

HD Nyrstar: 83.11% new Shares subscribed in Rights Offering - Launch of Scrips Offering

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25 September 2014, 7.00 am CEST

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Nyrstar NV ("Nyrstar" or the "**Company**") announced today that 83.11% of the total number of 170,022,544 new shares (the "Shares") offered pursuant to its rights offering in the amount of €251,633,365.12 (the "Rights Offering" and, together with the Scrips Offering referred to below, the "Offering") have been subscribed at €1.48 per new Share (the "Subscription Price").

The new Shares were offered with non-statutory preference rights (the "Rights") at a ratio of 1 new Share for 1 Right (the "Ratio"). The Rights were tradable on the regulated market of Euronext Brussels from 12 September 2014 to 23 September 2014. Subject to restrictions under applicable securities laws, existing shareholders of Nyrstar as at the closing of such regulated market on 11 September 2014 and persons having acquired Rights during the period from 12 September 2014 until 23 September 2014 (by 4.00 pm CEST) (the "Rights Subscription Period") had the right to subscribe for the new Shares at the Subscription Price and in accordance with the Ratio.

The 28,720,976 Rights that have not been exercised at the end of the Rights Subscription Period will be converted into an equal number of scrips (the "Scrips"). Goldman Sachs International and KBC Securities NV (the "Joint Bookrunners") and ABN AMRO Bank N.V., BNP Paribas Fortis SA/NV and RBC Europe Limited (together with the Joint Bookrunners, the "Underwriters") will offer and sell the Scrips in an offering (i) by way of an exempt private placement in Belgium and elsewhere outside the United States pursuant to Regulation S of the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and (ii) within the United States solely to qualified institutional buyers ("QIBs" as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from registration under the U.S. Securities Act (the "Scrips Offering"). Goldman Sachs International and KBC Securities NV are acting as Joint Bookrunners for the Offering. Purchasers of Scrips will have the obligation to subscribe for new Shares corresponding to the number of Scrips acquired by them in accordance with the Ratio. The Scrips Offering is expected to start today, 25 September 2014, and is expected to end on the same day. The results of the Scrips Offering will be announced promptly after its completion.

The Underwriters have agreed to subscribe for any new Shares not taken up in the Offering, subject to the terms and conditions of an underwriting agreement. Furthermore, funds and accounts under management being direct or indirect subsidiaries of BlackRock, Inc. ("BlackRock") have advised the **Company** that they intended to participate in the Offering. In addition, BlackRock has entered into an agreement to sub-underwrite the Rights Offering for an amount of €35 **million**, further demonstrating its support for the proposed Rights Offering.

The net proceeds, if any, of the **sale** of the Scrips will be divided proportionally between all holders of Rights that have not been exercised during the Rights Subscription Period, unless the net proceeds of the **sale** of Scrips divided by the number of unexercised Rights is less than €0.01.

The results of the Scrips Offering and the amount (if any) of the net proceeds of the **sale** of Scrips due to holders of unexercised Rights will be announced after completion of the Scrips Offering via a press release, which is expected to be issued on or around 25 September 2014. The payment of the subscriptions with Rights and Scrips is expected to take place on or around 30 September 2014. Delivery of the new Shares will take place on or around 30 September 2014. The payment of the net proceeds, if any, of the **sale** of Scrips, as the case may be, is expected to occur as of 30 September 2014.

A prospectus has been approved by the Belgian Financial Services and Markets Authority on 10 September 2014 (the "Prospectus") and is available in English, Dutch and French. Subject to certain restrictions, copies of the Prospectus are available without charge, as from 11 September 2014, upon request in Belgium from KBC Bank on +32 3 283 29 70, from CBC Banque on +32 800 92 020, and from BNP ParibasFortis on +32 2 433 40 32 (French), +32 2 433 40 31 (Dutch) and +32 2 433 40 34 (English). Subject to certain restrictions, the Prospectus may be accessed on the websites of KBC Bank (www.kbc.be/nyrstar), KBC Securities (www.kbcsecurities.be and www.bolero.be) and CBC Banque (www.cbc.be/nyrstar) and the website of BNP ParibasFortis (www.bnpparibasfortis.be/sparenenbeleggen (Dutch or English) or www.bnpparibasfortis.be/epargneretplacer (French or English), as well as on the website of Nyrstar (www.nyrstar.com) as from 11 September 2014. Moreover and subject to the same restrictions, copies of the Prospectus are available, without charge, at Zinkstraat 1, **B**-2490 Balen, Belgium, telephone number: +32 14 44 95 00, as from 11 September 2014.

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About Nyrstar

Nyrstar is an integrated **mining** and metals business, with market leading positions in zinc and **lead**, and growing positions in other base and precious metals; essential resources that are fuelling the rapid urbanisation and industrialisation of our changing world. Nyrstar has **mining**, smelting, and commercial **operations** located in Europe, the Americas, **China** and Australia and employs approximately 6,500 people. Nyrstar is incorporated in Belgium and has its corporate office in Switzerland. Nyrstar is listed on NYSE Euronext Brussels under the symbol NYR. For further information please visit the Nyrstar website, www.nyrstar.com.

For further information

Investors:

Amy Rajendran Group Manager Investor Relations
T: +41 44 745 8103

M +41 79 722 3089 E: amy.rajendran@nyrstar.com

Media:

Dirk Delmartino Brunswick Group (Brussels)
T: +32 2 235 6510
Pip Green Brunswick Group (London)
T: +44 20 7404 5959

nyrstar@brunswickgroup.com

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In any Member State of the European Economic Area that has implemented the Prospectus Directive, other than Belgium (in respect of the Offering), this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of Article 2(1)(e) of the Prospectus Directive. The expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in any relevant Member State) and includes any relevant implementing measures in any Member State.

This communication is being distributed only to, and is directed only at (a) persons outside the United Kingdom, (b) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), and (c) high net worth companies, and other persons to whom it may otherwise lawfully be communicated, falling within Article 49(2) (a) to (d) of the Order (all such persons together being referred to as "relevant persons"). The offerings are only available to, and any invitation, offer or agreement to subscribe, **purchase**, or otherwise acquire or sell such securities will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this communication or any of its contents.

This communication is not a prospectus for the purposes of the Prospectus Directive in relation to the Offering. A prospectus prepared and made available in accordance with the Prospectus Directive is published, which can be obtained, amongst others, from the **Company**. The Prospectus in relation to the Offering can be obtained as aforementioned. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the Prospectus in relation to the Offering. Investors may not accept an offer of securities referred to herein, nor acquire or sell such securities, unless on the basis of information contained in the Prospectus that has been or will be published or disseminated by the **Company**. This communication cannot be used as basis for any investment agreement or decision.

No announcement or information regarding the offering, listing or securities of the **Company** referred to above may be disseminated to the public in jurisdictions outside of Belgium where a prior registration or approval is required for such purpose. No steps have been taken, or will be taken, for the offering, listing or securities of the **Company** in any jurisdiction outside of Belgium where such steps would be required. The issue, exercise, or **sale** of, the subscription for or **purchase** of securities of the **Company** are subject to special legal or statutory restrictions in certain jurisdictions. The **Company** is not liable if the aforementioned restrictions are not complied with by any person.

The full press release can be downloaded from the following link:

[Press Release \(English\)](#)

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