



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

VOTE BY MAIL
SPECIAL GENERAL MEETING
to be held on Thursday 4 December 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 form should be used by shareholders who want to vote by mail.

The vote by mail form 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 9 July 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 form must, either be submitted at the counters of KBC Bank, or reach Nyrstar NV (the "Company"), in both cases at the latest on the sixth calendar day prior to the meeting, i.e. on or before Friday 28 November 2014 at the latest. Forms 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:

registrations@nyrstar.com

Holders of securities who wish to vote by mail must also register for the meeting, as described in the notice convening the general meeting. Holders of dematerialised shares must attach to the present form 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. Thursday 20 November 2014, at midnight (12:00 a.m., Central European Time, GMT+1)) with which they want to participate to the special general meeting.

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 special general shareholders' meeting, i.e. on or before

Wednesday 19 November 2014 at the latest. At that time, the Company will also make available amended forms for votes by mail. Votes by mail that reach the Company prior to the publication of an amended agenda remain valid for the items to which the votes by mail apply, subject, however, to applicable law and the further clarifications set out in this form. In accordance with the Belgian Company Code, a vote via vote by mail for an agenda item in relation to which a new proposed resolution has been submitted by shareholders holding 3% or more of the share capital, is invalid.

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 irrevocably votes, as indicated hereafter in the appropriate boxes, on the item of the following agenda:

Agenda and proposed resolution: The agenda and proposed resolution of the special 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, is as follows:

Approval in accordance with Article 556 of the Belgian Company Code in connection with the Comprehensive Strategic Financing

Proposed resolution: The general shareholders' meeting takes note of, approves and ratifies, in as far as necessary, the clauses in the financing arrangements that have been

put in place by the Company and its subsidiaries in the context of the comprehensive strategic financing that was announced by the Company on 1 September 2014 and that are subject to the provisions of Article 556 of the Belgian Company Code. Accordingly, in accordance with Article 556 of the Belgian Company Code the general shareholders' meeting takes note of, approves and ratifies, any clauses included in:

- (a) the indenture of 12 September 2014 pursuant to which Nyrstar Netherlands (Holdings) B.V., a wholly owned subsidiary of the Company, has issued unsecured notes due 2019 for an aggregate principal amount of EUR 350 million, and which has been entered into by, amongst others, the Company as the "Parent Guarantor" (the "**Indenture**"), including, without being limited to, Section 1.01, Section 4.15 and Article 10 of the Indenture; and
- (b) the guarantee agreement of 5 September 2014 between the Company and Hydra Limited (the "**Guarantee Agreement**") and the 2002 ISDA Master Agreement between Nyrstar Sales & Marketing AG, a wholly owned subsidiary of the Company, and Hydra Limited of 5 September 2014, together with the confirmation and schedule entered into thereunder between Nyrstar Sales & Marketing AG and Hydra Limited (the "**Silver Forward Purchase Agreement**"), including, without being limited to, Section 5(a)(viii) (*Merger Without Assumption*) of the 2002 ISDA Master Agreement that is part of the Silver Forward Purchase Agreement, read together with Sections 6(a) (*Right to Terminate Following Event of Default*) and 6(e)(i) (*Events of Default*) of the 2002 ISDA Master Agreement that is part of the Silver Forward Purchase Agreement, in combination with Section 2 (*Guarantee and Indemnity*) of the Guarantee Agreement; part 1(g)(iv) (*Change of control*) of the Schedule that is part of the Silver Forward Purchase Agreement, read together with Sections 5(b)(vi) (*Additional Termination Event*), 6(b) (*Right to Terminate Following Termination Event*) and 6(e)(ii) (*Termination Events*) of the 2002 ISDA Master Agreement that is part of the Silver Forward Purchase Agreement, in combination with Section 2 (*Guarantee and Indemnity*) of the Guarantee Agreement; part 7(d) (*Disposals*) of the Schedule that is part of the Silver Forward Purchase Agreement, read together with Sections 5(a)(ii) (*Breach of Agreement; Repudiation of Agreement*), 6(a) (*Right to Terminate Following Event of Default*) and 6(e)(i) (*Events of Default*) of the 2002 ISDA Master Agreement that is part of the Silver Forward Purchase Agreement, in combination with Section 2 (*Guarantee and Indemnity*) of the Guarantee Agreement;

which in accordance with Article 556 of the Belgian Company Code entail rights to third parties that have an impact on the Company's equity or that give rise to a liability or obligation of the Company, whereby the exercise of such rights is dependent upon a public takeover bid on the Company's shares or a change of the control over the Company. The general shareholders' meeting further grants a special power of attorney to each Director of the Company and the Company Secretary, acting singly and with the power of substitution, to perform the formalities required by Article 556 of the Belgian Company Code with respect to this resolution.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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The aforementioned votes apply to the special general meeting to be held on Thursday 4 December 2014. In case the aforementioned special general meeting would be postponed or suspended, the aforementioned votes will also apply to the general meeting that would be held having the same agenda, as relevant:

Yes

No

Please tick the appropriate box. In the absence of an instruction, or if, for whatever reason, there is a lack of clarity with regard to the instruction given, the Undersigned shall be deemed to have selected "Yes". Please note that in order to apply for such subsequent meetings, holders of securities must again register for such meetings.

In case of amendments to a proposed resolution or a new proposed resolution:¹

- the Undersigned votes for the amended or new resolution
- the Undersigned votes against the amended or new resolution
- the Undersigned abstains from the vote on the amended or new resolution
- the following person is appointed as special proxy holder, with power of substitution, to vote in the name of the Undersigned on the amended or new resolution: Mr/Mrs
.....

¹ *Absence of instructions on this form shall be tantamount to an instruction to vote for the amended or new resolution.*

Done at, on2014

Signature.....