

News release



Regulated Information - Inside Information

THIS ANNOUNCEMENT IS NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD BE PROHIBITED BY APPLICABLE LAW.

3 March 2017 at 14.30 CET

Nyrstar prices €400 million notes offering

Nyrstar Netherlands (Holdings) B.V. (the "Issuer"), a subsidiary of Nyrstar NV (the "Company" or "Nyrstar"), announced today that it has priced its offering (the "Notes Offer") of €400 million senior unsecured notes due 2024 (the "Notes"). The Notes were priced at 100% with a coupon of 6.875% per annum. The principal amount of the Notes offered was increased from €350 million to €400 million. The Notes will be guaranteed by Nyrstar, as parent guarantor, and certain subsidiaries of the Company. The issuance of the Notes, which is subject to conditions, is expected to occur on 10 March 2017.

The Issuer intends to use the net proceeds from the Notes Offer to refinance amounts outstanding under the convertible bonds due 2018 issued by Nyrstar in an original aggregate principal amount of €120 million, and to pay down indebtedness under, but not cancel, existing revolving facility agreements.

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 4,300 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

For further information

Anthony Simms - Group Manager Investor Relations T: +41 44 745 8157 M: +41 79 722 2152 anthony.simms@nyrstar.com
Franziska Morroni - Group Manager Corporate Communications T: +41 44 745 8295 M: +41 79 719 2342 franziska.morroni@nyrstar.com

IMPORTANT NOTICE

The information contained in this announcement is for general information only and does not purport to be full or complete. This announcement does not constitute, or form part of, an offer or invitation to sell or issue, or any solicitation of an offer to purchase or subscribe for, nor shall there be any sale or purchase of, the securities referred to herein, in any jurisdiction in which such offer, invitation, solicitation, sale, issue, purchase or subscription would be unlawful under the securities laws of any such jurisdiction. This announcement is not for distribution, directly or indirectly, in the United States of America, Australia, Canada, Japan, South Africa or any other jurisdiction where to do so would be prohibited by applicable law. Any persons reading this announcement should inform themselves of and observe any such restrictions.

No communication and no information in respect of the Notes Offer may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction where such steps would be required. The offering or subscription of the Notes may be subject to specific legal or regulatory restrictions in certain jurisdictions. The Issuer takes no responsibility for any violation of any such restrictions by any person.

These materials are not an offer for sale of securities in the United States. The securities referred to herein may not be offered or sold in the United States absent registration with the United States Securities and Exchange Commission or an exemption from registration under the U.S. Securities Act of 1933, as amended. The Issuer has not registered, and does not intend to register, any part of the Notes Offer in the United States, and has not conducted, and does not intend to conduct, a public offering of the Notes in the United States.

This announcement is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003, as amended, notably by Directive 2010/73/EU, and as implemented respectively in each member State of the European Economic Area (the "Prospectus Directive"). This announcement does not, and shall not, in any circumstances constitute a public offering nor an invitation to the public in connection with any offer to buy or subscribe for securities in any jurisdiction. No action has been undertaken or will be undertaken to make an offer to the public of the Notes requiring a publication of a prospectus in any member State of the European Economic Area. As a result, the Notes may only be offered in member States of the European Economic Area:

- (a) to qualified investors (as defined in Article 2(1)(e) of the Prospectus Directive); or
- (b) in any other circumstances, not requiring the Issuer to publish a prospectus as provided under Article 3(2) of the Prospectus Directive.

The distribution of this announcement is not made, and has not been approved, by an "authorised person" within the meaning of Section 21(1) of the Financial Services and Markets Act 2000. As a consequence, this announcement is directed only at persons who (i) are located outside the United Kingdom, (ii) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (iii) are persons to whom it may be lawfully communicated, falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Order or (iv) are persons to whom this announcement may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). The Notes are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise acquire or sell Notes may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof. This announcement is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

In connection with the issue of the Notes, Deutsche Bank AG, London Branch acting as stabilising manager or any person acting on behalf of Deutsche Bank AG, London Branch may over-allot Notes or effect transactions with a view

News release



to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that Deutsche Bank AG, London Branch or any person acting on behalf of Deutsche Bank AG, London Branch will undertake stabilisation action. Any stabilisation measure may begin on or after the date on which adequate public disclosure of the final terms of the Notes Offer is made and, if begun, may be ended at any time, but it must end no later than 30 calendar days after the date on which the Issuer received the proceeds of the issue or no later than 60 calendar days after the date of allotment of the Notes, whichever is earlier. The stabilisation measures can take place over the counter (OTC) or on the Euro MTF Market of the Luxembourg Stock Exchange. Any stabilisation measure or over-allotment must be conducted by Deutsche Bank AG, London Branch or any person acting on behalf of Deutsche Bank AG, London Branch in accordance with all applicable laws and rules.