respect of the year ending 31 December 2013.

Attached to these explanatory notes is the Company's policy on reserves and dividends.

Agenda item 6

Proposal to release the Management Board members from liability. (vote)

In accordance with Article 31 of the Articles of Association of the Company, it is proposed to release the members of the Management Board from liability for their duties insofar as the exercise of such duties is reflected in the 2013 annual accounts or otherwise disclosed to the General Meeting.

Agenda item 7

Proposal to release the Supervisory Board members from liability. (vote)

In accordance with Article 31 of the Articles of Association of the Company, it is proposed to release the members of the Supervisory Board from liability for their duties insofar as the exercise of such duties is reflected in the 2013 annual accounts or otherwise disclosed to the General Meeting.

Agenda item 8

Proposal to amend the remuneration policy of the Management Board. (vote)

The remuneration policy for the Management Board was adopted by the General Meeting of Shareholders on 26 June 2013.

The Supervisory Board proposes to amend the remuneration policy as of the date of the AGM in order to reflect the Option Plan, service agreements with new members of the Management Board and other necessary amendments.

Agenda item 9

Approval of the stock option plan (including the designation of the Supervisory Board to grant stock options and limit or exclude pre-emptive rights with respect thereto). (vote)

The General Meeting is requested to approve a proposal for a stock option plan as prepared by the Management Board and Supervisory Board, a draft of which is attached to these explanatory notes (Annex) (the **Option Plan**). The purpose of the Option Plan is to provide Nominees (as defined in the Option Plan) with an opportunity to participate directly in the growth of the value of the Company by receiving options to acquire shares. Under the Option plan the Management Board may acquire options not exceeding an aggregate of 2% of the Company's issued and outstanding share capital. Other Nominees may acquire options not exceeding an aggregate of 1% of the Company's issued and outstanding share capital. The Option Plan will be effective for a period of ten years as of the date of the AGM. The Option Plan must be approved and adopted by the General Meeting of Shareholders and stated effective by the Supervisory Board. The Supervisory Board will only state the Option Plan effective once the Management Board has determined and adopted the Company's insider trading code.

The approval of the Option Plan also includes the designation of the Supervisory Board of the Company as the competent body to resolve to the granting of rights to subscribe for shares in the capital of the Company and to restrict or to exclude pre-emptive rights upon the granting of rights to subscribe for shares, both for a period of five years as of the day of the AGM (30 June 2019), and all subject to the terms and conditions of the Option Plan and in accordance with Articles 6.2, 6.5 and 7.2 of the Articles of Association of the Company. The Supervisory Board will resolve to grant the option rights to members of the Management Board that are eligible for participation in the Option Plan. With regard to options rights that are granted to other Nominees, the Supervisory Board will only resolve to grant options to Nominees that are recommended by the Management Board. The authority of the Supervisory Board to resolve on the granting of rights to subscribe for shares will be restricted to 3% of the entire issued capital of the Company on a fully diluted basis at the time of the first issuance of shares pursuant to the exercise of the option rights.



Agenda item 10

Appointment of the external auditor. (vote)

In accordance with the Articles 27 and 31 of the Articles of Association of the Company, it is proposed to appoint Ernst & Young Accountants LLP (Amsterdam office) as the external auditor of the Company for the current financial year ending on 31 December 2014. Ernst & Young Accountants LLP also audited the 2013 annual accounts.