

Amsterdam / London, 5 August 2016

## **Share Issuance Pursuant to a Voluntary Conversion of Convertible Notes by a Noteholder**

New World Resources Plc ('NWR Plc') and New World Resources N.V. ('NWR NV') announce the issue of 105,261,829 A ordinary shares in NWR Plc pursuant to NWR Plc's obligations under a deed poll entered into on 7 October 2014.

### **Introduction**

On 7 October 2014, in connection with the balance sheet restructuring, NWR NV issued EUR 150,000,000 4.00 per cent./8.00 per cent. PIK Mandatory Convertible Notes due 2020 (Regulation S Notes: Common Code 110730462 / ISIN XS1107304625; Rule 144A Notes: Common Code 110730489 / ISIN XS1107304898) (the '**Convertible Notes**') convertible into shares of NWR NV which are immediately exchangeable for fully paid A ordinary shares of NWR Plc having a nominal value at the issue date of €0.0004 each ('**A Shares**').

On 7 October 2014, NWR Plc entered into a deed poll, which contains irrevocable undertakings to NWR NV and to each holder of ordinary shares in NWR NV delivered upon conversion of the Convertible Notes, to purchase such ordinary shares in NWR NV in consideration for the issue of A Shares (the '**Deed Poll**').

### **Conversion of the Convertible Notes and the issue of A Shares**

Following NWR Plc's announcement on 16 May that holders of the Convertible Notes may wish to consult with their advisers to determine their position regarding conversion of their Convertible Notes into NWR Plc shares and the timing of any such conversion (noting the solvency position of the Group), NWR NV has received multiple conversion notices from holders of Convertible Notes. Most recently, on 20 July, NWR Plc announced the receipt by NWR NV of conversion notices in respect of a principal amount of notes to be converted of EUR 32,960,764 plus accrued and unpaid interest.

Since the announcement on 20 July, NWR NV has received further conversion notices in respect of a principal amount of notes to be converted of EUR 6,751,036 plus accrued and unpaid interest thereon payable as PIK Interest (as defined in the terms and conditions of the Convertible Notes) on the date of conversion (the '**Principal Amount**').

Following the conversions that are being announced today, the aggregate outstanding principal amount of the Convertible Notes is EUR 57,591,851.00.

A total of 105,261,829 A Shares have been issued in order to satisfy NWR Plc's obligations under the Deed Poll to issue A Shares to the holder of the Converted Shares as consideration for the purchase of the Converted Shares.

Authorisation to allot A Shares for the purpose of satisfying NWR Plc's obligations under the Deed Poll was granted by shareholders of NWR Plc at a general meeting on 20 August 2014.

The A Shares rank *pari passu* with the existing A Shares of EUR 0.0004 nominal value each in the capital of NWR Plc including the right to receive in full all dividends and other distributions declared, made or paid.

As of today, the issued share capital of NWR Plc consists 4,924,745,390 (excluding shares held by the Company) A Shares of EUR 0.0004 nominal value each, 10,000 B Ordinary Shares of EUR 0.40 nominal value each and 264,477,400,857 D Shares of EUR 0.0004 nominal value each.

As noted in our announcement of 16 May 2016, NWR Plc does not intend to apply for listing of any further shares issued pursuant to a conversion of any Convertible Notes, unless the suspension of the trading of shares in NWR Plc is lifted.

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**About NWR Plc**

New World Resources Plc is a Central European hard coal producer. NWR Plc produces quality coking and thermal coal for the steel and energy sectors in Central Europe through its subsidiary OKD, the largest hard coal mining company in the Czech Republic.

**About NWR N.V.**

New World Resources N.V. is a wholly owned subsidiary of NWR Plc. It is a company incorporated under the laws of the Netherlands and registered at Dutch Trade Register of the

Chamber of Commerce under number 34239108 and registered as an overseas company at Companies House in the UK with UK establishment number BR016952 and its address at 115 Park Street, London, W1K 7AP, United Kingdom (Telephone +44 (0) 207 371 5990, Fax +44 (0) 207 371 5999).

**Disclaimer and cautionary note on forward looking statements and notes on certain other matters**

Certain statements in this announcement are not historical facts and are or are deemed to be "forward-looking". The Company's prospects, plans, financial position and business strategy, and statements pertaining to the capital resources, future expenditure for development projects and results of operations, may constitute forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology including, but not limited to; "may", "expect", "intend", "estimate", "anticipate", "plan", "foresee", "will", "could", "may", "might", "believe" or "continue" or the negatives of these terms or variations of them or similar terminology. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to have been correct. These forward-looking statements involve a number of risks, uncertainties and other factors that may cause actual results to be materially different from those expressed or implied in these forward-looking statements because they relate to events and depend on circumstances that may or may not occur in the future and may be beyond NWR's ability to control or predict. Forward-looking statements are not guarantees of future performances.

Factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected include, but are not limited to, the following: risks relating to changes in political, economic and social conditions in the Czech Republic, Poland and the CEE region; future prices and demand for the Company's products, and demand for the Company's customers' products; coal mine reserves; remaining life of the Company's mines; coal production; trends in the coal industry and domestic and international coal market conditions; risks in coal mining operations; future expansion plans and capital expenditures; the Company's relationship with, and conditions affecting, the Company's customers; competition; railroad and other transportation performance and costs; availability of specialist and qualified workers; and weather conditions or catastrophic damage; risks relating to Czech or Polish law, regulations and taxation, including laws, regulations, decrees and decisions governing the coal mining industry, the environment and currency and exchange controls relating to Czech and Polish entities and their official interpretation by governmental and other regulatory bodies and by the courts; and risks relating to global economic conditions and the global economic environment. Additional risk factors are as described in the Company's annual report.

Forward-looking statements are made only as of the date of this announcement. The Company expressly disclaims any obligation or undertaking to release, publicly or otherwise, any updates or revisions to any forward-looking statement contained in this announcement to reflect any change in its expectations or any change in events, conditions, assumptions or circumstances on which any such statement is based unless so required by applicable law.