



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

PROXY

Annual and Extraordinary General Meetings
to be held on Wednesday 30 April 2014 at 10:30 p.m.

***This is an unofficial English translation, for information purposes only.
Please only sign and return the original Dutch version.***

This proxy should be used by security holders who want to be represented by a proxy holder at the meetings.

This proxy does not constitute a proxy solicitation in the sense of Article 548 or 549 of the Belgian Company Code.

The proxy must be signed in writing or electronically. In the event an electronic signature is used, it must be an advanced electronic signature, in the sense of Article 4, §4 of the Belgian Act of July 9, 2001 regarding the determination of certain rules in relation to the legal framework for electronic signatures and certification services, or with an electronic signature that complies with the conditions set out in Article 1322 of the Belgian Civil Code.

The signed and completed proxy must, either be submitted at the counters of KBC Bank, or reach the Company, in both cases at the latest on the sixth calendar day prior to the meetings, i.e. on or before Thursday 24 April 2014 at the latest. Proxies sent to the Company must be sent by mail to:

Nyrstar NV
Attention Virginie Lietaer
Company Secretary
Zinkstraat 1
2490 Balen
Belgium

or by e-mail to:

Virginie.Lietaer@nyrstar.com

Holders of securities who wish to be represented by proxy must also register for the meetings, as described in the notice convening the general meetings. Holders of dematerialised shares must attach to the proxy a certificate issued by the applicable settlement institution for the shares concerned, or by a certified account holder, confirming the number of shares that have been registered in their name on the registration date (i.e. Wednesday 16 April 2014, at midnight (12:00 a.m. Central European

Time, GMT+1)) with which they want to participate to the annual and extraordinary general meetings.

If additional agenda items are put on the agenda or if new draft resolutions are tabled, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions. This will be done no later than the fifteenth calendar day prior to the general shareholders' meetings, i.e. on or before Tuesday 15 April 2014 at the latest. At that time, the Company will also make available amended forms for votes by proxy. Proxies that reach the Company prior to the publication of an amended agenda remain valid for the items to which the proxies apply, subject, however, to applicable law and the further clarifications set out in this form.

The undersigned (the "Undersigned")

First Name:

Family Name:

Address:

or

Corporate name:

Corporate form:

Registered office:

Represented by (first name, family name and capacity):

owner of the following number of shares issued by the limited liability company, Nyrstar, with its registered office at Zinkstraat 1, 2490 Balen, Belgium:

Number of shares
Form of the above mentioned shares <i>(please tick the appropriate box):</i>	
<input type="checkbox"/> Registered	
<input type="checkbox"/> Dematerialised	

hereby appoints as his/her special proxy holder, with power of substitution:

Mr/Mrs.....¹

The Chief Executive Officer of the Company, Mr Roland Junck or the Chairman of the Company, De Wilde J. Management BVBA, represented by Mr Julien De Wilde²

¹ Please complete as appropriate. An absence of instruction shall be tantamount to an appointment of either De Wilde J. Management BVBA or Mr. Roland Junck as proxy holder.

² De Wilde J. Management BVBA and Mr. Roland Junck are both Directors of Nyrstar NV and therefore have a potential conflict of interest as provided for in Article 547bis, §4 of the Belgian Company Code. They will only vote in execution of the proxy in accordance with the specific voting instructions set out in the proxy. In the absence of a specific voting instruction, they will vote for the proposed resolutions supported by the Board of Directors.

who agrees to be so appointed, and whom the Undersigned authorises:

I. to represent the Undersigned at the annual and extraordinary general meetings to be held on Wednesday 30 April 2014 at 10:30 a.m. at Diamant Building, A. Reyerslaan 80, 1030 Brussels, Belgium or at such other place indicated at that place at that time.

ANNUAL GENERAL MEETING

Agenda and proposed resolutions: The agenda and proposed resolutions of the annual general shareholders' meeting of the Company, which, as the case may be, can be amended at the meeting on behalf of the Board of Directors, are as follows:

1. Reports on the statutory financial statements

Submission of, and discussion on, the annual report of the Board of Directors and the report of the Statutory Auditor on the statutory financial statements for the financial year ended on 31 December 2013.

2. Approval of the statutory financial statements

Approval of the statutory financial statements for the financial year ended on 31 December 2013, and of the proposed allocation of the result.

Proposed resolution: The general shareholders' meeting approves the statutory financial statements for the financial year ended on 31 December 2013, as well as the allocation of the result as proposed by the Board of Directors.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	-----------------------------------------	-------------------------------------

3. Reports on the consolidated financial statements

Submission of, and discussion on, the annual report of the Board of Directors and the report of the Statutory Auditor on the consolidated financial statements for the financial year ended on 31 December 2013.

4. Consolidated financial statements

Submission of the consolidated financial statements for the financial year ended on 31 December 2013.

5. Discharge from liability of the Directors

Proposed resolution: The general shareholders' meeting grants discharge from liability to each of the Directors who was in office during the previous financial year, for the performance of his or her mandate during that financial year.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	-----------------------------------------	-------------------------------------

6. Discharge from liability of the Statutory Auditor

Proposed resolution: The general shareholders' meeting grants discharge from liability to the Statutory Auditor which was in office during the previous financial year, for the performance of its mandate during that financial year.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	-----------------------------------------	-------------------------------------

7. Remuneration report

Submission of, discussion on and approval of the remuneration report prepared by the Nomination and Remuneration Committee, and included in the annual report of the Board of Directors for the financial year ended on 31 December 2013.

Proposed resolution: The general shareholders' meeting approves the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2013.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	-----------------------------------------	-------------------------------------

8. Re-appointment of Directors

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends that the following Directors be re-appointed. For further information as to the proposed Directors and their résumé, reference is made to the Corporate Governance Statement included in the annual report of the Board of Directors.

Proposed resolutions:

- a) De Wilde J Management BVBA, represented by Mr. Julien De Wilde as permanent representative, is re-appointed as independent director within the meaning of Article 526ter of the Belgian Company Code and provision 2.3 of the Belgian Code on Corporate Governance, for a term of 4 years, up to and including the annual general meeting to be held in 2018 which will decide upon the financial statements for the financial year to end on 31 December 2017. As from 1 July 2014, the aforementioned mandate of independent director shall be exercised by Mr. Julien De Wilde in person, instead of as permanent

representative of De Wilde J Management BVBA, for the remainder of the aforementioned term of 4 years, and De Wilde J Management shall automatically cease to be director. It appears from information available to the Company and from information provided by Mr. Julien De Wilde that each of De Wilde J Management BVBA and Mr. Julien De Wilde satisfies the applicable requirements with respect to independence. The mandate shall be remunerated as set out in relation to non-executive directors in the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2013, and pursuant to the principle as approved by the shareholders at the general shareholders' meeting held on 27 April 2011.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	-----------------------------------------	-------------------------------------

- b) Mr. Ray Stewart is re-appointed as independent director within the meaning of Article 526ter of the Belgian Company Code and provision 2.3 of the Belgian Code on Corporate Governance, for a term of 4 years, up to and including the annual general meeting to be held in 2018 which will decide upon the financial statements for the financial year to end on 31 December 2017. It appears from information available to the Company and from information provided by Mr. Ray Stewart that he satisfies the applicable requirements with respect to independence. His mandate shall be remunerated as set out in relation to non-executive directors in the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2013, and pursuant to the principle as approved by the shareholders at the general shareholders' meeting held on 27 April 2011.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	-----------------------------------------	-------------------------------------

9. Approval of a Leveraged Employee Stock Ownership Plan (LESOP)

Proposed resolution: The general shareholders' meeting approves and grants the Board of Directors the powers to establish an annual leveraged employee stock ownership plan for the years 2014, 2015 and 2016 (respectively the "2014 LESOP", the "2015 LESOP" and the "2016 LESOP", and each a "LESOP"), whereby a LESOP (if established) must have the following features: (i) eligible participants can purchase shares of the Company at a discount of 20%, whereby the shares are subject to a holding period of three years, (ii) eligible participants can purchase such shares with their own personal contributions, or alternatively, with a combination of personal contributions and an additional financing provided to them by a financial institution, whereby such leverage will however not exceed a one to nine ratio, (iii) the eligible participants include the members of the Nyrstar Management Committee, as well as other participants determined by the Board of Directors, and (iv) the number of shares that an eligible participant can purchase with his or her personal contribution is capped, whereby such number is determined by the Board of Directors (however not exceeding 50,000, as the case may be, adjusted in case of a (reverse) stock split). The total number of shares that can be purchased under each LESOP amounts to 6,000,000. The general shareholders' meeting furthermore approves (i) to the extent required in the context of Article 520ter of the Belgian Company Code, that the shares that would be acquired under a LESOP are immediately acquired by the

participants (without prejudice to the aforementioned holding period) and (ii) that the possibility to participate in a LESOP (if and when a LESOP is established) and the actual participation in a LESOP is not to be considered as "fixed remuneration" nor as "variable remuneration" for purposes of Article 520ter, Article 524bis and Article 525 of the Belgian Company Code.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	-----------------------------------------	-------------------------------------

EXTRAORDINARY GENERAL MEETING

Agenda and proposed resolutions: The agenda and proposed resolutions of the extraordinary general shareholders' meeting of the Company, which, as the case may be, can be amended at the meeting on behalf of the Board of Directors, are as follows:

1. Submission of special report

Submission of the special report of the Board of Directors in accordance with Article 604 of the Belgian Company Code in relation to the proposal to grant powers to the Board of Directors under the authorised capital of the Company.

2. Grant of powers to the Board of Directors under the authorised capital

The Board of Directors proposes to grant powers under the authorised capital. See also the report referred to in point 1 of the agenda of the extraordinary general shareholders' meeting.

Proposed resolution: The general shareholders' meeting resolves to grant powers to the Board of Directors within the framework of the authorised capital as follows (whereby the amount and date referred to in the sub-sections between square brackets shall be determined at the time of the approval of the proposed resolution in accordance with the proposal set out in such sub-sections):

- (a) The Board of Directors shall be authorised to increase the capital of the Company on one or several occasions by a maximum amount of 100% of the amount of the share capital as at the time of the approval of the resolution. This authorisation shall be valid for a period of one year as from the date of publication in the annexes to the Belgian State Gazette of an extract of the minutes of the extraordinary shareholders' meeting granting the authorisation, and shall otherwise have the terms and conditions as currently set out in Article 9 of the Company's Articles of Association, subject to what is stated below.
- (b) In view of the provisions of paragraph (a), the first paragraph of Article 9 of the Articles of Association shall be amended and restated as follows:

"The board of directors may increase the capital of the company on one or several occasions by a maximum amount of [100% of the amount of the share capital as at the time of the approval of the resolution]."
- (c) In view of the provisions of paragraph (a), the third paragraph of Article 9 of the Articles of Association shall be amended and restated as follows:

"This authorisation is valid for a period of one year as from the date of publication in the Annex to the Belgian State Gazette of an extract of the minutes of the extraordinary shareholders' meeting of the company held on [the date of the approval of the proposed resolution]."

- (d) The last paragraph of Article 9 of the Articles of Association shall be amended and restated as follows:

"When exercising its powers under the authorised capital, the board of directors shall not be authorised to restrict or cancel the statutory preferential subscription rights of the shareholders (within the meaning of article 592 and following of the Belgian Company Code) unless (i) a non-statutory preferential subscription right is made available to the existing shareholders subject to applicable company, financial and securities law rules, or (ii) in relation to (public or non-public) offerings of securities outside of the European Economic Area, the offering or availability of a statutory preferential subscription right (within the meaning of article 592 and following of the Belgian Company Code) or a non-statutory preferential subscription right would subject the company to registration and/or prospectus requirements in jurisdictions outside of the European Economic Area."

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	-----------------------------------------	-------------------------------------

3. Amendment of Articles of Association

Proposed resolution: The general shareholders' meeting decides to delete the separate chapter IX ("Temporary Provisions") of the Articles of Association.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
----------------------------------	-----------------------------------------	-------------------------------------

* * *

- II. In case new items are included on the agenda of the general shareholders' meeting, the special proxy holder shall:

- be entitled to vote on such items;
- abstain from voting on such items

Please fill the appropriate box. In the absence of an instruction, the special proxy holder shall be entitled to vote on such items. In accordance with applicable law, in case new draft resolutions are tabled by shareholders holding 3% or more of the shares, the proxy holder shall be entitled to deviate from the instructions given by the Undersigned if the execution of such instructions could prejudice the interests of the Undersigned. In such event the proxy holder must notify the Undersigned.

III. In case the aforementioned annual and extraordinary general shareholders' meetings would be postponed or suspended, the special proxy holder shall have the power to represent the Undersigned at subsequent meetings having the same agenda, as relevant:

Yes

No

Please tick the appropriate box. In the absence of an instruction, the Undersigned shall be deemed to have selected "No". Please note that in order to apply for such subsequent meetings, holders of securities must again register for such meetings.

IV. In the name of and on behalf of the Undersigned, to sign all attendance lists and minutes, to participate in all deliberations, to vote with respect to all decisions or items that can, pursuant to this agenda, be presented to said meetings.

V. In general, to do all that appears necessary and/or useful for the exercise of this power of attorney.

The Undersigned hereby ratifies and approves all acts carried out by the aforementioned proxy holder. The proxy holder will vote on behalf of the Undersigned in accordance with the voting instructions given above. In case of absence of voting instructions given to the proxy holder with regard to the respective agenda items or if, for whatever reason, there is a lack of clarity with regard to the voting instructions given, the proxy holder will always vote in favour of the proposed resolution, possibly as amended at the meetings, subject to the clarifications set out in this form and applicable law.

Done at, on2014

Signature.....