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Amsterdam, 1 June 2011

**RECOMMENDED SHARE OFFER**

for

**New World Resources N.V. (“Existing NWR”)**

by

**New World Resources Plc (“New NWR”)**

**Third Closing**

**Introduction**

On 11 April 2011, the boards of Existing NWR and New NWR announced a recommended share offer (the “**Offer**”) for all of the “A” ordinary shares of EUR 0.40 each in the capital of Existing NWR (the “**Existing A Shares**”). The full terms and conditions of the Offer were set out in a combined prospectus and offer document jointly published by Existing NWR and New NWR on 11 April 2011, as amended and supplemented by a supplementary prospectus and offer document dated 18 May 2011 (the “**Combined Prospectus and Offer Document**”).

On 5 May 2011 the Offer was declared wholly unconditional as to acceptances with valid acceptances in respect of 256,780,388 Existing A Shares (representing approximately 97 per cent of the issued Existing A Shares). The “A” ordinary shares in the share capital of New NWR issued pursuant to the Offer (the “**New A Shares**”) were admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange (“**LSE**”) and the Prague Stock Exchange (“**PSE**”) on 6 May 2011 and the Warsaw Stock Exchange (“**WSE**”) on 9 May 2011.

On 19 May 2011, New NWR received further valid acceptances in respect of 2,769,054 Existing A Shares (representing approximately 1 per cent. of the issued Existing A Shares), taking New NWR’s total shareholding in Existing NWR to approximately 98 per cent.

### **Third Closing**

New NWR announces that as at 15:00 (London time)/16:00 (CET) on 1 June 2011 (being the third closing date of the Offer) valid acceptances have been received in respect of a further 2,174,475 Existing A Shares. Valid acceptances have now been received in respect of 261,723,917 Existing A Shares in aggregate (representing approximately 99 per cent of the issued Existing A Shares).

2,174,475 New A Shares (the “**Additional New A Shares**”) have been allotted to the relevant accepting shareholders and application has been made for such shares to be admitted to the Official List of the UK Listing Authority and to trading on the LSE, the PSE and the WSE. It is expected that admission to the Official List of the UK Listing Authority will become effective and unconditional dealings in the Additional New A Shares will commence on the LSE at 08:00 (London time) on 2 June 2011. Unconditional dealings in the Additional New A Shares on the PSE and the WSE are expected to commence at 09:15 (CET) on 2 June 2011 and 09:00 (CET) on 3 June 2011, respectively.

### **Acceptances and next closing date**

The Offer will remain open until further notice and at least 14 days’ notice will be given if New NWR decides to close the Offer.

Holders of Existing A Shares who have not yet accepted the Offer are encouraged to do so without delay. Details of the procedure for doing so are set out in the Combined Prospectus and Offer Document. The Combined Prospectus and Offer Document is available on the Offer website ([www.newworldresources.eu](http://www.newworldresources.eu)).

The next closing date of the Offer will be 15 June 2011 and holders of Existing A Shares who wish to accept the Offer prior to this date should contact their brokers to find out the deadline for giving their instructions to accept the Offer.

### **Delisting**

Holders of Existing A Shares are reminded that Existing NWR has given notice of its intention to cancel its listing on the Official List of the UK Listing Authority and to cancel the admission to trading of the Existing A Shares on the LSE, the PSE and the WSE.

The last day’s trading in the Existing A Shares on the LSE is expected to be 3 June 2011. The last day’s trading in the Existing A Shares on the PSE will be 3 June 2011. Delisting is likely to reduce significantly the liquidity and marketability of any Existing A Shares in respect of which the Offer has not been accepted.

New NWR and Existing NWR intend to apply to cancel the listing of the Existing A Shares on the WSE as soon as practicable in accordance with the applicable laws and regulations.

**Enquiries:**

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*J.P. Morgan Securities Ltd., which conducts its UK investment banking activities as J.P. Morgan Cazenove and is authorised by the Financial Services Authority, is acting as sponsor to New NWR and no one else in connection with the admission of the New A Shares to the Official List and to trading on the main market of the London Stock Exchange and this announcement and will not be responsible to anyone other than New NWR for providing the protections offered to clients of J.P. Morgan Securities Ltd. nor for providing advice in connection with the Offer, Admission, the contents of this announcement or any matter referred to herein.*

*J.P. Morgan plc which conducts its UK investment banking activities as J.P. Morgan Cazenove and is authorised by the Financial Services Authority, is acting as exclusive financial adviser to New NWR and Existing NWR and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than the New NWR and Existing NWR for providing the protections afforded to clients of J.P. Morgan plc nor for providing advice in connection with the Offer, Admission, the contents of this announcement or any matter referred to herein.*

*Existing A Shareholders may request a hard copy of this announcement by contacting Computershare Investor Services PLC on 09069990000 (or +44 906 999 0000 if telephoning from outside the UK) between 09:00 and 17:00 (London time) Monday to Friday (excluding UK public holidays). Existing A Shareholders may also request that all future documents, announcements and information to be sent to them in relation to the Offer should be in hard copy form.*

*This announcement is for information purposes only and does not constitute an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to the Offer or otherwise. The Offer will be made solely by means*

*of the Combined Prospectus and Offer Document which contains the full terms and Conditions of the Offer (including details of how the Offer may be accepted) and a prospectus relating to the New A Shares issued in connection with the Offer (prepared in accordance with the Prospectus Rules of the UKLA made under section 73 of the Financial Services and Markets Act 2000, approved by the FSA in accordance with section 85 of the Financial Services and Markets Act 2000 and made available to the public in accordance with Rule 3.2 of the Prospectus Rules).*

*If you want to download the certified translation of the Combined Prospectus and Offer Document into Czech free of charge, please go to [www.newworldresources.eu](http://www.newworldresources.eu).*

*Further, electronic copies of the Combined Prospectus and Offer Document, and a Czech translation of the summary thereof, are available, among others, on the website of New World Resources Group ([www.newworldresources.eu](http://www.newworldresources.eu)), for shareholders of New World Resources in the Czech Republic at [www.csas.cz](http://www.csas.cz), [www.patria.cz](http://www.patria.cz), and [www.wood.cz](http://www.wood.cz) and for investors in Poland at [www.ingcf.com](http://www.ingcf.com).*

*You may request a hard copy of the Combined Prospectus and Offer Document and/or any information incorporated into it by reference to another source by contacting Computershare Investor Services plc on +44 906 999 0000 (or +44 906 999 0000 if telephoning from outside the UK) between 09:00 and 17:00 (London time) Monday to Friday (excluding UK public holidays). Hard copies of the Combined Prospectus and Offer Document may also be requested from the Polish Offering Agent, ING Securities S.A., during their normal business hours.*

*Hard copies of the Combined Prospectus and Offer Document and a Czech translation of the summary thereof may also be requested from the Czech Receiving Agents, i.e. the companies Česká spořitelna, a.s., Patria Finance, a.s., and Wood & Company Financial Services, a.s., during their normal business hours.*

*A copy of the Combined Prospectus and Offer Document is also available for inspection during normal business hours at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ, up to and including the end of the Offer.*

*A copy of the Combined Prospectus and Offer Document has been submitted to the National Storage Mechanism and is available for inspection at:*

*[www.Hemscott.com/nsm.do](http://www.Hemscott.com/nsm.do)*

*This announcement has been prepared for the purpose of complying with English law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.*

*This announcement is for informational purposes only and will under no circumstances constitute the basis for a decision to invest in the shares of Existing and/or New NWR. The Combined Prospectus and Offer Document prepared in connection with the public offering and admission and introduction of New NWR's securities to trading on the London Stock Exchange, Prague Stock Exchange and Warsaw Stock Exchange, together with the Polish translation of the summary of the Combined Prospectus and Offer Document, is the sole legally binding document containing information on Existing NWR and New NWR and the offering in Poland. For the purposes of the offering in Poland and admission and introduction of New NWR's securities to trading on the Warsaw Stock Exchange, New NWR has made the Combined Prospectus and Offer Document, together with the Polish translation of the summary thereof, available on the NWR Group's website ([www.newworldresources.eu](http://www.newworldresources.eu)) and on the website of the Polish Offering Agent – ING Securities S.A. ([www.ingsecurities.pl](http://www.ingsecurities.pl)).*

#### *Non-UK Shareholders*

*For the purposes of this announcement "Restricted Jurisdiction" refers to any jurisdiction where extension or acceptance of the Offer would violate the law of that jurisdiction.*

*The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements.*

*Unless otherwise determined by New NWR or required by the City Code, and permitted by applicable law and regulation, the Offer will not be made, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and the Offer will not be capable of acceptance from or within a Restricted Jurisdiction. Accordingly, copies of this announcement and all documents relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this announcement and all documents relating to the Offer (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported acceptance of the Offer.*

*The availability of the Offer to Existing A Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdiction.*

*If you are a resident of the United States, please read the following:*

*In accordance with normal UK market practice, New NWR, or its nominees, or its brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, Existing A Shares, other than pursuant to the Offer, before or during the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in the United Kingdom.*

*The Offer is being made in reliance on, and compliance with, Rule 14d-1(c) under the US Securities Exchange Act of 1934. The Offer is being made subject to United Kingdom disclosure requirements, which are different from certain United States disclosure requirements. In addition, US investors should be aware that this document has been prepared in accordance with a United Kingdom format and style, which differs from the United States format and style. In particular, the appendices to this document contain information concerning the Offer required by UK disclosure requirements, which may be material and may not have been summarised elsewhere in the document. Furthermore, the payment and settlement procedure with respect to the Offer will comply with the relevant United Kingdom rules, which differ from United States payment and settlement procedures. In accordance with normal United Kingdom market practice, New NWR or any person acting on their behalf may from time to time make certain market or private purchases of, or arrangements to purchase, directly or indirectly, Existing A Shares other than pursuant to the Offer. Any information about such purchases will be publicly announced as required by law or regulation in the United Kingdom and United States.*

*The New A Shares have not been and will not be registered under the US Securities Act of 1933 (the "Securities Act") or under any of the relevant securities laws of any state or other jurisdiction of the United States. Neither the US Securities and Exchange Commission nor any US state securities commission has approved of the New A Shares or determined if this document is accurate or complete. Any representation to the contrary is a criminal offence in the United States. The New A Shares will be offered in the United States only pursuant to an exemption from the registration requirements of the Securities Act. The New A Shares may not be offered or sold in the United States except pursuant to an exemption from the Securities Act or in a transaction not subject to the registration requirements of the Securities Act.*

*The Offer relates to the securities of a UK company. The Offer is subject to disclosure requirements of the United Kingdom, which are different from those of the United States. Financial statements included in the document, if any, have been prepared in accordance with International Financial Reporting Standards, as adopted by the EU,*



*("IFRS") that may not be comparable to the financial statements of United States companies.*

*It may be difficult for you to enforce your rights and any claim you may have arising under the federal securities laws, since the issuer is located in a non-US jurisdiction, and some or all of its officers and directors may be residents of non-US jurisdictions. You may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. It may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgment.*

*You should be aware that the issuer may purchase securities otherwise than under the exchange offer, such as in open market or privately negotiated purchases.*

#### *Disclaimer and Cautionary Note on Forward Looking Statements and Notes on Certain Other Matters*

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

*Factors, risk and uncertainties that could cause actual outcomes and results to be materially different from those projected include, but are not limited to, the following: risks relating to changes in political, economic and social conditions in the Czech Republic, Poland and the CEE region; future prices and demand for Existing NWR's or New NWR's products, and demand for the Existing NWR's or New NWR's customers' products; coal mine reserves; remaining life of Existing NWR's or New NWR's mines; coal production; trends in the coal industry and domestic and international coal market conditions; risks in coal mining operations; future expansion plans and capital expenditures; the Existing NWR's or New NWR's relationship with, and conditions*

*affecting, the Existing NWR's or New NWR's customers; competition; railroad and other transportation performance and costs; availability of specialist and qualified workers; and weather conditions or catastrophic damage; risks relating to Czech or Polish law, regulations and taxation, including laws, regulations, decrees and decisions governing the coal mining industry, the environment and currency and exchange controls relating to Czech and Polish entities and their official interpretation by governmental and other regulatory bodies and by the courts; and risks relating to global economic conditions and the global economic environment.*

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

*Please be aware that addresses, electronic addresses and certain information provided by Existing A Shareholders, persons with information rights and other relevant persons for the receipt of communications from Existing NWR may be provided to New NWR during the offer period as requested under Section 4 of Appendix 4 of the Code to comply with Rule 2.6(c).*

#### *Publication on Website*

*A copy of this announcement will be made available subject to certain restrictions relating to persons resident in Restricted Jurisdictions on, at [www.newworldresources.eu](http://www.newworldresources.eu) by no later than 17:00 (London time)/ 18:00 (CET) on 1 June 2011.*