



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

PROXY

Extraordinary General Meeting
to be held on Monday 19 May 2014 at 11:00 a.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 meeting.

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 meeting, i.e. on or before Tuesday 13 May 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 meeting, as described in the notice convening the general meeting. 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. Monday 5 May 2014, at midnight (12:00 a.m. Central European Time, GMT+1)) with which they want to participate to the extraordinary general meeting.

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 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 De Wilde J. Management BVBA as proxy holder.

² De Wilde J. Management BVBA is a Director of Nyrstar NV and therefore has a potential conflict of interest as provided for in article 547bis, §4 of the Belgian Company Code. He 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, he 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 extraordinary general meeting to be held on Monday 19 May 2014 at 11:00 a.m. at Avenue Louise 149, 11th floor, 1050 Brussels, Belgium or at such other place indicated at that place at that time.

AGENDA

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 the aforementioned extraordinary general shareholders' meeting would be postponed or suspended, the special proxy holder shall have the power to represent the Undersigned at subsequent meeting 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 meeting, holders of securities must again register for such meeting.

- III. 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 meeting.

- IV. 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 meeting, subject to the clarifications set out in this form and applicable law.

Done at, on2014

Signature.....