

## Nyrstar provides an update on the extraordinary general meetings to be held on 30 June 2020

10 June 2020 at 23.00 CEST

Nyrstar NV (the “Company”) today provides an update on the two consecutive extraordinary general meetings to be held on 30 June 2020.

In accordance with Belgian law, the Board of Directors of the Company has proposed the resolution to dissolve the Company to the extraordinary shareholders meeting following the decision by the shareholders to reject the continuation of the Company's activities (which was proposed by the Board of Directors) at the extraordinary general meeting on 9 December 2019.

The Company has taken note of the notification by the FSMA of 2 June 2020 regarding the decision on the dissolution of the Company to be taken by the shareholders of the Company on the second extraordinary general meeting to be held on 30 June 2020. This notification reads as follows:

*“The FSMA has taken note of, among other things, the request to establish a panel of experts in company law that has been filed with the president of the commercial court of Antwerp by certain minority shareholders of NYRSTAR NV on the basis of Article 7:160 of the Belgian Code of Companies and Associations. In order to give useful effect to the court decision to be handed down regarding the appointment of a panel of experts, in particular to enable minority shareholders to exercise their right to ask questions provided for in Article 7:139 of the aforementioned Code and given the reservation expressed by the company's statutory auditor, the FSMA takes the view that NYRSTAR NV must postpone the decision on the dissolution of the company until at least 3 months after the court decision in this matter has been handed down.”*

The Board of Directors has had further exchanges with the FSMA thereafter.

In view of the decision of the extraordinary shareholders meeting of 9 December 2019 whereby the shareholders rejected the proposal to continue the operations of the Company, the Board is under an obligation to convene a shareholders' meeting to resolve on the dissolution of the Company.

A decision regarding the voluntary dissolution of the Company belongs to the competence of the shareholders' meeting only.

Taking into account all of the above, the Board proposes to the shareholders to postpone the voting on the dissolution of the Company until three months after the final decision on the appointment of an expert in the aforementioned proceedings and recommends that the shareholders approve the postponement to this effect during the extraordinary general meeting to be held on 30 June 2020. The Board has asked Orion Holdings (Malta) Ltd, an indirect subsidiary of Trafigura Group Pte Ltd. (“Trafigura”) to disclose whether or not it will vote in favour of postponement of the vote on dissolution; at the time of communication of this press release, Trafigura has not yet expressed its voting intention. If such a postponement is approved, the items on the dissolution of the Company, the acknowledgement of the end of mandate of the directors, the appointment of a liquidator and the agenda item on the powers of attorneys for the correct and complete implementation of these resolutions will lapse and the second proposed resolution under former item 3 of the agenda of the second extraordinary general meeting of 2 June 2020 (now: item 2 of the agenda of the second extraordinary general meeting to be held on 30 June) on the postponement of the decision on the dissolution of the Company, as proposed by certain of the Company's shareholders in accordance with article 7:130 of the Belgian Code of Companies and Associations, may be amended accordingly.

The convening documentation for the extraordinary general shareholders' meetings to be held on 30 June 2020 will be published on the Company's website ([www.nyrstar.be](http://www.nyrstar.be)) on 13 June 2020. The practical modalities and procedure of the

# News release



meetings, which will be the same procedure followed at the annual general meeting to be held on 30 June (as also set out in the press release of the Company on 27 May 2020), will also be published on 13 June 2020 on the Company's website (<https://www.nyrstar.be/en/investors/share-and-bondholder-information/shareholder-meetings>). Resources for a changing world

## **About Nyrstar**

The Company is incorporated in Belgium and, following completion of the recapitalisation/restructuring has a 2% shareholding in the Nyrstar group. The Company is listed on Euronext Brussels under the symbol NYR. For further information please visit the Nyrstar website: [www.nyrstar.be](http://www.nyrstar.be).

## **For further information contact:**

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