



## **Notice of the Annual General Meeting of Shareholders of Ichor Coal N.V. to be held on 22 May 2017**

Ichor Coal N.V. (the **Company**) invites its shareholders to its Annual General Meeting of Shareholders (**AGM**) to be held at the World Trade Center Schiphol Business & Conference Center, Schiphol Boulevard 127, 1118 BG Schiphol, the Netherlands, on 22 May 2017, at 12.00 hours am (CET). The language of the meeting will be in English.

The agenda items of the AGM will be as follows:

### **Agenda**

#### **1. Opening and announcements**

#### **2. Annual Accounts 2015 and profit allocation**

- (a) board report 2015 (discussion)
- (b) Implementation of the remuneration policy in 2015 (discussion)
- (c) Proposal to adopt the annual accounts 2015 (vote)

#### **3. Discharge from liability**

- (a) Proposal to discharge the Management Board members from liability (vote)
- (b) Proposal to discharge the Supervisory Board members from liability (vote)

#### **4. Composition of the Supervisory Board**

Proposal to accept the resignation of Mr E. Eichler (vote)

#### **5. Management Board authorities**

- (a) Proposal to extend the designation of the Management Board as the competent body authorised to resolve to issue shares in the capital of the Company (vote)
- (b) Proposal to extend the designation of the Management Board as the competent body to resolve to restrict or exclude pre-emptive rights upon the issuance of shares (vote)
- (c) Proposal to authorise the Management Board to repurchase shares (vote)

#### **6. External auditor**

Proposal to appoint KPMG Accountants N.V. as the external auditor of the Company for the financial year 2016 and 2017 (vote)

#### **7. Miscellaneous**

Any other business and close of the meeting

### **Meeting documents**

The agenda above and the explanatory notes thereto, including the Company's Annual Report 2015 (including the annual accounts, the remuneration report and the information as referred to in Section 2:392(1) of the Dutch Civil Code), are available at the Company's website: [www.ichorcoal.com](http://www.ichorcoal.com). The documents are also available for inspection and can be obtained free of charge at the offices of the Company and via GFEI IR Services GmbH referred to below.

## **Registration to Vote**

Holders of bearer shares intending to attend the AGM in person or by proxy are asked to deposit their shares against receipt of a certificate of deposit not later than on 21 May 2017, 17:00 hours CET. The deposit of the bearer shares means that the bearer shares held by the shareholder in his/her/its securities account are blocked from trading, and as such held in deposit by the shareholder's bank until (and including) the date of the AGM.

A certificate of deposit must be sent to the address GFEI IR Services GmbH (Address: Office Center Plaza, Mailänder Strasse 2, 30539 Hannover, Germany; eFax: +49 511 47402319), with a PDF copy to [hv@gfei.de](mailto:hv@gfei.de), not later than on 21 May 2017, 17:00 hours CET.

## **Voting by Proxy**

The right to attend and to vote at the meeting may be exercised by a written proxy. A form of a written proxy is available at the Company's website. The written proxy must be received by the Management Board of the Company no later than 21 May 2017 at 17:00 hours (CET). The proxy to represent a shareholder may (but needs not) be granted to Ms J.J.C.A. Leemrijse, civil law notary with Allen & Overy LLP, by sending an email with proxy and voting instructions to [hv@gfei.de](mailto:hv@gfei.de) no later than 21 May 2017 at 17:00 hours (CET). A copy of the written proxy must be shown at the registration prior to the start of the meeting.

As at 5 May 2017 the issued share capital of the Company amounts to EUR 6,791,996.60, divided into 67,919,966 ordinary shares of EUR 0.10 each.

For further information please see the Company's website [www.ichorcoal.com](http://www.ichorcoal.com).

All communications to the Company or the Management Board in connection with the foregoing must be addressed as follows: Ichor Coal N.V., 30 Jellicoe Avenue, 3rd Floor, Rosebank 2196, South Africa, tel: +27 (11) 268 11 00; fax: +27 (11) 268 03 78; email: [info@ichorcoal.com](mailto:info@ichorcoal.com).

The Management Board and the Supervisory Board

Rosebank, South Africa, 4 May 2017.