



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

SHARES AND VOTING RIGHTS

SPECIAL GENERAL MEETING

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

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

On 3 May 2016, the Company has 935,639,603 outstanding ordinary shares.⁽¹⁾ Each share gives the right to one vote.

Note:

⁽¹⁾ Pursuant to a decision of the Board of Directors of 11 September 2013, 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 2.16 (rounded) per share. Based on a conversion price of EUR 2.16, if all convertible bonds were converted in their entirety, 55,555,555 new shares would be issued.