

Amsterdam / London, 29 August 2014

## **Noteholders Approve Consensual Restructuring**

**New World Resources Plc ('NWR Plc') and New World Resources N.V. (the 'Company', and together with NWR Plc and its subsidiaries, the 'NWR Group') are pleased to announce that the noteholders have approved the consensual restructuring transaction at the two creditor meetings that were held this afternoon. The Company has received an overwhelming degree of support for the transaction: 99.4% in value of the holders of secured notes and 95.3% in value of the unsecured noteholders present and voting at the meetings.**

**The consensual transaction takes into account the interests of all of NWR Group's stakeholders, would provide a strengthened capital structure and puts the NWR Group in a better position to take advantage of an upturn in the coal markets.**

**The transaction is still conditional. Conditions include the completion of the court processes in both the United Kingdom and the United States; the completion of approval processes by the parties to the ECA; and the raising of in total EUR 185 million of new money by means of an EUR 118 million rights issue, a EUR 32 million placing and a EUR 35 million credit facility. The funds necessary to facilitate the transaction are fully committed.**

### **Introduction**

As part of its balance sheet restructuring, on 2 July 2014 the Company had entered into a lock-up agreement with holders of the secured notes and holders of the unsecured notes. This agreement envisaged a consensual restructuring transaction and (in case this transaction could not be implemented) an alternative restructuring transaction.

At the extraordinary general meeting that was held on 20 August 2014, the shareholders of NWR Plc voted in favour of the rights issue and the placing that are part of the new money of EUR 185 million to be raised in the consensual restructuring transaction.

Following an order of the High Court of Justice of England and Wales ('the Court') of 29 July 2014, the Company has convened for today creditor meetings for each of the two classes of noteholders. The purpose of these meetings is to consider and, if thought fit, approve the consensual restructuring transaction or, failing that, the secured noteholders to consider and, if thought fit, approve the alternative restructuring transaction.

## Results of the Voting

The meetings of the holders of unsecured and secured notes took place this afternoon at 1.00 p.m. and 2.00 p.m. London time respectively. At each of the meetings the consensual restructuring transaction was put to a vote.

It was required that in each class the majority in number representing 75% in nominal value of those noteholders who were present and voting at the meetings consents to the scheme that is proposed by the Company. This requirement has been fulfilled for each class.

The results of the voting are shown in the following table.

	Secured Class €500,000,000		Unsecured Class €275,000,000	
<b>Present and voting</b>				
<i>In number</i>	155		165	
<i>In nominal value</i>	€453,576,000	90.7%	€232,444,000	84.5%
<b>Votes in favour</b>				
<i>In number</i>	152	98.0%	150	90.9%
<i>In nominal value</i>	€450,923,000	99.4%	€221,430,000	95.3%
<b>Votes against</b>				
<i>In number</i>	3	2.0%	15	9.1%
<i>In nominal value</i>	€ 2,653,000	0.6%	€ 11,014,000	4.7%

The Company can now apply to the Court for the scheme to be sanctioned in order for the terms of the consensual restructuring transaction to be binding on all noteholders.

## Conditions

The transaction is still conditional on, amongst other things, the scheme becoming effective; the granting of an order by the United States Bankruptcy Court recognising

the English court process under Chapter 15 of the United States Bankruptcy Code; the completion of approval processes by the parties to the ECA and the confirmation of the Escrow Agent that it holds EUR 185 million in cleared funds (raised by way of an EUR 118 million rights issue to shareholders, an EUR 32 million placing of equity to participating noteholders and certain noteholders providing an EUR 35 million new super senior credit facility) to be released to the Company.

The funds necessary to facilitate the transaction are fully committed by a group of certain existing noteholders and the majority shareholder.

### **Transaction Timetable**

The expected timetable of the principal events in the context of the consensual restructuring transaction is set out below – these dates and times are indicative only.

#### *Scheme Sanction Hearing*

The scheme binds all noteholders to the terms of the consensual restructuring transaction. Before it becomes binding on them, the Court must sanction the scheme at the scheme sanction hearing. Prior to sanctioning the scheme, the Court must consider the overall fairness of the arrangement and will need to be satisfied that all statutory and procedural requirements have been fulfilled.

The scheme sanction hearing will take place on or about 5 September 2014.

#### *Recognition in the United States of the Scheme Process*

On 30 July 2014, the Company's foreign representative has submitted a petition to the United States Bankruptcy Court for recognition of the scheme process before the High Court of England and Wales as a foreign main proceeding and for related relief giving full force and effect to the scheme under Chapter 15 of the United States Bankruptcy Code.

The United States Bankruptcy Court, Southern District of New York has scheduled a hearing to consider the petition for 10 a.m. New York time on 9 September 2014.

#### *Rights Issue and Placing*

The EUR 118 million rights issue is an offer by NWR Plc of rights to 19 new A shares for each existing A share held by shareholders.

CERCL Mining has agreed to take up its full rights, being a total investment of approximately EUR 75 million. The remaining amount will be underwritten by the noteholders. Each noteholder is being offered the right to subscribe for any new A shares not taken up by shareholders under the rights issue. Certain noteholders have committed to underwrite this equity offering to noteholders.

The rights issue period starts on 10 September 2014 and ends on 29 September 2014. The period for placing of any new A shares not subscribed for in the rights issue starts on 30 September 2014 and ends on 1 October 2014.

As from 30 September 2014 the new A shares fully paid can be traded.

#### *Completion*

Completion of the restructuring process is envisaged in early October 2014.

– End –

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## About NWR Plc

New World Resources Plc is a Central European hard coal producer, listed at the London, Prague and Warsaw stock exchanges. NWR produces quality coking and thermal coal for the steel and energy sectors in Central Europe through its (indirect) subsidiary OKD, the largest hard coal mining company in the Czech Republic.

## About NWR N.V.

New World Resources N.V. is a wholly owned subsidiary of NWR Plc. It is a company incorporated under the laws of the Netherlands and registered at Dutch Trade Register of the Chamber of Commerce under number 34239108 and registered as an overseas company at Companies House in the UK with UK establishment number BR016952 and its address at 115 Park Street, London, W1K 7AP, United Kingdom (Telephone +44 (0) 207 371 5990, Fax +44 (0) 207 371 5999).

## Disclaimer and cautionary note

Certain statements in this announcement are not historical facts and are or are deemed to be “forward-looking”. The Company’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 the Company believes that the expectations reflected in these forward-looking statements are reasonable, it 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 NWR’s ability to control or predict. Forward-looking statements are not guarantees of future performances.

Factors, risks 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 the Company’s products, and demand for the Company’s customers’ products; coal mine reserves; remaining life of the Company’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 Company’s relationship with, and conditions affecting, the Company’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. Additional risk factors are as described in the Company’s annual report. A failure to achieve a

satisfactory capital structure for liquidity and solvency purposes would pose a significant risk of the Group ceasing to operate as a going concern.

Forward-looking statements are made only as of the date of this announcement. The Company expressly disclaims 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.