

# Notice of annual general meeting

Whitehaven Coal Limited ACN 124 425 396

---

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>	Thursday 25 October 2018
<b>Time</b>	11.00am

## Items of business

### 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 2018.

### 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 2018 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 long term incentive 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 315,790 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 each of the following as ordinary resolutions:

- 3 *'That Fiona Robertson, who was appointed as a director of the Company on 16 February 2018 and who retires under rule 13.2 of the Constitution, be elected as a director of the Company.'*
- 4 *'That Julie Beeby, who retires under rule 16.1 of the Constitution, be re-elected as a director of the Company.'*

- 5 *'That Raymond Zage, 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.

## **Re-insertion of the partial takeover provisions in the Constitution**

To consider and, if in favour, to pass the following as a special resolution:

- 6 *'That the partial takeover provisions in rule 27 of the Company's Constitution be re-inserted for a period of 3 years.'*

## **Resolutions promoted by Market Forces and requisitioned by a group of shareholders**

The following resolutions are **NOT SUPPORTED** by the Board.

To consider and, if in favour, to pass the following as a special resolution:

- 7 *'To insert into our company's constitution beneath clause 10.1 'Business of general meetings' the following new clause 10.1A 'Advisory resolutions': "The company in general meeting may by ordinary resolution express an opinion or request information about the way in which a power of the company partially or exclusively vested in the directors has been or should be exercised. However, such a resolution must relate to an issue of material financial relevance and cannot either advocate action which would violate any law or relate to any personal claim or grievance. Such a resolution is advisory only and does not bind the directors or the company."'*

Subject to and conditional on Resolution 7 being passed by the required majority, to consider and, if in favour, to pass the following as ordinary resolutions:

- 8 *'That in order to address our interest in the longer-term success of the company, given the recognised risks and opportunities associated with climate change, we as shareholders request information about the company's exposure to climate change-related risks. Such information should comply with the recommendations of the Financial Stability Board's Task Force on Climate-related Financial Disclosures (TCFD), and follow the TCFD's Supplemental Guidance for the Energy Sector. Information satisfying all relevant recommendations of the TCFD should be disclosed as part of the company's routine annual reporting from 2019 onwards.'*
- 9 *'That in order to address our interest in the longer-term success of the company, given the recognised risks and opportunities associated with climate change, we as shareholders express our opinion that the Board must ensure our company's strategy and capital expenditure decisions are consistent with the climate goals of the Paris Agreement.'*

Note: Resolutions 8 and 9 are contingent on the passing of the constitutional amendment in Resolution 7. If Resolution 7 does not pass as a special resolution, the contingent resolutions in Resolutions 8 and 9 will not be put to shareholders at the meeting.

Resolutions 7, 8 and 9 were proposed by a group of shareholders holding approximately 15,000 shares representing 0.0016% of the Company's shares on issue. The Board unanimously recommends that shareholders vote **AGAINST** Resolutions 7, 8 and 9 for the reasons set out on page 15.

The Chairman of the meeting intends to vote undirected proxies **AGAINST** Resolutions 7, 8 and 9.

Dated 24 September 2018

By order of the Board

Timothy Burt  
Company secretary

### Notes

- (a) The accompanying explanatory memorandum and its appendices form 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 hand to:  
Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street  
Sydney NSW 2000
  - 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 Securityholder 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 11.00am (Sydney time) on Tuesday 23 October 2018**. 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 Tuesday 23 October 2018.
- (j) If you have any queries on how to cast your votes call Whitehaven's Company Secretary, Timothy Burt, on +612 8222 1100 or the Company's share registry, Computershare Investor Services Pty Limited, on 1300 850 505 (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 for the year ended 30 June 2018, 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 a Closely Related Party of such a member,

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) in favour of the resolution 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 a Closely Related Party of such a member,

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 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 undirected proxies in favour of Resolutions 1-6, and against Resolutions 7-9.**

## Important information concerning registration of visitors at meeting

Only shareholders and their duly appointed proxies, attorneys or representatives are entitled to attend the meeting. However, the Company may allow visitors to attend the meeting where they have registered their intention to attend the meeting with the Company at least 48 hours prior to the meeting. Visitors who have not registered with the Company by the deadline will not be permitted entry to the meeting.

Visitors can register their intention to attend the meeting with the Company by emailing Whitehaven's Company Secretary at [companysecretary@whitehavencoal.com.au](mailto:companysecretary@whitehavencoal.com.au). Visitors who are not approved by the Company will not be permitted entry to the meeting.

## 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 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

# Explanatory memorandum

Whitehaven Coal Limited ACN 124 425 396

---

This explanatory memorandum has been prepared for the information of shareholders in connection with the resolutions to be considered at the annual general meeting to be held at The Mint, 10 Macquarie Street, Sydney on Thursday 25 October 2018 at 11.00am. 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 2018 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 Thursday 18 October 2018. Please send any written questions for Ernst & Young to the address listed in the proxy form attached to this notice of meeting. The auditor is not obliged to provide written answers.

## 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.
- 7 The vote on this item is advisory only and will not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

- 8 The Company's Remuneration Report for the financial year ended 30 June 2018 is set out in the 2018 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 Remuneration 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 non-executive director and for each of the executive Key Management Personnel; and
  - (d) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executive Key Management Personnel, including the Managing Director.
- 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 long term incentive to Managing Director under Equity Incentive Plan**

### **Resolution 2: Grant of long term incentive to Managing Director under Equity Incentive Plan**

#### **Reason for approval**

- 12 The Company is seeking approval for the proposed grant of performance rights (**Rights**) to the Company's Managing Director, Mr Paul 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 The Company proposes to grant Mr Flynn a long term incentive (**LTI**) award for 2018 comprised of 315,790 Rights (**LTI Awards**). Vesting of these LTI Awards is subject to achieving the performance hurdles set out below.
- 14 The value of the LTI Awards to be granted to Mr Flynn is \$1,800,000 (representing 120% of his annual fixed remuneration for FY2019).
- 15 The number of LTI Awards to be granted was calculated by dividing \$1,800,000 (the total value of Mr Flynn's LTI Awards) by the volume weighted average price of ordinary shares in the Company over the 20 trading day period that commenced 10 trading days prior to 30 June 2018, being \$5.70.
- 16 The 30 June reference date for the valuation of the Rights is consistent with the date used for the valuation of prior year LTI awards.
- 17 Further details regarding Mr Flynn's remuneration package are set out in section 4 of the Remuneration Report in the Company's 2018 Annual Report.

## Performance hurdles

- 18 Mr Flynn's LTI Awards will vest and become exercisable subject to two performance hurdles:
- 50% of the LTI Awards 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 Awards**); and
  - 50% of the LTI Awards will be subject to the Company achieving a defined costs per tonne target (**Costs Target Awards**).
- 19 The Board has discretion to adjust the performance hurdles and outcomes where it is considered appropriate to do so.

## TSR Awards

- 20 TSR Awards 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.
- 21 TSR Awards will be divided into two equal tranches, which will be tested based on performance over periods of three and four years (respectively), with both performance periods commencing on 1 July 2018.
- 22 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 that commenced 10 trading days prior to 30 June 2018, being \$5.70; and
  - (b) the volume weighted average share price over the corresponding 20 trading day period at the conclusion of the relevant performance period.
- 23 The peer group for the TSR performance hurdle comprises the following companies:

BHP Billiton Ltd	Evolution Mining Ltd	Mineral Resources Ltd
Fortescue Metals Group Ltd	Beach Energy Ltd	St Barbara Limited
OZ Minerals Ltd	Woodside Petroleum Ltd	Regis Resources Ltd
South 32 Ltd	Iluka Resources Ltd	Coronado Coal (when listed)
Worley Parsons Ltd	Newcrest Mining Ltd	Northern Star Resources Ltd
New Hope Corporation Ltd	Independence Group NL	Oil Search Ltd
Rio Tinto Ltd	Santos Ltd	

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.

- 24 The percentage of the TSR Awards that vest and become exercisable, 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:

<i><b>TSR percentile ranking</b></i>	<i><b>TSR Awards that vest (%)</b></i>
75th percentile or above	100%
Between 50th and 75th percentile	50% of the TSR Awards 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	50%
Below 50th percentile	Nil

- 25 Testing to determine the amount of the TSR Awards that vest and become exercisable (if any), will occur shortly after the end of the Company's financial year but before the Company's full year results for the relevant financial year are released. There is no re-testing for TSR Awards that do not vest.
- 26 All TSR Awards that do not vest following testing will lapse immediately.

***Costs Target Awards***

- 27 Costs Target Awards will be subject to the Company achieving a defined 'whole of company' costs target for the Company's existing operations (the **LTI Costs Hurdle**).
- 28 The Board has set the LTI Costs Hurdle having regard to the Company's budgeted cost forecasts and the 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 ensure the Company retains its competitive position when measured on the coal industry cost curve.
- 29 Testing will occur at the end of FY2021 based on the average costs achieved on a Company-wide basis over the 12 month period from 1 July 2020 to 30 June 2021. Full vesting will occur if the Board is satisfied that performance meets or exceeds the Target.
- 30 Vesting will occur based on the following schedule:

<i><b>LTI Costs Hurdle achieved</b></i>	<i><b>Costs Target Awards that vest (%)</b></i>
Target	100%
Between Gateway and Target	50% of the Costs Target Awards will vest at the Gateway performance level. Additional vesting will then occur on a straight line basis up to the Target performance level.
Gateway	50%
Below Gateway	Nil



- 31 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 the performance levels will be provided in the Remuneration Report for the year of vesting. The Company also sets annual short term cost hurdles in the key performance indicators for the short term incentive. Measured outcomes against those hurdles are reported at the end of each financial year.
- 32 To the extent that the LTI Costs Hurdle is satisfied at the end of FY2021:
- 50% of the Costs Target Awards that vest will become exercisable immediately; and
  - the remaining 50% of the Costs Target Awards will continue on foot, subject to a further one year service condition. At the end of FY2022, these Awards will become exercisable.
- 33 Any Costs Target Awards that do not vest following testing will lapse.
- 34 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 Awards if the Board considers that vesting would be inappropriate in light of the intent and purpose of the LTI Costs Hurdle.

#### **Last exercise date for vested LTI Awards**

- 35 Vested Rights will have a last date for exercise that is up to 10 years following the grant date (**Last Exercise Date**). On this Last Exercise Date, vested but unexercised Rights will be automatically exercised.

#### **Treatment of Awards on cessation of employment**

- 36 Subject to the Board's discretion to determine otherwise, all unvested LTI Awards will lapse where Mr Flynn's employment is terminated for cause.
- 37 Where Mr Flynn resigns or his employment is terminated by mutual agreement, unvested LTI Awards 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 Awards and ordinarily, in the case of a resignation, would be expected to do so.
- 38 Where Mr Flynn's employment ends for any other reason, unvested LTI Awards will remain on foot and subject to the original performance hurdles, with a Board discretion to determine that some LTI Awards (up to a pro rata portion based on how much of the relevant performance period remains) will lapse.

#### **Dividend and voting entitlements**

- 39 LTI Awards do not have any dividend or voting rights prior to vesting and exercise.
- 40 Upon exercise of vested LTI Awards, Mr Flynn will be entitled to receive a dividend equivalent payment in respect of the period between the beginning of the performance period (1 July 2018) and exercise. The payment will be equal to the amount of any dividends that would have been payable between 1 July 2018 and the exercise date, if Mr Flynn had held ordinary fully paid shares in the Company over that period rather than LTI Awards (with the amount of dividends calculated on a re-investment basis).

- 41 Any dividend equivalent payment to Mr Flynn may be made in cash or provided as additional fully paid ordinary shares in the Company, as determined by the Board. Where the Board decides to provide the payment to Mr Flynn as shares in the Company, those shares will be acquired on-market pursuant to the terms of the LTI Awards and shareholder approval will not be required in accordance with ASX Listing Rule 10.15B.

### **Change of control**

- 42 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 Awards will vest and become exercisable. If an actual change of control occurs before the Board has exercised this discretion, a pro rata portion of the LTI Awards 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 and become exercisable. The Board retains discretion to determine whether the remaining unvested LTI Awards will vest and become exercisable or lapse.

### **No dealing**

- 43 Any dealing in respect of the LTI Awards is prohibited unless the Board determines otherwise or the dealing is required by law.

### **Timing of grant**

- 44 If approved, the LTI Awards will be granted shortly following the Company's AGM (and, in any event, prior to 25 October 2019).

### **Additional information**

- 45 The maximum number of securities that Mr Flynn may acquire under this approval is 315,790 Rights.
- 46 There is no cost to Mr Flynn on the grant or exercise of the LTI Awards. There are no loans associated with the grant of LTI Awards.
- 47 On vesting and exercise, each Right entitles Mr Flynn to receive one ordinary fully paid share in the Company or an equivalent cash payment.
- 48 Since shareholder approval was last obtained at the 2017 annual general meeting, the only director (or associate of a director) who has received LTI securities under the Company's Equity Incentive Plan is Mr Flynn, who received 237,285 Rights and 786,349 options under his 2017 LTI award for nil consideration.
- 49 Mr Flynn is the only director (or associate of a director) entitled to participate in the Company's Equity Incentive Plan.
- 50 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.
- 51 **The directors, with Mr Flynn abstaining, recommend you vote in favour of this resolution.**

## Election of directors

- 52 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, Fiona Robertson offers herself for election.
- 53 In accordance with rule 16.1 of the Company's Constitution, 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. Julie Beeby and Raymond Zage retire by rotation and offer themselves for re-election.
- 54 The Board has a majority of independent directors as recommended under the ASX Corporate Governance Principles and Recommendations.
- 55 Set out below are the biographical details of Fiona Robertson, Julie Beeby and Raymond Zage, together with the recommendation of the Board.

### **Resolution 3: Election of Fiona Robertson MA (Oxon), FAICD, MAusIMM**

- 56 Fiona Robertson was appointed by the Board on 16 February 2018 and will retire in accordance with rule 13.2 of the Constitution. Being eligible, Fiona offers herself for election.
- 57 Fiona is a member of the following committees: Audit and Risk Management Committee and Remuneration Committee.
- 58 Fiona has a corporate finance background, with more than 20 years' experience as a CFO of ASX-listed emerging and mid-tier mining and oil & gas companies preceded by 14 years with Chase Manhattan Bank in London, New York and Sydney, in corporate banking, credit risk management and mining finance roles.
- 59 Previous non-executive directorships include ASX-listed oil and gas producer, Drillsearch Energy where she chaired the Audit & Risk Committee. Through active involvement with the AusIMM's WIMnet, Fiona has sought to foster the attraction and retention of women in the resources industry and, in 2017 was named Gender Diversity Champion in Australian Resources by WIRNA and in NSW Mining in the NSW Minerals' Council's Women in Mining Awards.
- 60 Currently Fiona is a director of ASX-listed Heron Resources which is developing the Woodlawn base metals mine in NSW.
- 61 Fiona has a relevant interest in 15,000 ordinary shares in the Company.
- 62 The Board has considered Fiona's independence and has determined that she is an independent director.
- 63 **The directors, with Ms Robertson abstaining, recommend you vote in favour of this resolution.**

### **Resolution 4: Re-election of Dr Julie Beeby BSc (Hons I), PhD (Physical Chemistry), MBA, FAICD, FTSE**

- 64 Julie Beeby will retire by rotation in accordance with rule 16.1 of the Constitution and, being eligible, offers herself for re-election.

- 65 Julie has served as a non-executive director of the Company since 17 July 2015 and is a member of the following committees: Governance and Nomination Committee and Health, Safety, Environment and Community Committee (Chairman).
- 66 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.
- 67 Julie is currently the Chairman of the Queensland Electricity Transmission Corporation Limited, Powerlink Queensland. Julie has previously held non-executive director positions on the Boards of Gloucester Coal Limited, Oz Minerals Limited, Forge Group Limited, CRC Mining, Queensland Resources Council and Australian Coal Research.
- 68 Julie has a relevant interest in 55,000 ordinary shares in the Company.
- 69 The Board has considered Julie's independence and has determined that she is an independent director.
- 70 **The directors, with Dr Beeby abstaining, recommend you vote in favour of this resolution.**

**Resolution 5: Re-election of Raymond Zage BSc Finance**

- 71 Raymond will retire by rotation in accordance with rule 16.1 of the Constitution and, being eligible, offers himself for re-election.
- 72 Raymond has served as a non-executive director of the Company since 27 August 2013 and is not a member of any Board committees.
- 73 Raymond is the founder and CEO of Tiga Investments Pte. Ltd. He is also a Senior Advisor to Farallon Capital Management, L.L.C., one of the largest alternative asset managers in the world. Raymond has been involved in investments throughout Asia in various industries including financial services, infrastructure, manufacturing, energy and real estate. Previously, Raymond was the Managing Director and CEO of Farallon Capital Asia Pte. Ltd., and prior to that worked in the investment banking division of Goldman, Sachs & Co. in Singapore, New York and Los Angeles.
- 74 Companies related to Farallon Capital management, L.L.C. are the holders of 146,007,208 ordinary shares in the Company.
- 75 The Board has considered Raymond's independence and has determined that he is not an independent director given his relationship to Farallon Capital management, L.L.C., which is a substantial shareholder in the Company.
- 76 **The directors, with Mr Zage abstaining, recommend you vote in favour of this resolution.**

## **Re-insertion of the partial takeover provisions in the Constitution**

### **Resolution 6: Re-insertion of the partial takeover provisions in the Constitution**

#### **Reason for approval**

- 77 The Company proposes to re-insert in its Constitution provisions dealing with proportional takeover bids for Whitehaven Coal Limited's shares in accordance with the Corporations Act. The provisions, which are contained in rule 27 of the Company's current Constitution, are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.
- 78 Under the Corporations Act, these provisions must be renewed every 3 years or they will cease to have effect. The provisions in rule 27 of the Company's Constitution were last approved by shareholders in November 2009 and therefore ceased to have effect in November 2012. Resolution 6 will, if passed, re-insert these provisions in the Constitution. If approved by shareholders, the partial takeover provisions will have effect for 3 years.
- 79 Rule 27 of the Company's Constitution is attached as Appendix 1 to this notice of meeting.
- 80 The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of partial takeover provisions in a constitution.

#### **Effect**

- 81 A proportional takeover bid is one where an offer is made to each shareholder for a proportion of that shareholder's shares.
- 82 The partial takeover provisions in the Company's Constitution state that, in the event of a proportional takeover bid being made, the directors must hold a meeting of the shareholders entitled to vote for the purpose of considering and, if thought fit, passing a resolution to approve the bid. A resolution approving the bid must be voted on by the 14th day before the last day of the bid period, during which the offers under the proportional takeover bid remain open.
- 83 The resolution will be passed if more than 50% of votes are cast in favour of the approval of the bid. The bidder and its associates are not allowed to vote on the resolution. If the resolution is not passed, transfers which would have resulted from the acceptance of the bid will not be registered and the bid will be taken to have been withdrawn.
- 84 The directors will breach the Corporations Act if they fail to ensure the resolution is voted on. If no resolution is voted on by the deadline, the bid is taken to have been approved.
- 85 The partial takeover provisions do not apply to full takeover bids and only apply for 3 years after approval. The provisions may be renewed or re-inserted in the Constitution, but only by special resolution.

#### **Reasons for proposing the resolution**

- 86 If the partial takeover approval provisions are not included in the Constitution, a proportional takeover bid may enable control of the Company to pass without shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares.

- 87 The partial takeover provisions decrease this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

### **No knowledge of any acquisition proposals**

- 88 At the date of this notice, no director of the Company is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

### **Review of partial takeover provisions**

- 89 The partial takeover provisions have not been in effect since November 2012 and, accordingly, there are no relevant examples against which to assess the advantages or disadvantages of the partial takeover provisions (that is, rule 27 of the existing Constitution) for the directors and shareholders of the Company. The directors are not aware of any potential takeover bid that was discouraged by rule 27, while this rule was in effect.

### **Potential advantages and disadvantages**

- 90 The directors of the Company consider that the proposed re-insertion of the partial takeover provisions in the Constitution has no potential advantages or disadvantages for directors because they remain free to make a recommendation on whether a proportional takeover bid should be accepted.

- 91 The potential advantages of the partial takeover provisions for shareholders of the Company are:
- shareholders have the right to decide by majority vote whether a proportional takeover bid should proceed;
  - the provisions may assist shareholders to avoid being locked in as a minority;
  - the bargaining power of shareholders is increased and this may assist in ensuring that any proportional takeover bid is adequately priced; and
  - knowing the view of the majority of shareholders assists each individual shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that offer.

- 92 Some potential disadvantages of the partial takeover provisions for shareholders of the Company are:
- the provisions are a hurdle to, and may discourage the making of proportional takeover bids in respect of the Company;
  - shareholders may lose an opportunity of selling some of their shares at a premium; and
  - the chance of a proportional takeover bid being successful may be reduced.

- 93 The Board considers that the potential advantages for shareholders of the partial takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

- 94 **The directors recommend you vote in favour of this resolution.**

## Resolutions promoted by Market Forces and requisitioned by a group of shareholders

- 95 A group of shareholders holding approximately 15,000 shares representing 0.0016% of the Company's shares on issue have proposed Resolutions 7-9 under section 249N of the Corporations Act and requested pursuant to section 249P of the Corporations Act that the statements set out in Appendices 2, 3 and 4 to this notice be provided to shareholders. More than 99% of the shareholders proposing these resolutions acquired their Whitehaven shares between June and August 2018.
- 96 Market Forces is an affiliate project of Friends of the Earth and its website indicates that it seeks to prevent investment in the companies it targets. This intention, being to cause harm to the Company, is clearly contrary to the best interests of the Company and its shareholders.
- 97 Shareholders would be aware that Whitehaven produces some of the highest quality coal available in the seaborne market. The use of this coal, along with much of the coal produced and exported from Australia, in modern highly efficient low emission (HELE) power stations, helps to lower emissions. Countries that import Whitehaven's and other Australian coals are using the coal to provide low cost electricity for their communities and to lower emissions in line with their respective Nationally Determined Commitments (NDCs) issued after the Paris COP21 meeting. A total of twenty-four countries have included the use of coal in their NDCs.
- 98 Under the IEA's New Policy Scenario which incorporates the NDCs, global coal consumption is forecast to increase until at least 2040. The growth in consumption in the Asian region, Whitehaven's key growth market, is significantly greater than in the developed countries. The long mine life of Whitehaven's larger assets aligns with the asset life for many of the Asian based electricity generators ensuring strong demand for Whitehaven's coal products for many years into the future.
- 99 Whitehaven provides detailed information on coal use and climate risk addressing many of the themes identified in the Financial Stability Board's Task Force on Climate-related Financial Disclosures (TCFD). Accordingly, the Board is of the view that these resolutions are not required given Whitehaven's current reporting practices and its commitment to continually improving its disclosures.
- 100 The Board would urge institutional and other shareholders, when considering how to vote on these resolutions, to take into account the efforts Whitehaven already undertakes in relation to environmental, social and governance issues.
- 101 While the Board recognises and supports the right of shareholders to make their opinions known and to requisition resolutions, the Board can only recommend in favour of resolutions that are in the best interests of the Company and its shareholders.
- 102 The Board recommends **against** the requisitioned resolutions for the following reasons:
- Shareholders already have important rights to make their opinions known to the Company and the Board, and to ask questions of and challenge the Board through the annual general meeting.
  - The Board takes into account the views of shareholders and has an overriding duty to proceed at all times in what the Board considers to be the best interests of the Company as a whole. The Board is always accountable to shareholders.
  - Imposing a constitutionally mandated obligation to put advisory resolutions to the Company's shareholders would increase the scope for requisitioned resolutions to be used by groups whose interests are not aligned with, and may be contrary to, those of the Company.
- 103 **For the reasons outlined above, the directors recommend you vote against Resolutions 7-9.**

## 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).



# Appendix 1

## Rule 27 of the Company's Constitution - Partial Takeovers

### 27.1 Interpretation

For the purposes of this rule:

**'Proportional Takeover Bid'** has the same meaning as given to that term by section 9 of the Law;

**'Relevant Day'** in relation to a Proportional Takeover Bid, means the day that is 14 days before the end of the period during which the offers under the Proportional Takeover Bid remain open;

a reference to a **'person associated with'** another person has the meaning given to that expression by Division 2 of Part 1.2 of the Law.

### 27.2 Approval of partial takeover bids

- (a) Subject to the Listing Rules, where offers have been made under a Proportional Takeover Bid in respect of shares in a class of shares in the Company, the registration of a transfer giving effect to a takeover contract for the bid is prohibited unless and until a resolution (in this rule referred to as an **'Approving Resolution'**) to approve the Proportional Takeover Bid is passed in accordance with the provisions of this rule.
- (b) A person (other than the bidder or an associate of the bidder) who, as at the end of the day of which the first offer under the Proportional Takeover Bid was made, held shares in that class is entitled to vote on an Approving Resolution and, for the purpose of so voting, is entitled to one vote for each of the shares held in that class.
- (c) An Approving Resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the Approving Resolution.
- (d) The provisions of these rules that apply in relation to a general meeting of the Company, with such modifications as the circumstances require, apply in relation to a meeting that is convened to vote on an Approving Resolution as if such a meeting was a general meeting of the Company.
- (e) An Approving Resolution that has been voted on in accordance with this rule, is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than one-half, and otherwise is taken to have been rejected.
- (f) Where offers have been made under a Proportional Takeover Bid then the Board must ensure that a resolution to approve the Proportional Takeover Bid is voted on in accordance with this rule before the Relevant Day.
- (g) Where a resolution to approve a Proportional Takeover Bid is voted on, in accordance with this rule, before the Relevant Day, the Company must, on or before the Relevant Day:
  - (i) give to the bidder; and
  - (ii) serve on each notifiable securities exchange in relation to the Company, a notice in writing stating that a resolution to approve the Proportional Takeover Bid has been voted on and whether the resolution has been passed, or has been rejected, as the case requires.

- (h) Where, at the end of the day before the Relevant Day no resolution to approve the Proportional Takeover Bid has been voted on in accordance with this rule, a resolution to approve the Proportional Takeover Bid is to be, for the purpose of this rule, deemed to have been passed in accordance with this rule.
- (i) Where a resolution under this rule is rejected, then:
  - (i) notwithstanding section 652A of the Law, all offers under the Proportional Takeover Bid that have not, as at the end of the Relevant Day, been accepted, and all offers (in this paragraph referred to as the '**accepted offers**') under the Proportional Takeover Bid that have been accepted and from whose acceptance binding contracts have not resulted, at the end of the Relevant Day, are deemed to be withdrawn at the end of the Relevant Day;
  - (ii) the bidder is, forthwith after the end of the Relevant Day, to return to each person who has accepted any of the accepted offers any documents that were sent by the person to the bidder with the acceptance of the offer;
  - (iii) the bidder is entitled to rescind, and is required, forthwith after the end of the Relevant Day, to rescind, each binding contract resulting from the acceptance of an offer made under the Proportional Takeover Bid; and
  - (iv) a person who has accepted an offer made under the Proportional Takeover Bid is entitled to rescind the contract (if any) resulting from that acceptance.
- (j) This rule ceases to have effect on the third anniversary of the later of the date of adoption or last renewal of this rule.

## Appendix 2

The shareholders who requisitioned Resolution 7 have requested, pursuant to section 249P of the Corporations Act, that the following statement accompany the resolution.

The Company is legally required to circulate the statement to shareholders. However, the Board and Company do not endorse and are not responsible for the contents of the statement or for any inaccurate or misleading statements contained in it.

### **Statement pursuant to section 249P of the Corporations Act in relation to Resolution 7**

*Shareholder resolutions are a healthy part of corporate democracy in many jurisdictions other than Australia. For example, in the UK shareholders can consider resolutions seeking to explicitly direct the conduct of the board. In the US, New Zealand and Canada shareholders can consider resolutions seeking to advise their board as to how it should act. As a matter of practice, typically, unless the board permits it, Australian shareholders cannot follow the example of their UK, US, New Zealand or Canadian cousins in this respect.*

*A board of Directors is a steward for shareholders and accountability for the discharge of that stewardship is essential to long-term corporate prosperity.*

*In rare situations the appropriate course of action for shareholders dissatisfied with the conduct of board members is to seek to remove them. But in many situations, such a personality-focused approach is unproductive and unwarranted. In those situations, a better course of action is to formally and publicly allow shareholders the opportunity at shareholder meetings such as the AGM to alert board members that they seek more information or favour a particular approach to corporate policy.*

*The Constitution of Whitehaven Coal Limited is not conducive to the right of shareholders to place resolutions on the agenda of a shareholder meeting. In our view, this is contrary to the long-term interests of WHC, its Board and shareholders. Passage of this resolution - to amend the WHC constitution - will simply put our company in a similar position in regard to the rights of shareholders wishing to propose advisory resolutions as listed companies in the UK, US, Canada or New Zealand.*

*We encourage shareholders to vote in favour of this resolution.*

**[End of Section 249P statement]**

## Appendix 3

The shareholders who requisitioned Resolution 8 have requested, pursuant to section 249P of the Corporations Act, that the following statement accompany the resolution.

The Company is legally required to circulate the statement to shareholders. However, the Board and Company do not endorse and are not responsible for the contents of the statement or for any inaccurate or misleading statements contained in it.

### **Statement pursuant to section 249P of the Corporations Act in relation to Resolution 8**

*We move this resolution in order to:*

- a) *Improve disclosures pertaining to material climate risks faced by our company, aligning them with international expectations;*
- b) *Ensure our company is resilient to regulatory and market changes that can be foreseen as international action is taken to satisfy the goals established by the Paris climate change agreement; and*
- c) *Ensure our company is resilient to the physical impacts of climate change and minimises financial risks thereof.*

#### Task Force on Climate-related Financial Disclosures

*In June 2017 the Task Force on Climate-related Financial Disclosures (TCFD) published its final recommendations. According to the TCFD, improved disclosure of climate-related information will allow investors to 'appropriately assess and price climate-related risk and opportunities.'*<sup>1</sup>

*The financial risks identified by the TCFD include physical risks, such as the impacts of extreme weather events and long-term shifts in climate altering the value of assets and commodities, and transition risks, which include market, technology and regulatory change, and the potential for reputational and legal costs.*

*Underscoring the importance of climate risk disclosure for fossil fuels producers, the TCFD provides specific disclosure recommendations for energy companies, stating:*

*Transparent and decision-useful climate-related disclosures are crucial to fully understand the impact of climate change on business strategy and financial plans in energy activities. Consequently, disclosures should focus on qualitative and quantitative assessments and potential impacts of the following:*

- *changes in compliance and operating costs, risks, or opportunities (e.g., older, less-efficient facilities or un-exploitable fossil fuel reserves in the ground);*
- *exposure to regulatory changes or changing consumer and investor expectations (e.g., expansion of renewable energy in the mix of energy supply); and*
- *changes in investment strategies (e.g., opportunities for increased investment in renewable energy, carbon-capture technologies, and more efficient water usage).*<sup>2</sup>

*In recent years, expectations that companies will improve their disclosure of climate-related risks in line with the TCFD recommendations have grown among institutional investors and regulators. According to the Australian Council of Superannuation Investors (ACSI): 'Over the next few years, we expect companies materially exposed to climate change risk to make substantive improvements in their climate-related reporting with reference to the TCFD recommended disclosures.'*<sup>3</sup> *The Federal Government has welcomed the release of the TCFD's Final Report, and 'encourages all stakeholders to carefully consider the recommendations of the Taskforce.'*<sup>4</sup>

---

<sup>1</sup> Recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), Final Report, June 2017

<sup>2</sup> Implementing the Recommendations of the TCFD, June 2017, page 53

<sup>3</sup> ACSI Governance Guidelines, November 2017, page 26

<sup>4</sup> Australian Government response to the Senate Economics Reference Committee report: Carbon risk: a burning issue, March 2018, page 3

*Since the final recommendations were released, numerous Australian fossil fuel companies have moved to disclose in line with those recommendations or committed to doing so in a clear time frame. These include Aurizon, South32, Oil Search and Santos.*

Whitehaven Coal's treatment of climate risk

*Whitehaven Coal's current disclosure of climate change risk is minimal at best. The 2017 Annual Report discusses climate change in terms of opportunities for Whitehaven Coal's business and reporting on sustainability (page 48).*

*The Directors' Report (on page 66 of the 2017 Annual Report) does not refer to climate change as a major risk to the company's future prospects. The risks broadly described in the Directors' Report are: Market risks; Operating risks; Geology risks; Development risks. Arguably 'Market risks' could include transition risks and 'Operating and development risks' could include physical risks, but this is not stated. Further, the financial report does not refer to climate change in part 5.3 Financial risk management objectives and policies (pages 112-115), which states the Group's principal financial risks are associated with: market risk; credit risk; and liquidity risk.*

*Finally, the 2017 Annual Report cites the Energy Agency's New Policies Scenario in future coal demand projections (pages 20-21), which is consistent with 3.3°C global warming to 2100.<sup>5</sup> The Annual Report does not reference the expected 50% reduction in coal demand to 2040 under the IEA's 450 scenario (which gives a 50% chance of limiting warming to below 2°C), compared with the New Policies Scenario.<sup>6</sup> No reference is made to a scenario consistent with the Paris Agreement's goal: 'Holding the increase in the global average temperature to well below 2°C above pre-industrial levels and pursuing efforts to limit the temperature increase to 1.5°C above pre-industrial levels.'<sup>7</sup>*

Scenario analysis

*Arguably the most important TCFD recommendation relates to climate change scenario analysis. Stress testing Whitehaven's operations against a number of scenarios, including one in which the Paris Agreement's aims are met, is integral to demonstrate the company's long term sustainability in a carbon constrained economy.*

*Noting the emergence of scenario analysis as a 'benchmark tool,' the Commonwealth Climate and Law Initiative states Australian 'courts may, increasingly, be persuaded such an analysis is essential to the discharge of directorial due care and diligence where climate change is a foreseeable risk.'<sup>8</sup>*

*This resolution asks that Whitehaven provide scenario analysis information consistent with the recommendations of the TCFD so shareholders can understand the extent to which the company is exposed to climate risk, and have confidence in the company's capacity and competency to manage it.*

*We encourage shareholders to vote in favour of this resolution.*

**[End of Section 249P statement]**

---

<sup>5</sup> <https://www.climateinteractive.org/programs/scoreboard/>

<sup>6</sup> International Energy Agency, World Energy Outlook 2016, page 206

<sup>7</sup> Paris Agreement, Article 1(a)

<sup>8</sup> Directors' Liability and Climate Risk: Australia - Country Paper, April 2018, pg 21

## Appendix 4

The shareholders who requisitioned Resolution 9 have requested, pursuant to section 249P of the Corporations Act, that the following statement accompany the resolution.

The Company is legally required to circulate the statement to shareholders. However, the Board and Company do not endorse and are not responsible for the contents of the statement or for any inaccurate or misleading statements contained in it.

### **Statement pursuant to section 249P of the Corporations Act in relation to Resolution 9**

*We move this resolution in order to ensure our company is protected from stranded asset risks, and poised to take advantage of regulatory and market changes as international action is taken to satisfy the goals established by the Paris climate change agreement.*

*Financial Stability Board Chairman and Bank of England Governor, Mark Carney, warned in 2015 that a carbon budget likely to limit global warming to 2°C 'would render the vast majority of reserves "stranded" - oil, gas and coal that will be literally unburnable.'<sup>9</sup> These comments were based on a January 2015 study, which found 95% of Australia, Korea and Japan's combined coal resources were unburnable by 2050 under a scenario with a 60% chance of holding global warming below 2°C by 2100.<sup>10</sup>*

*Stranded asset risk has already seen a number of large fossil fuel producers alter their business strategies. Spanish oil and gas company Repsol SA in May 2018 announced plans to limit oil and gas output and restrict the amount of reserves on its books. The company is actively trying to enter the renewable energy sector.<sup>11</sup> Other oil majors Royal Dutch Shell Plc and Equinor (formerly Statoil) are also diversifying their businesses in order to increase resilience to regulatory and market changes that can be foreseen as international action is taken to satisfy the goals established by the Paris climate change agreement.*

*Given the higher stranding risk of coal assets over oil and gas,<sup>12</sup> coal producers should be acting more urgently than other fossil fuel producers. Diversified miners Rio Tinto and South32 have exited the coal industry, the latter stating explicitly the climate risk imperative behind its decision. In stark contrast, Whitehaven Coal is continuing to develop the Vickery project, ramping up production at both the Narrabri and Maules Creek mines, and continuing significant exploration expenditure.<sup>13</sup>*

*Presently, Whitehaven Coal does not appear to have its strategy aligned with a scenario consistent with holding global warming below 2°C. We consider this dangerous, given it amounts to second-guessing the ambition of 197 nations that signed the Paris Agreement.*

*In addition to the planned coal production expansions mentioned above, the 2017 Annual Report cites the International Energy Agency's New Policies Scenario in future coal demand projections (pages 20-21), which is consistent with 3.3°C global warming to 2100.<sup>14</sup> The Annual Report does not reference the expected 50% reduction in coal demand to 2040 under the IEA's 450 scenario (which gives a 50% chance of limiting warming to below 2°C), compared with the New Policies Scenario.<sup>15</sup> No reference is made to a scenario consistent with the Paris Agreement's goal: 'Holding the increase in the global average temperature to well below 2°C above pre-industrial levels and pursuing efforts to limit the temperature increase to 1.5°C above pre-industrial levels.'<sup>16</sup>*

---

<sup>9</sup> Mark Carney, 'Breaking the tragedy of the horizon', 29 September 2015

<sup>10</sup> Christophe McGlade and Paul Ekins, 'The geographical distribution of fossil fuels unused when limiting global warming to 2°C', Nature, 8 January 2015, page 189

<sup>11</sup> Rodrigo Oriheula, 'Repsol to End Pursuit of Oil Growth', Bloomberg, 16 May 2018

<sup>12</sup> McGlade and Ekins, above n 10

<sup>13</sup> Whitehaven Coal, Quarterly Report, 17 April 2018

<sup>14</sup> <https://www.climateinteractive.org/programs/scoreboard/>

<sup>15</sup> International Energy Agency, World Energy Outlook 2016, page 206

<sup>16</sup> Paris Agreement, Article 1(a)

*This resolution asserts the company should act to align its strategy in order to protect shareholder capital from stranded asset risk, and remain viable in a low-carbon economy.*

*Action to align the company's strategy with the goals of the Paris Agreement would entail, but may not be limited to:*

- *avoiding investment in projects and assets that are expected to become unviable or stranded in a scenario in which global warming is held well below 2°C;*
- *pursuing assets and projects that provide stable and reliable revenues in an economic outlook where global warming is held well below 2°C; and*
- *restructuring executive remuneration to incentivise changes necessary to meet these ends.*

*We encourage shareholders to vote in favour of this resolution.*

**[End of Section 249P statement]**



WHITEHAVEN COAL

WHITEHAVEN COAL LIMITED  
ACN 124 425 396

Lodge your vote:

Online:  
www.investorvote.com.au

By Mail:  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

For all enquiries call:  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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



Proxy Form

XX



Vote and view the annual report online

- Go to 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 11.00am (Sydney Time) on Tuesday 23 October 2018

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: If you are entitled to cast two or more votes, you may appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the proportion 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 proportion 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 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

IND

# 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 Thursday, 25 October 2018 at 11:00am (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), by completing and submitting this Proxy Form, I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 2 as the Chairman sees fit (except where I/we have indicated a different voting intention below) even though Resolutions 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 Resolutions 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.

**Please Note:** to fully inform shareholders in exercising their right to vote, please be aware that if the Chairman of the Meeting is appointed as your proxy (or becomes your proxy as default), the Chairman of the Meeting intends to vote available proxies in the same manner set out beside each resolution. This reflects the recommendation of the board.

BOARD RECOMMENDED RESOLUTIONS The Board recommends shareholders vote FOR Resolutions 1 to 6		Board Recommendation	For	Against	Abstain
1	Remuneration Report	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Grant of long term incentive to Managing Director under Equity Incentive Plan	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Fiona Robertson as a director of the Company	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-election of Julie Beeby as a director of the Company	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Re-election of Raymond Zage as a director of the Company	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Re-insertion of the partial takeover provisions in the Constitution	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
NON-BOARD ENDORSED RESOLUTIONS The Board recommends shareholders vote AGAINST Resolutions 7 to 9					
7	Amendment to the Constitution	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Climate risk disclosure	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Strategy alignment	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies **in favour** of Resolutions 1 - 6, and **against** Resolutions 7 - 9. 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.*

<b>Individual or Securityholder 1</b> <input style="width: 90%; height: 20px;" type="text"/>	<b>Securityholder 2</b> <input style="width: 90%; height: 20px;" type="text"/>	<b>Securityholder 3</b> <input style="width: 90%; height: 20px;" type="text"/>
<b>Sole Director and Sole Company Secretary</b>	<b>Director</b>	<b>Director/Company Secretary</b>

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_

239362\_0243YC