

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 authorised under the Financial Services and Markets Act 2000 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
(“NWR” or the “Company”)

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2015 Annual General Meeting of the Company will be held at the NWR corporate office, Jachthavenweg 109h, 1081 KM, Amsterdam in the Netherlands on 23 April 2015 at 10.00 a.m. CET. The formal notice of the AGM is set out on pages 4 to 7 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 21 April 2015. 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.eproxyappointment.com (the on-screen instructions will give details on how to complete the instruction process).

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 EC2Y 8HQ
United Kingdom

19 March 2015

To the holders of New World Resources Plc Shares

Notice of 2015 Annual General Meeting

Dear Shareholder,

The Annual General Meeting (“AGM”) will be held at the NWR corporate office, Jachthavenweg 109h, 1081 KM, Amsterdam in the Netherlands on 23 April 2015 at 10.00 a.m. CET. The formal notice of the AGM is set out in Part II on pages 4 to 7 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 21 April 2015.

Board changes

Zdenek Bakala has resigned from the Board of Directors of NWR (the “Board”) with effect from the date of the AGM. In accordance with the provisions of the UK Corporate Governance Code, all other directors will stand for re-election at the AGM. Biographical information on each of the directors is contained on pages 51 to 54 of the Annual Report and Accounts 2014. The Board has further nominated Mr Charles Harman to serve on the Board as non-executive director, subject to his election by the shareholders of NWR. Information supporting these re-elections and the election of Charles Harman, in particular detailing the skills and expertise that the directors bring to the Board, is set out in Part III on pages 11 to 13 of this document.

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

Other relevant business

An explanation of the business to be considered at this year's AGM appears in Part III on pages 11 to 16 of this document.

Recommendation

The directors of the Company 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 are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions.

Yours sincerely,

Gareth Penny
Chairman

PART II

New World Resources Plc

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2015 Annual General Meeting (“AGM”) of New World Resources Plc (“NWR” or the “Company”) will be held at the NWR corporate office, Jachthavenweg 109h, 1081 KM, Amsterdam in the Netherlands on 23 April 2015 at 10.00 a.m. CET.

You will be asked to consider and vote on the resolutions below. Resolutions 20 to 22 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions. Following the changes to the Listing Rules, resolutions 5 to 9 relating to re-election of the independent non-executive directors will be passed only if a majority of votes cast by the independent shareholders of the Company are in favour, in addition to a majority of the votes cast by all the shareholders being in favour.

ORDINARY RESOLUTIONS

- 1** To receive and adopt the Annual Report and Accounts 2014 of the Company, and the reports of the directors and auditors thereon, for the year ended 31 December 2014. 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 2014, starting at page 128.
- 2** To re-elect, with effect from the conclusion of the AGM, Gareth Penny as a director.
- 3** To re-elect, with effect from the conclusion of the AGM, Marek Jelínek as a director.
- 4** To re-elect, with effect from the conclusion of the AGM, Peter Kadas as a director.
- 5** To re-elect, with effect from the conclusion of the AGM, Bessel Kok as a director.
- 6** To re-elect, with effect from the conclusion of the AGM, Barry Rourke as a director.
- 7** To re-elect, with effect from the conclusion of the AGM, Alyson Warhurst as a director.
- 8** To re-elect, with effect from the conclusion of the AGM, Colin Keogh as a director.
- 9** To re-elect, with effect from the conclusion of the AGM, Ian Ashby as a director.
- 10** To elect, with effect from the conclusion of the AGM, Charles Harman as a director.
- 11** To re-appoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
- 12** To authorise the directors to determine the remuneration of the auditor.

- 13 To approve the policy section of the directors' Remuneration Report (on pages 107 to 118 of the Annual Report and Accounts 2014).
- 14 To approve the directors' Remuneration Report excluding the policy section (on pages 119 to 127 of the Annual Report and Accounts 2014) for the year ended 31 December 2014.
- 15 To approve the rules of the Special Long-Term Incentive Plan (the terms of which are summarised in Appendix 2).
- 16 To approve awards under the Special Long-Term Incentive Plan to Gareth Penny and Marek Jelínek over 125,000,000 and 67,000,000 shares respectively.
- 17 To approve the rules of the Annual Bonus Plan (the terms of which are summarised in Appendix 2).
- 18 To approve the bonus payment of EUR 200,000 to Gareth Penny in respect of the 2014 year.
- 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):
 - (i) up to a nominal amount of EUR 879,011.63; and
 - (ii) 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 879,011.63 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 23 July 2016, 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 in this resolution expires, and for the purposes of this resolution, "**rights issue**" means an offer to:

- a) 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
- b) 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 instrument) 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 laws of, any territory.

SPECIAL RESOLUTIONS

- 20** That subject to the passing of resolution 19 above, the directors be and are hereby given power under Section 570 of the 2006 Act to allot equity securities (within the meaning of Section 560 of the 2006 Act) for cash up to an aggregate nominal amount of EUR 266,367.16, and/or where the allotment is treated as an allotment of equity securities under Section 560(3) of the 2006 Act, as if Section 561 of the 2006 Act did not apply to any such allotment, for the sole purpose of assisting the Company to cure a breach of its requirement to maintain sufficient free float in accordance with the listing rules of any applicable stock exchange or regulatory authority, such power to expire six months following the date on which this resolution is passed 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.
- 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:
- (i) the maximum number of A Shares which may be purchased is 665,917,899;
 - (ii) the minimum price which may be paid for each A Share is EUR 0.0004;
 - (iii) 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
 - (iv) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2016 or, if earlier, 30 June 2016 (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

Ivona Ročárková
Company Secretary

19 March 2015

Registered Office:
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 AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM 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 AGM 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.eproxyappointment.com (the on-screen instructions will give details on how to complete the instruction process) or (c) the Depositary Interest holders 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 10.00 a.m. CET on 21 April 2015.

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 19 March 2015, which is the latest practicable date before the publication of this notice is 6,659,178,995, 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. 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 19 March 2015 is 6,659,188,995.

Right to attend and vote

6. Entitlement to attend and vote at the AGM, and the number of votes which may be cast at the AGM, will be determined by reference to the Company's register of members at 10.00 a.m. CET on 21 April 2015 or, if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM (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 AGM, 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 AGM will be open at 9.30 a.m. CET.
9. Mobile phones may not be used in the AGM hall, and cameras, tape or video recorders are not allowed in the AGM 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 AGM (and any adjournment of the AGM) 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 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 Companies Act 2006 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 2014; or (ii) any circumstance connected with an auditor of the Company appointed for the financial period ended 31 December 2014 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 Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, 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 Companies Act 2006 to publish on a website.

Questions

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

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 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 11 March 2015, 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 AGM 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 AGM. 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 AGM 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 AGM and at the NWR corporate office, Jachthavenweg 109h, 1081 KM, Amsterdam in the Netherlands from 15 minutes before the AGM until it ends:
- Service contracts of the executive directors;
 - Annual Report and Accounts 2014;
 - Letters of appointment of the non-executive directors;
 - Form of Proxy;
 - This AGM notice; and
 - The rules of the Special Long-Term Incentive Plan and the new Annual Bonus Plan.

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. Under the Listing Rules, CERCL Mining B.V. is classed as a “controlling shareholder” of the Company. This means that the independent non-executive directors of the Company must be re-elected by a majority of the votes cast by the independent shareholders of the Company, as well as by a majority of the votes cast by all the shareholders. The independent shareholders of the Company means all the shareholders of the Company other than CERCL Mining B.V. Therefore, the resolutions for the re-election of the independent non-executive directors (resolutions 5 to 9) will be taken on a poll and the votes cast by the independent shareholders and by all the shareholders will be calculated separately. Such resolutions will be passed only if a majority of the votes cast by the independent shareholders are in favour, in addition to a majority of the votes cast by all the shareholders being in favour.

Resolution 1: Annual Report and Accounts 2014, and the reports of the directors and auditors

Resolutions 2 to 9: 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 AGM 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 AGM. Biographical information on each of the directors is contained on pages 51 to 54 of the Annual Report and Accounts 2014.

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.

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 command of health, safety and sustainability issues.

None of the independent non-executive directors seeking re-election at the AGM has any existing or previous relationship with the Company, nor with any controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of LR 13.8.17 R (1). The Nomination Committee considers the appointment and replacement of directors subject to the rules set out in the Company’s Articles of Association. The Nomination Committee will normally engage an independent search consultant with no connection to the

Company to find appropriate candidates for the Board with the requisite skills, and in doing so will take account of relevant guidelines and legislation relating to the appointment of individuals to boards. The Nomination Committee may also consider candidates introduced to the Company from other sources. The Board considers Bessel Kok, Barry Rourke, Alyson Warhurst, Colin Keogh and Ian Ashby to be independent in accordance with Provision B.1.1 of the UK Corporate Governance Code.

Gareth 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 operational restructuring. He provides the Board with strategic and organisational leadership at Group level.

In his role of the Chief Financial Officer, Marek Jelínek manages the capital structure of the Group and is responsible for funding and treasury management, preparation of the consolidated financial statements and financial reporting to the Board. He has extensive knowledge of and experience with the international financial and capital markets and their practical impact on the Group's business. Based on his regular contact with NWR's investors, he provides the Board with market feedback on the Group's performance. In 2014, he was extensively involved in the successful restructuring of NWR's balance sheet.

Peter Kadas provides the Board with know-how and valuable insights into shareholders' requirements, in particular on further development projects and strategy and allowing alignment of the Board with the shareholders' interests.

Alyson Warhurst has expertise in the area of corporate social responsibility and non-financial risk identification and management. She contributes her knowledge of sustainability issues, gender diversity and corporate compliance. With her strong academic background and business experience, she strengthens the Board's independent review of these issues.

Bessel Kok, NWR's Senior Independent Director, has extensive managerial experience and knowledge of the CEE market, and brings to the Board an independent view on the situation in the Czech Republic. Given his financial background he contributes meaningfully when it comes to independent control of financial reporting and risk management. As chairman of the Remuneration Committee, he ensures independent alignment between the NWR's and shareholders' interests.

Barry Rourke, as a former audit partner, brings to the Board his considerable expertise in the area of financial review, integrity, internal controls and management of risks. In his role as chairman of the Audit and Risk Management Committee, he makes sure that the Group has adequate control systems in place.

Colin Keogh joined the Board in November 2014. He has an extensive experience in finance, banking and accounting and a legal background. He has strengthened the Board's independent control of financial reporting. In his role as chairman of the Real Estate Committee, he makes sure that the interests of both A and B shareholders are adequately protected.

Ian Ashby joined the Board in November 2014. He has a unique experience in mining of many sorts, engineering and safety. As chairman of the Safety, Health and Sustainability Committee,

he will focus, amongst others, on safety risks whilst covering off on the necessary governance requirements.

Resolution 10: Election of a director

Charles Harman has been nominated to join the Board and serve as non-independent non-executive director, subject to shareholder approval.

A biography of Charles Harman can be found in Appendix 1.

Resolutions 11 and 12: Re-appointment and remuneration of KPMG LLP as auditor

The Board, on the recommendation of the Audit and Risk Management Committee, recommends the re-appointment of KPMG LLP as auditor of the Company, to hold office until the next meeting at which accounts are laid. Resolution 12 authorises the directors to set the remuneration of the auditors.

Resolutions 13 and 14: Approval of the directors' Remuneration Report

These resolutions deal with the remuneration of the directors and seek approval of the directors' remuneration policy and of the remuneration paid to the directors during the year under review respectively.

According to the Companies Act 2006, the Company is required to ask shareholders to approve the remuneration policy section of the directors' remuneration report. This is set out on pages 107 to 118 of the Annual Report and Accounts 2014. Resolution 13 is a binding vote. If approved by shareholders, the directors' remuneration policy will take effect from the day following the AGM and may operate up to three years until replaced by a new or amended policy.

The Company is also required to ask shareholders to approve the remainder of the Remuneration Report, that is, excluding the directors' remuneration policy. This is set out on pages 119 to 127 of the Annual Report and Accounts 2014. Resolution 14 is an advisory vote.

Resolutions 15 and 16: Special Long-Term Incentive Plan

In connection with the successful completion of the capital restructuring, Gareth Penny and Marek Jelinek were granted, subject to shareholder approval, cash awards linked to the value of 125,000,000 and 67,000,000 shares respectively under a new plan called the NWR Special Long-Term Incentive Plan (the "**Special LTIP**"), the key terms of which are summarised in Appendix 2. Those awards require shareholder approval because they were not anticipated in the remuneration policy approved by shareholders at the AGM in 2014 and the plan itself requires approval because directors participate in it.

Resolution 17: Approval of the New Bonus Plan

In 2014, the Group underwent a substantial restructuring of its balance sheet, which resulted, amongst other things, in a new shareholder structure. The New World Resources Plc Annual Bonus Plan (the "**New Bonus Plan**"), the key terms of which are summarised in Appendix 2, has been proposed by the majority shareholder and certain new shareholders (the noteholders) and reflects their view of directors' remuneration levels in the transformation era of NWR. The

New Bonus Plan, if approved, will be used for any bonuses to be granted in respect of the 2015 year and onwards.

Resolution 18: Approval of 2014 bonus

On the basis of the performance targets set by the Remuneration Committee at the start of 2014, no annual bonus was payable to executive directors in respect of the 2014 year. However, the Remuneration Committee has decided that, in light of his outstanding performance during the year, Gareth Penny should be paid bonus of EUR 200,000. This payment requires shareholder approval because it was not anticipated in the remuneration policy approved by shareholders at the AGM in 2014.

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 879,011.63, which is equivalent to approximately one-third of the total issued A Share capital of the Company as at 19 March 2015. 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 879,011.63, which is equivalent to approximately one-third of the total issued A Share capital of the Company as at 19 March 2015, in connection with an offer by way of a rights issue. This total amount (before any reduction) represents approximately two-thirds of the issued share capital of the Company as at 19 March 2015. This is in line with the Investment Association's Share Capital Management Guidelines issued in July 2014. 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 19 March 2015, 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 2016 and the end of the Annual General Meeting in 2016.

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

At the general meeting of the Company held on 20 August 2014 (the 'Restructuring EGM') in connection with the group's capital restructuring, the shareholders passed resolutions to approve a small issue of A Shares to new investors on a non-pre-emptive basis if the Company's free float remained insufficient to meet the UKLA's requirements within the three month period after completion of the capital restructuring. This authority has now expired. Following completion of the capital restructuring, the Company's free float has remained insufficient to meet the UKLA's requirements, which the Company is in the process of discussing with the UKLA to agree an appropriate remedy. In order to give the directors and the

Company flexibility to resolve the Company's insufficient free float, the directors propose that the authority granted at the EGM is reinstated for a period of six months.

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 2016. 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 19 March 2015) and the maximum and minimum prices at which the A Shares may be bought.

Any A Shares purchased under this authority may either be treated as cancelled or held as treasury shares. Shares held as treasury shares can in the future be cancelled, re-sold or used to provide shares for employee share schemes. The directors will consider at the time of purchase whether to hold shares in treasury or cancel them immediately. Shares held in treasury do not carry voting rights and no dividends will be paid on any such shares. It is also possible for the Company to transfer shares out of treasury pursuant to an employee's share scheme.

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. 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.

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.

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

As at 19 March 2015 (being the latest practicable date prior to the publication of this notice), there were 353,377,530 outstanding options granted under all share option schemes operated by the Company and no outstanding warrants, which, if exercised would represent 5.31% of the issued ordinary share capital of the Company (excluding any shares held in treasury). If this authority were exercised in full, that percentage would increase to 5.9%.

Resolution 22: Amendment to notice period of general meetings

Under the Companies Act 2006, 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. In order to maintain

flexibility for the Company, 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

Biography of Charles Harman

Education: Magdalen College, Oxford (1981-84) – BA Hons in PPE (first class)

Career: Credit Suisse First Boston (1984-1994) – joined as a graduate recruit, seconded to Tokyo for three years in the late '80s, returned to London in 1990 as member of Central European and CIS team, appointed Managing Director and Head of the Central European business in 1993;
MC Securities Limited (1994-1997) – CEO of emerging markets focused boutique investment bank;
Donaldson, Lufkin & Jenrette (1997-2001) – Managing Director and Head of Emerging Europe investment banking business;
J P Morgan Cazenove (2001-2011) – joined Cazenove as Managing Director and Head of TMT, appointed Head of Corporate Finance in 2008 and Head of UK Investment Banking for J P Morgan in 2010 (following the acquisition of Cazenove by J P Morgan). Clients included larger FTSE companies in the mining, TMT and financial services sectors;
BXR Partners (2011-2014) – CEO of investment group with interests in mining, agriculture, transportation, education and real estate.

Current roles: Member of Advisory Board of BXR Group
Director of Malawi Mangoes – African fruit production and processing business majority owned by BXR
Director of Sanditon Investment Trust PLC – UK listed investment trust
Director of Klein Constantia Winery – historic South African vineyard
Director of Philglas & Swiggot – UK wine merchants
Business Ambassador of Concern Universal – Africa focused charity

APPENDIX 2

This Appendix summarises out the key terms of the New World Resources Plc Annual Bonus Plan (the “**New Bonus Plan**”) and the NWR Special Long-Term Incentive Plan (the “**Special LTIP**”). Terms which are common to both plans are set out in paragraph 3.

1 The Special LTIP

1.1 Granting awards

Awards over a total of 331,000,000 shares have been granted under the Special LTIP (subject to shareholder approval, in the case of directors) and no further awards can be granted.

1.2 Vesting

Awards will normally vest in three equal tranches on 31 December 2016, 31 December 2017 and 31 December 2018.

At any time in the 12 months following vesting, the participant can elect to realise value in relation to the shares in respect of which the award has then vested. If he does so, he will be paid a cash amount equal to the market value of the relevant number of shares on the date of his election. If he does not elect to realise value within 12 months of vesting, the award lapses.

If after satisfying the award, the Company’s and/or certain restricted subsidiaries’ available cash (as defined in the Senior Note) would be less than €75,000,000, the award may be satisfied by the issue or transfer of shares with the same market value.

1.3 Put Option

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

2 The New Bonus Plan

2.1 Eligibility

Any member of senior management of the NWR group can participate in the New Bonus Plan.

The New Bonus Plan allows for a participant to be granted a bonus in respect of a financial year (or other period) determined by the Board. The maximum amount of the bonus is 300% of the participant’s base salary.

The amount of the bonus may be linked to performance conditions set by the Board. In the 2015 year, the performance conditions will include financial criteria (50%); operational criteria (25%); and growth (25%).

The New Bonus Plan will terminate 10 years after its approval by shareholders.

2.2 Grant of awards

Bonuses of up to 100% of salary over the year are paid entirely in cash. To the extent that the bonus exceeds 100% of basic salary, it will be paid in the form of an award which will be in the form of:

- shares, which are rights to free shares on vesting; and/or
- phantom shares which are rights to a cash payment based on the value of the shares; and/or
- cash.

The number of shares or phantom shares will be determined by converting the relevant portion of the bonus into a notional number of shares based on share price at that time.

2.3 Vesting

Awards vest, as to one third of the shares, following publication of the NWR group's consolidated annual financial statements for the year to which the bonus relates and as to half of the balance following publication of those statements for each of the following two years. In the case of shares, the relevant number of shares will be issued or transferred to the participant for free shortly after vesting. In the case of phantom shares, the participant will be paid an amount equal to the market value of that number of shares on that date.

2.4 Plan limit

The maximum number of shares that the Board may on any day commit to be issued shall not exceed 5% of the ordinary share capital of the Company in issue immediately before that day, when added to the number of shares which have been issued, or committed to be issued, to satisfy any other bonus awards under the plan, or options or awards under any other discretionary employee share plan adopted by the Company, granted in the previous 10 years. Treasury shares count as newly issued shares for these purposes.

3 Terms common to both plans

3.1 Leaving employment

If the participant leaves NWR, awards which have not vested will normally lapse unless the participant is a good leaver, in which case, the award will normally continue in effect or may vest early, if the Board so decides.

If a participant in the New Bonus Plan leaves during the year by reference to which the amount of his bonus is determined, he will normally not be entitled to any bonus for that year. However, if he is a good leaver, his bonus may be paid out in full at the normal time or may be paid when he leaves and the Board can change the form in which it is paid.

A participant is treated as a good leaver if he leaves because of death; illness or disability; retirement or early retirement; sale of the company or business which employs him; authorised leave of absence; or any other reason if the Company so decides.

3.2 Takeover

Awards may vest early on a takeover or similar transaction but the number of shares will be reduced on a pro-rata basis. Bonuses under the New Bonus Plan for the year in which the transaction occurs may be paid out early and the performance conditions adjusted accordingly.

3.3 Clawback

If the Board considers that extraordinary circumstances have occurred before an award has been satisfied which lead to an unfair result with respect to the grant or vesting, it may reduce or delay vesting. Payments made on the basis of incorrect financial or other data may be recovered.

3.4 General

Rights under the plans are not transferable (except to personal representatives on death or with consent of the Company) and are not pensionable and participants do not pay for the grant of an award.

Any shares issued 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.

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.

3.5 Amendments

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

The Board can, without shareholder approval, make minor amendments to the plans to benefit their administration, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment. They can also waive any performance condition for a bonus under the New Bonus Plan or amend it without shareholder approval if the amended condition would be a fairer measure of performance (as determined by the Board acting reasonably).

The Board may also, without shareholder approval, establish further plans based on the plans 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 plans.