Limited Liability Company (*Naamloze Vennootschap*)
Zinkstraat 1, 2490 Balen (Belgium)
Company number VAT BE 0888.728.945 RLP Antwerp, division Turnhout

Report of the Board of Directors

1. Introduction

This special report has been prepared by the Board of Directors of Nyrstar NV (the "**Company**") in accordance with Article 596 of the Belgian Companies Code and relates to the proposal of the Board of Directors to disapply, in the interest of the Company, the statutory preferential subscription right of the Company's existing shareholders and, in so far as required, of the Company's existing convertible bond holders (in each case not to the benefit of one or more specified persons), in connection with a proposed increase of the share capital of the Company in the framework of the authorised capital with a maximum amount of EUR 19,456,499.62 (excluding issue premium) through the issuance of a maximum of 18,729,784 new shares, to be offered via a private placement, through an accelerated bookbuilt procedure, to a broad group of currently unidentified Belgian and foreign institutional, qualified, professional and/or other investors in circumstances that do not require the publication of an offering or listing prospectus, in and outside of Belgium (the "**Transaction**").

In particular, the Board of Directors notes that the statutory preferential subscription right is not disapplied in favour of one or more specified persons, within the meaning of Article 598 of the Belgian Companies Code.

In this report, the Board of Directors explains and clarifies the proposed disapplication of the preferential subscription right in connection with the proposed increase of the share capital of the Company in the framework of the Transaction and, more particularly, the issue price of the new shares and the financial consequences of the Transaction for the existing shareholders of the Company (including with respect to their participation in the results and the share capital of the Company).

This special report must be read together with the report prepared in accordance with Article 596 of the Belgian Companies Code by the Company's Statutory Auditor, Deloitte Bedrijfsrevisoren BV ovve CVBA, a civil company having the form of a cooperative company with limited liability organised and existing under the laws of Belgium, with registered office at Gateway building, Luchthaven Nationaal 1J, 1930 Zaventem, represented by Mr. Gert Vanhees, auditor.

2. Authorised capital

By virtue of the resolution of the extraordinary general shareholders' meeting of the Company held on 18 May 2017, as published by excerpt in the Annexes to the Belgian Official Gazette of 6 June 2017, the Board of Directors of the Company has been granted certain powers to increase the Company's share capital in the framework of the authorised capital. The powers under the authorised capital have been set out in Article 9 of the Company's Articles of Association.

Pursuant to the authorisation granted by the extraordinary general shareholders' meeting, the Board of Directors is authorised to increase the share capital of the Company in one or more transactions with a maximum amount of EUR 29,157,878.75. This represented 30% of the Company's share capital at the time the powers under the authorised capital were granted to the Board of Directors. The authorisation is valid for a period of three years as from 6 June 2017.

Within the framework of the authorised capital, the Board of Directors may increase the share capital by contributions in cash or in kind, by capitalisation of reserves, whether available or unavailable for distribution, with or without the issuance of new shares. The Board of Directors may use this authorisation for the issuance of the securities mentioned in Article 11 of the Company's Articles of Association.

When exercising its powers under the authorised capital, the Board of Directors is authorised to effect the transaction with application of the statutory preferential subscription rights of the shareholders (within the meaning of Article 592 and following of the Belgian Companies Code). Subject to applicable company, financial and securities law rules, the Board of Directors is authorised to restrict or cancel the statutory preferential subscription rights of the company's shareholders in accordance with the provisions of Article 596 of the Belgian Companies Code for the purpose of (a) a transaction with non-statutory preferential subscription rights for the existing shareholders, (b) a transaction in which the statutory preferential subscription rights are restricted or cancelled for the benefit of one or more categories or classes of investors and/or shareholders, including (but not limited to) (i) professional, institutional or qualified investors, (ii) directors, employees, personnel and/or service providers of the Company and its subsidiaries, and/or (iii) shareholders and/or investors located in one or more geographical areas, and (c) (public or non-public) offerings of securities in certain selected jurisdictions only, to be determined by the Board of Directors. When restricting or cancelling the statutory preferential subscription right of the Company's shareholders, the Board of Directors has the ability (but not the obligation) to provide for a priority allocation to the existing shareholders with respect to all or a portion of the transaction. Unless expressly permitted as aforementioned, the Board of Directors is not authorised to restrict or cancel the statutory preferential subscription right for the benefit of a specifically named investor or shareholder in accordance with the provisions of Article 598 of the Belgian Companies Code.

The Board of Directors has used its powers under the authorised capital in June 2017, for an amount of EUR 88,265.79 (excluding issue premium) through the issuance of 84,969 new shares. The Board of Directors therefore still has the authority under the authorised capital to increase the Company's share capital with an aggregate amount of EUR 29,069,612.96 (excluding issue premium).

3. Proposed Transaction

3.1 Structure of the Transaction

In accordance with Article 9 of the Company's Articles of Association, the Board of Directors envisages to increase the share capital of the Company in the framework of the authorised capital through a contribution in cash of a maximum amount of EUR 19,456,499.62 (excluding issue premium) by issuing a maximum number of 18,729,784 new shares.

If not all of the offered new shares are subscribed for, the proposed capital increase can nevertheless be completed for up to all or part of the subscriptions that the Company will have received and accepted at the applicable issue price, which will be determined as set forth below, and provided that the Board of Directors, or the placement committee that shall be established by the Board of Directors (the "**Placement Committee**"), so decides.

Even if all offered new shares are subscribed for, the capital increase can be completed by issuing less shares than the number of shares for which the Company has received subscriptions at the applicable issue price, which will be determined as set forth below and provided that the Board of Directors or the Placement Committee so decides. The Board of Directors or the Placement Committee may, for the avoidance of doubt, also decide not to complete the contemplated capital increase, even if all or part of the offered new shares are subscribed for.

The subscription period shall start at the earliest on the day of the board meeting approving the contemplated capital increase and shall end at the latest thirty (30) days after the opening of the subscription period. The Board of Directors or the Placement Committee is, however, authorised to increase the share capital of the Company at any time during the subscription period up to the number of shares for which, at that time, the Company has received and accepted subscriptions. The Board of Directors or the Placement Committee is also authorised to lengthen or shorten the subscription period and/or to prematurely end the subscription period, at its sole discretion, even if the offered new shares have not or have only partially been subscribed for.

3.2 Disapplication of the preferential subscription right of the existing shareholders

In the framework of the contemplated capital increase, the Board of Directors proposes to disapply the preferential subscription right of the Company's existing shareholders and, in so far as required, of the Company's existing convertible bond holders (in each case not to the benefit of one or more specified persons), in accordance with Article 596 of the Belgian Companies Code, in order to allow J.P. Morgan Securities plc ("**J.P. Morgan**") and KBC Securities SA/NV ("**KBC Securities**" and together with J.P. Morgan, the "**Joint Bookrunners**") to offer the new shares to a broad group of currently unidentified Belgian and foreign institutional, qualified, professional and/or other investors in circumstances that do not require the publication of an offering or listing prospectus, in and outside of Belgium, in the framework of a private placement through an accelerated bookbuilt procedure.

3.3 Issue price of the new shares

The Joint Bookrunners shall be instructed by the Company to proceed with a so-called accelerated bookbuilt procedure with a broad group of currently unidentified Belgian and foreign institutional, qualified, professional and/or other investors in circumstances that do not require the publication of an offering or listing prospectus, in and outside of Belgium, that are to be contacted by the Joint Bookrunners during the subscription period in order to solicit their interest to subscribe for the shares that are to be issued by the Company in the framework of the Transaction.

The issue price of the new shares to be issued shall at least be equal to the fractional value (*fractiewaarde*) of the existing shares, *i.e.*, EUR 1.04 (rounded) per share. The Board of Directors or the Placement Committee shall determine the amount of the issue premium in consultation with the Joint Bookrunners and shall consequently determine the final issue price (consisting of the fractional value plus issue premium), *inter alia* taking into account the results of the above mentioned accelerated bookbuilt procedure.

The issue price of the new shares to be issued will be accounted for as follows. An amount equal to the fractional value (*fractiewaarde*) of the existing shares, *i.e.*, EUR 1.04 (rounded), shall be booked as share capital (*maatschappelijk kapitaal*). The amount by which the issue price exceeds the fractional value of the existing shares of the Company shall be booked as issue premium. The issue premiums booked will be accounted for on the liabilities side of the Company's balance sheet under its net equity. The account on which the issue premiums are booked shall, like the share capital, serve as the guarantee for third parties and can only be reduced on the basis of a lawful resolution of the general shareholders' meeting passed in the manner required for an amendment to the Company's Articles of Association.

3.4 Admission to trading of the new shares

The Company shall make the necessary filings and applications, all as required by applicable regulations, in order to permit an admission to trading on the regulated market of Euronext Brussels immediately following the issuance of the new shares.

3.5 The rights attached to the new shares

The new shares to be issued will have the same rights and benefits as, and rank *pari passu* in all respects, including as to entitlement to dividends, with, the existing and outstanding shares of the Company at the moment of their issuance and will be entitled to distributions in respect of which the relevant record date or due date falls on or after the date of issuance of the new shares.

4 Justification of the proposed Transaction

The Board of Directors believes that the Transaction is in the interest of the Company because the Transaction will improve the net equity position of the Company. The net proceeds of the placement of the new shares will be used mainly:

- *to fund EUR 30 million of the capital investment associated with the restart of the Myra Falls mine which commenced in August 2017;*
- *to fund the additional EUR 70 million of capital investment associated with the Port Pirie Redevelopment, announced in February 2017, which is now being ramped up and expected to deliver a substantial earnings uplift progressively as from 2018; and*
- *to accelerate its strategy to further strengthen and start deleveraging the balance sheet.*

The proposed Transaction may furthermore allow the Company to further strengthen its image with investors, both on a national and an international level, which may be in the interest of the further development of the Company's activities and any future capital markets transactions. The Transaction may also allow the Company to broaden its shareholders' structure, both on a national and an international level, which may improve both the stability of the shareholders' structure of the Company and the liquidity of the Company's shares as traded on Euronext Brussels.

5 Justification of the issue price of the new shares

The issue price of the new shares shall at least be equal to the fractional value of the existing shares of the Company, *i.e.*, EUR 1.04 (rounded) per share.

The amount of the issue premium and, hence, the total issue price of the new shares (fractional value plus issue premium) shall be determined by the Board of Directors or by the Placement Committee, in consultation with the Joint Bookrunners, on the basis of the results of the aforementioned accelerated bookbuilt procedure that is organised by the Joint Bookrunners. During this process, interested investors can indicate to the Joint Bookrunners their interest to subscribe for the new shares, as well as the number of shares and the issue price at which they are willing to subscribe for the new shares. Such bookbuilt procedure constitutes, in the opinion of the Board of Directors, a fair and objective method on the basis of which a justified issue price can be determined.

6 Justification of the disapplication of the preferential subscription right

The Board of Directors proposes to proceed with the contemplated increase of the share capital of the Company in the framework of the authorised capital and with the issuance of the new shares without preferential subscription right of the existing shareholders and, in so far as required, of the existing convertible bond holders. The Board of Directors hence proposes to disapply the preferential subscription right of the existing shareholders and, in so far as required, of the existing convertible bond holders, in connection with the contemplated Transaction.

The disapplication of the preferential subscription right of the existing shareholders and, in so far as required, of the existing convertible bond holders, allows the Joint Bookrunners to offer the new shares directly to a broad group of currently unidentified Belgian and foreign institutional, qualified, professional and/or other investors in circumstances that do not require the publication of an offering or listing prospectus, in and outside of Belgium, that are to be contacted by the Joint Bookrunners during the subscription period in order to solicit their interest to subscribe for the new shares.

Firstly, this allows the Company to raise a significant amount of funds through an accelerated process to further finance its activities, as set out above.

Secondly, the structure may allow the Company to broaden its shareholders' structure, both on a national and an international level, which may improve both the stability of the shareholders' structure of the Company and the liquidity of the Company's shares as traded on Euronext Brussels. This is in the interest of both the existing shareholders and the Company for the purposes of any future capital market transactions.

Thirdly, this may allow the Company to further strengthen its image with investors, both on a national and an international level. This is in the interest of the further development of the Company's activities.

Fourth, the Board of Directors is not in favour of proceeding with a capital increase by means of a public offering. A public offering is not only very costly for the Company, it also requires a considerably longer preparation, as a result of which the Company could miss a potential window of opportunity which according to the Company's financial advisors currently exists to attract additional funds on the capital markets. It is indeed uncertain that such a window of opportunity would still exist in the near future. The private placement, hence, allows the Company to raise new funds in a fast and cost efficient manner. Therefore, the Board of Directors is in favour to proceed with a private placement.

For all of the above reasons, the Board of Directors is of the opinion that the contemplated capital increase, even with disapplication of the preferential subscription right, is in the interest of both the Company and the existing shareholders as this may allow the Company to swiftly and cost-efficiently attract the new funds that are necessary to implement its strategy.

7 Certain financial consequences of the Transaction for the existing shareholders

The following paragraphs provide an overview of certain financial consequences of the proposed Transaction.

7.1 Introductory comments

The actual effects of the proposed Transaction cannot yet be determined with certainty, as the key financial parameters of the offering such as the actual number and the issue price of the new shares to be issued are unknown as at the date of this report, and will not be known until after the closing of the offering of the new shares and bookbuilt procedure. Furthermore, once started and depending on the circumstances, the offering could still be postponed or cancelled.

Accordingly, the discussion herein of the financial consequences of the Transaction for existing shareholders is purely illustrative and hypothetical, and is based on purely indicative financial parameters (where relevant). The actual issue price and the number of the new shares to be issued in connection with the Transaction may vary significantly from the hypothetical values used in this report.

7.2 Current capital structure of the Company

On the date of this special report, the share capital of the Company amounts to EUR 97,281,194.98, represented by 93,648,929 shares without nominal value, each representing one 93,648,929th part of the share capital of the Company. The current fractional value of the Company's shares amounts to (rounded) EUR 1.04 per share, which is the result of a fraction, the numerator of which is equal to the Company's share capital (i.e. EUR 97,281,194.98) and the denominator of which is equal to the Company's outstanding shares (i.e. 93,648,929 shares).

On 25 September 2013, Nyrstar issued 4.25% senior unsecured convertible bonds due 2018 for an aggregate principal amount of EUR 120,000,000 (each bond having a principal amount of EUR 100,000) (the "**2018 Convertible Bonds**"). The possibility to convert the 2018 Convertible Bonds into new shares was approved by the extraordinary general shareholders' meeting of the Company held on 23 December 2013. The 2018 Convertible Bonds can be converted into new or existing shares at any time. On 27 February 2017, Nyrstar Netherlands (Holdings) B.V., a subsidiary of the Company, launched a voluntary tender offer to purchase for cash any and all of the 1,200 2018 Convertible Bonds outstanding at that time. At the expiration of the tender offer on 8 March 2017, 295 2018 Convertible Bonds (for an aggregate principal amount of 29,500,000) were validly tendered. On 5 September 2017, Nyrstar Netherlands (Holdings) B.V., a subsidiary of the Company, launched a new voluntary tender offer to purchase for cash any and all of the 950 2018 Convertible Bonds outstanding at that time. At the expiration of the tender offer on 13 September 2017, 615 2018 Convertible Bonds (for an aggregate principal amount of EUR 61,500,000) were validly tendered. Taking into account the results of the aforementioned tender offers, 290 out of the 1,200 issued 2018 Convertible Bonds (for an aggregate principal amount of EUR 29,000,000) remain outstanding at the date of this report. To date, none of the 2018 Convertible Bonds have been converted. The current conversion price of the 2018 Convertible Bonds is EUR 21.63 per share. The conversion price of the 2018 Convertible Bonds can be adjusted downwards in a number of circumstances, including in the event of an issue of new shares, including as a result of the proposed Transaction (see also below), 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. Based on a conversion price of EUR 21.63 per share, if all 290 outstanding 2018 Convertible Bonds were converted into new shares in their entirety, 1,340,730 new shares would be issued. If the conversion price of the 2018 Convertible Bonds is adjusted downwards, this would lead to the issuance of more than 1,340,730 new shares if all of the 2018 Convertible Bonds were to be converted in their entirety.

On 11 July 2016, Nyrstar issued 5.00% senior guaranteed unsecured convertible bonds due 2022 for an aggregate principal amount of EUR 115,000,000 (each bond having a principal amount of EUR 100,000) (the "**2022 Convertible Bonds**"). The possibility to convert the 2022 Convertible Bonds into new shares 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 at any time. To date, none of the 2022 Convertible Bonds have been converted, and all of the 1,150 issued 2022 Convertible Bonds (for an aggregate principal amount of EUR 115,000,000) remain outstanding at the date of this report. The current conversion price of the 2022 Convertible Bonds is EUR 9.60 per share. 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, including as a result of the proposed Transaction (see also below), 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. Based on a conversion price of EUR 9.60 per share, if all 1,150 outstanding 2022 Convertible Bonds were converted into new shares in their entirety, 11,979,166 new shares would be issued. If the conversion price of the 2022 Convertible Bonds 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 in their entirety.

The evolution of the share capital and the number of shares of the Company upon completion of the proposed Transaction is simulated below. Subject to the methodological reservations noted in paragraph 7.1, the table below reflects the evolution of the number of outstanding shares, assuming that 18,729,784 new shares are issued in the Transaction. The table below assumes a maximal dilution scenario. Accordingly, for the sake of the theoretical computation of the dilutive effect, the table below assumes that (a) existing shareholders would subscribe for none of the new shares, and (b) all outstanding 2018 Convertible Bonds and 2022 Convertible Bonds have been entirely converted into new shares at the conversion price of EUR 21.63 and EUR 9.60 per share, respectively. As indicated above, the terms and conditions of the 2018 Convertible Bonds and 2022 Convertible Bonds provide for a downward adjustment of the applicable conversion prices of the convertible bonds in a number of circumstances. Depending on the final issue price that will be determined for the Transaction, the Transaction may cause a downward adjustment of the applicable conversion prices of the convertible bonds. However, for purposes of the simulations below, it is assumed that the conversion prices will not be adjusted. Should they be adjusted downwards as a result of the Transaction, this would give rise to the issuance of more shares upon conversion of the convertible bonds.

	Before the Transaction	**After the Transaction**
Before dilution		
Share capital	EUR 97,281,194.98	EUR 116,737,694.60
Outstanding shares	93,648,929	112,378,713
Fractional value (rounded)	EUR 1.04	EUR 1.04
Dilution	/	16.67%

After dilution due to conversion of 2018 Convertible Bonds and conversion of 2022 Convertible Bonds (1)		
Share capital	EUR 111,117,902.94	EUR 130,574,402.56
Outstanding shares	106,968,825	125,698,609
Fractional value (rounded)	EUR 1.04	EUR 1.04
Dilution (2)	/	14.90% (2)

Notes: (1) Taking into account a conversion of the outstanding 2018 Convertible Bonds and 2022 Convertible Bonds in full at a conversion price of EUR 21.63 and EUR 9.60 per share, respectively, and the issue of an aggregate of 13,319,896 new shares as a result thereof. If all of the 2018 Convertible Bonds and 2022 Convertible Bonds are exercised in full as aforementioned, the dilutive effect of such conversion would be 12.45%.

(2) If all of the outstanding 2018 Convertible Bonds and 2022 Convertible Bonds are converted in full (leading to an issuance of an aggregate of 13,319,896 new shares, based on a conversion price of EUR 21.63 per share (for the 2018 Convertible Bonds), respectively EUR 9.60 per share (for the 2022 Convertible Bonds)) and 18,729,784 new shares are issued in the Transaction, the combined dilutive effect for the existing shareholders of the Company would be 25.50%.

7.3 Consequences as to net equity

Based on the unaudited consolidated financial statements of the Company for the six months ended on 30 June 2017 (which have been prepared in accordance with the International Financial Reporting Standards or IFRS, as adopted by the European Union), the consolidated accounting net equity of the Company amounted to EUR 500.8 million or EUR 5.35 (rounded) per share (based on 93,648,929 shares). The aforementioned net equity position does not take into account possible profits or losses nor any other possible changes in net equity since 30 June 2017.

Based on the audited consolidated annual financial statements of the Company for the financial year ended on 31 December 2016 (which have been prepared in accordance with the International Financial Reporting Standards or IFRS as adopted by the European Union), the consolidated accounting net equity of the Company amounted to EUR 543.9 million or EUR 5.81 (rounded) per share (based on 93,563,960 shares). Based on the audited non-consolidated annual financial statements of the Company for the financial year ended on 31 December 2016 (which have been prepared in accordance with the Belgian generally accepted accounting principles or Belgian GAAP), the non-consolidated accounting net equity of the Company amounted to EUR 1,257,203,198 or EUR 13.44 (rounded) per share (based on 93,563,960 shares). The aforementioned net equity positions do not take into account possible profits or losses nor any other possible changes in net equity since 31 December 2016.

For further information on the Company's net equity position on the aforementioned dates, reference is made to the financial statements of the Company, which are available on the Company's website (www.nyrstar.com).

The evolution of the Company's accounting net equity on a consolidated and a non-consolidated basis as a result of the proposed Transaction is simulated in the table below. The table below assumes that a maximum amount of 18,729,784 new shares are issued in the Transaction.

	Transaction		
	Issue price of EUR 6.50	**Issue price of EUR 6.75**	**Issue price of EUR 7.00**
Consolidated net equity (H1 2017)			
On 30 June 2017			
Net equity (in million)(1)......................	EUR 500.8	EUR 500.8	EUR 500.8
Outstanding shares.....	93,648,929	93,648,929	93,648,929
Net equity per share (rounded)	EUR 5.35	EUR 5.35	EUR 5.35
Transaction			
Increase of net equity (2).......................	EUR 121,743,596	EUR 126,426,042	EUR 131,108,488
Number of new shares issued.............	18,729,784	18,729,784	18,729,784
After Transaction			
Net equity (3)................	EUR 622,543,596	EUR 627,226,042	EUR 631,908,488
Outstanding shares.....	112,378,713	112,378,713	112,378,713
Net equity per share (3)	EUR 5.54	EUR 5.58	EUR 5.62
Non-consolidated net equity (FY 2016)			
On 31 December 2016			
Net equity (4)................	EUR 1,257,203,198	EUR 1,257,203,198	EUR 1,257,203,198
Outstanding shares (5).	93,563,960	93,563,960	93,563,960
Net equity per share (rounded)	EUR 13.44	EUR 13.44	EUR 13.44
Transaction			
Increase of net equity (2)	EUR 121,743,596	EUR 126,426,042	EUR 131,108,488
Number of new shares issued.............	18,729,784	18,729,784	18,729,784
After Transaction			
Net equity (6)................	EUR 1,378,946,794	EUR 1,383,629,240	EUR 1,388,311,686
Outstanding shares (5).	112,293,744	112,293,744	112,293,744
Net equity per share (rounded) (6)	EUR 12.28	EUR 12.32	EUR 12.36

Notes:

(1) The consolidated accounting net equity as at 30 June 2017 (IFRS).

(2) Consisting of the amount of the capital increase and the amount of the increase of issue premium.

(3) Not taking into account changes in the consolidated net equity after 30 June 2017 (other than the proposed Transaction), nor taking into account the potential issuance of new shares upon the conversion of outstanding 2018 Convertible Bonds and 2022 Convertible Bonds.

(4) The non-consolidated accounting net equity as at 31 December 2016 (Belgian GAAP).

(5) On the basis of the shares outstanding on 31 December 2016, not taking into account the issuance on 29 June 2017 of 84,969 new shares subscribed for by certain senior employees of the Company and its subsidiaries that elected to use all or part of their cash award under Grant 7 of the Company's Long Term Incentive Plan to subscribe for new shares in the Company.

(6) Not taking into account changes in the non-consolidated net equity after 31 December 2016 (other than the proposed Transaction), nor taking into account the potential issuance of new shares upon the conversion of outstanding 2018 Convertible Bonds and 2022 Convertible Bonds.

The table above demonstrates that the Transaction will, from a pure accounting point of view, lead to an increase of the amount represented by each share in the consolidated accounting net equity of the Company, and to a decrease of the amount represented by each share in the non-consolidated accounting net equity of the Company. Notably, following the Transaction, the consolidated accounting net equity as per 30 June 2017, would amount to, respectively, (rounded) EUR 5.54, EUR 5.58, and EUR 5.62 per share (instead of EUR 5.35 (rounded) per share), depending on the applicable issue price, and the non-consolidated accounting net equity of the Company as per 31 December 2016 would amount to, respectively, (rounded) EUR 12.28, EUR 12.32, and EUR 12.36 per share (instead of EUR 13.44 (rounded) per share), depending on the applicable issue price.

7.4 Consequences as to market capitalisation (financial dilution)

The evolution of the market capitalisation as a result of the proposed Transaction is simulated below. Subject to the methodological reservations noted in paragraph 7.1, the table below reflects the impact of the Transaction on the market capitalisation and the resulting financial dilution at various price levels, assuming a maximum number of 18,729,784 new shares and a maximum aggregate amount of gross proceeds of the capital increase of EUR 19,456,499.62 (excluding issue premium).

After close of trading of the Company's shares on the regulated market of Euronext Brussels on 10 November 2017, the Company's market capitalisation was EUR 679,235,682.04, on the basis of a closing price of EUR 7.253 per share. Assuming that, following the Transaction, the market capitalisation increases exclusively with the funds raised (*i.e.*, respectively EUR 121,743,596, EUR 126,426,042 or EUR 131,108,488) on the basis of an issue price of respectively EUR 6.50, EUR 6.75 and EUR 7.00 per share, then the new market capitalisation would respectively be (rounded) EUR 7.128, EUR 7.169, and EUR 7.211 per share. This would represent a (theoretical) financial dilution of respectively 1.75%, 1.17% and 0.58% per share in the event of an issue price of respectively EUR 6.50, EUR 6.75 and EUR 7.00.

	Transaction		
	Issue price of EUR 6.50	**Issue price of EUR 6.75**	**Issue price of EUR 7.00**
Before the Transaction (1)			
Market capitalisation..........	EUR 679,235,682.04	EUR 679,235,682.04	EUR 679,235,682.04
Outstanding shares....................	93,648,929	93,648,929	93,648,929
Market capitalisation per share	EUR 7.253	EUR 7.253	EUR 7.253

	Transaction		
	Issue price of EUR 6.50	**Issue price of EUR 6.75**	**Issue price of EUR 7.00**
Transaction (2)			
Funds raised...........	EUR 121,743,596	EUR 126,426,042	EUR 131,108,488
Number of new shares issued	18,729,784	18,729,784	18,729,784
After the Transaction (1)			
Market capitalisation...........	EUR 800,979,278.04	EUR 805,661,724.04	EUR 810,344,170.04
Outstanding shares.....................	121,378,713	121,378,713	121,378,713
Market capitalisation per share	EUR 7.128	EUR 7.169	EUR 7.211
Dilution	-1.75%	-1.17%	-0.58%

Notes: (1) It is assumed that none of the outstanding 2018 Convertible Bonds and 2022 Convertible Bonds are converted into shares of the Company and that all outstanding 2018 Convertible Bonds and 2022 Convertible Bonds remain outstanding.

(2) The Board of Directors envisages to increase the share capital of the Company in the framework of the authorised capital through a contribution in cash by issuing a maximum number of 18,729,784 new shares. Therefore, the effect of the Transaction on the market capitalisation of the Company will depend on the total amount raised, which depends on the issue price (including issue premium).

* * *

Done on 13 November 2017.

On behalf of the Board of Directors,

By: /signed/

Carole Cable

Director and special proxy-holder