



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 18 May 2017 at 11:30 a.m.

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

On 14 April 2017, the Company has 93,563,960 outstanding ordinary shares.<sup>(1)</sup> Each share gives the right to one vote.

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Note:

<sup>(1)</sup> On 25 September 2013, the Company also issued 4.25% senior unsecured convertible bonds due 2018 (the "2018 Convertible Bonds") for an aggregate principal amount of EUR 120,000,000. The possibility to convert the 2018 Convertible Bonds into new shares of the Company was approved by the extraordinary general shareholders' meeting of the Company held on 23 December 2013. On the date of this document, 2018 Convertible Bonds in an aggregate principal amount of in an aggregate principal amount of EUR 90,500,000 remain outstanding. The outstanding 2018 Convertible Bonds can be converted into new or existing shares of the Company at any time. The conversion price of the 2018 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 2018 Convertible Bonds is EUR 21.63 (rounded) per share. Based on a conversion price of EUR 21.63, if all outstanding 2018 Convertible Bonds were converted into new shares in their entirety, 4,184,003 new shares would be issued. If the conversion price is adjusted downwards, this would lead to the issuance of more than 4,184,003 new shares if all of the 2018 Convertible Bonds were to be converted into new shares in their entirety.

On 11 July 2016, the Company also issued 5% senior unsecured convertible bonds due 2022 (the "2022 Convertible Bonds") for an aggregate principal amount of EUR 115,000,000. The possibility to convert the 2022 Convertible Bonds into new shares of the Company was approved by the extraordinary general shareholders' meeting of the Company held on 17 November 2016. The 2022 Convertible Bonds can be converted into new or existing shares of the Company at any time. The conversion price of the 2022 Convertible Bonds can be adjusted downwards in a number of circumstances, including in the event of an issue of new shares, whereby the new shares are issued at a price that is lower than the applicable market price of the shares at the time of the issue. The current conversion price of the 2022 Convertible Bonds (which is subject to adjustment under clause 5(b) of the terms and conditions of the 2022 Convertible Bonds) is EUR 9.60 per share. Based on a conversion price of EUR 9.60 per share, if all 2022 Convertible Bonds were converted into new shares in their entirety, 11,979,166 new shares would be issued. If the conversion price is adjusted downwards, this would lead to the issuance of more than 11,979,166 new shares if all of the 2022 Convertible Bonds were to be converted into new shares in their entirety.