



25 September 2015

The Manager  
Company Announcements Office  
Australia Securities Exchange  
Level 4, Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir,

**Notice of 2015 Annual General Meeting**

Attached is the Notice of Meeting and Proxy Form for the Whitehaven Coal Limited Annual General Meeting to be held at 10am on 30 October 2015 at The Mint, 10 Macquarie Street, Sydney.

The Notice of Meeting will be posted on Whitehaven's website: [www.whitehavencoal.com.au](http://www.whitehavencoal.com.au).

Yours faithfully

**Timothy Burt**  
Company Secretary

# Notice of annual general meeting

Whitehaven Coal Limited ACN 124 425 396

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Notice is given that the annual general meeting of Whitehaven Coal Limited (**Company**) will be held at:

<b>Location</b>	The Mint 10 Macquarie Street, Sydney NSW 2000
<b>Date</b>	Friday 30 <sup>th</sup> October 2015
<b>Time</b>	10.00am (Sydney time)

## Financial statements and reports

To receive and consider the Company's financial reports and the reports of the directors and the auditor for the financial year ended 30 June 2015.

## Remuneration Report

To consider and, if in favour, to pass the following as an ordinary resolution:

- 1 *'That the Remuneration Report for the financial year ended 30 June 2015 be adopted.'*

Notes:

- The vote on this resolution is **advisory only** and does not bind the directors or the Company.
- A voting exclusion applies to this resolution.

## Grant of rights to Managing Director under Equity Incentive Plan

To consider and, if in favour, to pass the following as an ordinary resolution:

- 2 *'That approval is given to grant 1,027,907 rights to receive fully paid ordinary shares in the Company to the Company's Managing Director and Chief Executive Officer, Mr Paul Flynn, under the Whitehaven Equity Incentive Plan on the terms summarised in the explanatory memorandum.'*

Note: A voting exclusion applies to this resolution.

## Election of directors

To consider and, if in favour, to pass the following as ordinary resolutions:

- 3 *'That Julie Beeby, who was appointed as a director of the Company on 17 July 2015 and who retires under rule 13.2 of the Constitution, be elected as a director of the Company.'*
- 4 *'That John Conde, who retires under rule 16.1 of the Constitution, be re-elected as a director of the Company.'*
- 5 *'That Tony Haggarty, who retires under rule 16.1 of the Constitution, be re-elected as a director of the Company.'*

Note: Information about each candidate appears in the explanatory memorandum.

Dated 25 September 2015

By order of the Board

Timothy Burt  
Company secretary

## Notes

- (a) The accompanying explanatory memorandum forms part of this notice and should be read in conjunction with it.
- (b) A shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a shareholder of the Company.
- (d) A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.
- (e) A shareholder may appoint a body corporate or an individual as its proxy. A body corporate appointed as a shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the shareholder's proxy. A "Certificate of Appointment of Corporate Representative" should be completed and lodged in the manner specified below.
- (f) If you wish to appoint a proxy, then complete and lodge the **attached** proxy form in one of the following ways:
  - By mail to:  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia;
  - By fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
  - By visiting the website <http://www.investorvote.com.au/>You will need your Security holder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and control numbers as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.
- (g) Your proxy form must be received **no later than 10.00am (Sydney time) on Wednesday 28 October 2015**. Proxy Forms received after this time will not be effective. If the proxy form is signed under a Power of Attorney, a certified copy of this document must also be received by this time.
- (h) If:
  - a poll is duly demanded at the meeting in relation to a proposed resolution; and
  - you have appointed a proxy (other than the Chairman of the meeting) and specified the way the proxy is to vote on the resolution; and
  - the proxy is either not recorded as attending the meeting or does not vote on the resolution,the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as your proxy for the purposes of voting on that resolution and must vote in accordance with your written direction.
- (i) The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of shareholders as at 7.00pm (Sydney time) on Wednesday 28 October 2015.
- (j) If you have any queries on how to cast your votes call Whitehaven's Company Secretary, Timothy Burt, on +612 8507 9700 or the Company's share registry, Computershare Investor Services Pty Limited, on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia) during business hours.

## Voting restrictions

### *Resolution 1*

The Company will disregard votes cast on Resolution 1:

- (a) by or on behalf of a member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member (regardless of the capacity in which the vote is cast); or
- (b) as a proxy by a member of the Company's Key Management Personnel at the date of the meeting or their Closely Related Party,

unless the vote is cast as a proxy for a person entitled to vote on Resolution 1:

- (c) in accordance with a direction on the proxy form; or
- (d) by the Chairman of the meeting pursuant to an express authorisation in the proxy form to vote as the proxy decides, even though the resolution is connected with the remuneration of the Key Management Personnel.

#### *Resolution 2*

The Company will disregard votes cast on Resolution 2:

- (a) by or on behalf of Mr Flynn or any of his associates (regardless of the capacity in which the vote is cast); or
- (b) as proxy by a member of the Key Management Personnel at the date of the meeting or their Closely Related Party,

unless the vote is cast as a proxy for a person entitled to vote on Resolution 2:

- (c) in accordance with a direction on the proxy form; or
- (d) by the Chairman of the meeting pursuant to an express authorisation in the proxy form to vote as the proxy decides, even though the resolution is connected with the remuneration of the Key Management Personnel.

### **Important information concerning appointing Key Management Personnel as your proxy**

The Corporations Act places certain restrictions on the ability of Key Management Personnel (including the Chairman of the meeting) and their Closely Related Parties to vote on Resolutions 1 and 2, including where they are voting as proxy for another shareholder. To ensure that your votes are counted, you are encouraged to direct your proxy as to how to vote on Resolutions 1 and 2 by indicating your preference by completing any of the 'For', 'Against' or 'Abstain' boxes on the proxy form.

If you appoint the Chairman of the meeting as your proxy or the Chairman of the meeting becomes your proxy by default but you do not direct the Chairman how to vote in respect of Resolutions 1 and 2, then by completing and returning the proxy form, you will be expressly authorising the Chairman of the meeting to vote in respect of Resolutions 1 and 2 as he or she decides, even though Resolutions 1 and 2 are connected with the remuneration of Key Management Personnel.

**The Chairman of the meeting intends to vote all undirected proxies in favour of Resolutions 1 and 2.**

### **Corporate representatives**

Any:

- corporate shareholder; or
- corporate proxy appointed by a shareholder,

which has appointed an individual to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry, Computershare Investor Services Pty Limited, in advance of the meeting or handed in at the meeting when registering as a corporate representative. A "Certificate of Appointment of Corporate Representative" form is available by contacting the Company's share registry, Computershare Investor Services Pty Limited, on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia).

# Explanatory memorandum

Whitehaven Coal Limited ACN 124 425 396

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This explanatory memorandum has been prepared for the information of shareholders in connection with the resolutions to be considered by them at the annual general meeting to be held at The Mint, 10 Macquarie Street, Sydney on Friday 30 October 2015 at 10.00am (Sydney time).

The purpose of this explanatory memorandum is to provide shareholders with the information known to the Company that the Board considers material to their decision on whether to approve the resolutions in the accompanying notice. This document is important and should be read in conjunction with the notice.

## Financial statements and reports

- 1 The Corporations Act requires that the directors' report, the auditor's report and the financial report for the financial year ended 30 June 2015 be laid before the annual general meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon (see Resolution 1 below), neither the Corporations Act nor the Constitution requires a vote of shareholders at the annual general meeting on the financial report and the directors' and auditor's reports.
- 3 The auditor will be available at the meeting to answer questions from shareholders relevant to:
  - (a) the conduct of the audit;
  - (b) the preparation and content of the auditor's report;
  - (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - (d) the independence of the auditor in relation to the conduct of the audit.
- 4 Shareholders may also address written questions to the Company's auditor Ernst & Young if the question is relevant to the content of the auditor's report, or the conduct of its audit of the annual financial report to be considered at the meeting.
- 5 Written questions for the auditor must be received by 5.00pm on Friday 23 October 2015. Please send any written questions for Ernst & Young to the address listed in the proxy form attached to this notice of meeting.

## Remuneration Report

### Resolution 1: Remuneration Report

- 6 The Corporations Act requires that the section of the directors' report dealing with the remuneration of the Key Management Personnel (**Remuneration Report**) be put to the vote of shareholders for adoption. The vote on this item is advisory only and will not bind the directors or the Company.
- 7 However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.
- 8 The Remuneration Report for the financial year ended 30 June 2015 is set out in the 2015 Whitehaven Coal Annual Report, which is also available on the Company's internet site ([www.whitehavencoal.com.au](http://www.whitehavencoal.com.au)).

- 9 The report:
- (a) explains the Board's policies in relation to the nature and level of remuneration paid to Key Management Personnel within the Whitehaven Coal Limited group;
  - (b) discusses the link between the Board's policies and the Company's performance;
  - (c) sets out the remuneration details for each director and for each of the Key Management Personnel; and
  - (d) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.
- 10 The Chairman will give shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.
- 11 **The directors recommend you vote in favour of this resolution.**

## **Grant of rights to Managing Director as long term incentive award**

### **Resolution 2: Grant of rights to Managing Director under Equity Incentive Plan**

#### **Reason for approval**

- 12 The Company is seeking approval for the proposed grant of performance rights to Mr Flynn pursuant to ASX Listing Rule 10.14, which requires shareholder approval for the Company to issue securities to a director under an employee incentive scheme.

#### **Proposed grant**

- 13 In accordance with his employment agreement, Resolution 2 seeks approval for the Company to grant Mr Flynn 1,027,907 rights as his long term incentive in 2015 (**LTI Rights**).
- 14 The number of LTI Rights to be granted to Mr Flynn was calculated by dividing \$1,326,000 (the value of Mr Flynn's LTI opportunity for the 2015 LTI award, being 100% of his annual fixed remuneration) by the volume weighted average price of ordinary shares in the Company over the 20 trading day period commencing 10 days prior to 1 July 2015, being \$1.29.
- 15 The terms and conditions attaching to the LTI Rights are explained below. Further details regarding Mr Flynn's remuneration package are set out in the Remuneration Report in the Company's FY2015 Annual Report.

#### **Performance hurdles**

- 16 Mr Flynn's 2015 LTI award will be subject to two performance hurdles:
- 60% of the award will be subject to a relative total shareholder return (**TSR**) performance hurdle, which compares the TSR performance of the Company with the TSR performance of a peer group of companies operating in the Australian resources sector (**TSR Rights**); and
  - 40% of the award will be subject to the Company achieving a defined costs per tonne target (**Costs Target Rights**).

#### ***TSR Rights***

- 17 60% of Mr Flynn's award will be tested against a relative TSR performance hurdle. TSR is a method of calculating the return shareholders would earn if they held a notional number of shares over a period of time. In broad terms, TSR measures the growth in the company's share

price (modified to account for capital adjustments where appropriate) together with the value of dividends derived during the period, assuming that all those dividends are re-invested into new shares.

- 18 The TSR Rights will be divided into two equal tranches, which will be tested based on performance over periods of three and four years (respectively), with each performance period commencing on 1 July 2015.
- 19 For the purpose of calculating the growth in the company's share price as part of the TSR calculation for a performance period, the following opening and closing share prices will be used:
- (a) the volume weighted average share price over the 20 trading day period commencing 10 trading days before 1 July 2015; and
  - (b) the volume weighted average share price over the corresponding 20 trading day period at the conclusion of the relevant performance period.
- 20 The peer group for the TSR performance hurdle comprises the following companies:

BHP Billiton	Rio Tinto	Woodside Petroleum
Origin Energy	Oil Search	Newcrest Mining
South32	Caltex Australia	Santos
Fortescue Metals Group	Alumina	Iluka Resources
WorleyParsons	Sims Metal Management	Liquefied Natural Gas
BlueScope Steel	New Hope Corp	Sirius Resources
Whitehaven Coal	Beach Energy	Northern Star Resources
OZ Minerals	Evolution Mining	Independence Group

The Board has the discretion to adjust the comparator group to take into account events including but not limited to takeovers, mergers or de-mergers that might occur during the performance period.

- 21 The percentage of the TSR Rights that vest, if any, will be determined by reference to the TSR percentile ranking achieved by the Company over the relevant performance period compared to the other entities in the comparator group as follows:

<b><i>TSR percentile ranking</i></b>	<b><i>TSR Rights that vest (%)</i></b>
75th percentile or above	100%
Between 50th and 75th percentile	35% of the Rights will vest at the 50 <sup>th</sup> percentile. Additional vesting will then occur on a straight line basis up to the 75 <sup>th</sup> percentile

Equal to 50th percentile	35%
Below 50th percentile	Nil

22 Testing will occur at the end of the relevant performance period shortly after the Company's full year results for the preceding financial year are released, and the number of TSR Rights that vest (if any) will be determined. There is no re-testing for TSR Rights that do not vest.

23 All TSR Rights that do not vest following testing will lapse immediately.

***Costs Target Rights***

24 40% of the LTI award will be subject to the Company achieving a defined 'whole of company' costs target (the **LTI Costs Hurdle**).

25 The Board has set the LTI Costs Hurdle having regard to the Company's budgeted cost forecasts and the current coal industry cost curve as measured by a recognised expert. The Board is satisfied that the LTI Costs Hurdle is challenging and rigorous and, if the Target is achieved, it would place the Company in the lowest cost quartile of the current coal industry cost curve.

26 Testing will occur at the end of FY2018 based on the average costs achieved on a Company-wide basis over the 12 month period from 1 July 2017 to 30 June 2018. Full vesting will only occur if the Board is satisfied that performance meets or exceeds the Target for which the Board's expectation is performance in the lowest cost quartile. The Board may, where it is appropriate to do so, revise the hurdles below to take account of mergers, acquisitions and divestments or other exceptional circumstances.

27 Vesting will occur based on the following schedule:

<b><i>LTI Costs Hurdle achieved</i></b>	<b><i>Costs Target Rights that vest (%)</i></b>
Target	100%
Between Gateway and Target	35% of the Rights will vest at the Gateway performance level. Additional vesting will then occur on a straight line basis up to the Target performance level
Gateway	35%
Below Gateway	Nil

28 Due to the commercially sensitive nature of this hurdle, the Gateway and Target performance levels will not be disclosed at this stage. However, retrospective disclosure of the outcomes against these performance levels will be provided in the Remuneration Report for the year of vesting. Notably, the Company also sets annual short term cost hurdles in the Key Performance Indicators for the STI. Measured outcomes against that hurdle are reported at the end of each financial year.

29 To the extent that the LTI Costs Hurdle is satisfied at the end of FY2018:

- 50% of the Costs Target Rights that vest will be immediately delivered in shares to Mr Flynn; and
- the remaining 50% will continue on foot, subject to a further one year service condition. At the end of FY2019, these Rights will be delivered in shares to Mr Flynn.

30 Any Costs Target Rights that do not vest following testing at the end of FY2018 will lapse.

31 Notwithstanding the vesting schedule above, the Board intends only to reward performance that is consistent with shareholder expectations. Accordingly, the Board retains a discretion to lapse any or all Costs Target Rights if the Board considers that vesting would be inappropriate in light of the intent and purpose of the LTI Costs Hurdle.

### **Treatment of rights on cessation of employment**

32 Subject to the Board's discretion to determine otherwise, all unvested LTI Rights will lapse where Mr Flynn's employment is terminated for cause.

33 Where Mr Flynn resigns or his employment is terminated by mutual agreement, unvested LTI Rights will remain on foot and subject to the original performance hurdles. However, the Board may determine to lapse any or all of the unvested LTI Rights and ordinarily, in the case of a resignation, would be expected to do so.

34 Where Mr Flynn's employment ends for any other reason, unvested LTI Rights will remain on foot and subject to the original performance hurdles, with a Board discretion to determine that some LTI Rights (up to a pro rata portion based on how much of the relevant performance period remains) will lapse.

### **Change of control**

35 If there is a takeover bid or other transaction, event or state of affairs that in the Board's opinion is likely to result in a change in control of the Company, the Board has a discretion to determine that some or all of the LTI Rights will vest. If an actual change of control occurs before the Board has exercised this discretion, a pro rata portion of the LTI Rights equal to the portion of the performance period that has elapsed and tested against the performance hurdles up to the date of change of control will immediately vest. The Board retains a discretion to determine whether the remaining unvested LTI Rights will vest or lapse.

### **No dealing**

36 Any dealing in respect of the LTI Rights is prohibited unless the Board determines otherwise or the dealing is required by law.

### **Timing of grant**

37 If approved, the LTI Rights will be granted shortly following the Company's AGM (and, in any event, prior to 30 October 2016).

### **Additional information**

38 The maximum number of securities that Mr Flynn may acquire under this approval is 1,027,907.

39 Each LTI Right represents a conditional entitlement to one ordinary fully paid share in the Company. There is no cost to Mr Flynn on the grant of the LTI Rights. The LTI Rights will not have an exercise price and accordingly do not raise capital. There are no loans associated with the grant of LTI Rights.

- 40 Since shareholder approval was last obtained at the 2014 annual general meeting, the only Director who has received LTI securities under the Equity Incentive Plan is Mr Flynn, who received 712,329 Rights in 2014 for nil consideration.
- 41 Mr Flynn is the only Director entitled to participate in the Company's Equity Incentive Plan.
- 42 If shareholder approval is given for the issue of securities under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.
- 43 **The directors, with Mr Flynn abstaining, recommend you vote in favour of this resolution.**

## **Election of directors**

- 44 Under rule 13.2 of the Constitution, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board holds office until the next annual general meeting of the Company and is then eligible for election at that meeting. Having been appointed since the last annual general meeting, Julie Beeby offers herself for election.
- 45 Rule 16.1 of the Constitution provides that at every annual general meeting of the Company one third of the Directors (excluding the Managing Director) must retire from office. If the number of Directors is not a multiple of three, the number of Directors nearest to, but not less than, one third of the Directors must retire from office. John Conde and Tony Haggarty retire by rotation and offer themselves for re-election.
- 46 The Board has a majority of independent directors as recommended under the ASX Corporate Governance Principles and Recommendations.
- 47 Set out below are the biographical details of Julie Beeby, John Conde and Tony Haggarty, together with the recommendation of the Board.

### **Resolution 3: Election of Julie Beeby**

- 48 Julie Beeby was appointed by the Board on 17 July 2015 and will retire in accordance with rule 13.2 of the Constitution. Being eligible, Julie offers herself for election.
- 49 Julie has more than 25 years' experience in the minerals and petroleum industries in Australia including major Australian and US resources companies and as Chief Executive Officer of WestSide Corporation, an ASX listed, Queensland-based coal seam gas company. Julie has technical, operations and strategy expertise and has held senior and executive positions in coal mining, mining services and coal seam gas after commencing her career in coal and mineral processing research. Julie is currently the Chairman of the Board of the Queensland Electricity Transmission Corporation Limited, Powerlink Queensland, and has previously held non-executive director positions on the Boards of Gloucester Coal Limited, Forge Group Limited, CRC Mining, Queensland Resources Council and Australian Coal Research.
- 50 The Board has considered Julie's independence and has determined that she is an independent director.
- 51 Julie is a member of the following committee: Health, Safety, Environment and Community Committee.
- 52 **The directors, with Dr Beeby abstaining, recommend you vote in favour of this resolution.**

#### **Resolution 4: Re-Election of John Conde**

- 53 John Conde will retire by rotation in accordance with rule 16.1 of the Constitution and, being eligible, offers himself for re-election.
- 54 John has over 30 years of broad based commercial experience across a number of industries, including the energy sector, and was chairman of the company prior to the merger with Aston Resources. John is chairman of Bupa Australia and New Zealand, Cooper Energy Limited and The McGrath Foundation. He is also president of the Commonwealth Remuneration Tribunal and a non-executive director of the Dexus Property Group. He retired as chairman of the Sydney Symphony Orchestra in May 2015. He was previously chairman of Ausgrid (formerly Energy Australia) and Destination NSW. He was formerly chairman and managing director of Broadcast Investment Holdings, as well as a non-executive director of BHP Billiton Limited and Excel Coal Limited
- 55 The Board has considered John's independence and has determined that he is an independent director.
- 56 John is a member of the following committees: Audit and Risk Management Committee (Chairman), Governance and Nomination Committee and Remuneration Committee.
- 57 **The directors, with Mr Conde abstaining, recommend you vote in favour of this resolution.**

#### **Resolution 5: Re-Election of Tony Haggarty**

- 58 Tony Haggarty will retire by rotation in accordance with rule 16.1 of the Constitution and, being eligible, offers himself for re-election.
- 59 Tony has over 30 years' experience in the development, management and financing of mining companies, and was co-founder and Managing Director of Excel Coal Limited from 1993 to 2006. Prior to this, Tony worked for BP Coal and BP Finance in Sydney and London, and for Agipcoal as the Managing Director of its Australian subsidiary. Tony was appointed to the Board of Whitehaven on 3 May 2007, was appointed Managing Director on 17 October 2008 and retired as Managing Director on 25 March 2013.
- 60 The Board considers that Tony has consistently exercised independent and objective judgement on all Company matters since becoming a non-executive director on 25 March 2013. However, at this point in time, the Board has determined to treat Tony as not being an independent director given his previous executive role with the Company and the fact that less than three years have elapsed since he ceased his executive duties.
- 61 Tony is a member of the following committees: Health, Safety, Environment and Community Committee (Chairman) and Audit & Risk Management Committee.
- 62 **The directors, with Mr Haggarty abstaining, recommend you vote in favour of this resolution.**

## Definitions

A number of capitalised terms are used throughout this notice of meeting and explanatory memorandum. Except to the extent the context otherwise requires:

<b>Term</b>	<b>Definition</b>
<b>ASX</b>	means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as the context requires).
<b>Closely Related Party</b>	of a member of Key Management Personnel means: <ol style="list-style-type: none"><li>a spouse or child of the member;</li><li>a child of the member's spouse;</li><li>a dependent of the member or of the member's spouse;</li><li>anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;</li><li>a company that the member controls; or</li><li>a person described by the <i>Corporations Regulations 2001</i> (Cth).</li></ol>
<b>Company</b>	means Whitehaven Coal Limited ACN 124 459 396.
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Key Management Personnel</b>	means those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or not).



**WHITEHAVEN COAL LIMITED**  
ACN 124 425 396

**Lodge your vote:**

**Online:**  
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Victoria 3001 Australia

Alternatively you can fax your form to  
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FLAT 123  
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THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Proxy Form**

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**Vote and view the annual report online**

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



**Your access information that you will need to vote:**

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

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

**For your vote to be effective it must be received by 10:00am (Sydney Time) Wednesday 28 October 2015**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Appointing the Chairman of the Meeting as proxy:** If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you leave Step 1 blank, or your named proxy does not attend the Meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy.

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**Voting restrictions for members of the key management personnel (KMP):** Please note that if you appoint a member of the KMP or one of their closely related parties as your proxy, they will not be able to vote your proxy on Resolutions 1 or 2, unless you direct them how to vote by marking a voting box in Step 2 or you appoint the Chairman of the Meeting as your proxy. If the Chairman of the Meeting is or becomes your proxy by default, but you do not mark a voting box for Resolutions 1 or 2, then by completing and returning the Proxy Form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy on the relevant resolution as he thinks fit, even though the resolution is connected with the remuneration of the Company's KMP.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions for Postal Forms**

**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 registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**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.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**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.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Whitehaven Coal Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Whitehaven Coal Limited (Company) to be held at The Mint, 10 Macquarie Street, Sydney NSW 2000 on Friday, 30 October 2015 at 10:00am (Sydney Time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 2 (except where I/we have indicated a different voting intention below) even though Items 1 and 2 are connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 2 by marking the appropriate box in step 2 below.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your 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
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Grant of rights to Managing Director under Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Julie Beeby as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of John Conde as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Tony Haggarty as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### 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 / /

WHC

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