



**Explanatory notes to the agenda of the Annual General Meeting of Shareholders (AGM) of Ichor Coal N.V. (the Company) on 26 June 2013**

**Agenda item 2**

*Annual report 2012.*

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

**Agenda item 3**

*Proposal to adopt the annual accounts 2012.*

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 (p. 119 to p. 120 of the annual report 2012).

The 2012 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 10 April 2013.

**Agenda item 4**

*Remuneration policy of the Management Board.*

In accordance with Article 12.3 of the Articles of Association of the Company, it is proposed to determine the remuneration policy for the Management Board as prepared by the Supervisory Board.

The Supervisory Board has prepared a remuneration policy for the Management Board members that includes (i) a variable part consisting of a short-term incentive in the form of a cash payment as well as (ii) a long-term incentive in the form of restricted share rights and stock options. The underlying performance targets shall be determined and reviewed by the Supervisory Board annually. Based on that review, the Supervisory Board shall have the authority to determine whether the targets have been met under the conditions as set out at the beginning of the year. Further, the Supervisory Board shall have the authority to adjust the short term and long term incentives in order to align the remuneration with the Company's performance.

The remuneration policy aligns the interest of the Management Board members with those of the shareholders of the Company.

The proposed remuneration policy is attached to these explanatory notes.

**Agenda item 5**

*Proposal for the remuneration of the Supervisory Board.*

The Supervisory Board members have received the following remuneration during 2012:

- the chairman of the Supervisory Board received 2.0 times of the annual remuneration of a Supervisory Board member not being a chairman or vice-chairman, being an amount of EUR 10,000;
- the vice-chairman of the Supervisory Board received 1.5 times of the annual remuneration of a Supervisory Board member not being a chairman or vice-chairman, being an amount of EUR 7,500;
- any other member of the Supervisory Board received an amount of EUR 5,000 as annual remuneration.

It is proposed to the General Meeting to grant the Supervisory Board members the same remuneration for 2013.

The proposed remuneration of the Supervisory Board constitute a fixed remuneration to cover the time required to perform the duties of the Supervisory Board and is independent of the performance of the Company.

#### **Agenda item 6**

*The Company's policy on reserves and dividends.*

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 2012.

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

#### **Agenda item 7**

*Proposal to release the Management Board members from liability.*

In accordance with Article 30 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 2012 annual accounts or otherwise disclosed to the General Meeting.

#### **Agenda item 8**

*Proposal to release the Supervisory Board members from liability.*

In accordance with Article 30 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 2012 annual accounts or otherwise disclosed to the General Meeting.

**Agenda item 9**

*Proposal to appoint the external auditor.*

In accordance with Article 30 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 2013. Ernst & Young Accountants LLP also audited the 2012 annual accounts.

**Agenda item 10**

*Proposal to appoint Mr. Paolo Barbieri as member of the Supervisory Board*

In accordance with Article 20.2 of the Articles of Association of the Company, the Supervisory Board nominates Mr. Paolo Barbieri as member of the Supervisory Board with effect as of the end of this AGM for a period of four (4) years ending immediately following the AGM 2017. The term of office of four (4) years is in accordance with the Articles of Association of the Company.

The Supervisory Board nominates Mr. Paolo Barbieri for appointment as a member of the Supervisory Board of the Company on the basis of his relevant knowledge and wide experience with activities on capital markets.

Mr. Paolo Barbieri does not hold any shares or rights to subscribe for shares in the Company.

It is proposed that the General Meeting of Shareholders of the Company appoints Mr. Paolo Barbieri as a member of the Supervisory Board, in accordance with Article 20.1 of the Articles of Association of the Company, with effect as of the end of this AGM for a period of four (4) years ending immediately following the AGM 2017.

Attached to these explanatory notes are the particulars of Mr. Paolo Barbieri.