



Explanatory notes to the agenda of the Extraordinary General Meeting of Shareholders (EGM) of Ichor Coal N.V. (the Company) on 8 May 2020

Agenda item 2

Re-appointment of Ms Nyembezi as managing director of the Company (CEO)

This item will be voted on.

Ms Nyembezi (1960) was first appointed to the management board on 27 March 2014 and has served as a managing director since. Ms Nyembezi's term as managing director ended on 31 December 2019. Ms Nyembezi was appointed temporary representative effective as of 1 January 2020. The supervisory board nominates Ms Nyembezi for formal re-appointment as managing director of the Company as of the end of the EGM and ending on 1 July 2020. However for all purposes she will be deemed to have served as a managing director of the Company uninterrupted as of 31 December 2019.

Pursuant to article 13.2 of the articles of association of the Company, the supervisory board nominates Ms Nyembezi for re-appointment as a managing director of the Company (CEO). Ms Nyembezi is nominated on the basis of her relevant knowledge and wide experience in the resources sector as well as financial markets in South Africa.

It is proposed that the general meeting of the Company re-appoints Ms Nyembezi as a managing director of the Company, in accordance with article 13.1 of the articles of association of the Company, with effect as of the end of the EGM and ending on 1 July 2020.

Attached to these explanatory notes are the particulars of Ms Nyembezi.

Agenda item 3

Approval (within the meaning of Section 2:107a of the Dutch Civil Code) of the disposal of the Company's shareholding in Mbuyelo Coal Proprietary Limited

This item will be voted on.

The Company considered various options in relation to its 45.18% interest in the share capital of Mbuyelo Coal Proprietary Limited (**Mbuyelo**). One of the potential options considered was the divestment of up to its entire interest in the share capital of Mbuyelo as part of its strategy to dispose of its remaining exposure to the South African coal market.

As announced on the Company's website on 1 October 2019, the Company and Duet Private Equity Limited (**DPEL**) have agreed that Africa Coal Partners Limited (**ACP**), an investment holding company set up and managed by DPEL, will acquire the Company's 45.18% interest in the share capital of Mbuyelo for a total consideration in cash of EUR 95 million, subject to adjustments (the **Disposal**). Pursuant to the Disposal, the Company will provide customary warranties and indemnities to ACP.

The Disposal comprises the transfer of all, or a substantial portion, of the business and/or assets of the Company to a third party, which requires the approval of the general meeting under Section 2:107a of the Dutch Civil Code.

The Disposal is conditional upon, among other things, obtaining the approval of the general meeting of the Company and regulatory approval, as well as the Company, ACP and DPEL entering into definitive agreements in relation to the Disposal.

The management board and the supervisory board unanimously supported the Disposal at a meeting that took place on 26 September 2019. The management board and the supervisory board unanimously recommend that the general meeting approve: (i) the Disposal; and (ii) the sale of the Company's 45.18% interest in the share capital of Mbuyelo to any party (including, for the avoidance of doubt, DEPL or ACP) on similar terms and conditions as the Disposal (the **Alternative Disposal**). It will be in the sole discretion (without further approval of the general meeting being required) of the management board, subject to the approval of the supervisory board, to decide whether to pursue the Disposal or the Alternative Disposal.

Proposal

Pursuant to Section 2:107a of the Dutch Civil Code, the management board and the supervisory board request the general meeting to approve the Disposal and the Alternative Disposal.

PARTICULARS OF MS NYEMBEZI

Ms Nonkululeko Nyembezi (born: 22 March 1960) has been proposed for nomination as the Chief Executive Officer of the management board of the Company at the extraordinary general meeting to be held on 8 May 2020.

Key information on the expertise and background of Ms Nyembezi is provided below.

Before joining IchorCoal N.V. Ms Nyembezi spent 6 years as the CEO of ArcelorMittal South Africa having previously acted as Chief Corporate Strategy Officer at the Vodacom Group in South Africa. Ms Nyembezi has been the Independent Non-Executive Chairman of the Johannesburg Stock Exchange since 2014. In addition, she served as an Independent Non-Executive Director of Old Mutual plc from 2012 to 2017.

Ms Nyembezi began her career as an engineer at IBM's Research Triangle Park in Raleigh, North Carolina, USA. She then worked for IBM in Dallas prior to working for the company in South Africa. Ms Nyembezi then switched direction to head the financial services group, Alliance Capital Management before joining Vodacom.

Ms Nyembezi has a degree in electrical engineering with a Masters degree from the California Institute of Technology. She holds an MBA degree.

Ms Nyembezi currently holds no shares in the capital of the Company.