

The logo for New World Resources, featuring the letters 'NWR' in a bold, white, sans-serif font inside a dark grey rectangular box.

NEW
WORLD
RESOURCES

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 should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying documents, 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.

New World Resources Plc

(incorporated and registered in England and Wales under number 7584218)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the 2013 Annual General Meeting of the Company to be held at the Steigenberger Airport Hotel, Stationsplein ZW 951, 1117 CE Schiphol-Oost, Amsterdam, the Netherlands on 26 April 2013 at 10.00 a.m. CET. The formal notice of AGM is set out on pages 3 to 4 of this document.

A form of proxy for use at the Annual 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, Bridgewater Road, Bristol BS99 6ZY, United Kingdom as soon as possible but, in any event, so as to arrive no later than 10.00 a.m. CET on 24 April 2013. Completion and return of a form of proxy will not prevent members from attending and voting in person should they wish to do so.

New World Resources Plc Notice of Annual General Meeting

PART I

New World Resources Plc

(incorporated and registered in England and Wales under number 7584218)¹

Registered Office:

c/o Hackwood Secretaries Limited
One Silk Street
London
United Kingdom
EC2Y 8HQ

27 March 2013

To the holders of New World Resources Plc Shares

Notice of Annual General Meeting 2013

Dear Shareholder,

It is my great pleasure to be writing to you with details of our Annual General Meeting (“AGM”). I’m delighted to have joined the Company at the beginning of September last year, and I’m very excited about the prospects and the opportunities that exist for NWR. I am confident that we will stay in regular contact with each one of you on our journey to increasing the value of the Company. The AGM will be held at the Steigenberger Airport Hotel, Stationsplein ZW 951, 1117 CE Schiphol-Oost, Amsterdam, the Netherlands on 26 April 2013 at 10.00 a.m. CET. The formal notice of AGM is set out on pages 3 to 4 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it in accordance with the instructions printed on the form as soon as possible. It must be received by 10.00 a.m. CET on 24 April 2013.

Board changes

In accordance with the provisions of the UK Corporate Governance Code, all directors will stand for re-election at the AGM. Biographical information on each of the directors is contained on pages 69 to 73 of the Annual Report and Accounts 2012. Information supporting these re-elections, in particular detailing the skills and expertise that the directors bring to the board, is set out in Part III on pages 8 to 9 of this document.

The Board is delighted to propose the election of a new director, Dr. Alyson Warhurst. Her unique expertise is set out in Part III on page 9 of this document, and full biography is set out in Appendix 1 to this document.

Share incentives

The Company currently grants awards under its Deferred Bonus Plan (the “DBP”) to incentivise and retain employees and management. As currently framed, the DBP only allows for the payment and deferral of bonuses. It is proposed to amend this plan to allow for the grant of share awards (to be known as “LTI Awards”) which are conditional on the payment of, but not otherwise linked to the payment of, a bonus. The directors believe that these changes will enhance the board’s ability to retain and incentivise key employees and will give the board the flexibility to give effect to its remuneration policy and to adapt to future changes in economic conditions facing the group, law, tax and market practice.

The principal changes to the DBP are summarised in Appendix 2.

Share options over 750,000 A shares with an exercise price of €0.01 per share were granted to Mr Penny in connection with his recruitment. Further details of the terms of the options are set out in the remuneration report in the Annual Report and Accounts 2012. These options were granted on the basis that they would be satisfied using existing shares but approval is now being sought to issue new shares to satisfy them, to provide greater flexibility.

Other relevant business

An explanation of the business to be considered at this year’s AGM appears in Part III on pages 8 to 10 of this document. The directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and they recommend that shareholders vote FOR the resolutions.

Yours sincerely,

Gareth Penny
Chairman

¹ New World Resources Plc is also registered with the trade register in the Netherlands under number 55931758.

New World Resources Plc Notice of Annual General Meeting

PART II

New World Resources Plc

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2013 Annual General Meeting of New World Resources Plc will be held at the Steigenberger Airport Hotel, Stationsplein ZW 951, 1117 CE Schiphol-Oost, Amsterdam, the Netherlands on 26 April 2013 at 10.00 a.m. CET for the following purposes.

Resolutions 20 to 22 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

1. To receive and consider and, if thought fit, adopt the Annual Report and Accounts 2012 of the Company, and the reports of the directors and auditors thereon, for the year ended 31 December 2012. The report of the directors and the audited accounts have been approved by the directors, and the report of the auditors has been approved by the auditors, and a copy of each of these documents may be found in the Annual Report and Accounts 2012, starting at page 104.
2. To re-elect, with effect from the conclusion of the Annual General Meeting, Gareth Penny as a director.
3. To re-elect, with effect from the conclusion of the Annual General Meeting, Marek Jelínek as a director.
4. To re-elect, with effect from the conclusion of the Annual General Meeting, Jan Fabian as a director.
5. To re-elect, with effect from the conclusion of the Annual General Meeting, Zdenek Bakala as a director.
6. To re-elect, with effect from the conclusion of the Annual General Meeting, Peter Kadas as a director.
7. To re-elect, with effect from the conclusion of the Annual General Meeting, Pavel Telicka as a director.
8. To re-elect, with effect from the conclusion of the Annual General Meeting, Kostyantín Zhevago as a director.
9. To re-elect, with effect from the conclusion of the Annual General Meeting, Bessel Kok as a director.
10. To re-elect, with effect from the conclusion of the Annual General Meeting, Steven Schuit as a director.
11. To re-elect, with effect from the conclusion of the Annual General Meeting, Paul Everard as a director.
12. To re-elect, with effect from the conclusion of the Annual General Meeting, Barry Rourke as a director.
13. To re-elect, with effect from the conclusion of the Annual General Meeting, Hans-Jörg Rudloff as a director.
14. To elect, with effect from the conclusion of the Annual General Meeting, Alyson Warhurst as a director.
15. To appoint KPMG Audit Plc as auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and

to authorise the directors to determine the remuneration of the auditors.

16. To receive and consider and, if thought fit, to approve the directors' Remuneration Report (on pages 96 to 103 of the Annual Report and Accounts 2012) for the year ended 31 December 2012.
17. To approve the changes to the rules of the NWR Deferred Bonus Plan referred to in paragraph two ('Share incentives') of the Chairman's Letter, summarised in Appendix 1 and produced in draft to this Annual General Meeting and for the purposes of identification initialled by the Chairman and the Directors be authorised to do all acts and things necessary to operate the DBP as amended.
18. To approve the amendment of the terms of the options granted to Gareth Penny on 3 September 2012 to permit the Company to satisfy any exercise of those options by issuing new shares to the holder.
19. That the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "**2006 Act**") to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the capital of the Company (subject to the approval of a meeting of holders of "B" ordinary shares of EUR 0.40 each ("**B Shares**") or a notice in writing signed by the majority of the holders of B Shares in the case of an allotment of, or grant of rights to subscribe for, or convert any other securities into, B Shares):
 - up to a nominal amount of EUR 34,933,536; and
 - comprising equity securities (as defined in Section 560(1) of the 2006 Act) (other than B Shares) up to a further nominal amount of EUR 34,933,536 in connection with an offer by way of a rights issue, on terms that such authorities are to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and are to expire at the end of the next Annual General Meeting or on 30 June 2014, whichever is the earlier, but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into such nominal amount of shares to be granted after the authority ends and for the purposes of this resolution, "**rights issue**" means an offer to:
 - holders of ordinary shares in the capital of the Company (other than B Shares) in proportion (as nearly as may be practicable) to their existing holdings; and
 - holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary or appropriate, as permitted by the rights of those securities, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the

New World Resources Plc Notice of Annual General Meeting

SPECIAL RESOLUTIONS

20. That subject to the passing of resolution 19 above, the directors be unconditionally empowered to allot equity securities (as defined in Section 560(1) of the 2006 Act) (subject to the approval of a meeting of holders of B Shares or a notice in writing signed by the majority of the holders of B Shares in the case of an allotment of, or grant of rights to subscribe for, or convert any other securities into, B Shares) wholly for cash:
- a) pursuant to the authority given by paragraph (i) of resolution 19 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, in each case:
 - (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of EUR 5,292,960; and
 - b) pursuant to the authority given by paragraph (ii) of resolution 19 above in connection with a rights issue,
- as if Section 561(1) of the 2006 Act did not apply to any such allotment, such power to expire at the end of the next Annual General Meeting or on 30 June 2014, whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and for the purposes of this resolution:
- a) “**rights issue**” has the meaning as in resolution 19 above;
 - b) “**pre-emptive offer**” means an offer of equity securities, other than an offer of B Shares, open for acceptance for a period fixed by the directors to (i) holders (other than the Company) on the register on a record date fixed by the directors of A Shares in proportion to their respective holdings and (ii) holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary or appropriate, as permitted by the rights of those securities, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
 - c) references to an allotment of equity securities shall include a sale of treasury shares; and
 - d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.
21. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the 2006 Act to make market purchases (as defined in Section 693 of that Act) of A Shares in the capital of the Company provided that:
- the maximum number of A Shares which may be purchased is 26,464,800;
 - the minimum price which may be paid for each A Share is EUR 0.40;
 - the maximum price which may be paid for an A Share is an amount equal to the higher of (a) 105 per cent. of the average of the closing price of the A Shares as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which such share is contracted to be purchased and (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003); and
 - this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2014 or, if earlier, 30 June 2014 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.
22. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD

Lucie Vavrova
Company Secretary
27 March 2013
Registered in England and Wales No. 7584218
Registered Office:
c/o Hackwood Secretaries Limited
One Silk Street
London
United Kingdom
EC2Y 8HQ
New World Resources Plc is also registered with the trade register in the Netherlands under number 55931758.

New World Resources Plc Notice of Annual General Meeting

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 Annual General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual 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 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, Bridgewater Road, Bristol BS99 6ZY or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 11 below in each case so as to be received no later than 10.00 a.m. CET on 24 April 2013.

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. Holders of A Shares and B Shares are entitled to attend and vote at general meetings of the Company. The total number of issued A Shares and B Shares in the Company on 25 March 2013, which is the latest practicable date before the publication of this document is 264,648,002 and 10,000, respectively, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 25 March 2013 are 264,658,002.

Right to attend and vote

6. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of mem-

bers at 10.00 a.m. CET on 24 April 2013 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned 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 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 Annual General Meeting will be open at 9.30 a.m. CET.
9. Mobile phones may not be used in the meeting hall, and cameras, tape or video recorders are not allowed in the 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 meeting (and any adjournment of the 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). 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

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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.

Audit concerns

15. Shareholders should note that, under Section 527 of the 2006 Act members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting for the financial period ended 31 December 2012; or (ii) any circumstance connected with an auditor of the Company appointed for the financial period ended 31 December 2012 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.

Questions

16. Any member attending the 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 meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the 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 meeting that the question be answered.

Website information

17. A copy of this notice and other information required by Section 311A of the 2006 Act can be found at www.new-worldresources.eu.

Shareholder requisition rights

18. Under Section 338 and Section 338A of the 2006 Act, members meeting the threshold requirements in those sections have the right to require the Company 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 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 15 March 2013, being the date 6 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 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. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. 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 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.

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Use of electronic address

20. Members may not use any electronic address provided in either this notice of 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 Annual General Meeting and at the Steigenberger Airport Hotel, Stationsplein ZW 951, 1117 CE Schiphol-Oost, Amsterdam, The Netherlands from 15 minutes before the Annual General Meeting until it ends:
- the executive directors' service contracts;
 - letters of appointment of the non-executive directors;
 - rules of the DBP, amended as proposed; and
 - the terms of Mr Penny's options, amended as proposed.

PART III

EXPLANATORY NOTES TO THE RESOLUTIONS

The following pages give an explanation of the proposed resolutions.

Resolutions 1 to 19 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 20 to 22 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Approval of the Annual Report and Accounts 2012, and the Reports of the directors and auditors

Resolutions 2 to 13: Re-election of directors

Under the Company's Articles of Association, all directors are required to retire and submit themselves for re-election at the Annual General Meeting held in the fourth calendar year following the year in which they were elected or last re-elected. Notwithstanding the provisions of the Company's Articles of Association, in accordance with the UK Corporate Governance Code, all directors will retire voluntarily and stand for re-election at the Annual General Meeting. Biographical information on each of the directors is contained on pages 69 to 73 of the Annual Report and Accounts 2012.

The Nomination Committee performed an evaluation of the performance of each of the directors who are standing for re-election, and recommends that the shareholders vote in favour of each of the resolutions to approve each director's re-election. Each director's individual performance continues to be effective and each director has continued to demonstrate a strong commitment to their role.

Based on the Nomination Committee's evaluation, and on the results of an external evaluation of the performance of the board conducted by Corporate Training Partnership Ltd. (an independent consultancy with no other connections to the Company), the board has the appropriate skills and experience necessary to discharge its functions. Executive and non-executive directors have the experience required to contribute meaningfully to the board's deliberations and resolutions, including international operational and financial experience, knowledge of the mining sector and capital markets, as well as a command of health, safety and sustainability issues.

Mr. Penny is a recognised and experienced professional in the international mining sector and brings to the board his

deep experience in many aspects of the mining business. His particular contribution is in the area of strategic initiatives and restructuring. He provides the board with strategic and organisational leadership at the Group level.

Mr. Jelínek, as CFO, continues to oversee the capital financing of the Group, leading a new bond issue by NWR NV, and has contributed with his extensive knowledge and experience of the international financial and capital markets and their practical impact on the business of the Group. Based on his regular involvement with a broad range of investors, he delivered to the board market feedback on the Group's performance.

Mr. Fabián has a considerable technical and operational knowledge of the mining and coking operations, gained during his long career in the mining sector. Given his position as the Group's COO, he has an excellent overview of the safety, health and sustainability trends and issues facing the Group. He provides leadership at the operational level.

As experienced investor and shareholder representatives, Messrs. Bakala and Kadas provide the board with their M&A know-how and valuable insights into shareholder requirements, in particular on further development projects, strategy and remuneration. This facilitates alignment of the board with shareholder interests.

To cover the cross-boarder nature of the Group's business and potential future growth opportunities, Mr. Telička provides his knowledge of EU affairs and the international political scene and Mr. Zhevago contributes with his comparative knowledge of the Ukrainian coal market.

As Senior Independent Director, Mr. Kok capitalises on his top managerial experience and knowledge of the CEE market, and brings to the board an independent view of the market situation in the region in which the Group operates. Mr. Kok, as Chairman of the Audit and Risk Management Committee, together with the other Independent Directors, Messrs. Rudloff, Schuit and Rourke, brings to the board strong independent control of financial reporting and risk management.

Mr. Rudloff is a renowned and experienced banker having detailed and accurate information about the global financial market, its developments and sentiments, which he shares with the board.

With his extensive legal background, Mr. Schuit contributes in particular in the areas of corporate governance, ethics (in particular to the Group's whistleblower procedure) and compliance where he focuses on combating fraud and bribery.

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Further to his numerous executive posts with BHP Billiton, Mr. Everard provides his independent opinion on health, safety and sustainability risks which the Group is facing as well as other challenges faced by its mining business.

Mr. Rourke, as a former audit partner, brings to the board his vast expertise in the area of financial review and integrity. He has overseen the Real Estate Division, making sure that the interests of both A and B Shareholders are adequately protected.

Resolution 14: Election of Alyson Warhurst as a director

Dr. Warhurst has a remarkable expertise and long experience in the area of corporate responsibility and extra-financial risk identification and management. With her strong academic background and business knowledge, she will strengthen the Board's independent review of these issues.

Biographical information Dr. Warhurst can be found in Appendix 1.

Resolution 15: Re-election of KPMG Audit Plc as auditors

The board, on the recommendation of the Audit and Risk Management Committee, recommends the re-election of KPMG Audit Plc as auditors, to hold office until the next meeting at which accounts are laid.

Resolution 16: Approval of the directors' Remuneration Report

Resolution 17: Approval of changes to the Deferred Bonus Plan rules

The company currently grants awards under its Deferred Bonus Plan (the "DBP") to incentivise and retain employees and management. As currently framed, the DBP only allows for the payment and deferral of bonuses. It is proposed to amend this plan to allow for the grant of share awards (to be known as "LTI Awards") which are conditional on the payment of, but not otherwise linked to the payment of a bonus. The directors believe that these changes will enhance the board's ability to retain and incentivise key employees and will give the board the flexibility to give effect to its remuneration policy and to adapt to future changes in economic conditions facing the group, law, tax and market practice.

The principal changes to the DBP are summarised out in Appendix 2.

Resolution 18: Amendment to the terms of the options granted to Mr. Gareth Penny

In connection with his recruitment, options over 750,000 A shares with an exercise price of €0.01 per share were granted to Mr. Penny. Further details of the terms of the options are set out in the remuneration report in the Annual Report and Accounts. These options were granted on the basis that they would be satisfied using existing shares but approval is now being sought to issue new shares to satisfy them, to provide greater flexibility.

Resolution 19: Authorisation of the directors to allot shares

The purpose of Resolution 19 is to renew the directors' power to allot shares.

The authority in paragraph (i) of Resolution 19 will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of EUR 34,933,536, which is equivalent to approximately 33 per cent. of the total issued A Share capital of the Company as at 25 March 2013. The authority in paragraph (ii) of Resolution 19 will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, A Shares up to a further nominal value of EUR 34,933,536, which is equivalent to approximately 33 per cent. of the total issued A Share capital of the Company as at 25 March 2013, in connection with an offer by way of a rights issue to the holders of A Shares. Any allotment of, or grant of rights to subscribe for, or convert any other securities into, B Shares will be subject to the approval of a meeting of holders of B Shares or a notice in writing signed by the majority of the holders of B Shares.

At 25 March 2013, the Company did not hold any shares in treasury.

There are no present plans to undertake a rights issue or to allot new shares. The directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

If the resolution is passed the authority will expire on the earlier of 30 June 2014 and the end of the Annual General Meeting in 2014.

Resolution 20: Authorisation of the directors to disapply pre-emption rights

If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law

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Notice of Annual General Meeting

requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of resolution 20 is to authorise the directors to allot A Shares and other equity securities pursuant to the authority given by resolution 20, or sell treasury shares, for cash in connection with a pre-emptive offer or rights issue (but not including B Shares or securities convertible into, or which confer rights to subscribe for, B Shares) or otherwise (subject to the approval of a meeting of holders of B Shares or a notice in writing signed by the majority of the holders of B Shares in the case of an allotment of B Shares or securities convertible into, or which confer rights to subscribe for, B Shares) up to a nominal value of EUR 5,292,960, equivalent to approximately five per cent of the total issued A Share capital of the Company as at 25 March 2013, without the shares first being offered to existing holders in proportion to their existing holdings.

The board considers the authority in resolution 20 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

The board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5 per cent. of the total issued ordinary share capital of the Company within a rolling three-year period without prior consultation with shareholders.

Resolution 21: Authorisation of the Company to purchase its own shares

The Company may make market purchases of its own shares with the authority of shareholders. Resolution 21 seeks to renew the current authority which is due to expire at this year's Annual General Meeting. The authority set out in the special resolution will expire on whichever is the earlier of the end of the next Annual General Meeting or 30 June 2014. The special resolution specifies the maximum number of A Shares that may be purchased (being approximately 10 per cent. of the Company's issued A Share capital as at 25 March 2013) and the maximum and minimum prices at which the A Shares may be bought.

Any A Shares purchased under this authority will either be treated as cancelled or held as treasury shares. Listed companies, with authorisation from shareholders, may buy and hold their own shares in treasury instead of cancelling them

immediately. Shares held as treasury shares can in the future be cancelled, re-sold or used to provide shares for employee share schemes.

The ability to hold in treasury shares that the Company purchases pursuant to the authority conferred by this resolution would give the Company the ability to re-issue treasury shares quickly and cost-effectively, and would provide the Company with additional flexibility in the management of its capital base.

Details of any A Shares purchased pursuant to the proposed authority would be notified to the London Stock Exchange by 7.30 a.m. (London time) on the business day following the purchase and to the Registrar of Companies within 28 days. Details would also be included in the Company's Annual Report and Accounts in respect of the financial period in which any such purchases take place. Other investment opportunities, appropriate gearing levels and the overall financial position of the Company will be taken into account before deciding upon the course of action.

The directors would exercise this authority only if they felt it would be in the best economic interests of the Company to do so.

Resolution 22: Amendment to notice period of general meetings

Under the 2006 Act, as amended, the notice period required for all general meetings of the Company is 21 days. Annual General Meetings will continue to be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings, which cannot however be less than 14 clear days. Resolution 22 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

APPENDIX 1

DR. ALYSON WARHURST

Dr Alyson Warhurst is CEO and founder of risk analysis and mapping company Maplecroft, which is a leading source of extra-financial risk intelligence. She enjoyed a successful academic career at the Universities of Sussex, Bath and Warwick where she was appointed Professor and Chair of Strategy and International Development and was recipient of several prestigious awards. In 2010, she retired and became an Honorary Professor at Warwick Business School. Dr Warhurst is a regular advisor to the World Economic Forum and has also been a long time member of its faculty. She is on the Board of Trustees at Transparency International UK.

Dr Warhurst comes from an academic background where she gained extensive expertise in the area of corporate responsibility and global risks, including political and societal risks and corporate reputation. She graduated in 1979 from the University of Bristol with a BSc in Geology. She also holds a MSc in Science, Technology and Industrialisation and a Doctorate from the University of Sussex.

Dr Warhurst holds no directorship in any other publicly quoted company.

(British, 17th April, 1958)

APPENDIX 2

THE NWR LONG TERM INCENTIVE PLAN

1 Introduction

The DBP currently allows for bonuses to be paid to selected participants for a year if 80% of the Company's EBITDA target (and any other targets set by the board of directors) are met for that year. Of this, 30% will be paid in the form of a conditional right to acquire shares in the company (a 'Deferred Bonus Award') which vests three years after grant.

2 LTI Awards

The key change is to allow for the grant of LTI Awards. These awards are on broadly the same terms as Deferred Bonus Awards but they can be granted over such number of Shares as the board of directors (or the remuneration committee, in the case of awards to executive directors) may decide.

3 Grant for LTI Awards

Any employee who is eligible for a bonus under the DBP may be granted an LTI Award. The board may decide that an LTI Award will only be granted to a participant if other conditions related to the performance of that participant, his employer or the group are met.

LTI Awards will normally only be granted within 42 days of the announcement of the Company's results for any period but may be granted at other times in exceptional circumstances (e.g. on a recruitment).

No LTI Awards can be granted more than 10 years after approval by shareholders of the proposed changes.

4 Individual limits for LTI Awards

Except in exceptional circumstances, the aggregate market value (at the time of the grant) of the Shares subject to LTI Awards granted to any one person in any one financial year will not exceed 300% of his or her annual basic salary.

5 Plan limits

In any 10 year period, not more than 5% of the issued ordinary share capital of the Company may be issued or be issuable under Deferred Bonus Awards and LTI Awards under the DBP and awards under all other discretionary share incentive plans adopted by the Company. These limits do not include awards which have lapsed and treasury shares transferred to satisfy an Award will be counted as if new shares had been issued, for so long as it is considered best practice to do so.

6 Vesting of LTI Awards

LTI Awards will vest three years after grant or after such other period as the board may set when the LTI Award is granted. When granting an LTI Award, the board may make its vesting conditional on the achievement of a condition related to the performance of that participant, his employer or the group. If it does so, the LTI Award will only vest to the extent that that condition is satisfied or waived.

Shares will be issued or transferred to the participant shortly after vesting of an LTI Award or the company can decide to satisfy an LTI Award in cash instead of issuing or transferring shares.

New World Resources Plc

The NWR Long Term Incentive Plan

7 Leaving employment

An LTI Award will lapse if the Participant leaves employment but not if he leaves for certain reasons including death, redundancy, retirement or early retirement, disability or personal reasons, sale of his employer or any other reason determined by the board, unless, in any case the board decides that this is inappropriate given overall performance.

8 Put Option

For a period of three years after vesting, the participant has the right to sell the shares acquired on vesting and receive at least the market value of a share at the time of vesting. This right lapses earlier if the participant leaves employment or otherwise sells the shares.

9 Takeovers and reorganisations

LTI Awards will generally vest early on a takeover, merger or other corporate reorganisation but the number of Shares in respect of which it vests will be reduced to reflect the fact that it is vesting early.

10 Rights issues, demergers etc

The number of Shares subject to an Award may be adjusted to reflect a rights issue, demerger or any variation in the share capital of the Company.

11 General

Awards are not transferable (except to personal representatives on death) and are not pensionable and participants do not pay for the grant of an award.

Any shares issued following the vesting of awards will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

12 Amendments

The board can amend the rules of the DBP in any way. However, shareholder approval will be required to amend certain provisions relating to LTI Awards to the advantage of participants. These provisions relate to eligibility, individual and plan limits, the rights attaching to LTI Awards and shares, the adjustment of LTI Awards on variation in the Company's share capital and the amendment powers.

The board can, without shareholder approval, make minor amendments to the terms of LTI Awards to benefit the administration of LTI Awards, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment. They can also amend or waive any performance condition applying to an LTI Award without shareholder approval.

The board may also, without shareholder approval, establish further plans based on the DBP but modified to take account of overseas securities laws, exchange controls or tax legislation. Shares made available under such further plans will be treated as counting against any limits on individual or overall participation in the DBP.

13 Changes to Deferred Bonus Awards

A number of other changes are being made to the DBP which relate only to the terms of Deferred Bonus Awards. These changes are intended to enhance the company's flexibility and are being made pursuant to the directors' amendment power under the DBP and, accordingly, do not require shareholder approval.

The main changes are as follows:

- Flexibility for the board to set the vesting period for each Deferred Bonus Award;
- Removal of the limit on the number of shares subject to any one Deferred Bonus Award;
- Expand ability to adjust awards to cover demergers;
- Include a general right to cash out awards on vesting; and
- Change the name of the DBP to the NWR Long Term Incentive Plan.