

# NYRSTAR NV

## 30.06.2024 HALF-YEAR FINANCIAL STATEMENTS

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### EXPLANATORY NOTES

“Period” = 30 June 2024

“Previous period”

C3.1 - C3.2 = 31 December 2023

C4 = 30 June 2023

“Accumulated profits (losses)” consists of:

- |                     |                        |
|---------------------|------------------------|
| - Previous period : | -1.350.826.125,12 euro |
| - Period:           | -1.353.262.085,32 euro |

ANNUAL ACCOUNTS

BALANCE SHEET AFTER APPROPRIATION

|                                                   | Notes | Codes | Period | Preceding period |
|---------------------------------------------------|-------|-------|--------|------------------|
| ASSETS                                            |       |       |        |                  |
| FORMATION EXPENSES                                |       | 20    |        |                  |
| FIXED ASSETS                                      |       | 21/28 |        |                  |
| Intangible fixed assets                           |       | 21    |        |                  |
| Tangible fixed assets                             |       | 22/27 |        |                  |
| Land and buildings                                |       | 22    |        |                  |
| Plant, machinery and equipment                    |       | 23    |        |                  |
| Furniture and vehicles                            |       | 24    |        |                  |
| Leasing and other similar rights                  |       | 25    |        |                  |
| Other tangible fixed assets                       |       | 26    |        |                  |
| Assets under construction and advance payments    |       | 27    |        |                  |
| Financial fixed assets                            |       | 28    |        |                  |
| Affiliated Companies                              |       | 280/1 |        |                  |
| Participating interests                           |       | 280   |        |                  |
| Amounts receivable                                |       | 281   |        |                  |
| Other companies linked by participating interests |       | 282/3 |        |                  |
| Participating interests                           |       | 282   |        |                  |
| Amounts receivable                                |       | 283   |        |                  |
| Other financial fixed assets                      |       | 284/8 |        |                  |
| Shares                                            |       | 284   |        |                  |
| Amounts receivable and cash guarantees            |       | 285/8 |        |                  |

|     |            |           |
|-----|------------|-----------|
| N°. | 0888728945 | F-cap 3.1 |
|-----|------------|-----------|

| Notes                                       | Codes | Period        | Preceding period |
|---------------------------------------------|-------|---------------|------------------|
| CURRENT ASSETS                              | 29/58 | 14.789.160,49 | 16.211.966,96    |
| Amounts receivable after more than one year | 29    |               |                  |
| Trade debtors                               | 290   |               |                  |
| Other amounts receivable                    | 291   |               |                  |
| Stocks and contracts in progress            | 3     |               |                  |
| Stocks                                      | 30/36 |               |                  |
| Raw materials and consumables               | 30/31 |               |                  |
| Work in progress                            | 32    |               |                  |
| Finished goods                              | 33    |               |                  |
| Goods purchased for resale                  | 34    |               |                  |
| Immovable property intended for sale        | 35    |               |                  |
| Advance payments                            | 36    |               |                  |
| Contracts in progress                       | 37    |               |                  |
| Amounts receivable within one year          | 40/41 | 323.360,33    | 321.505,95       |
| Trade debtors                               | 40    |               |                  |
| Other amounts receivable                    | 41    | 323.360,33    | 321.505,95       |
| Current investments                         | 50/53 | 13.000.000,00 | 13.000.000,00    |
| Own shares                                  | 50    |               |                  |
| Other investments                           | 51/53 | 13.000.000,00 | 13.000.000,00    |
| Cash at bank and in hand                    | 54/58 | 1.129.166,97  | 1.915.376,70     |
| Accruals and deferred income                | 490/1 | 336.633,19    | 975.084,31       |
| TOTAL ASSETS                                | 20/58 | 14.789.160,49 | 16.211.966,96    |

|                                                                        | Notes   | Codes   | Period            | Preceding period  |
|------------------------------------------------------------------------|---------|---------|-------------------|-------------------|
| <b>EQUITY AND LIABILITIES</b>                                          |         |         |                   |                   |
| <b>EQUITY</b>                                                          |         | 10/15   | -6.474.420,82     | -3.960.901,78     |
| Contributions                                                          |         | 10/11   | 1.330.530.636,44  | 1.330.530.636,44  |
| Capital                                                                |         | 10      | 114.134.760,97    | 114.134.760,97    |
| Issued capital                                                         |         | 100     | 114.134.760,97    | 114.134.760,97    |
| Uncalled capital <sup>6</sup>                                          |         | 101     |                   |                   |
| Beyond capital                                                         |         | 11      | 1.216.395.875,47  | 1.216.395.875,47  |
| Share premium account                                                  |         | 1100/10 | 1.216.395.875,47  | 1.216.395.875,47  |
| Other                                                                  |         | 1109/19 |                   |                   |
| Revaluation surpluses                                                  |         | 12      |                   |                   |
| Reserves                                                               |         | 13      | 16.257.028,06     | 16.257.028,06     |
| Reserves not available                                                 |         | 130/1   | 16.257.028,06     | 16.257.028,06     |
| Legal reserve                                                          |         | 130     | 16.257.028,06     | 16.257.028,06     |
| Reserves not available statutorily                                     |         | 1311    |                   |                   |
| Purchase of own shares                                                 |         | 1312    |                   |                   |
| Financial support                                                      |         | 1313    |                   |                   |
| Other                                                                  |         | 1319    |                   |                   |
| Untaxed reserves                                                       |         | 132     |                   |                   |
| Available reserves                                                     |         | 133     |                   |                   |
| Accumulated profits (losses)                                           | (+)/(-) | 14      | -1.353.262.085,32 | -1.350.748.566,28 |
| Capital subsidies                                                      |         | 15      |                   |                   |
| Advance to shareholders on the distribution of net assets <sup>7</sup> |         | 19      |                   |                   |
| <b>PROVISIONS AND DEFERRED TAXES</b>                                   |         | 16      | 10.207.144,90     | 9.396.097,76      |
| Provisions for liabilities and charges                                 |         | 160/5   | 10.207.144,90     | 9.396.097,76      |
| Pensions and similar obligations                                       |         | 160     |                   |                   |
| Taxes                                                                  |         | 161     |                   |                   |
| Major repairs and maintenance                                          |         | 162     |                   |                   |
| Environmental obligations                                              |         | 163     |                   |                   |
| Other liabilities and charges                                          |         | 164/5   | 10.207.144,90     | 9.396.097,76      |
| Deferred taxes                                                         |         | 168     |                   |                   |

<sup>6</sup> Amount to be deducted from the issued capital.

<sup>7</sup> Amount to be deducted from the other components of equity.

|                                                                                         | Notes | Codes | Period        | Preceding period |
|-----------------------------------------------------------------------------------------|-------|-------|---------------|------------------|
| AMOUNTS PAYABLE                                                                         |       | 17/49 | 11.056.436,41 | 10.776.770,98    |
| Amounts payable after more than one year                                                |       | 17    |               |                  |
| Financial debts                                                                         |       | 170/4 |               |                  |
| Subordinated loans                                                                      |       | 170   |               |                  |
| Unsubordinated debentures                                                               |       | 171   |               |                  |
| Leasing and other similar obligations                                                   |       | 172   |               |                  |
| Credit institutions                                                                     |       | 173   |               |                  |
| Other loans                                                                             |       | 174   |               |                  |
| Trade debts                                                                             |       | 175   |               |                  |
| Suppliers                                                                               |       | 1750  |               |                  |
| Bills of exchange payable                                                               |       | 1751  |               |                  |
| Advance payments on contracts in progress                                               |       | 176   |               |                  |
| Other amounts payable                                                                   |       | 178/9 |               |                  |
| Amounts payable within one year                                                         |       | 42/48 | 10.783.141,29 | 10.598.442,27    |
| Current portion of amounts payable after more than one year falling due within one year |       | 42    |               |                  |
| Financial debts                                                                         |       | 43    | 10.186.891,78 | 10.059.138,49    |
| Credit institutions                                                                     |       | 430/8 |               |                  |
| Other loans                                                                             |       | 439   | 10.186.891,78 | 10.059.138,49    |
| Trade debts                                                                             |       | 44    | 557.920,40    | 500.974,31       |
| Suppliers                                                                               |       | 440/4 | 557.920,40    | 500.974,31       |
| Bills of exchange payable                                                               |       | 441   |               |                  |
| Advance payments on contracts in progress                                               |       | 46    |               |                  |
| Taxes, remuneration and social security                                                 |       | 45    | 38.329,11     | 38.329,47        |
| Taxes                                                                                   |       | 450/3 | 16.567,38     | 16.316,83        |
| Remuneration and social security                                                        |       | 454/9 | 21.761,73     | 22.012,64        |
| Other amounts payable                                                                   |       | 47/48 |               |                  |
| Accruals and deferred income                                                            |       | 492/3 | 273.295,12    | 178.328,71       |
| TOTAL LIABILITIES                                                                       |       | 10/49 | 14.789.160,49 | 16.211.966,96    |

## PROFIT AND LOSS ACCOUNT

|                                                                                                             | Notes   | Codes  | Period            | Preceding period   |
|-------------------------------------------------------------------------------------------------------------|---------|--------|-------------------|--------------------|
| Operating income                                                                                            |         | 70/76A | 767.071,41        | 1.099.304,80       |
| Turnover                                                                                                    |         | 70     |                   |                    |
| Stocks of finished goods and work and contracts in progress: increase (decrease)                            | (+)/(-) | 71     |                   |                    |
| Produced fixed assets                                                                                       |         | 72     |                   |                    |
| Other operating income                                                                                      |         | 74     | 17.526,07         | 16.123,05          |
| Non-recurring operating income                                                                              |         | 76A    | 749.545,34        | 1.083.181,75       |
| Operating charges                                                                                           |         | 60/66A | 3.233.043,16      | 2.587.759,76       |
| Goods for resale, raw materials and consumables                                                             |         | 60     |                   |                    |
| Purchases                                                                                                   |         | 600/8  |                   |                    |
| Stocks: decrease (increase)                                                                                 | (+)/(-) | 609    |                   |                    |
| Services and other goods                                                                                    |         | 61     | 2.421.878,02      | 2.860.703,27       |
| Remuneration, social security and pensions                                                                  | (+)/(-) | 62     |                   |                    |
| Amortisations of and other amounts written down on formation expenses, intangible and tangible fixed assets |         | 630    |                   |                    |
| Amounts written down on stocks, contracts in progress and trade debtors: additions (write-backs)            | (+)/(-) | 631/4  |                   |                    |
| Provisions for liabilities and charges: appropriations (uses and write-backs)                               | (+)/(-) | 635/8  | 811.047,14 118,00 | -273.126,44 182,93 |
| Other operating charges                                                                                     |         | 640/8  |                   |                    |
| Operating charges reported as assets under restructuring costs                                              | (-)     | 649    |                   |                    |
| Non-recurring operating charges                                                                             |         | 66A    | -2.465.971,75     | -1.488.454,96      |
| Operating profit (loss)                                                                                     | (+)/(-) | 9901   |                   |                    |

|                                                                                                                            | Notes   | Codes  | Period        | Preceding period |
|----------------------------------------------------------------------------------------------------------------------------|---------|--------|---------------|------------------|
| Financial income                                                                                                           |         | 75/76B | 251.924,04    | 150.080,38       |
| Recurring financial income                                                                                                 |         | 75     | 251.924,04    | 150.080,38       |
| Income from financial fixed assets                                                                                         |         | 750    |               |                  |
| Income from current assets                                                                                                 |         | 751    | 251.842,72    | 150.032,77       |
| Other financial income                                                                                                     |         | 752/9  | 81,32         | 47,61            |
| Non-recurring financial income                                                                                             |         | 76B    |               |                  |
| Financial charges                                                                                                          |         | 65/66B | 223.918,51    | 157.739,53       |
| Recurring financial charges                                                                                                |         | 65     | 223.918,51    | 157.739,53       |
| Debt charges                                                                                                               |         | 650    | 222.559,24    | 154.233,14       |
| Amounts written down on current assets other than stocks, contracts in progress and trade debtors: additions (write-backs) | (+)/(-) | 651    |               |                  |
| Other financial charges                                                                                                    |         | 652/9  | 1.359,27      | 3.506,39         |
| Non-recurring financial charges                                                                                            |         | 66B    |               |                  |
| Profit (Loss) for the period before taxes                                                                                  | (+)/(-) | 9903   | -2.437.966,22 | -1.496.114,11    |
| Transfer from deferred taxes                                                                                               |         | 780    |               |                  |
| Transfer to deferred taxes                                                                                                 |         | 680    |               |                  |
| Income taxes on the result                                                                                                 | (+)/(-) | 67/77  | 75.552,82     | 45.009,82        |
| Taxes                                                                                                                      |         | 670/3  | 75.552,82     | 45.009,82        |
| Adjustment of income taxes and write-back of tax provisions                                                                |         | 77     |               |                  |
| Profit (Loss) of the period                                                                                                | (+)/(-) | 9904   | -2.513.519,04 | -1.541.123,93    |
| Transfer from untaxed reserves                                                                                             |         | 789    |               |                  |
| Transfer to untaxed reserves                                                                                               |         | 689    |               |                  |
| Profit (Loss) of the period available for appropriation                                                                    | (+)/(-) | 9905   | -2.513.519,04 | -1.541.123,93    |

## VALUATION RULES

Valuation rules Nyrstar NV (hereafter "the Company")

### General:

The valuation rules are drafted in accordance with the statements of the Royal Decree dd. 29 April 2019 implementing the Belgian Code of Companies and Associations, relating to valuation rules. As a consequence of the Restructuring (as defined below) and the outcomes of the 9 December 2019 Extraordinary Shareholders Meeting ("EGM"), where the shareholders' meeting rejected the continuation of the Company's activities, the 30 June 2024 half-year financial statements of the Company are prepared on a discontinuity basis. For further information on the outcomes of the Restructuring, please refer to "Related party disclosures".

Valuation rules applied to the Company's balance sheet prepared on a discontinuity basis include:

I. Financial fixed assets Participations are accounted for at the lower of realisation values and historical purchase cost.

### II. Current assets and liabilities

Current assets, which include input VAT on ongoing expenses for which the Company either received or expects to receive refund from the relevant authorities, and current liabilities are recognised at their realisation values. At 30 June 2024, the realization values equal nominal values. Current assets and liabilities denominated in foreign currencies are valued at the closing rates on the end of the financial year. The negative (unrealized) exchange rate differences are accounted for in the income statement. Based on the principle of prudence, the positive, unrealized exchange rate differences at balance sheet date are accounted for as deferred income on the balance sheet.

### III. Provisions for liabilities and charges

A provision is recognized to reflect liabilities and charges, resulting from a past event for which the nature is clearly defined, is considered probable or certain at balance sheet date, but for which the amount is uncertain. Provisions resulting from prior accounting years are regularly reviewed and are reversed if they are no longer required or the risks and charges are realized.

### IV. Income statement

The income statement reflects all revenue realized and expenses incurred during the accounting period on an accrual basis, regardless of the date on which these expenses and income are paid or collected.

Adjustments recorded with respect to the valuation and the classification of certain balance sheet items as a result of the Company applying the discontinuity basis for the preparation of the 30 June 2024 half-year financial statements:

a) The formation expenses were fully depreciated as required by Article 3:6 of the Royal Decree d.d. 29 April 2019 implementing the Belgian Code of Companies and Associations.

b) Explanation on determination of expected probable realization value in accordance with Article 3:6 of the Royal Decree d.d. 29 April 2019 implementing the Belgian Code of Companies and Associations.

Before 28 July 2022, the Company had, in its current investments, a 2% equity stake in NN2 NewCo Limited ("NN2") as a consequence of the issuance by NN2 of a 2% equity stake in NN2 to the Company with the remaining 98% equity stake issued to Nyrstar Holdings Plc (a holding company within the Trafigura corporate group, formerly known as Nyrstar Holdings Limited). The Company also had a Put Option (as defined below) enabling it to sell all (but not a part only) of its 2% stake in NN2 to a Trafigura entity at a price equal to EUR 20 million in aggregate payable to the Company. As announced by the Company on 28 July 2022, this Put Option was exercised by the Company on 28 July 2022 (see Related Party disclosures - 1.2 below) and on 29 July 2022, the Company duly received the EUR 20 million Put Option price following such exercise. Reference is made in this respect to the related party disclosures in respect of the mandatory prepayment obligations and limited recourse provisions under the Limited Recourse Loan Facility (to the extent that these apply following the receipt of the proceeds of the exercise of the Put Option (see 1.5.4. and 1.5.5. below)).

c) The decision of the 9 December 2019 EGM not to continue the Company's activities resulted in the requirement for the Company to recognize a provision for discontinuation representing the estimated costs that the Company expects to incur before the completion of the liquidation. At 30 June 2024 the Company recognised a provision for discontinuation of EUR 10.2 million (31 December 2023: EUR 9.4 million) representing the estimated costs that the Company expects to incur before the completion of a liquidation process that is assumed to be finalised before the end of Q1 2031 (31 December 2023: before the end of 2030). Potential additional litigation may result in a further delay of this assumed date of completion of a liquidation process; the Company has at current no indication thereof.

The following legal and regulatory actions have been considered when determining the amount of the provision as at 30 June 2024.

The EGM of 9 December 2019 and the order of the President of the Antwerp Enterprise Court of 26 June 2020

As described above, at 9 December 2019, an EGM was held to deliberate on the continuation of the Company's activities and a proposed capital decrease. The shareholders' meeting rejected the continuation of the Company's activities. The shareholders' meeting also rejected the proposed capital reduction, as a result of which it was not carried out. The Board of Directors of the Company had taken the necessary measures to prepare the necessary reports with its statutory auditor and had convened a new EGM to formally consider a proposal for liquidation. Such EGM was first scheduled to be held on 25 March 2020 but had to be postponed due to the Covid-19 outbreak and corresponding restrictions that had been introduced in Europe. The Company re-convened such EGM on 30 April 2020 for 2 June 2020 and, if the required attendance quorum would not be met, 30 June 2020.

Certain shareholders initiated summary proceedings before the court of Antwerp to request the court to order that the decision on the dissolution of the Company, following the 9 December 2019 EGM, be postponed (i) until three months after a final report will have been issued by a panel of experts whose appointment is requested in separate proceedings before the court, or, alternatively (ii) until three months after a final decision will have been rendered in the aforementioned proceedings regarding the appointment of a panel of experts. On 26 June 2020, the court of Antwerp dismissed the minority shareholders' claim for a postponement until three months after a final report will have been issued by a panel of experts whose appointment is requested. However, the court did accept their claim for a postponement of the decision on the dissolution of the Company until three months after a final decision (i.e. a decision that will have obtained "res judicata effect") will have been rendered in the proceedings regarding the appointment of a panel of experts. Consequently, in compliance with the 26 June 2020 court order, the (second) EGM planned for 30 June 2020 having the resolutions regarding the proposal for dissolution of the Company on the agenda was postponed. As announced on 14 February 2023, in light of the announcement in the press that certain shareholders of the Company would file a Supreme Court appeal against the judgment of the Antwerp Court of

## VALUATION RULES

Appeal dated 17 November 2022 with respect to the claim for the appointment of a panel of experts (which appeal has meanwhile been dismissed by judgment dated 2 May 2024), the Company was of the opinion that it was not opportune to carry out its obligation to place the dissolution on the agenda pending the Supreme Court appeal. The Company thus announced that it would not take steps to convene a general meeting with dissolution as an agenda item (or take preparatory actions to that effect) until the Supreme Court's judgment, and that it would update the market by then. As announced on 2 May 2024, the Company will not yet submit the dissolution or the continuation of the Company to the general meeting and will revert to this matter no sooner than after a decision will have been given by the Antwerp Enterprise Court (Turnhout division) on the petition for interim measures filed on 11 March 2024.

The delayed decision on the proposal for dissolution of the Company and the appointment of a liquidator may negatively impact the Company's liquidity position as the Company continues to incur running costs and costs in respect of the legal proceedings mentioned above and below. If the appointment of the liquidator is further delayed beyond what is currently expected or not approved by the shareholders' meeting or if the costs are higher than currently expected, the Company may need to secure additional funding. There is a risk that such additional funding may not be available to the Company or may not be available at acceptable conditions.

Proceedings on the merits against, among others, Nyrstar and some of its current and former directors

On 29 May 2020, a group of shareholders summoned Nyrstar and some of its current directors as well as the Company's former auditor, Deloitte, to appear before the Antwerp Commercial Court, Turnhout Division. This writ of summons was corrected on a number of points by a new writ of summons on 9 November 2020.

Nyrstar learned that, around the same time, the same group of shareholders had also issued writs of summons against certain former directors of Nyrstar and against Trafigura PTE Ltd. and Trafigura Group PTE Ltd..

In their writs of summons, the plaintiff shareholders bring, among others, the following claims:

"a minority claim on behalf of Nyrstar for alleged shortcomings in the director's management and breaches of the Belgian Code of Companies and Associations ("BCCA") and Nyrstar's Articles of Association. This minority claim is a derivative action in which any proceeds would accrue to Nyrstar (and not to the plaintiff shareholders). In particular, the plaintiffs claim that the defendant directors, Deloitte and Trafigura PTE Ltd. and Trafigura Group PTE Ltd. should be ordered jointly and severally to pay damages to Nyrstar, estimated in the (corrected) summons to be at least EUR 1.2 billion. Nyrstar understands that the plaintiff shareholders today estimate the alleged damages to be at least EUR 2 billion;

"a direct liability claim against, among others, certain current and former directors for errors which (allegedly) caused individual damages to the plaintiff shareholders. On this basis, the plaintiffs are seeking personal damages, provisionally estimated at EUR 1;

"a claim against Nyrstar for the reimbursement of costs incurred by the plaintiff shareholders which are not reimbursed by the other defendants.

The handling of these claims was postponed for an indefinite period immediately after the introductory hearing on 18 November 2020 (at the request of the plaintiff shareholders), with the exception of the proceedings against Trafigura PTE Ltd. and Trafigura Group PTE Ltd., where submissions have been exchanged between the latter and the plaintiff shareholders. Nyrstar understands that the group of plaintiff shareholders has, in these submissions, filed a claim against Trafigura PTE Ltd. and Trafigura Group PTE Ltd. for annulment of certain transactions since 2015.

By interlocutory judgment dated 26 July 2022, the Antwerp Commercial Court, Turnhout division, joined the proceedings against Trafigura PTE Ltd. and Trafigura Group PTE Ltd. with the proceedings against some of the current and former directors of Nyrstar, as well as Deloitte. Subsequently, on 27 February 2023, thirteen new plaintiff shareholders voluntarily intervened in these proceedings (which, for the remainder, remain postponed for an indefinite period at the request of the plaintiff shareholders).

On 22 January 2024, Deloitte submitted a trial brief in these proceedings. In this brief, Deloitte demands that the actions of the plaintiff shareholders be dismissed as inadmissible, or at least as unfounded, and that the plaintiff shareholders be ordered to pay the legal costs. In subordinate order, Deloitte requests that Nyrstar and the directors involved in these proceedings be ordered jointly and severally, in solidum, or one in the absence of the other to indemnify Deloitte for all convictions (including interest and costs) it would incur against the plaintiff shareholders.

Nyrstar notes that neither the liability claims nor the claim for annulment have been filed against Nyrstar. Nyrstar formally contests the plaintiff shareholders' claims and will defend itself against them in these proceedings on the merits.

Request for interim measures in the framework of the proceedings on the merits

On 11 March 2024, the plaintiff shareholders filed a motion for interim measures on the basis of art. 19, (3) of the Judicial Code. They filed this motion in the framework of the (joined) proceedings on the merits pending before the Antwerp Commercial Court, Turnhout division, against Nyrstar, certain current and former directors, Trafigura PTE Ltd. and Trafigura Group PTE Ltd. and Deloitte. The plaintiff shareholders request the Court to grant the following interim measures:

"The appointment of a provisional administrator in the Company (or, in subordinate order, an ad hoc trustee), for a period of 12 months, with the possibility of extension, at least until a final decision is rendered in the proceedings on the merits, with the assignment to provisionally take over all tasks of management and administration in the broadest sense;

"The immediate suspension of the enforceability of all, or at least part, of the obligations under the Limited Recourse Loan Facility entered into between the Company and NN2 Newco Limited, until a final decision is rendered in the proceedings on the merits and at least for the entire duration of the mandate of the provisional administrator or ad hoc trustee;

"An order against, among others, the Company to produce a series of documents within a period of 48 hours following the decision in these proceedings, on a penalty fine of EUR 25,000 per day of delay;

"A conviction to advance the costs of the provisional administrator or ad hoc trustee.

The plaintiff shareholders request the Court to only decide on the request for interim measures, and to further postpone any further decision on the remainder of the case.

## VALUATION RULES

The request for interim measures was discussed at the introductory hearing of 25 April 2024. The pleadings are scheduled for 28 November 2024 (and 5 December 2024 as a backup day). The Company contests the allegations of the plaintiff shareholders and will defend its position in the proceedings regarding the interim measures.

Investigation by the FSMA and proceedings before its Sanctions Committee regarding disclosure by Nyrstar

In September 2019, the Management Committee of the FSMA decided to launch an investigation into Nyrstar's disclosures. The FSMA itself has communicated about this investigation on multiple occasions:

"Initially, the FSMA investigation focused on the information disclosed on the commercial relationship with Trafigura. However, in a press release dated 29 May 2020, the FSMA announced that the investigation was expanded to include two additional elements: the information disclosed (i) on the expected profit contribution from the redevelopment of the Australian Port Pirie smelter and the total cost of this project, and (ii) on Nyrstar's solvency and liquidity position at the end of 2018.

"In a press release dated 25 July 2022, the FSMA provided an update on the investigation. Among others, the FSMA stated that the auditor had prepared a provisional report.

"In a press release dated 30 September 2022, the FSMA announced that, after deliberating on the auditor's final report, the FSMA's Management Committee had decided to initiate proceedings against Nyrstar before the FSMA's Sanctions Committee, which may result in the imposition of an administrative fine. It is for the Sanctions Committee to decide whether an infringement has occurred and to decide on the possible imposition of an administrative fine. The FSMA's press release also explained which grievances the Management Committee had retained with respect to Nyrstar and explained that the Management Committee had forwarded the notification of grievances to the Public Prosecutor of the Antwerp district (see below, under III.). Finally, the press release stated that the Management Committee had asked the auditor to prepare an additional report on the possible application of an administrative fine to each of the directors (or their permanent representatives) of Nyrstar in office at the time of the facts.

Nyrstar confirms that, on 30 September 2022, the FSMA's Management Committee notified it of the grievances, provided it with the auditor's final investigation report and consequently referred the case to the Sanctions Committee.

Meanwhile, the FSMA's Management Committee also referred the case against the directors of Nyrstar who were in office at the time of the facts, to the Sanctions Committee. The Sanctions Committee then merged that case with the case against Nyrstar, and accordingly determined a calendar.

Nyrstar believes that it has at all times disclosed the required information in accordance with the relevant financial regulations and legislation and defends this position in the proceedings before the Sanctions Committee. It will not comment any further on the content of these ongoing proceedings, given their confidential nature.

Criminal investigations

Nyrstar is aware of the following judicial investigations with three different investigative judges.

In 2019, a judicial investigation was initiated in Brussels after several individuals had filed a civil party complaint. In 2020, a judicial investigation was initiated in Malines. In 2022, the Public Prosecutor of the Antwerp Public Prosecutor's Office has also initiated an investigation, which is now being handled by an investigative judge.

The Company cooperates fully and faithfully with these investigations. It will not comment any further on their content or status.

In estimating the provision for discontinuation of EUR 10.2 million recognised at 30 June 2024 and taking into account the (pending) legal proceedings referred to above (and on the basis of a reasonable expectation as to the timing of Belgian court proceedings), in calculating the provision for discontinuation, the Company assumes the liquidation process to complete approximately by the end of Q1 2031, i.e. within approximately six and half years after the release of the 30 June 2024 half-year financial statements. The amount of the provision is based on the estimated operating costs to be incurred before and during the liquidation process. These costs include costs of the liquidator, legal, accounting and audit costs, listing fees and other operating costs. The estimated amount of the provision assumes a stable run-rate of the cost of the liquidator and other costs to be incurred by the Company over the period until the completion of the liquidation process.

The estimated amount of the provision excludes any costs that the Company may incur in relation to the defense in the legal proceedings referred to above for which the Company's Directors & Officers ("D&O") insurer has at current confirmed to indemnify the Company for its fees, costs and expenses incurred. The D&O insurer has at current only confirmed to indemnify the Company for its fees, costs and expenses incurred in respect of:

- (i) its counsel for assisting with the response to the notice of default dated 17 March 2020, and representing the Company in the proceedings issued on 29 May 2020;
- (ii) its counsel for representing the Company in the interlocutory (expert) proceedings issued on 27 April 2020, as well as the appeal lodged by the Company on 15 December 2020 against the 30 October 2020 court order appointing an expert panel in the sense of Article 7:160 BCCA (and not, for the avoidance of doubt, the third party application initiated by Trafigura PTE Ltd and Trafigura Group PTE Ltd against the 30 October 2020 court order and the appeal against the court orders of 2 July and 9 November 2021), and the Supreme Court appeal;
- (iii) its counsel for representing the Company in the (now halted) expert investigation ordered by the aforementioned 30 October 2020 court order;
- (iv) the party-appointed experts the Company has retained in order to research the claims made in the proceedings mentioned above as well as to assist the Company in the expert investigation mentioned above; and
- (v) its counsel for representing the Company regarding the FSMA investigation and the experts retained by the Company in respect of its defense, for up to 80% of the work done as of 6 October 2022;
- (vi) its counsel for representing the Company in the summary proceedings for interim measures initiated by certain shareholders on 3 January 2023.

## VALUATION RULES

However, the D&O insurer has refused coverage of the fees, costs and expenses of the court-appointed experts (as referred to above), based on the court order of 30 October 2020 (against which the Company lodged appeal and against which Trafigura PTE Ltd. and Trafigura Group PTE Ltd. lodged a third-party application, and which was as a result of the latter application revoked by the judgment of 9 November 2021 of the President of the Antwerp Enterprise Court (Antwerp division)), which need to be covered by the Company.

Should the liquidation process take longer than expected, the estimated costs to be incurred by the Company before the completion of the liquidation would be higher. Assuming the liquidation is in that case completed by the end of Q1 2033, the Company estimates the costs incurred during the liquidation process would increase to EUR 12.3 million. These additional costs in excess of the provision of EUR 10.2 million recognised at 30 June 2024 would further decrease the equity of the Company subsequent to 30 June 2024. If there are any additional costs or if the costs related to one or more legal proceedings noted above would not be covered by the Company's D&O insurance, it may require the Company to obtain additional funding. In case the Company is unable to obtain such additional funding, the liquidation may not be a solvent liquidation.

The Company has recognised the ongoing operating costs that it incurred during the half-year ended 30 June 2024 as Services and other goods (Code 61). During the half-year ended 30 June 2024, the Company has utilised the provision for discontinuation of EUR 1,686,484, primarily to offset the ongoing operating costs. The utilisation of the provision is recognised in Non-recurring operating income (Code 76A) net of the additions to the provision for discontinuation of EUR 2,504,984.

d)As at 30 June 2024, based on the information available to the Company, the Company has been fully released from all contingent liabilities previously provided or irrevocably promised by the Company for debts and commitments of third parties. The Company is fully indemnified in relation to any liability that may arise in this respect (see "Related party disclosures").

The Company has assessed the potential impact of the war in Ukraine on the recognition and measurement of the Company's assets and liabilities as at 30 June 2024. Following the exercise of the Put Option and the receipt of the proceeds of the exercise of the Put Option, the Company's main assets are cash and cash term deposits. In the Company's view, there are no potential significant impacts of the war in Ukraine on the measurement of the Company's assets and liabilities at 30 June 2024.

## OTHER INFORMATION TO DISCLOSE

### DISCONTINUITY

At 9 December 2019, an EGM of the Company was held to deliberate on the continuation of the Company's activities and a proposed capital decrease. The shareholders' meeting rejected the continuation of the Company's activities. As the result of a decision of 26 June 2020 of the President of the Antwerp Enterprise Court (Antwerp division), given at the request of a group of shareholders, the Company was prohibited from holding a general meeting with the dissolution of the Company on the agenda until three months after a final decision on the appointment of a panel of experts would have obtained res judicata effect. As set out above, as announced on 14 February 2023, in light of the announcement in the press that certain shareholders of the Company would file a Supreme Court appeal against the judgment of the Antwerp Court of Appeal dated 17 November 2022 with respect to the claim for the appointment of a panel of experts (which appeal has meanwhile been dismissed by judgment dated 2 May 2024), the Company was of the opinion that it was not opportune to carry out its obligation to place the dissolution on the agenda pending the Supreme Court appeal. The Company thus announced that it would not take steps to convene a general meeting with dissolution as an agenda item (or take preparatory actions to that effect) until the Supreme Court's judgment, and that it would update the market by then. As announced on 2 May 2024, the Company will not yet submit the dissolution or the continuation of the Company to the general meeting and will revert to this matter no sooner than after a decision will have been given by the Antwerp Enterprise Court (Turnhout division) on the petition for interim measures filed on 11 March 2024. As such, these 30 June 2024 half-year financial statements of the Company have been prepared on a discontinuity basis.

Under article 3:23 of the Belgian Code of Companies and Associations, a parent company that controls one or more subsidiaries is required to prepare consolidated financial statements, unless such subsidiaries are, in view of the consolidated assets, the consolidated financial position or the consolidated results, individually and together, only of a negligible significance. Given that, as at 30 June 2024, the Company did not control any significant subsidiary, the Company was not required to prepare consolidated financial statements for the half-year ended 30 June 2024. In accordance with article 12, §3, final paragraph, of the Royal Decree of 14 November 2007, the Company has prepared the 30 June 2024 standalone half-year financial statements in accordance with Belgian GAAP.

At the date of authorisation of the 30 June 2024 half-year financial statements, the Company has assessed that, taking into account its available cash, cash equivalents and its cash flow projections for the next 12 months from the authorisation by the Board of Directors of the 30 June 2024 half-financial statements, it has sufficient liquidity to meet its present obligations and cover working capital needs. The forecast available liquidity of the Company comprises cash and cash term deposits of EUR 14.1 million as of 30 June 2024 and is dependent on various matters including the possible appointment of a liquidator and his next steps, the existence and extent of the legal claims against the Company which could require funding of these legal proceedings and other matters not currently foreseen as described in section d) of the valuation rules above. As stated above, if the appointment of the liquidator is further delayed or not approved by the shareholders' meeting or if the costs are higher than currently expected, the Company may need to secure additional funding. There is a risk that such additional funding may not be available to the Company or may not be available at acceptable conditions. Reference is also made to the related party disclosures in respect of the mandatory prepayment obligations and limited recourse provisions under the Limited Recourse Loan Facility (to the extent that these apply following the receipt of the proceeds of the exercise of the Put Option (see 1.5.4. and 1.5.5. below)).

### RELATED PARTY DISCLOSURES

#### 1. Restructuring of the Nyrstar group

In October 2018, the former Nyrstar group initiated a review of its capital structure (the "Capital Structure Review") in response to the challenging financial and operating conditions being faced by the Nyrstar group. The Capital Structure Review identified a very substantial additional funding requirement that the Nyrstar group was unable to meet without a material reduction of its indebtedness. As a consequence, the Capital Structure Review necessitated negotiations between the Nyrstar group's financial creditors that ultimately resulted in the restructuring of the Nyrstar group, which became effective on 31 July 2019 (the "Restructuring"). As a result of the Restructuring, Trafigura Group Pte. Ltd., via its indirect 98% ownership of the new holding company of NN2, became the ultimate parent company of the former (direct and indirect) subsidiaries of the Company (the "Operating Group"), with the remaining 2% stake in NN2 (and thereby the Operating Group) then being owned by the Company (though see 1.2 below for details of the exercise of the Put Option by the Company on 28 July 2022).

The agreements with Trafigura to which the Company is currently a party are discussed in further detail below.

##### 1.1. The NNV-Trafigura Deed

The lock-up agreement ("Lock Up Agreement") entered into on 14 April 2019 between, among others, the Company and representatives of its key financial creditor groups, envisaged that the Company, Trafigura Pte Ltd ("Trafigura") and Nyrstar Holdings Plc (formerly known as Nyrstar Holdings Limited, "Nyrstar Holdings"), a Trafigura special-purpose vehicle incorporated, amongst other things, for the purpose of implementing the Restructuring would enter into a deed confirming their agreement in respect of (i) certain steps necessary for the implementation of the restructuring as envisaged in the Lock Up Agreement and (ii) the terms of the ongoing relationship between the Company and the Trafigura group (the "NNV-Trafigura Deed"). The NNV-Trafigura Deed was duly executed on 19 June 2019.

Certain key terms of the NNV-Trafigura Deed, namely those governing the distributions policy, drag / tag rights and change of control in respect of NN2, have previously been described in the Company's related party disclosures. However, following the exercise of the Put Option (on which, see 1.2 below for more details) and the Company ceasing to be a shareholder of NN2, these provisions of the NNV-Trafigura Deed are no longer relevant / no longer apply.

Under the provisions of the NNV-Trafigura Deed that do continue notwithstanding the exercise of the Put Option and the Company ceasing to be a shareholder of NN2, the Company continues to benefit from a right (subject to compliance with applicable law and any relevant confidentiality obligations) to make reasonable requests of Trafigura to procure that the Company is provided with financial or other information in relation to the Operating Group (or any member of it).

##### 1.2. The Put Option Deed

Pursuant to the NNV-Trafigura Deed, the Company and Trafigura also agreed that Trafigura would grant to the Company an option to require a Trafigura entity to purchase the Company's entire interest in NN2. The terms of this option are set out in a separate deed, dated

## OTHER INFORMATION TO DISCLOSE

25 June 2019, between the Company, Trafigura and Nyrstar Holdings (the "Put Option Deed"). Under the terms of the Put Option Deed, the Company could put all (but not only a part) of its 2% holding in NN2 to a Trafigura entity at a price equal to EUR 20 million (the "Put Option"). Reference is made in this respect to the related party disclosures in respect of the mandatory prepayment obligations and limited recourse provisions under the Limited Recourse Loan Facility (to the extent that these apply following the receipt of the proceeds of the exercise of the Put Option (see 1.5.4. and 1.5.5. below)). The Put Option was exercisable by the Company until 31 July 2022, subject to limited triggers which would have allowed earlier termination of the Put Option before 31 July 2022.

On 18 November 2021, the Company announced that it had appointed Moore Corporate Finance to prepare an independent expert's opinion for the independent directors of the Company ("Committee of Independent Directors"), in the framework of Article 7:97 of the Belgian Code of Companies and Associations. The independent expert's opinion was to advise the Committee of Independent Directors in examining the benefit to the Company, taking all relevant circumstances into account, of the exercise or non-exercise of the Put Option that the Company had in relation to its entire 2% investment in NN2.

On 28 July 2022, the Company publicly announced that the Board had completed its detailed review process in respect of the decision whether or not to exercise the Put Option related to its entire 2% shareholding in NN2. Considering the independent expert report prepared by Moore Corporate Finance, which valued the 2% shareholding in NN2 in a range of EUR 0 million to EUR 3.4 million, the opinion of the independent directors of the Company, questions and comments raised by certain minority shareholders and other information made available to it, the Board decided that it was in the corporate benefit of the Company to exercise the Put Option. On 28 July 2022, the Company duly gave notice to Nyrstar Holdings Plc and to Trafigura Pte Ltd. that it exercised the Put Option in accordance with the terms of the Put Option Deed. The Company received the proceeds from the exercise of the Put Option on 29 July 2022. Documentation in respect of the Company's decision to exercise the Put Option was published on the Company's website nyrstarnv.be on 28 July 2022 and remains available there as at the date of this report.

### 1.3. Release from parent company guarantees in favour of Trafigura

As stated above, prior to the effective date of the Restructuring which was 31 July 2019 (the "Restructuring Effective Date"), the Company was the ultimate parent company of the Nyrstar group, and had previously issued various parent company guarantees (the "PCGs") in respect of the obligations of its subsidiaries, including, but not limited to, two PCGs granted in respect of the primary financial obligations of the Company's indirect subsidiary at that time, Nyrstar Sales & Marketing AG ("NSM"), to Trafigura, namely under the USD 650 million Trade Finance Framework Agreement ("TFFA") and the USD 250 million Bridge Finance Facility Agreement ("BFFA") (the "Trafigura PCGs"). The Trafigura PCGs, as well as all other security and / or guarantees provided to Trafigura by the Operating Group in respect of the TFFA and BFFA, were released in full on the Restructuring Effective Date.

### 1.4. The Company's release from parent company guarantees in favour of third-parties and the Company's rights to indemnification by NN2 under the NNV-NN2 SPA

Prior to, and as part of the implementation of, the Restructuring, the Company entered into an agreement for the sale and transfer by the Company of substantially all of its assets including 100% of its shareholding in Nyrstar Netherlands (Holdings) BV and also its holdings (direct and indirect) in its subsidiaries, but excluding its shares in NN1, to NN2 (the "NNV-NN2 SPA"). Under the NNV-NN2 SPA, the Company benefits from contractual agreements with NN2 and Trafigura in respect of its release from, or indemnification for, liabilities for existing financial indebtedness and obligations owed to third parties in respect of financial, commercial or other obligations of the then current members of the Operating Group (the "PCGs"), such that those third parties should no longer have recourse to the Company. The release and / or indemnification obligations of NN2 from which the Company benefits can be summarised as follows.

-Release of PCGs and general indemnity: The NNV-NN2 SPA includes a commitment by NN2 to use reasonable endeavors to procure the release of obligations owed by the Company under third-party PCGs. This obligation is combined with an obligation on NN2 to indemnify the Company, to the extent such PCGs are not released, for any and all liabilities in relation to such PCGs in respect of the failure by the applicable member of the Operating Group to comply fully with its principal obligations.

-Indemnity for specified historic liabilities: Further, the NNV-NN2 SPA also contains an obligation on NN2 to indemnify the Company, to the extent not covered by the release and/or indemnification of PCGs mentioned above, in respect of certain specified liabilities, including certain liabilities arising in relation to certain historic disposals by the former Nyrstar group and/or from certain historic mine closures, which are specified in a schedule to the NNV-NN2 SPA.

-Limitation on recourse to the Company of former subsidiaries: To limit and release further any financial obligations on the Company, the NNV-NN2 SPA obliges NN2 to procure that, and the NNV-Trafigura Deed obliges Trafigura to procure that no former subsidiaries of the Company will make any demands for payment from the Company except (i) under the Limited Recourse Loan Facility (as defined below), (ii) as otherwise agreed following the completion of the Restructuring; or (iii) to the extent that the Company has sufficient funds available (excluding any dividends or sale proceeds in respect of the Company's (now sold) direct 2% shareholding in NN2).

### 1.5. Financial transactions with Trafigura entities - the Limited Recourse Loan Facility 1.5.1. Introduction

On 23 July 2019, the Company entered into a EUR 13.5 million committed, limited recourse, loan facility (the "Limited Recourse Loan Facility") provided to it by NN2 (as "Lender"). The key terms of the Limited Recourse Loan Facility are described below. The Limited Recourse Loan Facility is made available in two separate tranches: (i) up to EUR 8.5 million to be applied towards the Company's ongoing ordinary course operating activities ("Facility A"); and (ii) up to EUR 5 million intended for the payment of certain costs related to litigation defense ("Facility B"). No security, collateral or guarantees have been granted in respect of the Company's obligations under the Limited Recourse Loan Facility.

### 1.5.2. Available commitments, amounts outstanding and interest

As at 30 June 2024, the Company owed EUR 6.4 million (31 December 2023: EUR 6.3 million) under Facility A. Facility A can be used by the Company to cover day-to-day operating costs, including, without limitation, reasonable director and employee costs, D&O insurance premium (to the extent not paid prior to the Restructuring Effective Date), audit fees, legal costs (except those relating to litigation or other actual or threatened proceedings against the Company, which should be funded from Facility B (defined below)), listing fees and investor relations costs. The funding under Facility A is provided to the Company based on the quarterly cash flow forecast prepared by the Company and provided to Trafigura as a condition of the funding. The total quantum of funds to be made available under Facility A was agreed based on the Company's forecast operating costs for a five-year period following the completion of the Restructuring, taking into account the ongoing operational services provided to the Company by NN2, as agreed in the NNV-NN2 SPA, for a period of approximately three years from the Restructuring Effective Date (the "Ongoing Services").

The Ongoing Services included finance, tax, corporate counsel, IT and administration services. The provision of the Ongoing Services to

## OTHER INFORMATION TO DISCLOSE

the Company was intended to reduce the Company's operating costs in the period following the Restructuring Effective Date. It is noted here that, in accordance with the terms of the NNV-NN2 SPA, the period for the provision of the Ongoing Services to the Company expired upon the Company's receipt of the proceeds from the exercise of the Put Option.

The Availability Period of the LRLF, which applies to both Facility A and Facility B, expired at the end of July 2024 (5 years following the Restructuring Effective Date, i.e. five years from 31 July 2019).

As at 30 June 2024, the Company had drawn EUR 3.8 million (31 December 2023: EUR 3.7 million) under Facility B. Subject to the restrictions detailed below, Facility B can be applied by the Company towards payment or reimbursement of costs in respect of any litigation, proceeding, action or claims (including tax claims) made, asserted or threatened against the Company, NN1 or any of their current or former directors or officers (each being a "Claim").

Under Facility A, subject to the terms of utilisation (on which see more below), the Company could borrow up to EUR 7.3 million before 31 July 2023 and thereafter could borrow up to a further EUR 1.2 million annually until 2024. Funding under Facility B can be drawn based on costs incurred in respect of any litigation, proceeding, action or claims (subject to the terms of utilisation and other restrictions detailed below, and on the delivery of an invoice for such costs). Utilisation of each Facility is subject to various conditions (on which see below), and is limited to a maximum of three drawings per financial quarter per Facility (excluding any PIK Loans (defined below)). As at the date of this report, the Company has drawn EUR 6.4 million under Facility A and EUR 3.8 million under Facility B.

As a result of the exercise of the Put Option and the Company ceasing to be a shareholder of NN2, the "NNV Exit Date" (as defined in the Limited Recourse Loan Facility) has occurred. The NNV Exit Date is specified as an Event of Default (as defined) under the Limited Recourse Loan Facility, which gives the NN2 (as Lender) the right to cancel (by notice to the Company) the whole or any part of the Lenders' remaining commitments under the Limited Recourse Loan Facility. As at the date of this report, NN2 has not exercised such right.

However, each utilisation request under the Limited Recourse Loan Facility must (unless otherwise agreed by the Lender) be accompanied by a certificate signed by a director stating, among other things, that (in short) the Company's "Available Cash" (as defined therein) is not sufficient to meet the anticipated costs and liabilities for which the relevant utilisation is intended. Given the Company's receipt of EUR 20 million from the exercise of the Put Option in July 2022, it was not envisaged that the Company would be able to make any further valid utilisation requests under the Limited Recourse Loan Facility. Furthermore, each utilisation request needs to propose a utilisation date within the Availability Period. However, as mentioned above, the Availability Period expired at the end of July 2024.

The rate of interest on amounts outstanding under the Limited Recourse Loan Facility is the aggregate of EURIBOR plus a margin of 0.5% per annum. It shall be payable within 10 business days of the anniversary of the date on which such amount was made available, provided that such interest will be capitalised if it has accrued for a period of one year or more and the Company has given a notice in the form prescribed by the Limited Recourse Loan Facility. Any interest which is capitalised shall be treated as a new loan (a "PIK Loan") under the relevant Facility. Any PIK Loan shall itself accrue interest, and that interest may also be capitalised. No payments of interest have been made by the Company as all payable interest until 30 June 2024 of EUR 550k has been capitalised into a new PIK Loan. The interest charges on the Limited Recourse Loan Facility expensed in the Profit and Loss Account in the half-year ended 30 June 2024 were EUR 223k.

### 1.5.3. Restrictions on use of proceeds

The Company must not use any amount borrowed under either Facility A or Facility B for funding (directly or indirectly) any of the costs related to asserting or bringing or assisting in the pursuit of claims (including any counterclaim or defense) against Trafigura, other members of the Trafigura group, NN2 and / or any Replacement Holdco, and / or any other member of the Operating Group), against any of such entities' current or former directors, officers, or advisers, against any creditor in respect of such entities (other than with the consent of NN2, such consent not to be unreasonably withheld or delayed) or in connection with any challenge to the Restructuring, including in relation to the TFFA and the BFFA or any other document contemplated by the Restructuring Implementation Deed.

### 1.5.4. Mandatory prepayment obligations

-Excess Cash: the provisions of the Limited Recourse Loan Facility that relate to mandatory prepayment out of "Excess Cash", and which were described in the version of this disclosure contained in previous such reports by the Company, have ceased to apply as a result of the Company ceasing to be a shareholder of NN2 and having received the proceeds of the exercise of the Put Option (such proceeds constituting "Disposal Proceeds" for the purposes of the Limited Recourse Loan Facility).

-Disposals: Immediately upon receipt of any Disposal Proceeds, and subject to the limited recourse provisions described below (see in particular at 1.5.5.), the Company shall procure that these shall be applied first to prepay any amount outstanding under Facility B (being the litigation tranche), and secondly, if (i) any Disposal Proceeds remain after any required prepayment of Facility B, and (ii) the aggregate amount of all amounts outstanding under Facility A (being the operational costs tranche) exceeds EUR 5 million, to prepay such Facility A amounts to or towards an aggregate amount of EUR 5 million.

-Distributions: The Company shall ensure that, if any distribution is paid to the Company's shareholders on or after the NNV Exit Date, an amount equal to that distribution is applied to repay or prepay the amount outstanding under Facility A before or simultaneously with such distribution.

The Company has also agreed that, if it receives any amounts from costs awards, damages awards and / or any other recovery from any counterparty to a Claim (as defined above) (such amounts constituting "Claim Proceeds"), then such Claim Proceeds must be used immediately to repay or prepay any amounts outstanding under Facility B.

Additionally, there are customary provisions that require mandatory prepayment of amounts outstanding under either or both Facility A and B in the case of certain events of default that allow for acceleration by the Lender.

However, in accordance with "limited recourse" provisions of the Limited Recourse Loan Facility (as detailed further at 1.5.5. below), NN2's recourse to the Company in respect of repayment of funds drawn or any other obligation thereunder is limited to the Company's Net Assets (as defined in the Limited Recourse Loan Facility, and as described below), if any.

## OTHER INFORMATION TO DISCLOSE

### 1.5.5.Limited recourse

As mentioned above, the recourse of NN2 as Lender under the Limited Recourse Loan Facility in respect of repayment thereof or any other obligation of the Company thereunder is limited to the "Company Net Assets", being the assets (including all present and future properties, revenues and rights of every description) of the Company (other than assets held or received on trust for a person which is not

a member of the Company or its subsidiaries) having satisfied or provided for its "Liabilities" (meaning all present or future liabilities and obligations, both actual and contingent and whether incurred solely or jointly or as principal or surety or in any other capacity), except for Liabilities of the Company under the Limited Recourse Loan Facility and related finance documents, which shall be disregarded for this purpose.

Further, to the extent that the Company Net Assets are insufficient to discharge the Company's obligations under the Limited Recourse Loan Facility, such obligations shall be deemed to be limited to the amount of the Company Net Assets, and the Lender shall not be entitled to make a claim and shall have no further recourse against the Company and the Company shall have no liability to pay or otherwise.

All actual, contingent and prospective liabilities would need to be factored in when calculating the Company Net Asset position. The Company determined at the time of the exercise of the Put Option on 28 July 2022 and as at 30 June 2024, that it is in the corporate benefit of the Company that, for the purposes of the mandatory prepayment, these liabilities are calculated on a worst-case scenario basis, and not (i) in accordance with IFRS or Belgian GAAP, nor (ii) based upon the Company's assessment of the likelihood of such contingent or prospective liabilities eventually materialising. Based on the Company's estimates, the Company has determined that the Company Net Assets (as defined under the Limited Recourse Loan Facility) are negative even taking into account the receipt of the proceeds of the Put Option, and that currently no repayments of the LRLF are necessary. The Company will, however, continue to monitor the development of its Company Net Asset position until the completion of the liquidation process, to consider whether any repayment of the LRLF needs to be made.

However, this limitation on NN2's recourse against the Company shall not apply to the extent that the value of the Company Net Assets is impaired, or NN2 suffers loss as a result of any breach by the Company of any provision of the Limited Recourse Loan Facility (or any related finance document) other than the repeating representations / warranties thereunder or the provisions requiring payment of interest / fees or repayment / prepayment of principal thereunder.

### 1.5.6.Information, consultation and litigation strategy undertakings

So long as any amount is outstanding under the Limited Recourse Loan Facility or the Lender's commitment thereunder is still in force, if any Claim arises as a result of which the Company reasonably anticipates that it may make a utilisation under Facility B, the Company must give notice to the Lender and Trafigura of the Claim. The Company shall:

- promptly notify NN2 and Trafigura of the Claim;
- subject to compliance with applicable law or confidentiality obligations to third parties, make available to NN2 and Trafigura all information in its possession and control as reasonably requested by NN2 or Trafigura in connection with assessing, contesting, disputing, defending, appealing or compromising the Claim, provided that NN2 and Trafigura shall maintain confidentiality and/or privilege with regard to such information;
- keep NN2 and Trafigura informed of the progress / developments in respect of the Claim, and promptly provide any correspondence or other information received in connection with the Claim;
- consult and take into account the views of NN2 and Trafigura as to the applicable legal advisors that will represent the Company, NN1, or the applicable directors or officers. NNV shall also procure that such legal advisors provide fee estimates as requested by NN2 or Trafigura;
- consult with and take into account the views of NN2 and Trafigura in relation to the conduct of the defense / negotiations / settlements in respect of the Claim; and
- whilst any amount is outstanding under Facility B in relation to a civil Claim, not make any admission of Liability, agreement, settlement or compromise in relation to that Claim without the prior written approval of Trafigura.

The Company must also consult with Trafigura prior to taking any action relating to insolvency or bankruptcy proceedings, including under Book XX of the Belgian Code of Economic Law.

The Company is also obliged to provide NN2 with certain financial information, including quarterly cashflow forecasts (and any revisions thereto required under the terms of the Limited Recourse Loan Facility), half-yearly financial statements and audited annual financial statements, drawn up on a consolidated basis (to the extent the Company has subsidiaries) and in accordance with the accounting principles agreed under the terms of the Limited Recourse Loan Facility.

### 1.5.7.Relationship Agreement

At the completion of the Restructuring at 31 July 2019, the "Relationship Agreement" between Trafigura Group Pte Ltd and the Company (dated 9 November 2015) was terminated. The Relationship Agreement governed the relationship between the Company (and the broader Nyrstar group) and Trafigura Group Pte. Ltd. and its affiliated persons between its execution on 9 November 2015 and the completion of the Restructuring on 31 July 2019.

### 1.5.8.Other transactions with Trafigura

Other than as described in these disclosures, the Company has not entered into any commercial or other transactions with Trafigura in the half-year ended 30 June 2024.

OTHER RIGHTS AND CONTINGENT LIABILITIES NOT REFLECTED IN THE BALANCE SHEET (including those which cannot be quantified)

#### Parent company guarantees

Until 31 July 2019, the Company was the holding company of the Nyrstar group (consisting of the Company and its former subsidiaries). At 31 July 2019, when the Restructuring of the Nyrstar group was finalised, the Company was released of liabilities for existing financial indebtedness and obligations owed under parent company guarantees of commercial or other obligations of the current members of the

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Operating Group (all former subsidiaries of the Nyrstar group excluding NN1) (or indemnified by NN2 to the extent such guarantee liabilities are not released). As at 30 June 2024, based on the information available to the Company, the Company has been fully released from all contingent liabilities previously provided or irrevocably promised by the Company for debts and commitments of third parties. The Company is fully indemnified in relation to any liability that may arise in this respect (see "Related party disclosures").

Contingent liabilities

In addition to the legal and regulatory claims and proceedings disclosed above, the Company is subject to risks related to tax matters as the possible tax audits of certain fiscal years are not yet complete. Although the Company cannot estimate the risk related to these possible tax audits as remote, it currently does not consider it probable that the outcome of these possible tax audits will have significant impact on the financial position of the Company.

The Company has concluded that no additional provision is required at this time in relation to pending or potential tax reviews and that it is currently unable to quantify the potential risks, but it continues to monitor and assess the situation.

## **Annex A**

### **Statement of responsible persons of Nyrstar NV for the interim report for the half-year ended 30 June 2024**

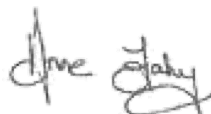
The undersigned, Martyn Konig, Chairman of the Board of Directors, and Anne Fahy, Director, declare, on behalf and on account of the Board of Directors of Nyrstar NV, that, to the best of their knowledge:

- a) the condensed interim financial statements for the six months ended 30 June 2024 which have been prepared in accordance with the Belgian Code of Companies and Associations give a true and fair view of the assets, the financial position and income statement of Nyrstar NV; and
- b) the interim report gives a true and fair view of the most important events and important transactions, if any, with related parties that have occurred in the first six months of the current financial year and their effect on the condensed interim financial statements, as well as a description of the main risks and uncertainties for the remaining months of the financial year.

Brussels, 20 September 2024



Martyn Konig  
Chairman of the Board of Directors



Anne Fahy  
Director