

## FORM OF PROXY – UK COAL PLC

**For the General Meeting convened for 11.00 a.m. at Farmers & Fletchers Hall, 3 Cloth Street,  
London, EC1A 7LD on 9 October 2009**

I/We .....  
BLOCK CAPITALS

of .....  
being (a) holder(s) of Ordinary Shares of UK Coal plc (the *Company*), hereby appoint the Chairman of the Meeting or (see Note 3) ..... regarding ..... shares as my/our proxy to attend, speak and vote for me/us on my/our behalf as indicated below at the general meeting of the Company to be held on 9 October 2009 at 11 a.m. and at any adjournment thereof (the **General Meeting**).

Dated .....2009 Signature(s)/Common Seal .....(see Notes 5 and 6)

Please tick this box if this is one of multiple proxy appointments

Please indicate with an X in the appropriate space below how you wish your vote to be cast in respect of the resolutions to be proposed at the General Meeting. If you wish your vote to be cast in favour, you must put an X in the space beneath the heading “**FOR**”, if your vote is to be cast against, put an X in the space beneath the heading “**AGAINST**”, or if you wish to withhold your vote, put an X in the space beneath the heading “**VOTE WITHHELD**”. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution. If you sign the form and return it to the Company’s registrars without any specific directions, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes as he/she thinks fit, as he/she will on any other matter (including amendments to the resolutions) arising at the General Meeting and at any adjournment thereof.

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1 Ordinary resolution to authorise the Directors of the Company to allot shares (including in connection with the Capital Raising)			
2 Ordinary resolution to approve the related party transaction with Goodweather Holdings Limited			
3 Special resolution to disapply statutory pre-emption rights other than in connection with the Capital Raising			
4 Special resolution to approve the issue of New Shares and the Capital Raising			

### Notes

1. A registered member of the Company may appoint one or more proxies (who need not be a member of the Company, but must attend the meeting in person to represent you) to exercise all or any of his rights to attend and to speak and vote at the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A member may appoint a proxy or proxies by:

- completing and returning this proxy form; or
- if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted.

You may only appoint a proxy using the procedures set out in these notes. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the registrars helpline on 0871 384 2301 or you may photocopy this form. Please indicate in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

**IMPORTANT:** In any case your instructions or proxy form must be received by the Company’s registrars no later than 11 a.m. on 7 October 2009.

2. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer’s agent (ID number: **RA19**) by 11 a.m. on 7 October 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer’s agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST personal members or other CREST sponsored members and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual (available at [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). We may treat a proxy appointment sent by CREST as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
3. The chairman of the General Meeting is willing to be your proxy. If you wish to appoint the chairman, you need not change this part of the proxy form. If you are an ordinary shareholder and wish to appoint someone else to be your proxy, you should delete the words “the chairman of the meeting or” and write the name of the person you wish to be your proxy in the space provided.
4. You may instruct your proxy how to vote by marking the appropriate box next to each resolution. Details of the resolutions are contained in the notice of meeting and the explanatory notes. If in respect of any resolution you have not given specific instructions on how your proxy should vote, your proxy will have discretion to vote on that resolution, in respect of your total holding, as they see fit. Your proxy will also have discretion to vote as they see fit on any other business which may properly come before the meeting, including amendments to resolutions, and at any adjournment of the meeting. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.
5. The form must be signed.  
In the case of joint holders (i) only one need sign, and (ii) the vote of the senior holder who tenders a vote, whether in person or by proxy or (in the case of a corporation) by authorised representative, will alone be counted. For this purpose seniority will be determined by the order in which the names appear in the register of members in respect of the joint holding.  
If necessary, someone else may sign the form on your behalf. In that case, the authority (or a notarially certified copy of such authority) under which the proxy form is signed must be sent with the form. If a proxy is being appointed by an attorney, the power of attorney (or a notarially certified copy of such power of attorney) must be sent with the proxy form, unless it has been previously lodged with the Company’s registrar.
6. In the case of a corporation, the proxy form should be executed by a duly authorised officer or person or under its common seal or in any other manner authorised by its constitution.
7. Return of this form will not prevent a registered member from attending the meeting or at any adjournment thereof, and voting in person.

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