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11 April 2011

## **Frequently Asked Questions**

### **RECOMMENDED SHARE OFFER for New World Resources N.V. ("NWR") by New World Resources Plc ("NWR Plc")**

*In October 2010, New World Resources Group (the "NWR Group") announced its intention to reincorporate to the United Kingdom by the introduction of NWR Plc as the new holding company for the NWR Group. NWR Group believes that this should allow FTSE Index Series eligibility,, raising the profile of the NWR Group with international investors and further demonstrating the NWR Group's commitment to the high governance and control standards according to which it operates its business. The process of reincorporation includes a share offering that is essentially a share exchange – one share in NWR for one share in NWR Plc. The following is designed to help you understand this process. NWR shareholders should consult their stockbroker for further information.*

- **What is the exchange of existing A shares of New World Resources N.V. for "new A shares"?**

In short, the intention is for shareholders to exchange their shares in the Dutch-registered NWR for shares of the UK-registered NWR Plc.

The exchange is being implemented by means of an offer – i.e. NWR Plc has offered to acquire all of the shares in NWR in exchange for issuing new shares in NWR Plc (the "**Offering**").

Following the exchange shareholders who accept the Offering will hold shares in NWR Plc and NWR Plc will hold the shares in NWR in respect of which acceptances under the Offering were received. It is intended that the shares in NWR Plc will be listed on the LSE, PSE and WSE.

The exchange will only take place if NWR Plc receives acceptances in respect of at least 95% of the NWR shares (although NWR Plc may waive this condition to the Offering if it receives acceptances in respect of, or otherwise acquires, at least 75% of the NWR shares).

If the exchange takes place, NWR will be a subsidiary company of NWR Plc.

- **Why is the exchange taking place?**

The objective of the exchange is to facilitate the inclusion of NWR shares in the FTSE UK Index series of the LSE. The FTSE indices are composed by companies listed on the LSE and are followed by a number of international investors. NWR believes that this will help in raising the profile of the Group with international investors and further demonstrate NWR's commitment to the high governance and control standards according to which it operates its business. This step will not in practice affect the day-to-day business of NWR or any of its wholly-owned subsidiaries OKD, OKK and NWR Karbonia. The move is expected to bring NWR increased international profile, credibility and investor demand, which the Directors of NWR hope will result in increased interest in NWR's shares from global institutional investors.

- **Whom does the Offering concern?**

The Offering concerns all holders of NWR A shares (i.e. all shares accepted for trading on the LSE, PSE and WSE). The same Offering is being presented to holders of NWR shares traded on the Warsaw, Prague and London stock exchanges. However, the Offering is not being made to shareholders in jurisdictions where to do so would violate the laws of that jurisdiction.

- **How much will my stock exchange cost?**

Individual brokers may charge for the exchange in accordance with their tariffs. For further information you should consult your stockbroker.

- **Who will make the exchange on my behalf? / Who should I address to request the stock exchange?**

Only the registered shareholders of NWR may accept the Offering. If you wish to exchange your shares for shares in NWR Plc you should review the combined prospectus and offer document issued by NWR Plc on 11 April 2011 and contact your stock broker (possibly the same institution which you turned to for your NWR stock subscription during the 2008 IPO or where you purchased your NWR stock at a later date, or your current stockbroker).

- **What do I need for the exchange? / What do I need to do now?**

If you wish to exchange your NWR shares for NWR Plc shares, you need to submit an instruction to accept the Offering. The procedure for submitting an instruction to accept the

Offering is set out in the combined prospectus and offer document issued by NWR Plc on 11 April 2011. If you are unsure what action you should take you should contact your stock broker.

- **How long will the exchange take?**

If you hold your shares through CREST, to give an instruction to accept the Offer in respect of Existing A Shares held in CREST you should (or procure the taking of) the action set out below to transfer Existing A Shares in respect of which you wish to give an instruction to accept the Offer to the appropriate escrow balance(s), specifying the UK Receiving Agent as the Escrow Agent, as soon as possible and in any event so that the TTE Instruction settles by not later than 1.00 p.m. (London time) / 2.00 p.m. (CET) on 4 May 2011. Note that settlement cannot take place on weekends or bank holidays (or other times at which the CREST system is non-operational) and you should therefore ensure that you time the input of any TTE Instructions accordingly.

The input and settlement of a TTE Instruction in accordance with this paragraph will (subject to satisfying the requirements set out in Part B and paragraph 1 of Part C of Part VII “Conditions and Further Terms of the Offer”) constitute an instruction to accept the Offer in respect of the number of Existing A Shares so transferred to escrow.

If you are a CREST sponsored member, you should refer to your CREST sponsor before taking any action. Only your CREST sponsor will be able to send the TTE Instruction(s) to Euroclear in relation to your Existing A Shares.

You are recommended to refer to the CREST manual published by Euroclear for further information on the CREST procedures.

If you have any questions relating to the procedure for acceptance of the Offer, please contact the UK Receiving Agent on 0906 999 0000, or, if telephoning from outside the UK, on +44 906 999 0000 between 9.00 a.m. and 5.00 p.m. Calls to the UK Receiving Agent’s 0906 number are charged at up to 103 pence per minute (including VAT) plus any of your service provider’s network extras. Calls to the UK Receiving Agent’s +44 906 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile phones and calls may be recorded and monitored randomly for security and training purposes. The UK Receiving Agent cannot provide advice on the merits of the Offer, nor give any financial, legal or tax advice. If you are a CREST sponsored member, you should contact your CREST sponsor before taking any action.

If you hold your shares through the NDS, to give an instruction to accept the Offering you should place an Acceptance Order in the period between **12 April 2011 and 29 April 2011**. Further details on the procedures for acceptances of the Offer are set out in paragraph 15(c) of Part VI “Letter from the Chairman of Existing NWR—If you hold Existing A Shares through facilities of the NDS” and in Parts B and C of Part VII “Conditions and further terms of the Offer” of the Combined Prospectus and Offer Document (available on NWR’s website: [www.newworldresources.eu](http://www.newworldresources.eu) and on the Polish Offering Agent’s website: [www.ingsecurities.pl](http://www.ingsecurities.pl)).

If you have any questions relating to this document you should contact the Polish Offering Agent on 800 120 120 (from a landline) or 32 357 00 66 (from a mobile), or, if telephoning from

outside Poland, +48 32 357 00 66 between 8:00 a.m. and 5:30 p.m. (CET). Calls made from Poland to the Polish Offering Agent's 800 120 120 number (landline) are free of charge. Charges for calls made to the Polish Offering Agent's 32 357 00 66 number (mobile) will vary depending on the mobile network operator. Calls to the Polish Offering Agent's +48 32 357 00 66 number made from outside of Poland are charged at applicable international rates.

If you hold your shares through the CDS, in order to give an instruction to accept the Offering you should complete an Acceptance Notice and deliver it to your bank or investment firm maintaining a securities account in which your shares are registered so that the order to register the PPN with respect to your shares in the respective records of CSD is delivered to CSD as soon as possible and in any event **not later than 1 p.m. (London time) / 2 p.m. (CET) on 2 May 2011**. You should contact your stockbroker for further information.

Further details on the procedures for acceptance of the Offer are set out in paragraph 15(b) of Part VI "Letter from the Chairman of Existing NWR—If you hold Existing A Shares through facilities of CSD" and in Parts B and C of Part VII "Conditions and Further Terms of the Offer" of the Combined Prospectus and Offer Document (available on NWR's website: [www.newworldresources.eu](http://www.newworldresources.eu)).

If you have any questions relating to the procedure for the acceptance of the Offer you should contact your bank or investment firm maintaining a securities account in which your Existing A Shares are registered during its standard working hours.

Subject to the receipt of sufficient acceptances, it is expected that the Offering will be declared wholly unconditional on 5 May 2011 and that, if you submit an instruction to accept the Offering in respect of your shares, NWR Plc shares should be registered in your account (i) in the case of shares held through CREST of the CDS on 6 May 2011 and (ii) in the case of shares held through the NDS on 9 May 2011.

- **What will happen if I don't submit an instruction to accept the Offering?**

If you do not submit an instruction to accept the Offering you will not be issued with NWR Plc shares and you will continue to hold your existing NWR shares.

NWR shares will initially continue to be traded on the LSE, PSE and WSE. However, if the Offering becomes wholly unconditional and sufficient acceptances under the Offer are received, the NWR Group intends to delist the NWR shares from the LSE, PSE and WSE as soon as possible.

Settlement of the Offering may lead to a reduced liquidity in and market value of the NWR shares. De-listing is likely to reduce significantly the liquidity and marketability of any NWR shares in respect of which the Offering has not been accepted.

Depending on the extent of the acceptance of the Offering, there could be a complete squeeze out of minority NWR shareholders that have not accepted the NWR Plc Offering.

- **How about the entitlement to a dividend?**

If you held NWR shares on the record date (11 March 2011), you will receive your dividend after 15 April 2011. There will be no changes to NWR's dividend policy, meaning that the next possible dividend distribution will only be decided upon the disclosure NWR's first half 2011 results.

All information regarding the Offering is provided NWR's website: [www.newworldresources.eu](http://www.newworldresources.eu)

**Availability of the Combined Prospectus and Offer Document**

The Combined Prospectus and Offer Document, which contains the terms of the Offer and procedures for acceptance, was published on 11 April. The document also comprises a prospectus relating to the Offer prepared in accordance with the Prospectus Rules of the UK Listing Authority made under section 73A of FSMA, has been approved by the FSA in accordance with section 85 of FSMA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules. NWR Plc has requested that the FSA provide a certificate of approval and a copy of the Combined Prospectus and Offer Document to the relevant competent authorities in the Czech Republic and Poland, the Czech National Bank (Česká národní banka) and the Polish Financial Supervision Commission (Komisja Nadzoru Finansowego), respectively, together with a translation into the appropriate language of the summary contained in Part I "Summary". In addition, the Combined Prospectus and Offer Document was made available on the NWR Group's website on 11 April 2011 ([www.newworldresources.eu](http://www.newworldresources.eu)) and made available to the public in accordance with the applicable Polish and Czech laws and regulations, along with the summary thereof drawn up in Polish and Czech.

Further, electronic copies of the Combined Prospectus and Offer Document are available, among others, on the website of New World Resources Group ([www.newworldresources.eu](http://www.newworldresources.eu)) together with a copy of these FAQs, for shareholders of New World resources N.V. 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.ingsecurities.pl](http://www.ingsecurities.pl).

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 9.00 a.m. AND 5.00 p.m. (London time) Monday to Friday (excluding UK public holidays).

Hard copies of the Combined Prospectus and Offer Document may be requested also 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.

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); section for investors.

Hard copies of the Combined Prospectus and Offer Document may be requested also from the Polish Offering Agent, ING Securities S.A., 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 will be submitted to the National Storage Mechanism and will be available for inspection at: [www.Hemscott.com/nsm.do](http://www.Hemscott.com/nsm.do)

The Directors of NWR and NWR Plc accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors of NWR and NWR Plc, having taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect its import.

As at the date of this document, there have been no material changes in the information previously published by or on behalf of the NWR Group during the offer period.

This document is for informational purposes only and will under no circumstances constitute the basis for a decision to invest in the shares of NWR and/or NWR Plc. The Combined Prospectus and Offer Document prepared in connection with the public offering and admission and introduction of NWR Plc'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 NWR and NWR Plc and the Offering in Poland. NWR Plc will be authorized to carry out the Offering to the public in Poland following: (i) approval by the UK FSA, the UK supervision authority, of the Combined Prospectus and Offer Document; (ii) receipt by the KNF (Komisja Nadzoru Finansowego), the relevant Polish financial supervision authority, of the notification from the UK FSA confirming the approval of the Combined Prospectus and Offer Document by the UK FSA; and (iii) publication of the Combined Prospectus and Offer Document together with the Polish translation of the summary thereof. For the purposes of the Offering in Poland and admission and introduction of NWR Plc's securities to trading on the Warsaw Stock Exchange, NWR Plc will make 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)).