



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

INVITATION

ANNUAL AND EXTRAORDINARY GENERAL MEETINGS

to be held on Wednesday 27 April 2016 at 10:30 a.m.

The holders of securities issued by Nyrstar NV (the "Company") are invited to attend the annual general shareholders' meeting of the Company. After the agenda of the annual general shareholders' meeting has been treated, the meeting will be shortly suspended in order to be continued as an extraordinary general shareholders' meeting before a notary public.

GENERAL INFORMATION

Date, hour and venue: The annual and extraordinary general shareholders' meetings will be held on Wednesday 27 April 2016 at 10:30 a.m., at Diamant Building, A. Reyerslaan 80, 1030 Brussels, Belgium or at such other place as will be indicated at that place at that time. There is no quorum requirement for the annual general shareholders' meeting and for item 1 on the agenda of the extraordinary general shareholders' meeting. There is, however, a quorum requirement for items 2 through 5 on the agenda of the extraordinary general shareholders' meeting (see also below under — "Extraordinary General Meeting"). If the quorum for items 2 through 5 on the agenda of the extraordinary general shareholders' meeting were not to be reached, a second extraordinary general shareholders' meeting will be held for these items on Thursday 19 May 2016, unless, as the case may be, decided otherwise on behalf of the Board of Directors.

Opening of the doors: In order to facilitate the keeping of the attendance list on the day of the annual and extraordinary general shareholders' meetings, the shareholders and their representatives are invited to register as of 9:30 a.m.

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 2015.

2. Approval of the statutory financial statements

Approval of the statutory financial statements for the financial year ended on 31 December 2015, 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 2015, as well as the allocation of the result as proposed by the Board of Directors.

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 2015.

4. Consolidated financial statements

Submission of the consolidated financial statements for the financial year ended on 31 December 2015.

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.

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.

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 2015.

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 2015.

8. Appointment of two new Directors

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends that each of Miss Anne Fahy and Mr. Jesús Fernandez be appointed as Director of the Company. Mr. Jesús Fernandez is proposed for election as Director upon proposal by the Trafigura group pursuant to the Relationship Agreement of 9 November 2015 between the Company and Trafigura Group Pte. Ltd. For further information as to the proposed Directors and their résumé, reference is made to the explanatory note regarding the agenda of this annual general shareholders' meeting and the proposed resolutions (see also "—Available Information").

Proposed resolutions:

- (a) Anne Fahy is appointed as independent non-executive Director within the meaning of Article 526ter of the Belgian Companies Code and Provision 2.3 of the Belgian Corporate Governance Code of 12 March 2009, for a term up to and including the annual general shareholders' meeting to be held in 2020 which will have decided upon the financial statements for the financial year ended on 31 December 2019. Unless decided otherwise by the general shareholders' meeting, 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 2015, and pursuant to the principles as approved by the shareholders at the general shareholders' meeting held on 27 April 2011.
- (b) Jesús Fernandez is appointed as non-executive Director for a term up to and including the annual general shareholders' meeting to be held in 2020 which will have decided upon the financial statements for the financial year ended on 31 December

2019. Unless decided otherwise by the general shareholders' meeting, 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 2015, and pursuant to the principles as approved by the shareholders at the general shareholders' meeting held on 27 April 2011.

9. Share based remuneration for non-executive Directors

The Board of Directors believes that granting the non-executive Directors the opportunity to be remunerated in whole or in part in deferred shares of the Company rather than in cash enables the non-executive Directors to link their effective remuneration to the future performance of Nyrstar and to strengthen the alignment of their interest with the interest of the Company's shareholders. The Board of Directors therefore submits the following resolution for approval by the general shareholders' meeting.

Proposed resolution: The general shareholders' meeting approves that each of the non-executive Directors referred to below (the "Eligible Directors") will be remunerated for his or her Director's mandate for the period as of this shareholders' meeting until the annual general shareholders' meeting of 2017 in the form of "deferred shares units" of the Company, and not in cash, subject to the conditions set out below. The remuneration in shares shall for each Eligible Director be limited to the portion set out next to his or her name below (the "Eligible Share Remuneration") of the aggregate remuneration that applies to the Director's mandate of the relevant Eligible Director in accordance with the principles that have been determined by the annual general shareholders' meeting of the Company held on 27 April 2011 and that otherwise would have been payable in cash (the "Eligible Remuneration"). The shares will not vest immediately, but will effectively vest and be delivered on the earlier of (i) the end of the Director's mandate of the Eligible Director, or (ii) a change of control over the Company. The shares are granted for free (i.e. for no consideration). The number of shares to be granted to an Eligible Director shall be equal to (i) the amount of the Eligible Share Remuneration that would otherwise have been paid in cash (save for this decision by the general shareholders' meeting), divided by (ii) the average closing price of the Company's shares during the ten trading days preceding the date of this general shareholders' meeting, whereby the result is rounded down to the nearest whole number. The Eligible Directors and their respective Eligible Share Remuneration that will be payable in deferred shares are as follows: (i) Miss Fahy: EUR 10,000 of her Eligible Remuneration (to the extent Miss Fahy is elected Director); (ii) Ms Cable: 50% of her Eligible Remuneration; (iii) Mr. Konig: 100% of his Eligible Remuneration; and (iv) Mr. Cox: 100% of his Eligible Remuneration. The general shareholders' meeting approves that the shares can be definitively and fully acquired by an Eligible Director prior to the end of the third year referred to in Article 520ter of the Belgian Companies Code. The general shareholders' meeting also approves, as far as needed and applicable in accordance with Article 556 of the Belgian Companies Code, that the shares can be delivered upon the occurrence of a change of control over the Company. As far as needed and applicable, the general shareholders' meeting acknowledges that the shares shall not be considered as "variable remuneration" pursuant to Article 554, seventh paragraph, of the Belgian Companies Code and Provision 7.7 of the Belgian Corporate Governance Code of 12 March 2009. The Company's Nomination and Remuneration Committee shall be authorised to further document the grant and, subject to the aforementioned provisions, to determine the terms and conditions of the grant, which shall contain customary adjustment clauses to take into account and mitigate the effect of corporate actions, dilutive transactions and similar events, such as (but not limited to) stock splits, reverse stock splits, mergers and de-mergers, dividend payments, other distributions on shares, rights offerings, and share buy-backs.

No quorum: There is no quorum requirement for the deliberation and voting on the respective items referred to in the aforementioned agenda of the annual general shareholders' meeting.

Voting and majority: Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the proposed resolutions referred to in the aforementioned agenda of the annual general shareholders' meeting shall be passed if they are approved by a simple majority of

the votes validly cast by the shareholders. Pursuant to Article 537 of the Belgian Companies Code, the holders of bonds have the right to attend the general meeting, but only with an advisory vote.

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. Cancellation of VVPR strips

Just as the majority of Belgian listed companies, since 2011, the Company, using the possibility offered by the Belgian legislation to allow its shareholders to benefit from a tax benefit, has frequently coupled the issuance of new shares with VVPR strips. The VVPR strips incorporated the right to receive dividends at a reduced withholding tax rate of 15% (instead of the normal rate of 25% at that time). The existence of those VVPR strips was only based on Belgian tax legislation and the strips provided no right to their holders against the issuing company. The holder who simultaneously held the same number of shares and VVPR strips could benefit from a reduced withholding tax rate on the dividends he received. The Belgian Program Act of 27 December 2012 has abolished this tax benefit in relation with any dividend to be distributed as from 1 January 2013. Euronext has consequently delisted the VVPR strips at the end of the year 2012 as the operative event as well as any tax benefit linked to the holding of VVPR strips had disappeared. As a consequence, the Company should also proceed with their cancellation.

Proposed resolution: Further to the amendments to applicable Belgian tax law which abolished the reduced withholding tax, the general shareholders' meeting notes that the rights attached to the VVPR strips that were issued by the Company in the past no longer have any value, and consequently decides that all of the VVPR strips that were issued by the Company shall hereby be cancelled and annulled.

2. Reverse stock split

Proposed resolution: In accordance with Article 478, §3 of the Belgian Companies Code, the general shareholders' meeting decides to effect a share consolidation with respect to all outstanding shares of the Company by means of a 1-for-10 reverse stock split (the "Reverse Stock Split"), and to delegate to the Board of Directors of the Company the powers to further implement the Reverse Stock Split, subject to the following terms and conditions:

- (a) Share consolidation: All of the outstanding shares of the Company shall be consolidated into a new and reduced number of shares at the ratio of one (1) new share for 10 existing shares (the "Ratio"). Subject to the terms and conditions set out below, the Reverse Stock Split will be carried out simultaneously for all outstanding shares of the Company in accordance with the Ratio, so that after the completion of the Reverse Stock Split each new share shall represent the same fraction of the Company's share capital. The Reverse Stock Split will not result in a reduction or increase of the Company's share capital.
- (b) Form and nature of the new shares: The Reverse Stock Split will not affect the form of the outstanding shares (dematerialised or registered) and the outstanding registered and dematerialized shares will be processed separately within the framework of the Reverse Stock Split. All new shares after the completion of the Reverse Stock Split shall have the same rights and benefits and rank *pari passu* in all respects, including as to entitlements to dividends.
- (c) No fractions of new shares: Within the framework of the Reverse Stock Split, the existing shares can only be consolidated, in accordance with the Ratio, into a whole number of new shares. No fractions of new shares can be issued. Subject to applicable company, financial and securities law rules, and subject to the provisions of the foregoing paragraphs, the Board of Directors shall be authorised to determine

the manner and process to effect the Reverse Stock Split with respect to holders of existing shares of the Company who at the time of the Reverse Stock Split do not have a sufficient number of existing shares in order to receive a whole number of new shares in accordance with the Ratio. Within this context, the Board of Directors shall have the power to determine that (i) the positions of old shares that cannot be consolidated into a whole number of new shares in accordance with the Ratio can be aggregated for consolidation into new shares, (ii) such new shares be sold or placed via an exempt private placement or bookbuilding (accelerated or not) to institutional, qualified or professional investors or individuals in and outside of Belgium, and (iii) the net proceeds of such sale or placement, after deduction of relevant transaction costs and expenses (including commissions, fees and expenses of agents and advisors) and applicable taxes, all as applicable, be distributed on a pro rata basis to the holders of existing shares that did not have a sufficient number of existing shares to be converted into whole new shares in accordance with the Ratio, provided that the net proceeds shall not be less than one euro cent (EUR 0.01) per old share. If net proceeds are less or cannot be distributed on a pro rata basis as aforementioned, these shall accrue to the Company. Subject to applicable company, financial and securities law rules, the Board of Directors shall also have the power to determine that the positions of existing shares that cannot be consolidated into a whole number of new shares in accordance with the Ratio can be acquired by the Company or one of its subsidiaries and that the net proceeds of such sale be distributed on a pro rata basis as aforementioned.

- (d) Cancellation of existing shares: Following the completion of the Reverse Stock Split, the existing shares of the Company shall be cancelled and no longer remain outstanding.
- (e) Timing of the Reverse Stock Split: The Board of Directors shall be authorised to determine the effective date of the Reverse Stock Split, provided, however, that the Reverse Stock Split is to be implemented by 31 December 2016 at the latest. The Board of Directors shall have the power not to proceed with the implementation of the Reverse Stock Split, or, in case the implementation of the Reverse Stock Split has already started, to suspend or cancel the completion of the Reverse Stock Split if the Board of Directors determines that the market circumstances do not allow for the completion of the Reverse Stock Split in circumstances satisfactory to it.
- (f) Adjustment of the conversion price of the 2018 Convertible Bonds: Upon completion of the Reverse Stock Split, the applicable conversion price of the senior non-guaranteed convertible bonds due 2018 which were issued by the Company on 25 September 2013 (the "2018 Convertible Bonds") shall be adjusted subject to and in accordance with the terms and conditions of the 2018 Convertible Bonds.
- (g) Agents: One or more banks or financial institutions shall or may be appointed by the Company for the purpose of the further organisation and implementation of the Reverse Stock Split, including (but not limited to) the consolidation of positions of existing shares that cannot be consolidated into a whole number of new shares in accordance with the Ratio, and the sale of new shares as permitted by paragraph (c).
- (h) Amendment of the Articles of Association: Upon completion of the Reverse Stock Split, Article 5 of the Company's Articles of Association shall be amended and restated to take into account the resulting number of outstanding and existing shares.
- (i) Further implementation of the Reverse Stock Split: Subject to applicable company, financial and securities law rules, and subject to the provisions of the foregoing paragraphs, the Board of Directors shall have the power to further implement and effect the Reverse Stock Split, including (without being limited to) the power to (i) determine the practical implementation of the Reverse Stock Split, (ii) determine the timing and the effective date of the Reverse Stock Split as contemplated by paragraph (e), (iii) determine the manner and process to deal with positions of existing shares that cannot be consolidated into a whole number of new shares in

accordance with the Ratio as contemplated by paragraph (c), (iv) appoint one or more banks or financial institutions for the further organisation and implementation of the Reverse Stock Split as contemplated by paragraph (g), (v) proceed with the recording of the amendment and the restatement of the Articles of Association as contemplated by paragraph (h) before a notary public, (vi) take all useful or necessary steps with Euronext, Euroclear and all other competent regulatory or listing authorities in connection with the implementation of the Reverse Stock Split, (vii) make all changes in the share register book of the Company reflecting the Reverse Stock Split, and (viii) do such other things as shall be useful, appropriate or necessary in connection with the foregoing. The Board of Directors shall have the authority to delegate the further implementation and execution of the Reverse Stock Split (including the powers referred to in sub-sections (i) to (viii)), in whole or in part, to one or more members of the Company's executive management. The recording of the amendment and the restatement of the Articles of Association as contemplated by paragraph (h) before a notary public can also be effected by any one or more of the Directors.

3. 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, as set out below in item 4 of the agenda of the extraordinary general shareholders' meeting.

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

In view of the continuing challenging environment in the commodities markets and in order to allow the Board of Directors the flexibility to raise additional equity based financing as and when the need may arise or an opportunity would present itself, the Board of Directors proposes that it be granted limited powers under the authorised capital to increase the Company's share capital by a maximum amount of 30% during a term of 12 months, all as further set out below. For further information on the circumstances in which the Board of Directors could make use of the authorised capital and the objectives that the Board of Directors would pursue with the authorised capital, see also the special report referred to in item 3 of the agenda of the extraordinary general shareholders' meeting.

Proposed resolution: The general shareholders' meeting resolves that the Board of Directors shall be authorised to increase the share capital of the Company on one or several occasions by a maximum aggregate amount of 30% 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 12 months as from the date of publication in the annexes to the Belgian Official Gazette of an extract of the minutes of the extraordinary general shareholders' meeting granting the authorisation. The Board of Directors shall be able to restrict or cancel the preferential subscription rights of the shareholders, subject, however, to the limitations set out in the Belgian Companies Code. Accordingly, Article 9 of the Company's Articles of Association shall be amended and restated 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):

"The board of directors may increase the share capital of the company on one or several occasions by a maximum amount of *[30% of the amount of the share capital as at the time of the approval of the proposed resolution]*. This authorisation is valid for a period of 12 months as from the date of publication in the annexes to the Belgian State Gazette of an extract of the minutes of the extraordinary general shareholders' meeting of the company held on *[the date of the approval of the proposed resolution]*.

Within the framework of the authorised capital, the board of directors may increase the share capital by contributions in cash or in kind, by capitalisation of reserves, whether available or unavailable for distribution, with or without the issuance of new shares. The board of directors may use this authorisation for the issuance of the securities mentioned in article 11 below.

In the event of a capital increase decided by the board of directors pursuant to the authorised capital, all issue premiums booked, if any, will be accounted for on the liabilities side of the company's balance under the net equity. The account on which the issue premiums are booked shall, like the share capital, serve as the guarantee for third parties and can only be reduced on the basis of a lawful resolution of the general shareholders' meeting passed in the manner required for an amendment to the company's articles of association.

When exercising its powers under the authorised capital, the board of directors may, in the interest of the company and in accordance with article 10 below, restrict or cancel the statutory preferential subscription rights of the shareholders (within the meaning of Article 592 and following of the Belgian Companies Code), including in favour of one or more specific persons other than employees of the company or of its subsidiaries, subject, however, to the terms and restrictions set out in the Belgian Companies Code."

5. Amendment of Article 23 of the Company's Articles of Association

Proposed resolution: The general shareholders' meeting decides to amend and restate the third sentence of Article 23 of the Company's Articles of Association as follows: "Each year, the annual shareholders' meeting is held on the third Thursday of April at 10.30 a.m. in Belgium in the place indicated in the convening notice."

Quorum: There is no quorum requirement for the deliberation and voting on item 1 of the aforementioned agenda of the extraordinary general shareholders' meeting. According to the Belgian Companies Code, a quorum of at least 50% of the outstanding shares must be present or represented at the extraordinary general shareholders' meeting for the deliberation and voting on items 2 through 5 of the aforementioned agenda of the extraordinary general shareholders' meeting. If such quorum for items 2 through 5 is not reached, a second extraordinary general shareholders' meeting will be convened for these agenda items, unless, as the case may be, decided otherwise on behalf of the Board of Directors, and the quorum requirement will not apply to the second meeting.

Voting and majority: Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the proposed resolutions referred to in the aforementioned agenda of the extraordinary general shareholders' meeting shall be passed if they are approved by a majority of 75% of the votes validly cast by the shareholders. Pursuant to Article 537 of the Belgian Companies Code, the holders of bonds have the right to attend the general meeting, but only with an advisory vote.

PARTICIPATION TO THE MEETINGS

Introduction: Holders of securities issued by the Company that wish to attend the annual and extraordinary general shareholders' meetings of the Company should take into account the formalities and procedures described below.

Registration date: The registration date for the annual and extraordinary general shareholders' meetings shall be Wednesday 13 April 2016, at midnight (12:00 a.m., Central European Time, GMT+1). Only persons owning securities issued by the Company on Wednesday 13 April 2016, at midnight (12:00 a.m., Central European Time, GMT+1) shall be entitled to participate and, as the case may be, vote at the annual and extraordinary general shareholders' meetings. Only shareholders are entitled to vote. The holders of bonds can attend the general meetings but only with an advisory vote. Shareholders, as well as holders of bonds must satisfy the formalities that are described under "— Participation to the meetings".

Participation to the meetings: In order to be able to participate to the annual and extraordinary general shareholders' meetings, a holder of securities issued by the Company must satisfy two conditions: (a) be registered as holder of securities on the registration date and (b) notify the Company, as described below.

- (a) **Registration:** Firstly, the right for a holder of securities to participate to and, as applicable, to vote at the annual and extraordinary general shareholders' meetings is only granted on the basis of the registration of the securities concerned, on the aforementioned registration date

at midnight, via registration, in the applicable register book for the securities concerned (for registered securities) or in the accounts of a certified account holder or relevant settlement institution for the securities concerned (for dematerialised securities or securities in book-entry form).

- (b) **Notification:** Secondly, in order to be admitted to the annual and extraordinary general shareholders' meetings, the holders of securities issued by the Company must notify the Company or KBC Bank whether they want to participate to the meetings. The holders of securities that wish to make such notification can make use of the registration notice form that can be obtained at the Company's registered office and on the Company's website. The notice must reach the Company by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, Attention: Virginie Lietaer, Company Secretary) or by e-mail at registrations@nyrstar.com at the latest on the sixth calendar day prior to the annual and extraordinary general shareholders' meetings, *i.e.* on or before Thursday, 21 April 2016 at the latest. The notice to KBC Bank can be made at the counters of KBC Bank on or before Thursday, 21 April 2016 at the latest. For the holders of dematerialised securities or securities in book-entry form, the notice should include a certificate confirming the number of securities that have been registered in their name on the registration date. The certificate can be obtained by the holder of the dematerialised securities or securities in book-entry form with the certified account holder or the applicable settlement institution for the securities concerned.

Voting by mail: The shareholders can vote by mail in accordance with Article 28 of the Company's Articles of Association. Votes by mail must be cast by means of the form prepared by the Company. The vote by mail form can be obtained at the Company's registered office and on the Company's website (www.nyrstar.com). The vote by mail form must be signed in writing or electronically. The electronic signature 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. Signed vote by mail forms must reach the Company by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, Attention: Virginie Lietaer, Company Secretary) or by e-mail at registrations@nyrstar.com at the latest on the sixth calendar day prior to the annual and extraordinary general shareholders' meetings, *i.e.* on or before Thursday, 21 April 2016 at the latest. A shareholder who wishes to vote by mail must, in any case comply with the formalities to attend the meetings, as explained under "—Participation to the meetings".

Representation by proxy: Holders of securities can attend the meeting and vote, as applicable, through a proxy holder. Proxy forms can be obtained at the Company's registered office and on the Company's website (www.nyrstar.com). The proxy must be signed in writing or electronically. The electronic signature must meet the same requirements as the electronic signature for vote by mail forms (see also "—Voting by mail"). Signed proxies must reach the Company by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, Attention: Virginie Lietaer, Company Secretary) or by e-mail at registrations@nyrstar.com at the latest on the sixth calendar day prior to the annual and extraordinary general shareholders' meetings, *i.e.* on or before Thursday, 21 April 2016 at the latest. The appointment of a proxy holder must be made in accordance with the applicable rules of Belgian law, including in relation to conflicts of interest and the keeping of a register. Holders of securities who wish to be represented by proxy must, in any case comply with the formalities to attend the meetings, as explained under "—Participation to the meetings".

Amendments to the agenda and additional proposed resolutions: Shareholders who alone or together with other shareholders hold at least 3% of the share capital of the Company have the right to put additional items on the agenda of the annual and extraordinary general shareholders' meetings and to table draft resolutions in relation to items that have been or are to be included in the agenda. If the required quorum for items 2 through 5 on the agenda of the extraordinary general shareholders' meeting is not reached and a second extraordinary general shareholders' meeting is convened to deliberate and vote on such items, this right will not apply in relation to the agenda of the second extraordinary general shareholders' meeting. Shareholders wishing to exercise this right must prove on the date of their request that they own at least 3% of the outstanding shares. The ownership must be based, for dematerialised shares, on a certificate issued by the applicable settlement institution for

the securities concerned, or by a certified account holder, confirming the number of securities that have been registered in the name of the relevant shareholders and, for registered shares, on a certificate of registration of the relevant shares in the share register book of the Company. In addition, the shareholder concerned must, in any case, comply with the formalities to attend the meetings, as explained under "—Participation to the meetings", with at least 3% of the outstanding shares. A request to put additional items on the agenda and/or to table draft resolutions must be submitted in writing, and must contain, in the event of an additional agenda item, the text of the agenda item concerned and, in the event of a draft resolution, the text of the draft resolution. The request must also mention the mail or e-mail address to which the Company will send the confirmation of receipt of the request. The request must reach the Company by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, Attention: Virginie Lietaer, Company Secretary) or by e-mail at registrations@nyrstar.com at the latest on the twenty-second calendar day prior to the annual and extraordinary general shareholders' meetings, *i.e.* on or before Tuesday, 5 April 2016 at the latest. In case of amendments to the agenda and proposed additional resolutions as aforementioned, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions no later than on the fifteenth calendar day prior to the annual and extraordinary general shareholders' meetings, *i.e.* on or before Tuesday, 12 April 2016 at the latest. In addition, the Company shall make amended forms available for votes by mail and votes by proxy. Proxies and votes by mail that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies and votes by mail apply, subject, however, to applicable law and the further clarifications set out on the proxy forms and vote by mail forms.

Question right: Every shareholder has the right to ask questions to the Directors and the Statutory Auditor related to items on the agenda of a general shareholders' meeting. Questions can be asked during the meetings or can be submitted in writing prior to the meetings. Written questions must reach the Company by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, Attention: Virginie Lietaer, Company Secretary) or by e-mail at registrations@nyrstar.com at the latest on the sixth calendar day prior to the annual and extraordinary general shareholders' meetings, *i.e.* on or before Thursday, 21 April 2016 at the latest. Written and oral questions will be answered during the meetings concerned in accordance with applicable law. In addition, in order for written questions to be considered, the shareholders who submitted the written questions concerned must comply with the formalities to attend the meetings, as explained under "—Participation to the meetings".

Access to the meeting room: The natural persons who attend the annual and extraordinary general shareholders' meetings in their capacity as owner of securities, holder of proxies or representative of a legal entity must be able to provide evidence of their identity in order to be granted access to the meeting room. In addition, the representatives of legal entities must hand over the documents establishing their capacity as corporate representative or attorney-in-fact.

AVAILABLE INFORMATION

The following documentation is available on the Company's website (<http://www.nyrstar.com/investors/en/shareholderinformation/Pages/Shareholder-Meetings.aspx>): the notice convening the annual and extraordinary general shareholders' meetings, an explanatory note regarding the agenda and proposed resolutions or, if no resolutions are proposed, a commentary by the Board of Directors, updates of the agenda and proposed resolutions, in case of amendments to the agenda and proposed resolutions, the documents to be submitted to the annual and extraordinary general shareholders' meetings as referred to in the agenda of the meetings, the registration notice, the vote by mail forms, and the proxy forms. Prior to the annual and extraordinary general shareholders' meetings, holders of securities of the Company can also obtain at the registered office of the Company (Zinkstraat 1, 2490 Balen, Belgium), free of cost, a copy of this documentation. The aforementioned website also mentions the total number of outstanding shares and voting rights of the Company.

On behalf of the Board of Directors

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