

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended (“**FSMA**”), if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

This document is a circular relating to a proposal to place New World Resources Plc (the “**Company**” or “**NWR**”) into creditors’ voluntary liquidation and to appoint liquidators of the Company, prepared in accordance with the Listing Rules of the Financial Conduct Authority (the “**FCA**”) made under section 73A of the FSMA.

If you have sold or otherwise transferred all of your shares, please send this document at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This document includes forward-looking statements. The words “believe”, “anticipate”, “expect”, “intend”, “aim”, “plan”, “predict”, “continue”, “assume”, “positioned”, “may”, “will”, “should”, “shall”, “risk” and other similar expressions that are predictions of or indicate future events and future trends identify forward-looking statements. These forward-looking statements include all matters that are not historical facts. In particular, the statements under the headings “*Executive Summary*”, “*Background*” and “*Factors to consider regarding the placing of NWR into CVL*”, regarding NWR’s strategy, dividend policy and other future events or prospects are forward-looking statements. You should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are in many cases beyond NWR’s control. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward-looking statements are not guarantees of future performance and that NWR’s actual results of operations, financial condition and the development of the industry in which NWR operates may differ materially from those made in or suggested by the forward-looking statements contained in this document. Factors that may cause NWR’s actual results to differ materially from those expressed or implied by the forward-looking statements in this document include but are not limited to the risks described in the section entitled “*Factors to consider regarding the placing of NWR into CVL*” of this document.

These forward-looking statements reflect NWR’s judgment at the date of this document and are not intended to give any assurances as to future results. Save for those forward-looking statements required by the Listing Rules and the Disclosure and Transparency Rules, NWR undertakes no obligation to update these forward-looking statements, and will not publicly release any revisions it may make to these forward-looking statements that may result from events or circumstances arising after the date of this document. NWR will comply with its obligations to publish updated information as required by law or by any regulatory authority but assumes no further obligation to publish additional information.

**The whole of the text of this document should be read in its entirety by any Shareholder. You should consider whether to vote in favour of the Resolutions in light of the information contained in this document.**



**New World Resources Plc**

*(incorporated under the Companies Act 2006 and registered in England and Wales, with registered number 7584218 and in the Netherlands with registered number 55931758)*

**Proposed motion for Shareholders to resolve to place NWR into  
creditors' voluntary liquidation**

**Proposed appointment of liquidators of NWR**

**and**

**Notice of General Meeting**

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Notice is hereby given that the General Meeting of the Company will be held at NWR's corporate office, Herengracht 448, 1017 CA Amsterdam in the Netherlands on 3 November 2016 at 11 a.m. (CET). The formal notice of the General Meeting is set out on pages 26 to 31 of this document.

A form of proxy for use at the General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by the Company's Registrars, Computershare Investor Services Plc, of The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom as soon as possible but, in any event, so as to arrive no later than 11 a.m. (CET) / 10 a.m. (GMT) on 1 November 2016. Completion and return of a form of proxy will not prevent members from attending and voting in person should they wish to do so. Alternatively, Shareholders may lodge their votes electronically by visiting the website [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) (the on-screen instructions will give details on how to complete the instruction process).

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Capitalised terms have the meanings ascribed to them in Part II (*Definitions*) of this document.

This document is dated 17 October 2016.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy	11 a.m. (CET) / 10 a.m. (GMT) on 1 November 2016
General Meeting	11 a.m. (CET) on 3 November 2016
Creditors' Meeting	12 p.m. (CET) on 3 November 2016
Effective date of creditors' voluntary liquidation	on or around 3 November 2016

The times and dates set out in the expected timetable of principal events above and referred to in this document are subject to change, in which event details of the new dates will be notified to the FCA, the London Stock Exchange, the ESPI and the Central Storage of Regulated Information.

Unless otherwise stated, references to times in this document are to CET time.

## CORPORATE DETAILS AND ADVISERS

<b>Directors</b>	Boudewijn Wentink ( <i>Executive Director</i> ) Barry Rourke ( <i>Non-Executive Director</i> )
<b>Company Secretary and Registered office address</b>	c/o Hackwood Secretaries Limited One Silk Street London EC2Y 8HQ United Kingdom
<b>Legal advisers to NWR</b>	White & Case LLP 5 Old Broad Street London EC2N 1DW United Kingdom
<b>Registrar</b>	Computershare Investor Services Plc The Pavilions Bridgwater Road Bristol BS99 6ZY United Kingdom

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the trade register in the Netherlands under number 55931758.

**PART I**

**LETTER FROM THE DIRECTORS TO THE SHAREHOLDERS**

Herengracht 448  
1017 CA Amsterdam  
The Netherlands

Boudewijn Wentink (*Executive Director*)  
Barry Rourke (*Independent Non-Executive Director*)

17 October 2016

Dear Shareholders,

**Proposed motion for Shareholders and creditors to place NWR into  
creditors' voluntary liquidation**

**and**

**Proposed appointment of liquidators of NWR**

**1. Introduction, background to, and reasons for, the CVL**

(a) Introduction

NWR today announced its intention to call a meeting of its Shareholders to give them the opportunity to resolve to place NWR into creditors' voluntary liquidation ("CVL") and to appoint liquidators, as requested by one of NWR's Shareholders on 30 September 2016.

The purpose of this letter is to: (i) provide you with notice of the General Meeting and details of a CVL; (ii) explain the background to and reasons why the proposals are being presented to you; and (iii) explain the reasons why you may choose to vote for or against the proposed resolutions.

(b) Reasons for the resolutions

On 30 September 2016, NWR received a request (the "**Shareholder Request**") from State Street Nominees Limited (stating that it is a shareholder of NWR holding as at the date of the request 632,752,105 ordinary shares of EUR 0.0004 each in the capital of NWR, as nominee for M&G Debt Opportunities Fund II, a sub-fund of Specialist Investment Funds (3) PLC (which

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represent not less than five per cent. of such of the paid-up capital of NWR which, as at the date of the request, carries the right to vote at general meetings of NWR (excluding any paid-up capital held as treasury shares)), and on instructions from M&G Debt Opportunities Fund II (a sub-fund of Specialist Investment Funds (3) PLC) requesting that, pursuant to section 303 of the Companies Act 2006, the Board of Directors convene a General Meeting to give the Shareholders the opportunity to resolve to: (i) place NWR into creditors' voluntary liquidation (the "**CVL Resolution**"); and (ii) appoint Mark Skelton, Geoffrey Bouchier and Paul Williams of Duff & Phelps Ltd. as liquidators of NWR (the "**Liquidators Resolution**") (together, the "**Resolutions**").

Set out below, the Board of Directors provides a balanced insight into why you may choose to vote for or against the Resolutions in light of your own personal circumstances.

(c) **Executive Summary**

In the current circumstances, there are a number of significant uncertainties regarding the commercial prospects of the Group. In particular, it is unclear if and when the only trading subsidiary of the Group, OKD, a.s. ("**OKD**") will emerge from insolvency as a going concern and if it does, it is unclear what its debt and equity structure will look like (this will depend largely on whether the Objection in respect of the Guarantees is resolved in favour of the Security Agent or not (each as defined and further discussed in paragraph 1(d)(ii) (*Recent financial position and OKD insolvency petition*) and 1(d)(iii) (*OKD*))).

In light of these uncertainties, the key risk factors to consider when deciding to vote for or against the Resolutions are as follows:

- ***Future distributions to Shareholders and their timing.*** The proposed liquidators of NWR have informed the Directors that they are likely to wait at least until the Regional Court in Ostrava, Czech Republic (the "**Court**") has ruled on the Security Agent's Objection before making any distribution, as this may determine whether NWR's indirect shareholding in OKD is of value, and this ruling will also be relevant to assessing the quantum and likelihood of claims against NWR (see further paragraph 1(e)(ii) (*Potential claim(s)*)). The timing of the ruling by the Court in this regard is uncertain and is expected to take at least six months, and possibly longer. It is therefore unclear whether the appointment of liquidators would in fact bring forward to any significant extent the timing for distribution of the remaining NWR funds, or whether the liquidators would have to retain NWR's residual funds until they have resolved that there is no value in NWR's subsidiaries. Also, any distributions to Shareholders by a liquidator of NWR are subject to a number of factors including the value of NWR's assets, resolution of creditor claims against NWR, NWR's liquidation costs and other uncertainties.

- **Potential claim(s).** The distribution of any remaining cash balances at NWR to the Shareholders may be affected by potential claims which may be brought against any former or current directors of the Group (each of whom benefits from a deed of indemnity provided by NWR). Until there is a better understanding as to what will happen with OKD, it is very difficult to determine the likelihood of any potential claim by current and former directors at this stage, which may diminish or delay distributions to Shareholders. If these claims or any other creditor claims do arise, they may also be subject to payment of statutory interest before entitlements to Shareholders arise.
- **Costs.** NWR is currently operating at a minimum cost base. Whilst placing NWR into CVL may further reduce some of the costs, the costs incurred in order to appoint liquidators (and their advisors and support staff) and throughout the liquidation process may counteract any cost reductions resulting from placing NWR into CVL. All costs will, however, be controlled by the liquidators who will seek to keep costs to a minimum.
- **Loss of opportunity.** The global coking coal price has increased by more than 100% since January 2016. There is also a possibility that OKD may generate sufficient future cash flows to service the Group's debts and return funds to the Shareholders. If NWR is wound up before the outcomes for its subsidiaries, in particular OKD, are clear, there is a risk that by approving the CVL, the Shareholders may forgo the opportunity to participate in the Group, which could re-emerge as a going concern at some point in the future.

Please see paragraph 1(e) (*Factors to consider regarding the placing of NWR into CVL*) for further factors and additional detail in respect of the above.

The above summary is intended as an aid in your review of this Circular and, as a shortlist of this kind, does not purport to summarise all points which are contained in this Circular. You should consider carefully all of the information set out in this document, as well as your own personal circumstances, prior to making any decision as to whether or not to vote in favour of the Resolutions.

(d) Background

The background to the proposal for the Resolutions by certain of NWR's Shareholders is as follows:

(i) 2014 Restructuring

As announced in October 2014, NWR completed a restructuring of the Group's balance sheet (the "**2014 Restructuring**"). The 2014 Restructuring was triggered by the prolonged decline in coal prices. With the support and participation of our stakeholders, agreements were reached



that led to the raising of EUR 185 million in new capital, reduced the nominal amount of our outstanding total debt by 35% from EUR 825 million to EUR 535 million, extended the term of our senior notes to 2020, and significantly reduced our debt servicing costs.

Throughout 2015 and early 2016, the Group witnessed a further deterioration in the global coal market. Benchmark coking coal prices continued to decline, falling by approximately 20% in 2015. The international price of thermal coal followed a similar course, with prices falling by approximately 20% in 2015. Coal prices markets did, however, improve in 2016: coking coal prices increased by 17.6% and the price of thermal coal increased by 13% at the beginning of 2016. These price increases were not enough to counteract the previous decline and to have a significant positive impact on the financial position of the Group.

Management also focused on achieving further optimisation of operational and overhead costs though, despite these efforts, the Group became cash flow negative before any servicing of its existing financial indebtedness.

(ii) Recent financial position and OKD insolvency petition

In December 2015, the Group commenced negotiations with certain key stakeholders to determine an appropriate way forward, including its noteholders and the Czech Government. These negotiations focused on securing a possible financial restructuring and the provision of vital additional liquidity to the only trading subsidiary of the Group, OKD. In February 2016, NWR's then majority shareholder of its A Shares, CERCL Mining Holdings BV, and the then 100% holder of its B Shares, Asental Property BV, decided to exit the Group, and their A Shares and B Shares were returned to NWR for zero consideration. However, despite such efforts, insufficient progress was made to secure a possible financial restructuring and as a result, the board of directors of OKD filed an insolvency petition with the Court on 3 May 2016.

Currently, the external indebtedness of the Group (other than NWR) comprises approximately EUR 352 million Senior Secured PIK Notes due 2020 ("**SSNs**"), EUR 58 million Convertible Notes due 2020 ("**Convertible Notes**"), a EUR 50 million export credit agency-backed facility ("**ECA Facility**") and a EUR 35 million super senior credit facility ("**SSCF**"). On 15 August 2016, the Court approved OKD's request to enter into a CZK 700 million loan agreement (the "**PRISKO Loan**") with PRISKO, a Czech state enterprise.

The creditors under the SSNs and the SSCF (together, the "**SSC**") were granted a security and guarantee package principally comprising of: (i) pledges of the shares in OKD, NWR Karbonia S.A. ("**Karbonia**") and NWR Holdings B.V. ("**BV**"); (ii) security over all intra-group loans within the Group; (iii) security over the accounts of New World Resources N.V. ("**NV**") and BV; and (iv) unsecured guarantees from OKD and Karbonia (the "**Guarantees**"). Under the Group's intercreditor agreement, the SSCF is super senior to the rest of the SSC. The SSCF liabilities

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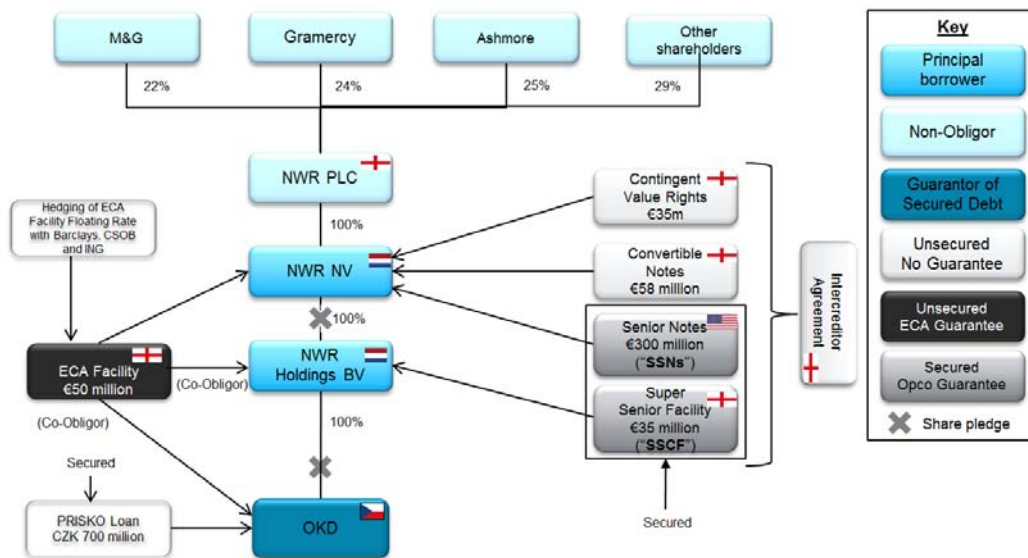
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must be satisfied in full before any return to the other SSC is possible. The ECA Facility lenders are unsecured and are not party to the intercreditor agreement.

On 15 August 2016, the Court approved OKD's request to enter into: (i) a pledge agreement to secure the PRISKO Loan by the whole enterprise (business) of OKD; (ii) a pledge agreement over all OKD's receivables in favour of PRISKO and (iii) pledge agreement of OKD's ownership interest in HZBS, a.s. in favor of PRISKO.

NWR itself is not a debtor or guarantor of any of the Group's debt, and has not granted security over any of its assets to the SSC. NWR is currently debt-free. The current Group structure is as follows:



As a result of the insolvency petition filed by OKD and certain other related events of default, each of the SSCF, SSNs and ECA Facility were accelerated. In addition, the requisite majority of SSCF Lenders have: (i) issued enforcement instructions over the accounts of NV and BV, and instructed the security agent to take control over the cash in those accounts (and the security agent has subsequently distributed most of that cash to the SSCF Lenders); (ii) issued a demand upon the guarantee given by OKD for payment of the SSCF liabilities; (iii) issued enforcement instructions over the secured intra-group loans; and (iv) enforced their share pledge over Karbonia (see further paragraph 1(d)(iv) (*Karbonia*) below). The requisite majority of holders of the SSNs have also issued a demand upon the guarantee given by OKD for payment of the SSN liabilities. The requisite majority of ECA Facility lenders have issued

demands upon each of NV, BV and OKD, who are co-obligors under the ECA Facility, for all of the outstanding liabilities under the ECA Facility.

The Group has not received any notice of acceleration from the trustee under the Convertible Notes. To the extent they have not already done so, we understand that certain SSC lenders continue to consider whether they wish to enforce the share pledges set out above; although they have not yet taken any action in this regard.

The A Shares in the Group were suspended from trading on the London Stock Exchange's main market on 4 May 2016 and were suspended from the Prague Stock Exchange and the Warsaw Stock Exchange on 5 May 2016. The A Shares remain suspended on all three stock exchanges.

(iii) OKD

On 8 August 2016, NWR released an announcement on its website which provided an update on the status of the insolvency of OKD. Please refer to this announcement for a detailed summary of events in the run up to the first meeting of OKD's creditors.

On 10 August 2016, a day before the first creditors' meeting, the claims registered in the insolvency of OKD were reviewed at a hearing before the Court. Citibank N.A.'s (the "**Security Agent**") claims in respect of the Guarantees given by OKD for payment of the SSC liabilities (making the Security Agent the largest creditor of OKD) were not recognised by the insolvency trustee or by OKD.

On 11 August 2016, the first meeting of OKD's creditors took place without the Security Agent's involvement and resolved that OKD's insolvency should be conducted through a reorganisation rather than through a bankruptcy. It was further resolved that Zeppelin CZ, s.r.o. be appointed as the fourth member of the creditors committee (the other three members of the creditors committee are Advanced World Transport, a.s., Czech Social Security Administration and the Coalfield Brotherhood Cash Office, a health insurance company) and that the current insolvency trustee remains in place.

On 12 August 2016, the Court formally approved the proposal to resolve OKD's insolvency through a reorganisation, appointed a court sworn expert valuator (A-Consult plus, spol. s r.o.) for the purpose of appraising OKD's insolvency estate by 1 March 2017 and invited OKD to submit to the Court the reorganisation plan within 120 days, by 11 December 2016 (this deadline can be postponed by up to another 120 days upon the request of OKD). The reorganisation plan must be approved by a qualified majority of the creditors at the creditors meeting and subsequently sanctioned by the Court to become effective upon OKD and its creditors. Creditors voting against the approval of the reorganisation plan will be allowed to

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appeal the Court's decision sanctioning the reorganisation plan. Any such appeal would likely result in a delay in the implementation of the reorganisation plan by another 3 to 5 months.

On 9 September 2016 the Security Agent lodged an objection against OKD's and the insolvency trustee's formal rejection of the Security Agent's registered claims in respect of the Guarantees in the insolvency of OKD (the "**Objection**"). The Court will review the Objection and decide whether the Security Agent's registered claims should be recognised. The timing of the ruling by the Court in this regard is uncertain and could take several months.

(iv) Karbonia

As announced by NWR on 11 October 2016, the requisite majority of SSCF Lenders have issued enforcement instructions over the shares that BV holds in Karbonia. They have instructed the Security Agent to take control over those shares and to transfer them to Prairie Mining Limited for (i) upfront consideration of EUR 0.5 million in cash upon signing of the share transfer agreement and (ii) deferred consideration of EUR 1.5 million in cash payable upon certain project specific milestones being achieved.

(v) Directorship of NV and BV

Since the OKD insolvency filing, all of the former directors of NV and BV have resigned and NWR has been appointed as the sole corporate director of NV and BV.

(e) Factors to consider regarding the placing of NWR into CVL

There are a number of factors to consider when deciding to vote for or against the proposal to place NWR into CVL, which include those reasons in support of the liquidation and equally, the risk factors described below.

(i) Future distributions to Shareholders and their timing

At this point, it is unlikely that there will be any returns in the short or medium term to the Shareholders beyond distributions out of the remaining cash balances of NWR after costs and the settlement of creditor claims in full. Any recoveries for Shareholders resulting from a distribution will likely be less than €4,000,000, which amount represents the projected cash position of NWR at the end of October 2016.

As discussed above, there are a number of uncertainties regarding what will happen to the Group. It is unclear whether OKD will emerge from insolvency as a going concern and if it does, it is unclear what its debt and equity structure will look like (this will depend largely on whether the Objection in respect of the Guarantees is resolved in favour of the Security Agent or not).

There is also a possibility that OKD may generate sufficient future cash flows to service the Group's debts and return funds to the Shareholders. The market price for hard coking coal such as that produced by OKD has risen by over 100 per cent. since 1 January 2016. If OKD were to sell its coal at those prices, it would be cash flow positive after the existing interest costs, but before repayment, of its financing. Continuing and sustained rises in the price for coal could make NWR's indirect equity interest in OKD of value, even after taking into account the external indebtedness of the Group (assuming a revised repayment profile of these debts, most of which have accelerated, can be agreed, and noting there may be substantial costs associated in reaching such agreement).

It is also unknown if or when the SSC will confirm their position with respect to enforcing their remaining share pledges over BV and/or OKD. If the SSC do enforce their remaining share pledges, the only return for Shareholders will be the remaining cash balances at NWR (if any), as described above.

If NWR is wound up before the outcomes for NV, BV and OKD are clear, there is a risk that by approving the CVL, the Shareholders may forgo the opportunity to participate in the Group, which could re-emerge as a going concern at some point in the future. In such circumstances the liquidators could in theory distribute the shares held by NWR in NV, BV and/or OKD to Shareholders although it is doubtful whether such distribution in specie would be implementable or would result in realisable value for the Shareholders (see paragraph 1(e)(iv) (*Loss of opportunity*)).

Conversely, delaying the liquidation of NWR for an extended period could result in additional holding costs for maintaining NWR during that period, which would in turn reduce the remaining cash balances and distributions to Shareholders.

The liquidators of NWR are entitled to declare interim dividends to distribute funds at NWR to Shareholders during the course of the liquidation. However, given that the small remaining cash balance at NWR would likely be dwarfed by any material claims brought against NWR, the liquidators are unlikely to declare a dividend and close the liquidation until such time they are satisfied that there is no value in NWR's subsidiaries or in the shares of NWR's subsidiaries. The proposed liquidators of NWR have informed the Directors that they are likely to wait at least until the Court has ruled on the Security Agent's Objection before making any distribution, as this may determine whether NWR's indirect shareholding in OKD is of value, and this ruling will also be relevant to assessing the quantum and likelihood of claims against NWR (see further paragraph 1(e)(ii) (*Potential claim(s)*) below). The timing of the ruling by the Court in this regard is uncertain and is expected to take at least six months, and possible longer. It is therefore unclear whether the appointment of liquidators would in fact bring forward by any significant

amount the timing for distribution of the remaining NWR funds, and whether any interim dividends will be made or whether the liquidators would instead have to retain NWR's residual funds until the conclusion of the liquidation.

The distribution of dividends by the liquidators to the Shareholders can be expected to result in a breach of the restrictions contained in the SSCF, SSNs and the ECA Facility.

Any distributions to Shareholders by a liquidator of NWR are subject to a number of factors including the value of NWR's assets, resolution of creditor claims against NWR, NWR's liquidation costs and other uncertainties.

(ii) Potential claim(s)

If the remainder of the Group is wound-up or broken-up, any remaining cash balance at NWR may be available for distribution to the Shareholders. Such cash balance may however be reduced as a result of potential indemnity claims by former or current directors of the Group (the "**Group Directors**") in connection with claims that such Group Directors may face as further explained below. This is a risk, particularly in light of the heightened level of threats and allegations in the Czech press aimed at former directors of OKD.

On 16 June 2016, OKD filed its reply with the Court to BV's objection to the temporary injunction. In the reply, OKD noted that it launched an audit to examine the previous actions of OKD's "controlling persons" in order to determine whether any past actions have been detrimental to OKD. It was noted that the outcome of this audit may serve as a basis for seeking compensation for loss from BV and persons related to BV. Potential claims may be launched against BV, NV and NWR, and against the OKD and NV directors and/or officers in connection with the outcome of the audit.

Also on 16 June 2016, one of OKD's key energy suppliers (the "**Energy Supplier**") sent a letter to NV, informing NV of the occurrence of a material breach by OKD of a sale and purchase framework agreement (the "**Framework Agreement**") between, among others, NV and the Energy Supplier. There is a provision in the Framework Agreement which provides that NV and its affiliates (including OKD) shall not contest the legal validity of the Framework Agreement. On 27 May 2016, OKD filed a motion with the Court contesting the legality of certain parts of the fixed payments that are payable by OKD under the Framework Agreement. Furthermore, OKD informed the Energy Supplier that it will substantially reduce its payments under the Framework Agreement up to the amounts which it considers legal under Czech law – which will improve OKD's cash flow. Accordingly, the Energy Supplier put NV on notice that: (i) it considers the acts of OKD as a material breach of the Framework Agreement and requested that NV remedy this breach; and (ii) it is ready to claim a contractual penalty of EUR 10,000,000 against NV

(pursuant to and in accordance with the Framework Agreement) if NV does not remedy this breach within 30 days. Note that the Framework Agreement was entered into in January 2010, whereas NWR did not become the parent company of the Group until around the time that the NWR shares were admitted to the London, Prague and Warsaw Stock Exchanges in May 2011. Accordingly, the transaction occurred prior to NWR being the parent company of the Group and a claim (if any) would most likely be against NV rather than NWR. Whilst the likelihood of a claim against NWR is remote, claims against NV and OKD directors and/or officers are possible.

On 17 June 2016, the Senior Prosecutor's Office in Olomouc (Czech Republic) filed an application with Court seeking the production of certain documents. The filing stated that the Senior Prosecutor's Office, in cooperation with the special anti-corruption and white-collar crime unit of the Czech Police, has begun a criminal investigation based on the notification of one of the alleged minority shareholders of NWR. According to the filing, the investigation is aimed at suspected violation of fiduciary duties and abuse of internal information by as-of-yet unspecified persons acting on behalf of the board of directors and supervisory board of OKD, a.s., and of NV. No detailed information about the criminal investigation is available. So far as NWR is aware, as the date of this Circular, no charges or claims have been filed or brought against any persons as a result of the investigation.

On 15 July 2016, the High Court in Olomouc (the "**High Court**"), in an unappealable ruling, upheld the Court's 26 May 2016 decision to issue the temporary injunction against BV. The High Court noted in its judgment that it will not examine who currently controls OKD as it did not find it relevant for the assessment of the temporary injunction. In the High Court's view, the relevant "material reason", was the High Court's belief that, pursuant to the 2014 Restructuring, BV and NV burdened OKD with the Guarantees provided by OKD. Potential claims may be launched against NV, BV, NWR and against the directors and/or officers who authorised the entry into / signed the relevant 2014 Restructuring documentation.

On 25 July 2016, the insolvency trustee of OKD published a list of registered creditor claims which indicated that OKD and the insolvency trustee did not recognise the Security Agent's claims in respect of the Guarantees. In the filing, OKD and the insolvency trustee made certain statements, including that:

- (a) the debts secured by the Guarantees do not exist;
- (b) NV forced OKD to assume obligations as guarantor of the Guarantees;
- (c) the Guarantees were not duly and properly agreed and executed by OKD; and

(d) no consideration for the Guarantees was provided.

OKD and the insolvency trustee did not recognise the Security Agent's claims in respect of the Guarantees, noting that, among other things, NV forced OKD to assume obligations as guarantor of the Guarantees in connection with the 2014 Restructuring. The Security Agent's Guarantee claims were not recognised by the insolvency trustee nor by OKD and the Security Agent was not involved in the first creditors meeting. Potential claims may be launched against NV, BV, NWR and against the directors and/or officers who authorised the entry into / signed the relevant 2014 Restructuring documentation.

On 9 September 2016, the Security Agent Objection was filed. The outcome of Security Agent Objection remains unclear and potential claims may be launched against NV, BV, NWR and against the directors and/or officers who authorised the entry into / signed the relevant 2014 Restructuring documentation.

NWR granted indemnities ("**NWR Articles Indemnity**") in favour of any Group Director under article 125 of the articles of association of NWR, pursuant to which NWR is required, among other things, to indemnify (out of its own funds) any Group Director against any liability incurred by or attaching to the Group Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Group. NV has a similar provision in place in its articles of association for its directors.

Deeds of indemnity in favour of their respective directors have been provided by NWR ("**NWR Indemnity Deeds**") and NV ("**NV Indemnity Deeds**", together with the NWR Articles Indemnity and the NWR Indemnity Deeds, the "**Indemnities**"). There is no financial limit on the Indemnities. Under the NWR Indemnity Deeds, certain NWR directors, as listed in Appendix 1 (*NWR Directors*), have agreed not to claim under the NWR Articles Indemnity.

Since there is a risk of liability against the Group Directors, who are beneficiaries of the indemnities from NWR, NWR may be liable for and have to cover any such amounts pursuant to the Indemnities, in particular if such amounts are in excess of or not covered by the existing directors' and officers' insurance cover that is in place. The Group Directors are not required to claim first on the available directors' and officers' insurance cover. Although no notice of any actual claims has been brought against any of the former or current directors of OKD or NWR, the risk of any liability arising for current and/or former directors remains uncertain.

NWR has been notified by certain former directors of various Group companies that they may seek to rely on the Indemnities, to the extent that claims are made against them. NWR has not been notified of any actual demand for indemnification.



Accordingly, until there is a better understanding as to what will happen with OKD, it is very difficult to determine the likelihood of any potential claim by current and former Group Directors at this stage, which may diminish or delay distributions to Shareholders.

The Group Directors would also be entitled to submit such claims in a liquidation of NWR. Once appointed, the liquidators will be required to advertise for creditor claims, notify creditors directly and assess any claims received from creditors (actual and contingent) to determine whether to admit or reject such claims. Once a claim is admitted, the liquidators will estimate the amount payable in respect thereof with a view to make a distribution at the appropriate time. The liquidators of NWR may consider that they ought to wait until the Court has ruled on the Security Agent's Objection prior to being able to determine the value of any contingent claims. Satisfaction of such claims (in whole or in part) by the liquidators would reduce the sum available for distribution to Shareholders.

Furthermore, the NWR has in place certain incentive arrangements for employees (pursuant to which participants benefit from, without limitation, bonuses, incentive payments and/or share awards) which, upon becoming exercisable, may diminish distributions to Shareholders.

(iii) Costs

NWR has already taken extensive steps to minimise its costs and streamline its remaining operations. Monthly office overhead costs in August 2016 have decreased by 76% as compared to the same period in 2015.

NWR is currently operating at a minimum cost base. Whilst placing NWR into CVL may further reduce some of the costs, the costs incurred in order to appoint liquidators (and their advisors and support staff) and throughout the liquidation process may counteract any cost reductions resulting from placing NWR into CVL. All costs will, however, be controlled by the liquidators who will seek to keep costs to a minimum.

(iv) Loss of opportunity

Placing NWR into CVL significantly reduces the likelihood that Shareholders would realise value out of NWR's non-cash assets (if such realisation is at all possible as further explained below). Shareholders' attention is drawn to sub-paragraph (e)(i) (*Future distributions to Shareholders and their timing*) of paragraph (1) (*Introduction, background to, and reasons for, the CVL*) above. For the liquidators to retain the potential to seek value out of NWR's indirect interest in OKD, they would need to ensure that NV and BV continue to have a director (in this case, NWR which has been appointed as sole corporate director of NV and BV) who can take the necessary steps, pay those companies' running costs and retain sufficient funds to manage a

sale of that interest. It is not certain that the liquidators would do these things, but should they deem the cost reasonable and assuming that sufficient funds are available to maintain NV's and BV's ongoing regulatory and filing requirements, the liquidators may ensure that these entities are maintained in the event that there is a potential sale or distribution in specie in the form of NV's shares currently held by NWR. Winding up NWR, distributing its liquid assets to shareholders and closing the liquidation would remove that possibility. As noted in subparagraph (e)(i) (*Future distributions to Shareholders and their timing*) of paragraph (1) (*Introduction, background to, and reasons for, the CVL*) above, the liquidators could theoretically make a distribution in specie in the form of NV's shares currently held by NWR but absent any available trading platform, any funding for the running costs of NV and BV and any on-going director of NV and BV, the realisation of value from those shares is likely to be challenging.

As a listed company that is debt-free and with no operational activities aside from head office functions, NWR may have some attraction to other companies who may wish to merge with NWR to benefit from its listing. In practice this may be unlikely in light of the potential liability for contingent claims. Placing NWR into CVL would prevent any further uses of NWR. However, NWR has currently not been approached to discuss the possibility of a reverse takeover.

Please refer to paragraph (2) (*Creditors' Voluntary Liquidation*) for further details on the requirements to place NWR into CVL.

(v) Convertible Notes

Placing NWR into CVL and the ultimate liquidation of NWR would trigger events of default in relation to the Convertible Notes, which could result in the outstanding aggregate principal amount of the Convertible Notes being accelerated and becoming immediately due and payable by NV. As referred to above, as at the date of this Circular, the Group has not received any notice of acceleration from the trustee under the Convertible Notes.

Furthermore, placing NWR into CVL and the ultimate liquidation of NWR can be expected to result in breaches of NWR's obligations under the deed poll entered into by NWR in relation to the Convertible Notes (the "**Deed Poll**"). The Deed Poll is expressed to be for the benefit of the holders of certain NV shares issued to holders upon conversion of Convertible Notes, and for the benefit of NV, in relation to NWR's obligations to exchange such shares for A Shares. It is possible that claims could be brought against NWR for possible breaches of its obligations under the Deed Poll.

## 2. Creditors' Voluntary Liquidation

### (a) Background

A liquidation or winding up is a procedure under which the assets of a company are realised and distributed, firstly to the company's creditors and then, subject to creditors being paid in full (plus statutory interest), to the shareholders. There are two forms of liquidation; (i) compulsory liquidation, a court-based procedure typically initiated by one or more creditors by a petition to the court; and (ii) voluntary liquidation, an out-of-court procedure initiated by the company's shareholders or creditors. A voluntary liquidation can either take the form of a members' voluntary liquidation ("**MVL**") or a CVL. An MVL may be commenced if the company's directors are able to make a statutory declaration that they are satisfied that the company will be able to pay its debts in full (plus any interest) within a specified period not exceeding 12 months from the commencement of the MVL (this is known as a statutory declaration of solvency). A CVL Resolution is proposed in the current circumstances rather than a resolution to place NWR into an MVL because of the uncertainty of claims that may be brought against NWR, as explained further in paragraph 1(e)(ii) (*Potential claim(s)*) above. Therefore, the Directors were not sufficiently comfortable that the requirements for an MVL were satisfied. For the reasons detailed above, should the Shareholders so decide, a CVL is considered to be an appropriate procedure to wind up NWR and distribute its remaining assets. In either case, NWR will be dissolved following the end of the liquidation process. The Shareholders will be required to approve the winding-up of NWR by way of a CVL by special resolution (75 per cent. of Shareholders voting at the General Meeting) according to section 84(1)(b) of the Insolvency Act 1986 ("**Shareholder Approval**").

### (b) CVL Procedure

The Directors will convene the General Meeting at which the Shareholders will be requested to approve the winding-up of NWR by way of a CVL by giving their Shareholder Approval and to approve the nomination of liquidators by ordinary resolution (more than 50 per cent. of Shareholders voting at the General Meeting).

Following the General Meeting, assuming a vote in favour, NWR is then in liquidation and a Creditors' Meeting will be held on the same day as and after the General Meeting (notice of the Creditors' Meeting will be sent to NWR's creditors (if any) at least seven days prior to the date of the Creditors' Meeting). Ahead of the Creditors' Meeting, a statement as to the affairs of NWR will be prepared by the Directors for the creditors. The creditors will then confirm the shareholders' appointment of the liquidators (or approve a replacement) at the Creditors' Meeting by ordinary resolution.

Once appointed, the liquidators take control of the management of NWR and the Directors' powers cease. The liquidators have wide powers to collect assets and make distributions to

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creditors in accordance to the following statutory order: (i) fixed charges; (ii) expenses of winding up; (iii) preferential debts; (iv) floating charges; (v) ordinary unsecured creditors (pro rata); and (vi) shareholders. The liquidators must give creditors notice of their intention to declare a dividend and state a last date for the submission of claims (at least 21 days from the date of the notice). The liquidators are not obliged to deal with claims lodged after the last date for proving.

However, timing of the distribution of assets is uncertain as the liquidators will be required to place a value on NWR's assets (i.e. its subsidiaries, including OKD) and place a value on any contingent claim proved in the liquidation (such as the potential claims of Group Directors described above) and there may accordingly be a delay in the potential distributions to creditors or Shareholders until the liquidators are in a position to estimate the likelihood of crystallisation and value of any contingent claims. Shareholders' attention is drawn to sub-paragraph (e)(i) (*Future distributions to Shareholders and their timing*) of paragraph (1) (*Introduction, background to, and reasons for, the CVL*) above.

After the assets of NWR have been distributed, a report to the creditors and a final account to the Shareholders and creditors showing how the winding-up has been conducted must be prepared by the liquidators. The liquidators will then call a final meeting of creditors and Shareholders following which the final account is to be registered at Companies House. NWR will be dissolved three months from the date of registration of the final account at Companies House.

At this stage, it is difficult to estimate how long the liquidation process will be as the length of the process will depend on the complexity of the liquidation and the issues required to be resolved by the liquidators. As a minimum, a progress report will be sent to creditors and Shareholders at the end of each year of the liquidation, if it continues for more than one year.

After NWR is placed into liquidation, it is expected that: (i) the London Stock Exchange will cancel the A Shares from admission to the premium segment of the Official List and to trading on the London Stock Exchange's main market for listed securities; (ii) the Prague Stock Exchange will cancel the A Shares from admission and trading on the Prime Market of the Prague Stock Exchange; and (iii) the Warsaw Stock Exchange will cancel the A Shares from admission and trading on the Warsaw Stock Exchange's main market for listed securities. Alternatively, it is expected that the delisting will occur automatically when NWR is dissolved.

#### (c) Appointment of Liquidators

Mark Skelton, Geoffrey Bouchier and Paul Williams of Duff & Phelps Ltd., Rembrandt Tower, Amstelplein 1, Amsterdam, Netherlands 1096HA, have been nominated as liquidators of NWR.

The Shareholder Request requested that the liquidators are to be appointed out of the London office of Duff & Phelps Ltd. However, given that a liquidation of NWR outside of the Netherlands may give rise to certain tax related consequences (potential double taxation and an exit tax discussion with the Dutch tax authorities), it was agreed together with Duff & Phelps Ltd. that the tax residency of NWR remains in the Netherlands and that, if approved, Duff & Phelps Ltd. is appointed out of their Amsterdam office.

### **3. General Meeting**

A notice convening a General Meeting to be called for at NWR's corporate office, Herengracht 448, 1017 CA Amsterdam in the Netherlands at 11 a.m. (CET) on 3 November 2016 at which the Resolutions will be proposed is set out at the end of this document. The purpose of the General Meeting is to consider and, if thought fit, pass the Resolutions as set out in full in the Notice of General Meeting. The Liquidators Resolution is conditional on the passing of the CVL Resolution.

Unless the CVL Resolution is approved by the Shareholders, the placing of NWR into CVL and the appointment of liquidators will not occur by way of voluntary liquidation.

### **4. Creditors' Meeting**

A notice convening a meeting of NWR's creditors to be held at NWR's corporate office at Herengracht 448, 1017 CA Amsterdam, the Netherlands at 12 p.m. (CET) on 3 November 2016 for the purposes referred to in sections 99, 100 and 101 of the Insolvency Act 1986, will be sent to NWR's creditors (if any) at least seven days prior to the date of the Creditors' Meeting.

### **5. Action to be taken**

A Form of Proxy for your use in connection with the Resolutions to be proposed at the General Meeting is enclosed with this document. Whether or not you propose to attend the General Meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it to the Registrars, Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom so as to be received as soon as possible and, in any event, by not later than 11 a.m. (CET) / 10 a.m. (GMT) on 1 November 2016. Apart from completing and returning the Form of Proxy, you need take no further action. Completion and return of the Form of Proxy will not prevent you from attending the meeting and voting in person should you wish to do so. Further details relating to voting by proxy are set out in the notes to the Notice of General Meeting on pages 26 to 31.

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or

other appropriate independent financial adviser authorised under FSMA, if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

#### **6. What will happen if the Resolutions are not approved?**

The Directors note that, if the Resolutions are not approved, the Directors would (for the time being) continue in their positions and run NWR in the leanest possible way pending greater clarity on whether OKD is able to emerge as a going concern and whether there is value in NWR's subsidiaries for its Shareholders.

It is also noted that Barry Rourke, Non-Executive Director of NWR, holds 1,116,860 A Shares and intends to vote against the Resolutions.

#### **7. Conclusion**

To the best of the knowledge and belief of NWR and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the impact of such information. You should consider carefully all of the information set out in this document including, in particular, the risks described above, as well as your own personal circumstances, prior to making any decision as to whether or not to vote in favour of the Resolutions.

Yours faithfully,

Boudewijn Wentink  
Executive Director

Barry Rourke  
Non-Executive Director

## PART II

### DEFINITIONS

The following definitions apply throughout this document and the Form of Proxy unless the context otherwise requires:

<b>2014 Restructuring</b>	the financial, debt and corporate restructuring of NWR which completed on 7 October 2014
<b>A Shares</b>	the 'A' ordinary shares of EUR 0.0004 each in the share capital of NWR
<b>B Shares</b>	The 'B' ordinary shares of EUR 0.40 each in the share capital of NWR
<b>Board of Directors or Board</b>	the Directors collectively
<b>BV</b>	NWR Holdings B.V., a company with limited liability incorporated and registered in the Netherlands with registered number 61294179 and whose registered office is Herengracht 448, 1017 CA Amsterdam, the Netherlands
<b>Central Storage of Regulated Information</b>	any information service authorised and/or operated from time to time by the Czech National Bank for the purpose of disseminating regulatory announcements
<b>Circular</b>	this document (in its entirety) to be distributed to the Shareholders of NWR
<b>Company or NWR</b>	New World Resources Plc, a public limited company incorporated in England and Wales with company number 7584218, and also registered with the Trade Register in the Netherlands under number 55931758
<b>Creditors' Meeting</b>	the meeting of the Company's creditors to be held at the Company's corporate office at Herengracht 448, 1017 CA Amsterdam, the Netherlands at 12 p.m. (CET) on 3 November 2016, for the purposes referred to in sections 99, 100 and 101 of the Insolvency Act 1986
<b>CREST</b>	the Central Securities Depository, the system of paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with Uncertificated Securities Regulations 2001 (SI 2001/3755)
<b>CREST Proxy</b>	the instruction whereby CREST members send a CREST message appointing a proxy for the meeting and instructing the proxy on how to

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<b>Instructions</b>	vote
<b>Directors</b>	Boudewijn Wentink and Barry Rourke in their capacity as directors of NWR
<b>ECA Facility</b>	EUR 50 million export credit agency-backed facility
<b>ESPI</b>	the information service authorised for the purpose of disseminating regulatory announcements in Poland
<b>FCA</b>	Financial Conduct Authority of the United Kingdom
<b>FSMA</b>	Financial Services and Markets Act 2000, as amended
<b>Form of Proxy</b>	the enclosed form of proxy for use by Shareholders in connection with the General Meeting
<b>General Meeting</b>	the general meeting of the Shareholders to be held at 11 a.m. (CET) on 3 November 2016, notice of which is set out at the end of this document
<b>Group</b>	NWR and its subsidiaries
<b>Karbonia</b>	NWR Karbonia, S.A., a Polish joint-stock company, with its registered office at ul. 3 Maja 44, 44-230 Czerwionka-Leszczyny, Poland, entered in the register of entrepreneurs of the National Court Register under KRS number 0000379573
<b>Listing Rules</b>	the listing rules published by the FCA for the purposes of Part VI of the Financial Services and Markets Act 2000, as amended from time to time
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>NV</b>	New World Resources N.V., a company with limited liability incorporated and registered in the Netherlands with registered number 34239108 and whose registered office is Herengracht 448, 1017 CA Amsterdam, the Netherlands
<b>NWR Articles Indemnity</b>	the directors' indemnities granted in favour of any Group Director under the articles of association of NWR which provides that NWR will, among other things, indemnify out of its own funds any Group Director against any liability incurred by or attaching to the Group Director in connection with any negligence, default, breach of duty or breach of



	trust in relation to the Group
<b>Official List</b>	the official list of the UKLA
<b>Part VI Rules</b>	means the rules made by the FCA pursuant to Part VI of FSMA
<b>Prague Stock Exchange</b>	Burza cenných papírů Praha, a.s., with its registered address at Rybná 14, Prague 1, the Czech Republic, ID number 47115629, registered in the commercial register maintained by the Municipal Court in Prague, Section B, File 1773
<b>Prime Market</b>	the Prime Market of the Prague Stock Exchange
<b>Registrars</b>	Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom
<b>Security Agent</b>	Citibank N.A., acting as the security agent on behalf of the creditors under the SSC
<b>Shareholder(s)</b>	holders of 'A' Shares in the Company
<b>SSC</b>	the creditors under the SSNs and the SSCF
<b>SSC Claims</b>	claims registered by the Security Agent in respect of the guarantees given by OKD in the total amount of approx. CZK 10,5 billion
<b>SSCF</b>	EUR 35 million super senior credit facility
<b>SSNs</b>	EUR 352 million Senior Secured PIK Notes due 2020
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland
<b>UKLA</b>	United Kingdom Listing Authority
<b>Warsaw Stock Exchange</b>	Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange) with its registered office at Książęca 4, 00-498 Warsaw, Poland

**PART III**

**NOTICE OF GENERAL MEETING**

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**NEW WORLD RESOURCES PLC**

Registered in England and Wales No 7584218 and in the Netherlands No 55931758

Registered office: c/o Hackwood Secretaries Limited, One Silk Street, London, EC2Y 8HQ

Corporate office: Herengracht 448, 1017 CA Amsterdam, the Netherlands

**NOTICE OF GENERAL MEETING**

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NOTICE is hereby given that the General Meeting of New World Resources Plc (“NWR”) will be held at the NWR corporate office, Herengracht 448, 1017 CA Amsterdam in the Netherlands on 3 November 2016 at 11 a.m. (CET) for the purpose of considering and, if thought fit, passing the following Resolutions, of which Resolution 1 will be proposed as a special resolution and Resolution 2 will be proposed as an ordinary resolution:

**SPECIAL RESOLUTION**

**RESOLUTION 1: CREDITORS’ VOLUNTARY LIQUIDATION**

**THAT**, NWR be wound up voluntarily under section 84(1)(b) of the Insolvency Act 1986.

**ORDINARY RESOLUTION**

**RESOLUTION 2: APPOINTMENT OF LIQUIDATORS**

**THAT**, subject to the passing of the special resolution above, Mark Skelton, Geoffrey Bouchier and Paul Williams of Duff & Phelps Ltd., Rembrandt Tower, Amstelplein 1, Amsterdam, Netherlands 1096HA are appointed as joint liquidators of NWR for the purpose of winding up NWR’s affairs and distributing its assets and that any power conferred on them by law or by this resolution, may be exercised and any act required or authorised under any enactment to be done by them, may be done by them jointly or by any of them alone.

BY ORDER OF THE BOARD

---

Zuzanna Wronkowska  
Company Secretary

17 October 2016

Registered in England and Wales No. 7584218

NWR is also registered with the trade register in the Netherlands under number 55931758

Registered Office:  
New World Resources Plc  
c/o Hackwood Secretaries Limited  
One Silk Street  
London EC2Y 8HQ  
United Kingdom

## Notes

### Proxy Appointment

1. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. A form of proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the General Meeting in person.
3. To appoint a proxy the form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (a) sent to the Company's Registrars Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or (b), lodge their votes electronically by visiting the website [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) (the on-screen instructions will give details on how to complete the instruction process) or (c) CREST members may lodge voting instruction using the CREST Proxy Voting Service in accordance with Note 11 below in each case so as to be received no later than 11 a.m. (CET) / 10 a.m. (GMT) on 1 November 2016.

### Nominated persons

4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("**nominated persons**"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

### Information about shares and voting

5. The total number of issued A Shares, B Shares and D Shares in the Company on 14 October 2016, which is the latest practicable date before the publication of this notice is 8,290,496,646, 10,000 and 264,477,400,857 respectively. Holders of A Shares and B Shares are entitled to attend and vote at general meetings of the Company. However, since the Company holds 3,365,493,080 A Shares and the entire share capital of B Shares, the Company will not be entitled to attend and vote at general meetings of the Company pursuant to section 662(5) of the Companies Act 2006. The holders of D Shares are not entitled to attend and vote at general meetings of the Company. Therefore, the total number of votes exercisable as at 14 October 2016 is 4,925,003,566.

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Headquarters: Herengracht 448 | 1017 CA Amsterdam | The Netherlands |

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### Right to attend and vote

6. Entitlement to attend and vote at the General Meeting, and the number of votes which may be cast at the General Meeting, will be determined by reference to the Company's register of members at close of business on 1 November 2016 or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned General Meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

### Venue arrangements

7. To facilitate entry to the General Meeting, members are requested to bring with them the admission card which is attached to the proxy card.
8. Members should note that the doors to the General Meeting will be open at 10.30 a.m. CET.
9. Mobile phones may not be used in the General Meeting hall, and cameras, tape or video recorders are not allowed in the General Meeting hall.

### CREST members

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment of the General Meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. 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 by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means.

12. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

**Corporate representatives**

14. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

**Questions**

16. Any member attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

**Website information**

17. A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at [www.newworldresources.eu](http://www.newworldresources.eu).

**Shareholder requisition rights**

18. Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by

New World Resources Plc | c/o Hackwood Secretaries Limited, One Silk Street | London EC2Y 8HQ | United Kingdom |  
Headquarters: Herengracht 448 | 1017 CA Amsterdam | The Netherlands |

Tel: +31 20 2404 390 | Fax: +31 20 2404 399 | E-mail: [info@nwrgroup.eu](mailto:info@nwrgroup.eu) | [www.newworldresources.eu](http://www.newworldresources.eu) |

A public company incorporated in England and Wales with Company Number 7584218 | New World Resources Plc is also registered with the trade register in the Netherlands under number 55931758.

reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must have been received by the Company not later than 18 September 2016, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

**Voting by poll**

19. Each of the resolutions to be put to the General Meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the General Meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

**Use of electronic address**

20. Members may not use any electronic address provided in either this notice of General Meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.

**Documents available for inspection**

21. Copies of the following documents may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ up to and including the date of the General Meeting and at the NWR corporate office, Herengracht 448, 1017 CA Amsterdam in the Netherlands from 15 minutes before the General Meeting until it ends:
- Circular;
  - Form of Proxy, and
  - Notice of General Meeting.

## Form of Proxy - General Meeting to be held on 3 November 2016



Cast your Proxy online...It's fast, easy and secure!  
[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 913972

SRN:

PIN:



View the Circular online: [www.newworldresources.eu](http://www.newworldresources.eu)

Register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 1 November 2016 at 10.00am GMT (11.00am CET)

### Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 4034 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking 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.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 4034 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- Any alterations made to this form should be initialed.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person. **However, if your investment is held on your behalf by a Nominee on the register of members, please approach the Nominee for written authorisation to allow your attendance and voting at the meeting.**

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

#### All Named Holders



# Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.  
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



	*
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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the General Meeting of New World Resources Plc ("NWR") to be held at **Herengracht 448, 1017 CA, Amsterdam, The Netherlands** on **3 November 2016 at 11.00 am (CET)** and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



## Special Resolution

1. NWR be wound up voluntarily under section 84(1)(b) of the Insolvency Act 1986.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Ordinary Resolution

2. Subject to the passing of the special resolution above, Mark Skelton, Geoffrey Bouchier and Paul Williams of Duff & Phelps Ltd., Rembrandt Tower, Amstelplein 1, Amsterdam, Netherlands 1096HA are appointed as joint liquidators of NWR for the purpose of winding up NWR's affairs and distributing its assets and that any power conferred on them by law or by this resolution, may be exercised and any act required or authorised under any enactment to be done by them, may be done by them jointly or by any of them alone.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

## Signature

## Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



## **Appendix 1**

### **NWR Directors**

The NWR directors who have entered into NWR deeds of indemnity are:

1. B. Kok;
2. H-J. Rudloff;
3. H-J. Mende;
4. K-D. Beck;
5. B. Rourke;
6. M. Salamon;
7. Z. Bakala;
8. P. Everard;
9. P. Kadas;
10. S. Schuit;
11. M. Jelinek;
12. K. Zhevago;
13. G. Penny;
14. J. Fabian;
15. A. Warhurst;
16. P. Telička;
17. C. Keogh;
18. I. Ashby;
19. C. Harman; and
20. B. Wentink.