



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

REVISED PROXY

Annual General Meeting

to be held on Wednesday 29 April 2015 at 10:30 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 Nyrstar NV (the "Company"), in both cases at the latest on the sixth calendar day prior to the meeting, i.e. on or before Thursday 23 April 2015 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. Wednesday 15 April 2015, at midnight (12:00 a.m. Central European

Time, GMT+1)) with which they want to participate to the annual general meeting.
The present form takes into account the revised agenda that was published on 14 April 2015.

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, Mr Julien De Wilde²

¹ Please complete as appropriate. An absence of instruction shall be tantamount to an appointment of Mr Julien De Wilde as proxy holder.

² Mr Julien De Wilde 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, or if, for whatever reason, there is a lack of clarity with regard to the voting instructions given, 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 annual general meeting to be held on Wednesday 29 April 2015 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 revised 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 2014.

2. Approval of the statutory financial statements

Approval of the statutory financial statements for the financial year ended on 31 December 2014, 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 2014, 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
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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 2014.

4. Consolidated financial statements

Submission of the consolidated financial statements for the financial year ended on 31 December 2014.

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
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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
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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 2014.

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 2014.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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8. Appointment of the Statutory Auditor

Taking into account the advice and proposal of the Audit Committee, the Board of Directors recommends that, the Statutory Auditor be appointed following the expiry of the Statutory Auditor's mandate.

Proposed resolution: Upon proposal of the Audit Committee, the general shareholders' meeting appoints Deloitte Bedrijfsrevisoren BV ovve CVBA, with registered office at Berkenlaan 8B, 1831 Diegem, Belgium, represented by Gert Vanhees, Auditor, as Statutory Auditor of the Company. The mandate of the Statutory Auditor shall have a term of three years, ending immediately after the general meeting to be held in 2018 which will decide upon the financial statements for the financial year to end on 31 December 2017.

For the period of its mandate, the annual compensation of the Auditor will be 915,000 EUR (excluding VAT and expenses as applicable) for the audit of the consolidated accounts of the group, including 40,000 EUR (excluding VAT and expenses, as applicable), for the audit of the financial statements of the Company.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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9. Proposals regarding the nomination of new Directors

On 20 March 2015 the Company received a request from Urion Holdings (Malta) Limited, a subsidiary of Trafigura Beheer B.V. (together "Trafigura") and a shareholder that notified the Company in November 2014 that it holds 15.3% of the Company's shares, to add proposals to elect two new Directors to the agenda of the annual general shareholders' meeting. In view of the submission by Trafigura close to the date of publication of the present agenda, the nomination and remuneration committee of the Board has not yet been able to assess and interview the proposed candidates and to issue its advice to the Board as required by the 2009 Belgian Code on Corporate Governance (the "Code"). As a result, the Board was not yet in a position to issue a recommendation to the shareholders regarding the proposed candidates as required by the Code and the status of one of the proposed candidates as Independent Director. The Board also reserves the right to propose amendments to the resolutions proposed by Trafigura, as well as to propose additional Director(s) for nomination by the general shareholders' meeting. In preparing its assessment and recommendation to the shareholders regarding the resolutions proposed by Trafigura, the Board intends to engage with Trafigura on their resolutions.

Trafigura's proposed resolutions read as follows:

- (a) Christopher Cox is appointed as non-executive director up to and including the annual general meeting to be held in 2019 which will decide upon the financial statements for the financial year to end on 31 December 2018.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- (b) Martyn Konig is appointed as independent director within the meaning of Article 524ter of the Belgian Company Code and provision 2.3 of the 2009 Belgian Code on Corporate Governance, up to and including the annual general meeting to be held in 2019 which will decide upon the financial statements for the financial year to end on 31 December 2018.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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10. Re-appointment of Karel Vinck as director

On 3 April 2015, the Company received a request pursuant to Article 533ter of the Belgian Company Code from Umicore NV, a shareholder holding 3.09% of the outstanding shares of the Company, to add the present additional item and the proposed resolution set out below to the agenda of the annual general shareholders' meeting. The recommendation of the Board of Directors upon the advice of the nomination and remuneration committee will be published on the Company's website.

Proposed resolution: Karel Vinck is re-appointed as director, for a term of 1 year, up to and including the annual general shareholders' meeting to be held in 2016 which will resolve on the financial statements for the financial year to end on 31 December 2015.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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II. In case the aforementioned annual general meeting 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, 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 meeting, holders of securities must again register for such meeting.

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

the special proxyholder shall vote for the amended or new resolution

the special proxyholder shall vote against the amended or new resolution

the special proxyholder shall abstain from the vote on the amended or new resolution

¹ *Please complete as appropriate. An absence of instruction shall be tantamount to an instruction to vote for the amended or new resolution. In case Mr Julien De Wilde is appointed (or deemed appointed) as proxy holder, he will in such event vote on the amended proposed resolutions or new resolutions in the manner as supported or recommended by the Board of Directors.*

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 instructions given above.

Done at, on2015

Signature.....