

Regulated information

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## **Completion of Scrips Offering**

### **Successful completion of the € 273.6 million 13 for 7 Rights Offering of 608,165,740 new Shares**

**24 February 2016, 3.30 pm CET**

Nyrstar NV ("Nyrstar" or the "Company") announced today that, further to the subscription for 83.56% of the total number of 608,165,740 new shares (the "Shares") offered pursuant to its rights offering in the amount of € 273,674,583.00 (including issue premium) (the "Rights Offering" and, together with the Scrips Offering referred to below, the "Offering"), an additional 16.44% of the new Shares are committed to be subscribed following the completion of the offering of scrips (the "Scrips Offering").

The Offering is part of the balance sheet strengthening measures that Nyrstar announced on 9 November 2015. In addition to the Offering, the balance sheet strengthening measures include amongst other things a new US\$ 150 million prepay financing announced on 30 December 2015, and a sale of mining assets of which the formal launch was announced on 7 January 2016.

**Bill Scotting, Chief Executive Officer of Nyrstar**, said: *"The successful completion of the € 274 million Rights Offering represents another significant step in the execution of the strategic priorities that were announced in November 2015. This further milestone increases our balance sheet strength and flexibility to meet our cash requirements through 2016."*

The new Shares were offered with statutory preferential subscription rights (the "Rights") at a ratio of 13 new Shares for 7 Rights (the "Ratio"), at a subscription price of € 0.45 per new Share (the "Subscription Price"). The Rights that were not exercised by 5.30 pm CET on 22 February 2016 were converted into scrips (the "Scrips"). The Scrips Offering took place earlier today. The price achieved in the Scrips Offering was € 0.62 per new Share (including the Subscription Price of € 0.45 per new Share), which corresponds to a price per Scrip of (rounded) € 0.31. Purchasers of Scrips have the obligation to subscribe for 13 new Shares at a subscription price of € 0.45 per Share, for every 7 Scrips they have purchased. As a result of the Scrips Offering, 100% of the Offering has been committed to be subscribed for.

Pursuant to the commitment agreement (the "Shareholder Commitment Agreement") entered into by the Company with Orion Holdings (Malta) Ltd. ("Orion"), an indirect subsidiary of Trafigura Group Pte. Ltd., Orion agreed, subject to certain conditions, to subscribe (or procure the subscription by any person with whom it acts in concert) in the Offering for (i) those Shares that it is entitled to subscribe for pursuant to the Rights arising out of the Shares that it holds as at the date of the Rights Offering in accordance with the terms of the Offering, and (ii) such number of Shares that remain available for subscription after the Rights Subscription Period and the Scrips Offering for which no Rights have been exercised in the Rights Subscription Period and for which no Scrips could be placed during the Scrips Offering up to a maximum aggregate amount of € 125 million (including the amounts required for the exercise of the Rights as set out under (i)), and provided that its aggregate shareholding in the Company (when aggregated with the shareholdings of any person acting in concert with Orion, as the case may be) after completion of the Offering and the issue of the Shares as a result thereof is not more than 49.9%. The maximum aggregate amount of € 125 million payable by Orion could be further reduced at the election of Orion in its sole discretion by the aggregate

amount subscribed for and paid by it for any Shares subscribed for by it upon exercise of additional Rights or Scrips acquired during the Rights Subscription Period or Scrips Offering.

Pursuant to the Rights Offering, Urion has subscribed with Rights for 149,861,803 new Shares for an aggregate amount of € 67.4 million. No additional new Shares were subscribed for by Urion in the Scrips Offering. Therefore, as a result of the Offering, Urion has a shareholding in the Company of 24.64% in aggregate.

Deutsche Bank AG, London Branch and KBC Securities NV acted as Joint Bookrunners and BMO Capital Markets Limited and BNP Paribas Fortis SA/NV (together with the Joint Bookrunners) acted as Underwriters of the Offering. The Underwriters agreed to subscribe for any new Shares not taken up in the Offering and that are not underwritten by Urion pursuant to the terms of the Shareholder Commitment Agreement described above for an aggregate amount up to € 149 million, subject to the terms and conditions of an underwriting agreement. As 100% of the Offering has been committed to be subscribed for, the Underwriters will not take up any new Shares.

The payment of the subscriptions with Rights and Scrips is expected to take place on or around 29 February 2016. Delivery of the new Shares will take place on or around 29 February 2016. The net proceeds of the sale of the Scrips to which holders of unexercised Rights are entitled amount to € 0.31 per coupon No. 8. The payment of this amount is expected to occur as of 29 February 2016.

A prospectus has been approved by the Belgian Financial Services and Markets Authority on 4 February 2016 (the "Prospectus") and is available in English and Dutch. The summary of the Prospectus is also available in French. Subject to certain restrictions, copies of the Prospectus are available without charge, upon request in Belgium from KBC Bank on +32 3 283 29 70, from CBC Banque on +32 800 92 020 and from BNP Paribas Fortis on +32 2 433 40 34 (English), +32 2 433 40 31 (Dutch) and +32 2 433 40 32 (French). Subject to certain restrictions, the Prospectus may be accessed on the websites of KBC Bank ([www.kbc.be/corporateactions](http://www.kbc.be/corporateactions)), KBC Securities ([www.kbcsecurities.be](http://www.kbcsecurities.be) and [www.bolero.be](http://www.bolero.be)), CBC Banque ([www.cbc.be/corporateactions](http://www.cbc.be/corporateactions)), and BNP Paribas Fortis ([www.bnpparibasfortis.be/sparenenbeleggen](http://www.bnpparibasfortis.be/sparenenbeleggen) and [www.bnpparibasfortis.be/epargneretplacer](http://www.bnpparibasfortis.be/epargneretplacer)), as well as on the website of Nyrstar ([www.nyrstar.com](http://www.nyrstar.com)). Moreover and subject to the same restrictions, copies of the Prospectus are available, without charge, at Nyrstar's registered office at Zinkstraat 1, B-2490 Balen, Belgium, telephone number: +32 14 44 95 00.

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## About Nyrstar

Nyrstar is a global multi-metals business, with a market leading position in zinc and lead, and growing positions in other base and precious metals, which are essential resources that are fuelling the rapid urbanisation and industrialisation of our changing world. Nyrstar has mining, smelting, and other operations located in Europe, the Americas, and Australia and employs approximately 5,000 people. Nyrstar is incorporated in Belgium and has its corporate office in Switzerland. Nyrstar is listed on Euronext Brussels under the symbol NYR. For further information please visit the Nyrstar website: [www.nyrstar.com](http://www.nyrstar.com)

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In any Member State of the European Economic Area that has implemented the Prospectus Directive, other than Belgium (in respect of the Offering), this announcement is only addressed to and is only directed at qualified investors in that Member State within the meaning of Article 2(1)(e) of the Prospectus Directive. The expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU) and includes any relevant implementing measures in any Member State.

This announcement is being distributed only to and is directed only at (a) persons outside the United Kingdom, (b) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), and (c) high net worth entities, and other persons to whom it may otherwise lawfully be communicated falling within Article 49(2) (A) to (D) of the Order (all such persons together being referred to as "relevant persons"). The Offering is only available to, and any invitation, offer or agreement to subscribe, purchase, or otherwise acquire or sell such securities will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this communication or any of its contents.

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