

Place:	Date:																		
--------	-------	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

..... stamp of the investment firm	NEW WORLD RESOURCES N.V. – Offer for the exchange of shares ACCEPTANCE Order
---------------------------------------	---

**This document constitutes an instruction to accept the Offer (as defined below) granting consent to exchange and contribute an in-kind contribution of A series shares in New World Resources N.V. (the “Existing A Shares”), with its registered seat in Amsterdam (“NWR N.V”), for newly-issued A series shares (the “New A Shares”) in New World Resources plc, with its registered office at One Silk Street, London, EC2Y 8HQ (“New NWR”), on such terms as specified in this acceptance order (the “Acceptance Order”) and the prospectus dated 11 April 2011 prepared in connection with the offer by New NWR and at an exchange rate of one Existing A Share for one New NWR Share (the “Offer”), and the request for the admission of up to 264,698,715 shares in New NWR to trading on the premium listing segment of the Official List and to trading on the regulated markets of the London Stock Exchange, the Prague Stock Exchange and the Warsaw Stock Exchange (the “Combined Prospectus and Offer Document”), which was approved by the United Kingdom financial services authority and contains an offering document as required by the UK City Code on Takeovers and Mergers.**

**If you are in any doubt as to the action you should take, you are recommended to immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is an appropriately authorised independent financial adviser.**

**This Acceptance Order should be read in conjunction with the Combined Prospectus and Offer Document.** Unless the context otherwise requires, the definitions contained in the Combined Prospectus and Offer Document shall apply to this Acceptance Order. The provisions of Parts VI and VII to the Combined Prospectus and Offer Document are deemed to be incorporated in and form a part of this Acceptance Order and should be read carefully by you.

If you have sold or otherwise transferred all of your Existing A Shares (other than pursuant to the Offer), please send this Acceptance Order and the Combined Prospectus and Offer Document at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

This document does not constitute an offer to sell, or the solicitation of an offer to buy, any New A Shares in the share capital of New NWR in any jurisdiction in which such offer or solicitation is unlawful. The New A Shares have not been and will not be registered under any of the applicable securities laws of Australia, Canada, Japan, South Africa or any other jurisdiction. Subject to certain exceptions, the New A Shares may not be offered or sold within Canada, Japan, Australia or South Africa to any national, resident or citizen of Australia, Canada, Japan or South Africa.

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 issue 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. You should be aware that the Offer is governed by UK laws and regulations, which are different from those of the Republic of Poland.**

The Offer is subject to the disclosure requirements of the United Kingdom, which are different from those of the Republic of Poland or the United States. Financial statements included in the Combined Prospectus and Offer Document, if any, have been prepared in accordance with International Financial Reporting Standards, as adopted by the EU (“**IFRS**”), and may not be comparable to the financial statements of United States companies.

It may be difficult for you to enforce your rights or any claim you may have arising under 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 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 New NWR may purchase securities otherwise than under the Offer, such as in open market or privately negotiated purchases.

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 premium listing segment of the Official List and to trading on the regulated market of the London Stock Exchange, and this document and will not be responsible to anyone other than New NWR for providing the protections afforded to clients of J.P. Morgan Securities Ltd., nor for providing advice in connection with the Offer, Admission, the contents of this document 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 document and will not be responsible to anyone other than 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 document or any matter referred to herein.

**1. Investment firm accepting the Acceptance Order**

Name of the investment firm accepting the Acceptance Order:
---

**2. Investor's details**

Legal status (please check as appropriate):	Resident	Non-resident
Individual	<input type="checkbox"/>	<input type="checkbox"/>
Legal entity	<input type="checkbox"/>	<input type="checkbox"/>
Unincorporated entity	<input type="checkbox"/>	<input type="checkbox"/>
Full name/ Business name of the legal person:		
Series and number of identity card / passport (individuals):		
For passports, country code (individuals):		
Citizenship (individuals):		
Identification number (PESEL for individuals, REGON for legal entities and unincorporated entities):		
Organizational form (not applicable to individuals):		
Residential address / registered seat:	Phone:	
Str:		
Postal code: -	City:	
Country:		
Securities account number:		
Code of NDS member maintaining the relevant securities account:		
Persons authorized to make statements on behalf of the investor:	1.	2.
PESEL (or date of birth for persons with no PESEL) of the persons authorized to submit the Acceptance Order:	1.	2.
Fax number to which information on the Offer and Public Offering should be sent.		
Dialling code:	Fax number:	Telephone number:

**Email address for sending communications relating to the Offer:**.....

**PLEASE NOTE!** Entering an incorrect or incomplete fax number may result in the information on the Offer not being provided or in providing this information in a manner which would make it impossible to make timely actions connected with the Offer.

**3. Number of the Existing A Shares/ New A Shares**

3.1 Number of the Existing A Shares held by the investor and offered for exchange and as an in-kind contribution in the Offer	
3.2 Number of the New A Shares for which an instruction to accept the Offer is made	

**4. Instruction to accept the Offer**

My signature below denotes: (i) consent to exchange and to contribute as an in-kind contribution of the number of the Existing A Shares for the number of the New A Shares specified in point 3.1 and 3.2, respectively; (ii) my unconditional instruction to accept the Offer, including all the conditions stipulated in the Combined Prospectus and Offer Document, relating to the number of the Existing A Shares and the number of the New A Shares specified above in points 3.1 and 3.2, respectively

**5. Instructions to block the Existing A Shares, an order to sell the Existing A Shares and an order to purchase the New A Shares**

I, the undersigned, hereby (i) place Instructions to block the Existing A Shares until 10 June 2011; and (ii) order the transfer of the Existing A Shares; and (iii) order the purchase of the New A Shares with the settlement date as provided in the Combined Prospectus and Offer Document and in section 4 of the Acceptance Order, or represent that: (i) the instructions to block the Existing A Shares until 10 June 2011; and (ii) the order to transfer the Existing A Shares; and (iii) the order to purchase the New A Shares with the settlement date as provided in the Combined Prospectus and Offer Document and in section 4 of the Acceptance Order, have been made in separate documents in accordance with the regulations of the entity that receives the Acceptance Order.

**6. Statement of the person submitting the Acceptance Order**

I, the undersigned, hereby represent and warrant that:

- I have read the Combined Prospectus and Offer Document and I accept its contents and the terms of the Offer contained therein.
- I confirm that by placing this Acceptance Order I am bound by the terms and conditions of the Combined Prospectus and Offer Document.
- I undertake to maintain the securities account indicated in section 2 above from the date of placing this Acceptance Order until the completion of the Offer and to block the Existing A Shares for such period of time as may be further required in accordance with the Combined Prospectus and Offer Document.
- I authorize the entity accepting this Acceptance Form to extend the period indicated in point 5 until the later of either (i) the lapse of the Offer in accordance with the terms and conditions set out in the Combined Prospectus and Offer Document and (ii) such longer period as the UK Panel may allow (not exceeding fourteen calendar days following the lapse of the Offer).
- I consent to the delivery of the counterpart of the Acceptance Order to the Offering Agent, i.e. ING Securities S.A., with its registered seat in Warsaw and address at Plac Trzech Krzyży 10/14, 00-499 Warszawa, Poland (the “Offering Agent”).
- I consent to my personal data being made available and processed to the extent necessary to conduct the Offer, in particular by the Offering Agent and the entity accepting this Acceptance Order. I represent that the data contained in the form above has been provided voluntarily. I further represent that I have been informed that the Offering Agent and the entity accepting this Acceptance Order act as the data administrator and have been informed of their rights under the Personal Data Protection Act of 29 August 1997 (amended and restated: Journal of Laws (Dz. U.) of 2002, No. 101, item 926, as amended), in particular the right to access my personal data and correct it.
- I consent to the Offering Agent, the entity accepting this Acceptance Order and their respective employees, directors and officers receiving information constituting a professional secret in connection with the Acceptance Order for the New A Shares to the extent necessary to conduct the Offer and to meet certain obligations prescribed in the applicable laws, as well as other relevant regulations, from the Offering Agent and the entity accepting this Acceptance Order as well as from their respective employees, directors and officers, and I further authorize the Offering Agent and the entity accepting this Acceptance Order, and their respective employees, directors and officers to provide such information to the above-mentioned persons and entities.
- (i) I accept that the Offer is governed by the English law; (ii) I agree to be submitted to the exclusive jurisdiction of the courts of England in relation to all matters arising in connection with the Offer.

In respect of legal entities, this Acceptance Order may only be executed by individuals authorized to sign on behalf of the investor in accordance with the company’s statute or articles of association, or by a proxy authorized to submit the Acceptance Order for the purposes of the Offer.

This Acceptance Order has been made in three counterparts, one for the person or entity submitting the Acceptance Order, one for the entity accepting the Acceptance Order and one for the Offering Agent.

---

Date, signature of the person making the  
Acceptance Order

---

Date of instruction to accept the Offer and  
the signature of the person accepting the  
Acceptance Order on behalf of the  
investment firm