



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

EXPLANATORY NOTE

SPECIAL GENERAL MEETING

to be held on Thursday 2 June 2016 at 11:30 a.m.

Introduction

This explanatory note has been prepared on behalf of the Board of Directors of Nyrstar NV (the "Company") in connection with the various items on the agenda of the special general shareholders' meeting of the Company, to be held on Thursday 2 June 2016. Pursuant to Article 533bis, §2, d) of the Belgian Companies Code, this note contains for each of the items on the agenda of the aforementioned special general shareholders' meeting a proposed resolution or, if the item does not require a resolution, a commentary on behalf of the Board of Directors.

For further information on date, hour and venue of the special general shareholders' meeting, the manner in which the holders of securities issued by the Company can participate to the meeting and background documentation regarding the meeting, reference can be made to the notice convening the special general shareholders' meeting.

AGENDA

Agenda and proposed resolutions: The agenda and proposed resolutions of the special general shareholders' meeting of the Company, which, as the case may be, can be amended at the meeting on behalf of the Board of Directors, are as follows:

1. **Approval in accordance with Article 556 of the Belgian Companies Code in connection with the zinc prepayment arrangement entered into on 29 December 2015**

Explanation: In December 2015, Nyrstar Sales & Marketing AG ("NSM", a wholly owned subsidiary of the Company) entered into a zinc prepayment arrangement with Politus B.V. ("Politus"). The Company guarantees the obligations of NSM towards Politus. This prepayment arrangement has been documented by, amongst others, a prepayment agreement entered into by NSM and Politus (the "Prepayment Agreement"), under which Politus prepays the sales price for zinc to be delivered by NSM. More specifically, Politus prepays an amount of US\$ 150 million, in consideration of which NSM makes physical delivery instalments of zinc of which the volume can vary depending on the prevailing zinc price. The prepayment structure has a three year tenor, with a 12 month grace period and then equal monthly instalments (via deliveries of zinc) over a period of two years. In order to finance the prepayment of the price, Politus as borrower entered into a facility agreement with the parties mentioned therein as original lenders and Deutsche Bank AG, Amsterdam Branch as arranger, agent and security agent (the "Facility Agreement"). In addition, in this context, the following agreements have also been entered into: a purchase contract between NSM as seller and Politus as buyer (the "Export Contract"), a purchase contract by Politus as seller (the "Sales Contract"), a deed in respect of the provision of agency services) between, amongst others, Politus and NSM (the "Agency Contract") and a parent company guarantee and indemnity by the Company with respect to the obligations of NSM under the Prepayment Agreement (the "Guarantee", and the Prepayment Agreement, the Facility Agreement, the Export Contract, the Sales Contract, the Agency Contract and the Guarantee together the "Transaction Documents").

Certain clauses of the Transaction Documents fall within the scope of, or may fall within the scope of, Article 556 of the Belgian Companies Code, which requires the approval of the general shareholders' meeting for the granting of rights to third parties that have an impact on the Company's equity, or that give rise to a liability or obligation of the Company, when the exercise of such rights is dependent upon a public takeover bid on the Company's shares or a change of the control over the Company.

The Company has agreed to submit the clauses of the Transaction Documents to the general shareholders' meeting in order to obtain (insofar as required) its approval of the clauses concerned. Accordingly, this proposed resolution aims for the clauses concerned to be approved by the general shareholders' meeting in accordance with Article 556 of the Belgian Companies Code.

Proposed resolution: The general shareholders' meeting takes note of the zinc prepayment arrangement entered into by the Company and Nyrstar Sales & Marketing AG ("NSM", a wholly owned subsidiary of the Company) with Politus B.V. ("Politus") on 29 December 2015 and of the related documentation, including a prepayment agreement entered into by NSM and Politus (the "Prepayment Agreement"), a facility agreement entered into by Politus as borrower, the parties mentioned therein as original lenders and Deutsche Bank AG, Amsterdam Branch as arranger, agent and security agent (the "Facility Agreement"), a purchase contract between NSM as seller and Politus as buyer (the "Export Contract"), a purchase contract by Politus as seller (the "Sales Contract"), a deed in respect of the provision of agency services between, amongst others, Politus and NSM (the "Agency Contract") and a parent company guarantee and indemnity provided by the Company with respect to the obligations of NSM under the Prepayment Agreement (the "Guarantee", and the Prepayment Agreement, the Facility Agreement, the Export Contract, the Sales Contract, the Agency Contract and the Guarantee together the "Transaction Documents"). Insofar as required, the general shareholders' meeting approves all clauses of the Prepayment Agreement and the other Transaction Documents that fall or may fall within the scope of Article 556 of the Belgian Companies Code, including, but not limited to: Article 5.2 of the Prepayment Agreement, and Article 8.2 of the Facility Agreement read in conjunction with Article 23.4 of the Facility Agreement in combination with Article 5.3 of the Prepayment Agreement, and any other provisions of the Transaction Documents that fall or may be deemed to fall within the scope of Article 556 of the Belgian Companies Code (referring to the granting of rights to third parties that have an impact on the Company's equity, or that give rise to a liability or obligation of the Company, when the exercise of such rights is dependent upon a public takeover bid on the Company's shares or a change of the control over the Company). The general shareholders' meeting further grants a special power of attorney to each Director of the Company and the Company Secretary, acting singly and with the power of substitution, to perform the formalities required by Article 556 of the Belgian Companies Code with respect to this resolution.

2. Approval in accordance with Article 556 of the Belgian Companies Code in connection with the working capital facility agreement entered into with Trafigura

Explanation: In May 2016, Nyrstar Sales & Marketing AG (a wholly owned subsidiary of the Company) as borrower, the Company (as guarantor), Nyrstar Belgium NV (a wholly owned subsidiary of the Company) as guarantor and Trafigura as lender will enter into a working capital facility agreement (the "Working Capital Facility"). It is an uncommitted, revolving credit for an amount of maximum US\$ 150 million and for a period of nine months.

Certain clauses of the Working Capital Facility (and, if applicable, also of the related documentation) fall within the scope of, or may fall within the scope of, Article 556 of the Belgian Companies Code, which requires the approval of the general shareholders' meeting for the granting of rights to third parties that have an impact on the Company's equity, or that give rise to a liability or obligation of the Company, when the exercise of such rights is dependent upon a public takeover bid on the Company's shares or a change of the control over the Company.

This proposed resolution aims to obtain the approval of the clauses concerned of the Working Capital Facility (and, if applicable, of the related documentation) by the general shareholders' meeting, in accordance with Article 556 of the Belgian Companies Code.

Proposed resolution: The general shareholders' meeting takes note of the working capital facility agreement between the Company (as guarantor), Nyrstar Sales & Marketing AG ("NSM") as borrower and Nyrstar Belgium NV as guarantor and Trafigura as lender (the "Working Capital Facility"), and of the related documentation. Insofar as required, the general shareholders' meeting approves all clauses of the Working Capital Facility (and, if applicable, of the related documentation) that fall or may fall within the scope of Article 556 of the Belgian Companies Code, including, but not limited to the clause in the Working Capital Facility entitled '*Mandatory prepayment - change of control*' and all other clauses of the Working Capital Facility and related documentation (if applicable) that fall or may be deemed to fall within the scope of Article 556 of the Belgian Companies Code. The general shareholders' meeting further grants a special power of attorney to each Director of the Company and the Company Secretary, acting singly and with the power of substitution, to perform the formalities required by Article 556 of the Belgian Companies Code with respect to this resolution.

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Done on 3 May 2016

On behalf of the Board of Directors