



LIMITED LIABILITY COMPANY ("NAAMLOZE VENNOOTSCHAP")  
Registered Office: Zinkstraat 1, 2490 Balen, Belgium  
Company Number VAT BE 0888.728.945 RPR/RPM Turnhout

## SHARES AND VOTING RIGHTS

**Extraordinary General Meeting**  
to be held on Monday 19 May 2014 at 11:00 a.m.

This overview has been prepared by Nyrstar NV in accordance with article 533bis, §2, b) of the Belgian Company Code.

On 28 April 2014, the Company has 170,022,544 outstanding ordinary shares.<sup>(1)</sup> Each share gives the right to one vote.<sup>(2)</sup>

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### Notes:

<sup>(1)</sup> Pursuant to a decision of the Board of Directors of 11 September 2014, the Company also issued 4.25% senior unsecured convertible bonds due 2018 for an aggregate principal amount of EUR 120,000,000. The possibility to convert the convertible bonds into new shares of the Company was approved by the extraordinary general shareholders' meeting of the Company held on 23 December 2013. The convertible bonds can be converted at any time. To date, no convertible bonds have been converted. The conversion price of the convertible bonds can be adjusted downwards in a number of circumstances, including in the event of certain distributions on the outstanding shares. The current conversion price of the convertible bonds is EUR 4.9780 per share. Based on a conversion price of EUR 4.9780, if all convertible bonds were converted in their entirety, 24,106,067 new shares would be issued.

Pursuant to a decision of the Board of Directors of 30 June 2009, the Company also issued 7% senior unsecured convertible bonds due 2014 for an aggregate principal amount of EUR 120,000,000. The possibility to convert the convertible bonds into new shares of the Company was approved by the extraordinary general shareholders' meeting of the Company held on 25 August 2009. The convertible bonds can be converted at any time. To date, convertible bonds in an aggregate principal amount of EUR 100,000 have been converted, and all others remain outstanding. The conversion price of the convertible bonds can be adjusted downwards in a number of circumstances, including in the event of certain distributions on the outstanding shares. The current conversion price of the convertible bonds is EUR 5.6300 per share. Based on a conversion price of EUR 5.6300, if all convertible bonds were converted in their entirety, 21,296,625 new shares would be issued.

<sup>(2)</sup> On the date of this document the Company also holds 15,197,734 of its own shares. Pursuant to the Belgian Company Code, the voting right attached to the own shares held by the Company is suspended.