

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:

| | |
|-----------------|--|
| Location | The Mint 10 Macquarie Street, Sydney NSW 2000 |
| Date | Thursday 17 October 2019 |
| Time | 10.00am |

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 2019.

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 2019 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 for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given to grant 497,561 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 Lindsay Ward, who was appointed as a director of the Company on 15 February 2019 and who retires under rule 13.2 of the Constitution, be elected as a director of the Company.'*
- 4 *'That The Hon. Mark Vaile, who retires under rule 16.1 of the Constitution, be re-elected as a director of the Company.'*

- 5 *'That John Conde, 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.

Amendments to Constitution

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

- 6 *'That the Constitution of the Company be amended, with effect from the close of the Meeting, as described in the explanatory memorandum.'*

Dated: 11 September 2019

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 hand to:
Computershare Investor Services Pty Limited
Level 3, 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 10.00am (Sydney time) on Tuesday 15 October 2019**. 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 15 October 2019.
- (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 2019, 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.

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. 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 17 October 2019 at 10.00am. 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 2019 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 10 October 2019. 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 2019 is set out in the Company's 2019 Annual Report, which is available on the Company's internet site (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 2019 comprised of 497,561 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 \$1,836,000 (representing 120% of his annual fixed remuneration for FY2020).
- 15 The number of LTI Awards to be granted was calculated by dividing \$1,836,000 (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 2019, being \$3.69.
- 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 the Remuneration Report in the Company's 2019 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 costs per tonne target (**Costs Target Awards**).
- 19 The Board has discretion to adjust the performance hurdles and vesting 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 2019.
- 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 2019, being \$3.69; 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 Group Ltd | Evolution Mining Ltd | Mineral Resources Ltd |
| Fortescue Metals Group Ltd | Beach Energy Ltd | Regis Resources Ltd |
| OZ Minerals Ltd | Woodside Petroleum Ltd | Coronado Global Resources Inc |
| South 32 Ltd | Iluka Resources Ltd | Northern Star Resources Ltd |
| Worley Parsons Ltd | Newcrest Mining Ltd | Oil Search Ltd |
| New Hope Corporation Ltd | Independence Group NL | |
| 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>TSR percentile ranking</i> | <i>TSR Awards that vest (%)</i> |
|--------------------------------------|--|
| 75th percentile or above | 100% |
| Between 50th and 75th percentile | 50% of the TSR Awards will vest at the 50 th percentile. Additional vesting will then occur on a straight line basis up to the 75 th 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 entry point to 1st quartile in the published Wood Mackenzie data of Australian Coal industry outcomes as the Target for the LTI Costs Hurdle. 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 then current coal industry cost curve.
- 29 Testing will occur at the end of FY2022 based on the average costs achieved on a Company-wide basis over the 12 month period from 1 July 2021 to 30 June 2022. 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>LTI Costs Hurdle achieved</i> | <i>Costs Target Awards that vest (%)</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 The Gateway and Target performance levels cannot be disclosed in advance because they will be determined by reference to the latest data published by Wood Mackenzie at the time vesting is assessed. 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 FY2022:

- 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 FY2023, 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. The Board may, where it is appropriate to do so, recalibrate the LTI Costs Hurdle to take account of structural changes in the Company's asset portfolio (such as mergers, acquisitions and divestments) or other circumstances that were not reasonably foreseeable at the time of the grant.

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 2019) and exercise. The payment will be equal to the amount of any dividends that would have been payable between 1 July 2019 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 prior to 18 November 2019.

Additional information

- 45 The maximum number of securities that Mr Flynn may acquire under this approval is 497,561 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 2018 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 315,790 Rights under his 2018 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, Lindsay Ward retires and, being eligible, offers himself 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. Mark Vaile and John Conde retire by rotation and, being eligible, 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 Lindsay Ward, Mark Vaile and John Conde, together with the recommendations of the Board.

Resolution 3: Election of Lindsay Ward BAppSc (Hons I), GradDip (Mgt), GAICD

- 56 Lindsay Ward was appointed by the Board on 15 February 2019.
- 57 Lindsay is a member of the following committees: Remuneration Committee and Health, Safety, Environment & Community Committee.
- 58 Lindsay has more than 30 years' experience across industries including mining, exploration, mineral processing, ports management, rail haulage, power generation, gas transmission, transport and logistics. Having started his career in the mining industry, Lindsay has held a wide range of leadership and operational roles.
- 59 He is currently CEO of Palisade Integrated Management Services, which has eight diverse infrastructure assets under management. Prior to this, he was the Managing Director of Dart Mining, a Melbourne-based exploration company, and a non-executive director of Metro Mining Limited. Lindsay also has extensive mining experience having worked with BHP Australia Coal (Bowen Basin – Queensland), Camberwell Coal (Hunter Valley – NSW) and Yallourn Energy (Latrobe Valley – Victoria) in various mine engineering and senior leadership roles including Mine Manager and General Manager. Lindsay is also a Graduate Member of the Australian Institute of Company Directors and is an experienced Director of both listed and unlisted companies.

- 60 Lindsay does not have a relevant interest in any shares in the Company.
- 61 The Board has considered Lindsay's independence and has determined that he is an independent director.
- 62 **The directors, with Mr Ward abstaining, recommend you vote in favour of this resolution.**

Resolution 4: Re-election of The Hon. Mark Vaile

- 63 Mark Vaile will retire by rotation in accordance with rule 16.1 of the Constitution and, being eligible, offers himself for re-election.
- 64 Mark has served as Chairman of the Board since joining the Company as an independent, non-executive director on 3 May 2012. Mark is a member of the following committees: Governance and Nomination Committee (Chairman), Audit and Risk Management Committee and Remuneration Committee.
- 65 As Deputy Prime Minister of Australia and Leader of the National Party from 2005 to 2007, Mark established an extensive network of contacts throughout Australia and East Asia. His focus at home was with regional Australia and particularly northern NSW. As one of Australia's longest serving Trade Ministers from 1999 through until 2006 Mark led negotiations which resulted in Free Trade Agreements being concluded with the United States of America, Singapore and Thailand as well as launching negotiations with China, Japan and ASEAN. Importantly, early in his Ministerial career as the Minister for Transport and Regional Services, Mark was instrumental in the establishment of the ARTC which operates the Hunter Valley rail network.
- 66 Mark brings significant experience as a company director having been Chairman of Aston Resources Limited, CBD Energy Limited and SmartTrans Limited and a former independent Director on the board of Virgin Australia Holdings Limited. Mark is currently a Director of ServCorp Limited which is listed on the ASX, Stamford Land Corp which is listed on the Singapore Stock Exchange, a Director Trustee of HostPlus Superfund and Chairman of Palisade Regional Infrastructure Fund.
- 67 Mark has a relevant interest in 1,509,317 ordinary shares in the Company.
- 68 The Board has considered Mark's independence and has determined that he is an independent director.
- 69 **The directors, with Mr Vaile abstaining, recommend you vote in favour of this resolution.**

Resolution 5: Re-election of John Conde BSc, BE (Electrical) (Hons), MBA (Dist)

- 70 John will retire by rotation in accordance with rule 16.1 of the Constitution and, being eligible, offers himself for re-election.
- 71 John has served as an independent, non-executive director since 3 May 2007. He joined the Company as Chairman of the Board on 3 May 2007 and has served as Deputy Chairman since 3 May 2012. John is a member of the following committees: Audit and Risk Management Committee, Governance and Nomination Committee and Remuneration Committee (Chairman).
- 72 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 Limited. John is Chairman of 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 recently retired as Chairman of Bupa Australia and New Zealand. 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 Group Limited and Excel Coal Limited.

- 73 John has a relevant interest in 708,620 ordinary shares in the Company.
- 74 The Board has considered John's independence and has determined that he is an independent director.
- 75 **The directors, with Mr Conde abstaining, recommend you vote in favour of this resolution.**

Amendments to the Constitution

Resolution 6: Amendments to the Constitution

- 76 The Company is seeking approval for the following amendments to the Company's Constitution:
- (a) update the relevant rule relating to payment of dividends to reflect the current test for paying dividends contained in the Corporations Act;
 - (b) introduce a new provision to give the Board the flexibility to transition to mandatory payment of dividends electronically;
 - (c) update the name of the Company in the Constitution to 'Whitehaven Coal Limited'; and
 - (d) update definitions in the Constitution to reflect current ASX terminology.

Each of these changes are explained in further detail below.

a) Update the test for paying dividends to reflect the current test under the Corporations Act

- 77 Currently, rule 23.5 of the Constitution requires that dividends only be paid out of profits. This requirement reflects the previous test under the Corporations Act, however, there is no longer a statutory requirement that dividends be paid out of profits. Section 254T of the Corporations Act now applies a net assets test to the payment of dividends, which provides companies with considerably more flexibility.
- 78 It is proposed that current rule 23.5 of the Constitution 'Dividends out of profits', be amended as follows:

**~~23.5 Dividends out of profits [Not used]
No dividend is payable except out of the profits of the Company, and no dividend or other moneys payable on or in respect of share carries interest as against the Company. The declaration of the Board as to the amount of profits of the Company is conclusive.~~**

b) Flexibility to transition to mandatory payment of dividends electronically

- 79 Currently, the Constitution grants a broad power for the Board to decide the manner and means by which dividends are paid, but it does not give the Board an express power to require mandatory electronic payment of dividends by direct credit.
- 80 Direct crediting of dividends has become common practice in Australia as it saves the expense of producing and posting cheques and helps to ensure security of shareholder payments. If no bank account is nominated, the dividend is held until an account is provided.
- 81 It is proposed that the Constitution be amended to provide the Company with flexibility to adopt this approach to payment of dividends in the future by amending current rule 23.12 as follows:

23.12 How dividends are payable

Payment of any dividend may be made in any manner and by any means as determined by the Board. Without prejudice to any other method of payment which the Board may adopt any dividend may be paid:

(a) by electronic or other means approved by the Board directly to an account (of a type approved by the Board) nominated in writing by the member or the joint holders; or

(b) by cheque or warrant made payable to the shareholder entitled to the dividend or in the case of joint holders to the shareholder whose name stands first in the Register in respect of the joint holding.

Payment of any dividend may be made by sending the cheque, warrant or other means of payment to the shareholder entitled to the dividend by transfer or through the post to the shareholder's Registered address, and upon transfer or posting, every payment of any dividend is at the risk of the shareholder.

If the Board determines that payment or any dividend will be made by electronic transfer into an account (of a type approved by the directors) nominated by a shareholder, but no such account is nominated by the shareholder or an electronic transfer into a nominated account is rejected or refunded, the Company may credit the amount payable to an account of the Company to be held until the shareholder nominates a valid account.

c) Update the name of the Company to Whitehaven Coal Limited

- 82 Currently, the Constitution refers to 'Pecten Corporation Limited', which was a previous name of the Company.
- 83 It is proposed that the name of the Company in the Constitution be updated to refer to the current name of the Company, 'Whitehaven Coal Limited', by amending the Constitution as follows:

Amend rule 1.1 to read:

The name of the Company is ~~Pecten Corporation Limited~~ Whitehaven Coal Limited

Amend the definition of 'Company' in rule 2.1 to read:

'Company' means ~~Pecten Corporation Limited~~ Whitehaven Coal Limited;

d) Update for current ASX terminology

- 84 Since the Constitution was adopted, there have been a number of changes to the terminology used by ASX and the names of the relevant entities which perform functions relating to settlement and clearing of securities traded on ASX.
- 85 It is proposed that the definition of 'ASTC Settlement Rules' in rule 2.1 be updated for current ASX terminology and entity names as follows:

'ASTC~~ASTC~~**ASX Settlement Operating Rules'** means the [operating rules of ASX Settlement and Transfer Corporation Pty Limited](#) and, to the extent that they are applicable, the operating rules of ASX and the operating rules of ASX Clear Pty Limited Settlement Rules, being the operating rules of the Settlement Facility for the purposes of the Corporations Act;

- 86 It is also proposed that consequential changes be made throughout the Constitution to reflect the change in terminology from 'ASTC Settlement Rules' to 'ASX Settlement Operating Rules' (as defined above).
- 87 **The directors 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:

| Term | Definition |
|---------------------------------|--|
| ASX | means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as the context requires). |
| Closely Related Party | of a member of Key Management Personnel means: <ol style="list-style-type: none">a spouse or child of the member;a child of the member's spouse;a dependent of the member or of the member's spouse;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;a company that the member controls; ora person described by the <i>Corporations Regulations 2001</i>(Cth). |
| Company | means Whitehaven Coal Limited ACN 124 425 396. |
| Constitution | means the constitution of the Company. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth). |
| Key Management Personnel | 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). |
| Meeting | the 2019 annual general meeting of the Company. |




WHITEHAVEN COAL LIMITED
ACN 124 425 396



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

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (Sydney time) Tuesday 15 October 2019.**

Proxy Form

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

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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 Thursday, 17 October 2019 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), by completing and submitting this Proxy Form, I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 2 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 2 are connected directly or indirectly with the remuneration of a member of the Company's key management personnel, which includes the Chairman.

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.

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 long term incentive to Managing Director under Equity Incentive Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Election of Lindsay Ward as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Re-election of Mark Vaile as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 Re-election of John Conde as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 Amendments to the Constitution | <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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

