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RECOMMENDED SHARE OFFER

for

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

by

New World Resources Plc (“New NWR”)

28 April 2011

Summary

- On 11 April 2011 Existing NWR recommended a share offer under which New NWR will acquire the entire issued and to be issued “A” ordinary shares in the capital of Existing NWR (the “**Existing A Shares**”) (the “**Offer**”). The Offer is being made in connection with the proposed reincorporation of the New World Resources Group (the “**NWR Group**”) to the United Kingdom by the introduction of New NWR as the new holding company for the NWR Group (the “**Reincorporation**”).
- Under the terms of the Offer holders of Existing A Shares in the capital of Existing NWR will be entitled to one “A” ordinary share in the capital of New NWR (a “**New A Share**”) for every Existing A Share held.
- The directors of Existing NWR (the “**Existing NWR Directors**”), after having received legal and financial advice and having given due and careful consideration to the strategic and the financial consequences of the proposed transaction and having considered other possible alternatives available to Existing NWR, have reached the conclusion that the Offer is in the best interests of Existing NWR, the Existing A Shareholders and all other stakeholders in Existing NWR.
- The Existing NWR Directors, who have been so advised by J.P. Morgan Cazenove, consider the terms of the Offer to be fair and reasonable. In providing advice to the Existing NWR Directors, J.P. Morgan Cazenove has taken into account the commercial assessments of the Existing NWR Directors. Accordingly, the Existing NWR Directors intend to recommend unanimously that holders of Existing A Shares accept the Offer as they intend to do (or procure to be done) in respect of their own beneficial holdings of, in aggregate, 884,438 Existing A Shares, representing (as at 8 April 2011 being the latest practicable date prior to the publication of this document) approximately 0.33 per cent. of the Existing A Shares and 0.33 per cent of the issued share capital of Existing NWR.
- **The Offer is subject to the conditions and further terms set out in the Combined Prospectus and Offer Document issued by Existing NWR and New NWR on 11 April**

2011. This Press Release should be read in conjunction with the Combined Prospectus and Offer Document. In particular, your attention is drawn to the risks in the Risk Factors set out in the section of the Combined Prospectus and Offer Document headed “Risk Factors”.

- **If you are in any doubt about the Offer, this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is authorised pursuant to the FSMA or, if you are in a territory outside the United Kingdom, is an appropriately authorised independent financial adviser.**

Acceptance of the Offer and Instructions to Accept the Offer

- **If you hold your Existing A Shares, or any of them in CREST, to give an instruction to Computershare to accept the Offer on your behalf in respect of those Existing A Shares, you should follow the procedure for Electronic Instruction through CREST so that the relevant instruction (TTE in CREST) settles as soon as possible and, in any event, not later than 1.00p.m. (London time)/2.00 p.m. (CET), on 4 May 2011.**

Further details on the procedures for acceptance of the Offer if you hold any of your Existing A Shares in CREST are set out in paragraph 15(a) of Part VI “Letter from the Chairman of Existing NWR – If you hold Existing A Shares in CREST” and in Part C of Part VII “Conditions and Further Terms of the Offer”. If you hold your Existing A Shares as a CREST sponsored member, you should refer to your CREST sponsor, as only your CREST sponsor will be able to send the necessary TTE Instruction to Euroclear.

If you hold Existing A Shares in CREST and you have any questions relating to this document please telephone the UK Receiving Agent on 0906 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). Please note that, for legal reasons, the UK Receiving Agent will only be able to provide you with information contained in this document and will be unable to give advice on the merits of the Offer or to provide legal, financial or taxation advice on the contents of this document.

- **If you hold your Existing A Shares through CSD, to give an instruction to accept the Offer you should take the actions set out below so that the order to register the PPN with respect to your Existing A Shares in the respective CSD records is delivered to CSD as soon as possible and in any event not later than 1.00 p.m. (London time) / 2.00 p.m. (CET) on 2 May 2011.**

Further details on the procedures for acceptance of the Offer if you hold any of your Existing A Shares in CSD 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 Part C of Part VII “Conditions and Further Terms of the Offer”.

If you hold Existing A Shares through facilities of CSD and have any questions relating to this document you should contact your bank or investment firm who is a CSD participant

and maintains a securities account in which your Existing A Shares are registered. The frequently asked questions relating to this document will be published on websites of the Group, the Czech Receiving Agents, and, in some cases, also on the website of your bank or investment firm who is a CSD participant and maintains a securities account in which your Existing A Shares are registered.

- **If you hold your Existing A Shares through the NDS, to give an instruction to accept the Offer in respect of those Existing A Shares, you should take the actions set out below in the period between 12 April 2011 and 29 April 2011.**

Further details on the procedures for acceptances of the Offer if you hold any of your Existing A Shares in NDS 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 Part C of Part VII “Conditions and further terms of the Offer”.

If you hold Existing A Shares through facilities of the NDS and 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.

- Due to technical reasons, the deadline for holders of Existing A Shares giving instructions to accept the Offer through CSD and the NDS is shorter than the deadline for settlement of TTE Instructions in CREST. The deadlines for giving instructions to accept the Offer set by CSD and NDS may be earlier than the market deadline for both Clearstream and Euroclear which is 1.00 p.m. (London time)/2.00 p.m. CET on 4 May 2011.

Expected Timetable of Principal Events

Each of the times and dates in the timetable below and referred to throughout this press release assumes that the Offer will become or be declared wholly unconditional on the First Closing Date, including in relation to the Acceptance Condition, and is subject to change. Any changes to the times and dates in this press release will be announced in a further press release.

Event	2011
2010 Final Dividend Record Date	11 March
2010 Final Dividend Payment Date.....	15 April
Existing NWR AGM.....	28 April
First Closing Date of the Offer	5 May
Issue of New A Shares and Settlement for First Closing.....	6 May
Admission to the LSE.....	6 May
Where applicable, CREST accounts credited for First Closing	6 May
Admission to the PSE	On or about 6 May

Where applicable, CSD accounts credited for First Closing On or about 6 May
 Admission to the WSE On or about 9 May
 Where applicable, NDS accounts credited for First Closing On or about 9 May
 Expected de-listing of the Existing A Shares from the Official List*.... On or about 3 June
 Expected de-listing of the Existing A Shares from the PSE* Soon after 5 May
 Expected de-listing of the Existing A Shares from the WSE* Following the
 squeeze-out of the Existing A Shareholders by New NWR or following a delisting tender
 offer

* See paragraph 13.2 of Part VI “Letter from the Chairman of Existing NWR” in the Combined Prospectus and Offer Document for further information in relation to de-listing.

Following the First Closing Date of the Offer, the Offer will remain open for acceptances until further notice.

Additional information for Existing Shareholders

- Applications will be made to: (i) the UK Financial Services Authority (the “FSA”) in its capacity as the UK competent authority under the Financial Services and Markets Act 2000 (“FSMA”) for the New A Shares to be admitted to the premium listing segment of the Official List of the FSA; (ii) the London Stock Exchange plc for the New A Shares to be admitted to trading on the main market of the London Stock Exchange (together with (i), “UK Admission”); (iii) the Listing Committee of *Burza cenných papírů Praha, a.s.* (Prague Stock Exchange) for the New A Shares to be admitted to trading on the main market of the Prague Stock Exchange; and (iv) to the Management Board of *Gielda Papierow Wartosciowych w Warszawie S.A.* (Warsaw Stock Exchange) for the New A Shares to be admitted to trading on the main market of the Warsaw Stock Exchange (together “Admission”).
- If the Offer becomes or is declared wholly unconditional and sufficient acceptances under the Offer are received and/or sufficient Existing A Shares are otherwise acquired, the Group intends to apply as soon as possible for the cancellation of the listing of the Existing A Shares on the London Stock Exchange, Prague Stock Exchange and Warsaw Stock Exchange. **De-listing is likely to reduce significantly the liquidity and marketability of any Existing A Shares in respect of which the Offer is not accepted.**
- If the Offer becomes or is declared wholly unconditional and at least 95 per cent or more of the Existing A Shares are acquired, New NWR intends to apply the provisions of either Section 2:92a of the Dutch Civil Code, or Section 2:359c of the Dutch Civil Code (as applicable) to compulsorily acquire any outstanding Existing A Shares not held by it.
- New NWR intends to apply for the conditional admission of the New A Shares to trading on the Warsaw Stock Exchange before the final issuance and allotment of the shares in New NWR. It is expected that the Management Board of the Warsaw Stock Exchange will grant a resolution conditionally admitting the New A Shares to trading on the Warsaw Stock

Exchange on or before 5 May 2011. It is expected that the resolution of the Management Board of the Warsaw Stock Exchange will become unconditional on 6 May 2011.

- Following the Offer becoming unconditional, the New A Shares will be delivered to the accounts of the investors who submitted an instruction to accept the Offer in accordance with the terms and conditions of the Offer set out in the Combined Prospectus and Offer Document and the Existing A Shares will be debited from the accounts of the investors who submitted an instruction to accept the Offer in accordance with the terms and conditions of the Offer set out in the Combined Prospectus and Offer Document. Thus, for example, the New A Shares will be delivered through the NDS to the investors holding shares in Existing NWR, who submitted an instruction through the NDS to accept the Offer in accordance with the terms and conditions of the Offer set out in the Combined Prospectus and Offer Document, and, simultaneously with such delivery, the Existing Shares will be debited from the accounts of such investors. Following such delivery of New A Shares to the investors' accounts, the trading in New A Shares will commence on WSE, which is expected to take place on or about 9 May 2011.

Enquiries:

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In the United Kingdom, this document is being distributed only to, and is directed only at, (i) Qualified Investors who are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (ii) high net worth companies and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons in (i) and (ii) above together being referred to as "relevant persons"). Any invitation, offer or agreement to subscribe, purchase or otherwise acquire any securities will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents. Persons distributing this document must satisfy themselves that it is lawful to do so.

Unless context requires otherwise, capitalised terms used in this document have the same meaning as set out in the Combined Prospectus and Offer Document issued by the New World Resources N.V. ("Existing NWR") and New World Resources Plc ("New NWR") on 11 April 2011.

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 9.00 a.m. and 5.00 p.m. (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 an 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).

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. New NWR 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 New NWR's securities to trading on the Warsaw Stock Exchange, New NWR 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) and on the website of the Polish Offering Agent – ING Securities S.A. (www.ingsecurities.pl).

Non-UK Shareholders

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.

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 by no later than 12 noon (London time)/ 1.00 pm (CET) on 28 April 2011.