



## NOTICE OF GENERAL MEETING

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### NEW WORLD RESOURCES PLC

Registered in England and Wales No 7584218 and in the Netherlands No 55931758

Registered office: c/o Hackwood Secretaries Limited, One Silk Street, London, EC2Y 8HQ

Corporate office: Herengracht 448, 1017 CA Amsterdam, the Netherlands

### NOTICE OF GENERAL MEETING

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NOTICE is hereby given that the General Meeting of New World Resources Plc (“**NWR**”) will be held at the NWR corporate office, Herengracht 448, 1017 CA Amsterdam in the Netherlands on 3 November 2016 at 11 a.m. (CET) for the purpose of considering and, if thought fit, passing the following Resolutions, of which Resolution 1 will be proposed as a special resolution and Resolution 2 will be proposed as an ordinary resolution:

#### SPECIAL RESOLUTION

##### RESOLUTION 1: CREDITORS’ VOLUNTARY LIQUIDATION

**THAT**, NWR be wound up voluntarily under section 84(1)(b) of the Insolvency Act 1986.

#### ORDINARY RESOLUTION

##### RESOLUTION 2: APPOINTMENT OF LIQUIDATORS

**THAT**, subject to the passing of the special resolution above, Mark Skelton, Geoffrey Bouchier and Paul Williams of Duff & Phelps Ltd., Rembrandt Tower, Amstelplein 1, Amsterdam, Netherlands 1096HA are appointed as joint liquidators of NWR for the purpose of winding up NWR’s affairs and distributing its assets and that any power conferred on them by law or by this resolution, may be exercised and any act required or authorised under any enactment to be done by them, may be done by them jointly or by any of them alone.

BY ORDER OF THE BOARD

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Zuzanna Wronkowska  
Company Secretary

17 October 2016

Registered in England and Wales No. 7584218

NWR is also registered with the trade register in the Netherlands under number 55931758

Registered Office:  
New World Resources Plc  
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 General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. A form of proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the General Meeting in person.
3. To appoint a proxy the form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (a) sent to the Company's Registrars Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or (b), lodge their votes electronically by visiting the website [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) (the on-screen instructions will give details on how to complete the instruction process) or (c) CREST members 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 11 a.m. (CET) / 10 a.m. (GMT) on 1 November 2016.

### 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 14 October 2016, which is the latest practicable date before the publication of this notice is 8,290,496,646, 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. However, since the Company holds 3,365,493,080 A Shares and the entire share capital of B Shares, the Company will not be entitled to attend and vote at general meetings of the Company pursuant to section 662(5) of the Companies Act 2006. 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 14 October 2016 is 4,925,003,566.

### **Right to attend and vote**

6. Entitlement to attend and vote at the General Meeting, and the number of votes which may be cast at the General Meeting, will be determined by reference to the Company's register of members at close of business on 1 November 2016 or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned General Meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

### **Venue arrangements**

7. To facilitate entry to the General Meeting, members are requested to bring with them the admission card which is attached to the proxy card.
8. Members should note that the doors to the General Meeting will be open at 10.30 a.m. CET.
9. Mobile phones may not be used in the General Meeting hall, and cameras, tape or video recorders are not allowed in the General Meeting hall.

### **CREST members**

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment of the General Meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://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.

#### **Questions**

16. Any member attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the General Meeting 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](http://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 18 September 2016, 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 General Meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. 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 General Meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

#### **Use of electronic address**

- 20.** Members may not use any electronic address provided in either this notice of General Meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.

#### **Documents available for inspection**

- 21.** Copies of the following documents may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ up to and including the date of the General Meeting and at the NWR corporate office, Herengracht 448, 1017 CA Amsterdam in the Netherlands from 15 minutes before the General Meeting until it ends:
- Circular;
  - Form of Proxy, and
  - Notice of General Meeting.