



*Société Anonyme*  
205, route d'Arlon, L-1150 Luxembourg  
R.C.S. Luxembourg: B 154.144

**ANNUAL GENERAL MEETING**

**-  
FORM OF PROXY**

The undersigned (*Name*) \_\_\_\_\_,

residing in (*Address*) \_\_\_\_\_,

being the holder of \_\_\_\_\_ shares having a nominal value of USD 0.01 each in the capital of Coal Energy S.A. (the “**Company**”),

**ENCLOSED HERETO IS THE CERTIFICATE OF THE DEPOSITARY OF THE SHARES IN THE COMPANY CONFIRMING MY SHAREHOLDING AS OF 28 NOVEMBER 2018 AT 24.00 (CENTRAL EUROPEAN TIME)**

hereby appoint (*Name, Address*) \_\_\_\_\_  
(should I/we not complete the above field, I accept that any Director of WETRUST LUXEMBOURG S.A., an administrative services provider of the Company, would be appointed as my representatives at the Meeting)

or failing them, the chairman of the annual general meeting shareholders (the “**Meeting**”),

as my/our representative with the full power of representation to attend and vote for me/us on my/our behalf on the items of the agenda as indicated below at the Meeting to be held on 12 December 2018, at 11 a.m. (Central European Time) at 205, route d’Arlon, L-1150 Luxembourg.

**Annual general meeting - My/our proxy is authorised and instructed to vote as indicated in respect of the undermentioned resolutions:**

<p><b>1. Approval of the unaudited stand-alone financial statements as of 30 June 2018 and of the management report for the period covered by these financial statements</b></p> <p><i>The board of directors proposes that the meeting approves the unaudited stand-alone financial statements as of 30 June 2018 and the management report for the period covered by these financial statements.</i></p>	<p>FOR                  AGAINST                  ABSTAIN</p> <p><input type="checkbox"/>                                  <input type="checkbox"/>                                  <input type="checkbox"/></p>
<p><b>2. Allocation of the net result of Coal Energy S.A. from the financial year ended on 30 June 2018</b></p> <p><i>The board of directors proposes that the meeting acknowledges the net loss for the financial year ended on 30 June 2018, and amounting to 1 006. 423,36 thousand United States Dollars, and approves to carry forward this net loss.</i></p>	<p>FOR                  AGAINST                  ABSTAIN</p> <p><input type="checkbox"/>                                  <input type="checkbox"/>                                  <input type="checkbox"/></p>
<p><b>3. Approval of the unaudited consolidated financial statements as of 30 June 2018 and of the management report for the relevant period, covered by these financial statements.</b></p> <p><i>The board of directors proposes that the meeting approves the unaudited consolidated financial statements and the management report for the period covered by these financial statements.</i></p>	<p>FOR                  AGAINST                  ABSTAIN</p> <p><input type="checkbox"/>                                  <input type="checkbox"/>                                  <input type="checkbox"/></p>
<p><b>4. Resolution on the continuation of the Company</b></p> <p><i>The board of directors proposes that, in accordance with article 100 of the Luxembourg law dated 10 August 1915 on commercial companies, as amended, the general meeting of shareholders resolves to approve the continuation of the Company.</i></p>	<p>FOR                  AGAINST                  ABSTAIN</p> <p><input type="checkbox"/>                                  <input type="checkbox"/>                                  <input type="checkbox"/></p>
<p><b>5. Discharge of the directors of the Company for the performance of their duties during the financial year ended on 30 June 2018</b></p> <p><i>The board of directors proposes that the meeting discharges the directors who have been in office during the financial year ended on 30 June 2018 (Viktor Vyshnevetsky, Oleksandr Rezyk, Arthur David Johnson, , Pavlo Moiseyenko, Diyor Yakubov) from their liability for the performance of their duties as directors of the Company.</i></p>	<p>FOR                  AGAINST                  ABSTAIN</p> <p><input type="checkbox"/>                                  <input type="checkbox"/>                                  <input type="checkbox"/></p>

### **IMPORTANT INFORMATION**

1. A shareholder may appoint one or more representatives of his/her own choice.
2. A representative needs not be a shareholder of the Company. A representative may be a legal or natural person.
3. If you want your representative to vote for, against for a resolution, or if you want him/her to abstain from voting, please tick the corresponding box, if you do not select any of the given options will entitle your representative to cast your vote at his/her discretion.
4. Participation at the Meeting is reserved to shareholders of the Company whose shareholding is determined on 28 November 2018 day at 24.00 (Central European Time), and who give notice of their intention to attend the Meeting per mail, email or fax, to the following address: 205, route d'Arlon, L-1150 Luxembourg, Grand-Duchy of Luxembourg / Fax: (+352) 20 21 0033 – 55; Email: [info@coalenergy.com.ua](mailto:info@coalenergy.com.ua), so that it shall be received not later than 28 November 2018, 24.00 (Central European Time).
5. To be valid, this form of proxy must be executed and delivered with its annex to the following address: 205, route d'Arlon, L-1150 Luxembourg, Grand-Duchy of Luxembourg / Fax: (+352) 20 21 0033 – 55; Email [info@coalenergy.com.ua](mailto:info@coalenergy.com.ua), so that it shall be received not later than 6 December 2018, 5 p.m. (Central European Time).
6. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the Meeting if they so wish.
7. By signing this form of proxy, the undersigned consents that the featured data are collected, processed and used for the purpose of the Meeting and the vote on the resolutions and that the related data may circulate within the organisation's entities of the Meeting.
8. This proxy form is governed by, and shall be construed in accordance with Luxembourg law. The courts of Luxembourg city shall have exclusive jurisdiction to settle any dispute, which may arise out of, or in connection with this proxy form.

Dated: \_\_\_\_\_ 2018

**Signature(s):** \_\_\_\_\_

**Name:**

Annex: Certificate of Depository of Shares

ANNEX: CERTIFICATE OF DEPOSITORY OF SHARES