News release

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Nyrstar: Signing of Lock-Up Agreement and Conclusion of Capital Structure Review

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Nyrstar NV ("Nyrstar" or the "Company", and, together with its subsidiaries (the "Operating Group"), the "Group") today provides an important update on its Capital Structure Review process which has now been concluded.

Introduction

Nyrstar initiated a review of its capital structure (the "Capital Structure Review") in October 2018 in response to the challenging financial and operating conditions being faced by the Group. As previously announced, these conditions included substantial working capital and liquidity outflows experienced during the fourth quarter of 2018 and first quarter of 2019 necessitating the raising of urgent short term funding. Combined with the Group's materially reduced Underlying EBITDA performance in 2018 and the maturity of certain liabilities during 2019, these factors resulted in the need to reconsider the Group's capital structure.

The Capital Structure Review identified a very substantial additional funding requirement that the Group is unable to meet without a material reduction of the Group's indebtedness. As a consequence, the Capital Structure Review has necessitated negotiations between the Group's financial creditors in order to develop a deleveraging and funding plan as part of a comprehensive balance sheet recapitalisation. Alternatives to such a recapitalisation would place the future of the Group and its stakeholders at severe risk.

After careful consideration of all available alternatives, Nyrstar announces that it has now entered into a lock-up agreement (the "Lock-Up Agreement") with representatives of its key financial creditor groups. The Lock-Up Agreement sets out the terms for the recapitalisation of the Group (the "Recapitalisation Terms"). This marks a crucial development for Nyrstar and, once implemented, secures the Group's continuing operation for the benefit of its stakeholders, including customers, suppliers, and its 4,100 employees.

The Recapitalisation Terms include, amongst a number of other steps, a sale by the Company of the Operating Group at fair market value at the time of the sale (i.e. pre-restructuring) to a newly incorporated English subsidiary of the Company ("NewCo") and one or more schemes of arrangement under the UK Companies Act 2006. Upon implementation of the Recapitalisation Terms, Trafigura Group Pte. Ltd. (together with its affiliates, "Trafigura") will be issued 98% of the outstanding share capital of NewCo and will as a result become the owner of 98% of the equity of the Operating Group, with the Company owning the balance.

Support for the Lock-Up Agreement

The Lock-Up Agreement has been entered into by the Company (and relevant subsidiaries) with representative lenders across each of its key financial creditor groups, who have been closely involved in the constructive discussions on the proposed terms of the recapitalisation. The Group is now seeking additional consents from its creditors and is engaging with relevant parties that are required to fully implement the Recapitalisation Terms, as further described below.

As of the date of this announcement, the Lock-Up Agreement has been signed by noteholders representing 44.8% in aggregate across the Group's €500 million 6.875% senior notes due in 2024 with ISIN XS1574789746 and XS1574790835 (the "2024 Notes"), €340 million 8.5% senior notes due in 2019 with ISIN XS1107268135 and XS1107268564 (the "2019 Notes"), and €115 million convertible bonds due in 2022 with ISIN BE6288132101 (the "Convertible Bonds", and together the "Notes" and the "Noteholders"). Reference is made to the separate publication on the Company's website of the information that has been made available by the Group to such consenting Noteholders (see: www.nyrstar.com/en/investors/results-reports-and-presentations).

The Lock-Up Agreement has been negotiated and agreed in full cooperation with the coordinating committee of the Group's bank lenders (the "Bank Coordinating Committee") representing the following facilities (the "Bank Facilities"):

- The €600m revolving structured commodity trade finance facility agreement originally dated as of 28 January 2010 between, among others, Nyrstar and Deutsche Bank AG, Amsterdam Branch as Facility Agent and Security Agent ("SCTF")
- Certain unsecured bank facilities (together the "Unsecured Facilities"), with an aggregate principal amount outstanding of around €238m comprising:
    - the Prepayment Agreement dated 24 April 2018 with Politus B.V. as buyer (the "Politus Prepayment")
    - the Common Terms Agreement dated 5 September 2014 with Hydra Limited (the "Hydra Prepayment")
    - certain unsecured bilateral prepayment and working capital facilities (together the "Bilateral Facilities")

The Bank Coordinating Committee has indicated its support for the Recapitalisation Terms and the Group's lenders across the Bank Facilities will now be requested to provide their formal approvals by entering into the Lock-Up Agreement in parallel with the Noteholder approval process.

The Lock-Up Agreement is fully supported by Trafigura including in its capacity as lender under the USD650 million Trade Finance Facility Agreement (the "TFFA"), as bridge finance provider (see below) and as future majority owner of the Operating Group in accordance with the Recapitalisation Terms.

Operation of the Lock-Up Agreement, Standstill and Implementation of the Recapitalisation Terms

The Lock-Up Agreement obliges, subject to its terms and certain conditions, each of the parties to it (or becoming party to it) to take such action or provide such approvals as required to implement the Recapitalisation Terms.

The obligations of the parties under the Lock-Up Agreement will automatically terminate on the earliest of:

- Implementation of the Recapitalisation Terms
- The Restructuring Long Stop Date of 30 August 2019, which may be extended with the consent of Nyrstar, Trafigura, the Bank Coordinating Committee and a representative group of Noteholders

- Unless otherwise agreed, 29 April 2019 to the extent that the relevant majorities of creditors under the affected financing arrangements have not acceded to the Lock-Up Agreement. The relevant majorities are creditors holding: 75% by value of each of (i) the 2019 Notes and the 2024 Notes in aggregate,(ii) the Convertible Bonds, (iii) the SCTF, (iv) the Politus Prepayment, and (v) the Hydra Prepayment and each of the respective lenders under the Bilateral Facilities. With respect to (iii), (iv) and (v) above a majority in number is also required.

The Lock-Up Agreement requires the parties to proceed expeditiously with the steps required to implement the Recapitalisation Terms.

During the period in which the Lock-Up Agreement is in effect, the parties have agreed to the suspension and deferral of certain amounts otherwise falling due under the Group's debt facilities. These amounts include any principal or interest payment under the Notes and the Unsecured Facilities, including any accrued coupons or interest.

It is hoped and anticipated that, in the best interests of the Group, implementation of the Recapitalisation Terms can occur on a fully consensual basis across the Group's creditors. However, the Recapitalisation Terms also contain provision for one or more creditor schemes of arrangement under the UK Companies Act 2006. The schemes of arrangement allow for the Recapitalisation Terms to be implemented upon obtaining the necessary majority creditor consents (being 75% by value and a majority by number of those creditors voting in each scheme class). The UK establishment of NewCo helps to facilitate the UK scheme processes and is therefore required by creditors. The Recapitalisation Terms (including the sale by the Company of the Operating Group to NewCo) do not require the consent of the general meeting of shareholders. Therefore it is not required nor expected that a general meeting of the Company's shareholders will be held in relation to the Recapitalisation Terms.

Implementation of the Recapitalisation Terms will ensure the continuing operations of the Operating Group for the benefit of all stakeholders; failure to implement the Recapitalisation Terms is highly likely to lead to the insolvency of the Company and the Group, which is anticipated to result in material harm to the Group's customers, suppliers and 4,100 employees, very substantial loss of value to the financial stakeholders, and a total loss to shareholders.

USD250 million Bridge Finance Facility in conjunction with the Lock-Up Agreement

In conjunction with entering into the Lock-Up Agreement, Trafigura will provide up to USD250 million through a committed term loan facility (the "Bridge Finance Facility") to strengthen the Group's liquidity position and provide for its interim funding requirements prior to completion of the implementation of the Recapitalisation Terms. Under the Lock-Up Agreement, entry into the Bridge Finance Facility and subsequent funding are subject to certain conditions. It is anticipated that the Bridge Finance Facility will be entered into within the next few days, with funding very soon thereafter.

The Bridge Finance Facility will benefit from certain asset and share security and will have a final maturity date of 30 August 2019 and an interest rate of LIBOR plus a margin of 5% per annum. The Bridge Finance Facility's asset and share security will include guarantees from the Company, Nyrstar Sales & Marketing AG and the Group's US, Canadian and Belgian principal operating companies, a pledge of the shares of NewCo and share pledges of and asset security over the Group's US, Canadian and Belgian principal operating companies.

The necessary Noteholder consents have been sought and committed to by consenting Noteholders under the Lock-Up Agreement in order to permit the incurrence of, and security interests attaching to, the Bridge Finance Facility.

Principal Recapitalisation Terms – Trafigura

Under the agreed Recapitalisation Terms:

- Trafigura will become the owner of 98% of the shares of the Operating Group by a share issuance by NewCo
- The reinstatement of the Bank Facilities on the terms and in the amounts described below and guaranteed by Trafigura
- Issuance by Trafigura of the securities in the amounts described below to Noteholders in consideration for the discharge of the Notes
- Funding by Trafigura of the USD250 million Bridge Finance Facility
- Reinstatement by Trafigura of the USD650 million TFFA
- Providing by Trafigura of the ongoing funding requirements for the Operating Group
- 2% equity participation (indirect) in the Operating Group retained by the Company

The Operating Group will also provide certain funding towards the continued operating costs of the Company.

Principal Recapitalisation Terms – Bank Facilities

SCTF (as defined above)

- The SCTF will be reinstated in the amounts set out as follows (the "Reinstated SCTF"):
  - 100% of the principal amount outstanding for those lenders participating in their pro rata share of up to €100 million of the New Revolving Facility (see below)
  - 85% of the principal amount outstanding for those lenders not participating in their pro rata share of the New Revolving Facility
- The Reinstated SCTF will be divided equally between a revolving borrowing base facility and a term loan facility with a bullet maturity and benefit from comprehensive asset security over the European subsidiaries of the Operating Group and a corporate guarantee by Trafigura, in addition to the existing borrowing base security over certain inventories and receivables of the Operating Group
- The Reinstated SCTF will have a 5 year maturity and an interest margin of LIBOR/EURIBOR + 1% per annum

Unsecured Facilities

- The Politus Prepayment, the Hydra Prepayment and the Bilateral Facilities will be amended and reinstated in the aggregate amounts set out as follows (the "Reinstated Unsecured Facilities") (the exact allocation per facility varies according to agreement reached between those facilities):
  - 47.5% of the principal amount outstanding for those lenders participating in their pro rata share of up to €60 million of the New Revolving Facility

  - 35% of the principal amount outstanding for those lenders not participating in their pro rata share of the New Revolving Facility
- The Reinstated Unsecured Facilities will have a 5 year maturity and an interest margin of LIBOR + 1.5% per annum
- The Reinstated Unsecured Facilities will benefit from a corporate guarantee by Trafigura

New Revolving Facility

- Up to €160 million new revolving credit facility (the "New Revolving Facility") provided by lenders under the SCTF and Unsecured Facilities in the proportions described above
- The New Revolving Facility will have a 4 year maturity and an interest margin of LIBOR/EURIBOR + 1.25% per annum
- The New Revolving Facility will share the same security and guarantee package as the Reinstated SCTF except for having second ranking security over the inventory and receivables securing the borrowing base which, after the discharge of the borrowing base tranche of the Reinstated SCTF, shall rank pari passu with the security for the term loan tranche of the Reinstated SCTF

Principal Recapitalisation Terms – Notes

The Notes will be treated equally with one another with each Noteholder receiving its pro-rata share of the consideration set out below:

- €262.5 million Perpetual Resettable Step-up Subordinated Securities issued by Trafigura Group Pte Ltd.
  - Maturity: no fixed maturity date
  - Interest: 7.5% per annum with step up margin of 3% applied after 5 years
  - Other terms and conditions based on Trafigura's perpetual securities issued under an offering memorandum dated 15 March 2017
- €80.6 million (USD equivalent) Guaranteed Senior Notes issued by Trafigura Funding S.A. under the EUR 3 billion Euro Medium Term Note Programme (and consolidated with the USD400 million notes issued on 19 March 2018)
  - Maturity: 19 March 2023
  - Interest: 5.250% per annum
  - Guaranteed by Trafigura Group Pte. Ltd., Trafigura Trading LLC and Trafigura Pte Ltd
- €225 million (USD equivalent) Guaranteed Zero Coupon Commodity Price Linked instrument issued by a new subsidiary of Trafigura
  - Maturity: 7 years following the Issue Date
  - Early Repayment: quarterly calculated by reference to 5% of 250,000 tonnes multiplied by the excess of the average zinc price during that quarter over USD2,500/t up to a cap of USD2,900/t plus 10% of 250,000 tonnes multiplied by the excess of the average zinc price during the quarter over USD2,900/t

    - All payments guaranteed by Trafigura Group Pte. Ltd., Trafigura Trading LLC and Trafigura Pte Ltd

- In addition, any Noteholder acceding to the Lock-Up Agreement on or before 25 April 2019 (and subject to certain other requirements) will receive a cash settled fee of 150bps of the principal amount of its Notes on implementation of the Recapitalisation Terms.
- Lucid Issuer Services Limited ("Lucid") is acting as information and tabulation agent on behalf of the Group. For access to the Lock-Up Agreement and instructions on the delivery of consents, Noteholders should refer to the information issued via the clearing systems or to Lucid via their website (details below).

Principal Recapitalisation Terms – TFFA

Under the Recapitalisation Terms, all security and guarantors supporting the TFFA will be released. Its term will be extended to a new 5 year maturity.

Principal Recapitalisation Terms – Bridge Finance Facility

Under the Recapitalisation Terms, all security and guarantors supporting the Bridge Finance Facility will be released. It will be converted to an unsecured on-demand intercompany debt with no fixed maturity, and, at Trafigura's option, will be equitised or subordinated.

Principal Recapitalisation Terms – Unaffected Facilities

Existing debt and working capital facilities not specifically referenced above will remain unaffected by the Recapitalisation Terms and will continue to operate on their existing terms throughout the period of the Lock-Up Agreement and following the implementation effective date. This includes the AUD291 million perpetual securities issued by Nyrstar Port Pirie which are unaffected by the Lock-Up Agreement and in relation to which, the Company remains in constructive discussions with the South Australian Government.

Principal Recapitalisation Terms – Equity

The Recapitalisation Terms provide for a sale by the Company of the Operating Group to NewCo, following which Trafigura will be issued 98% of the outstanding share capital of NewCo. The Company will continue to be a holding company, holding 2% of the equity (indirect) in the Operating Group for the benefit of existing shareholders, released of liabilities for existing financial indebtedness and guarantees of commercial agreements. The Operating Group will also provide certain funding towards the continued operating costs of the Company.

In view of the material principal impairment of the Group's senior ranking debt facilities, including the €955 million unsecured Notes, and the significant funding requirements of the Group, as previously announced, current shareholders will be very materially diluted, resulting in very limited economic recovery to the shares that will depend on any distributions made to the Company on the 2% participation that the Company will hold in the Operating Group.

The Company has decided to voluntarily apply, and to make implementation of the Recapitalisation Terms conditional on, the procedure provided for in article 524 of the Belgian Companies Code, in the interest of all stakeholders of the Group, including the Company's shareholders. The independent expert appointed during this process will also review the price at which the Company will sell the Operating Group to NewCo. The annual report on the financial year ending on 31 December 2019 will contain the disclosures provided in article 524 of the Belgian Companies Code.

Shareholders are reminded that, as previously announced, the Annual General Meeting will take place on Tuesday 25 June 2019, at 11:00 a.m. CEST.

Lucid contact details for Noteholders

Sunjeeve Patel / Victor Parzyjagla

Website: www.lucid-is.com/nyrstar

Telephone: + 44 20 7704 0880

Email: nyrstar@lucid-is.com

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 4,100 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 contact:

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