



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

SPECIAL GENERAL MEETING

to be held on Thursday 2 June 2016 at 11:30 a.m.

The holders of securities issued by Nyrstar NV (the "Company") are invited to attend a special general shareholders' meeting of the Company.

GENERAL INFORMATION

Date, hour and venue: The special general shareholders' meeting will be held on Thursday 2 June 2016 at 11:30 a.m. at Louizalaan 149, 1050 Brussels, Belgium, 11th floor, or at such other place as will be indicated at that place at that time.

Opening of the doors: In order to facilitate the keeping of the attendance list on the day of the special general shareholders' meeting, the shareholders and their representatives are invited to register as of 10:30 a.m.

AGENDA

Agenda and proposed resolutions: The agenda and proposed resolutions 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, are as follows:

1. Approval in accordance with Article 556 of the Belgian Companies Code in connection with the zinc prepayment arrangement entered into on 29 December 2015

Proposed resolution: The general shareholders' meeting takes note of the zinc prepayment arrangement entered into by the Company and Nyrstar Sales & Marketing AG ("NSM", a wholly owned subsidiary of the Company) with Politus B.V. ("Politus") on 29 December 2015 and of the related documentation, including a prepayment agreement entered into by NSM and Politus (the "Prepayment Agreement"), a facility agreement entered into by Politus as borrower, the parties mentioned therein as original lenders and Deutsche Bank AG, Amsterdam Branch as arranger, agent and security agent (the "Facility Agreement"), a purchase contract between NSM as seller and Politus as buyer (the "Export Contract"), a purchase contract by Politus as seller (the "Sales Contract"), a deed in respect of the provision of agency services between, amongst others, Politus and NSM (the "Agency Contract") and a parent company guarantee and indemnity provided by the Company with respect to the obligations of NSM under the Prepayment Agreement (the "Guarantee", and the Prepayment Agreement, the Facility Agreement, the Export Contract, the Sales Contract, the Agency Contract and the Guarantee together the "Transaction Documents"). Insofar as required, the general shareholders' meeting approves all clauses of the Prepayment Agreement and the other Transaction Documents that fall or may fall within the scope of Article 556 of the Belgian Companies Code, including, but not limited to: Article 5.2 of the Prepayment Agreement, and Article 8.2 of the Facility Agreement read in conjunction with Article 23.4 of the Facility Agreement in combination with Article 5.3 of the Prepayment Agreement, and any other provisions of the Transaction Documents that fall or may be deemed to fall within the scope of Article 556 of the Belgian Companies Code (referring to the granting of 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, when 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 Companies Code with respect to this resolution.

2. **Approval in accordance with Article 556 of the Belgian Companies Code in connection with the working capital facility agreement entered into with Trafigura**

Proposed resolution: The general shareholders' meeting takes note of the working capital facility agreement between the Company (as guarantor), Nyrstar Sales & Marketing AG ("NSM") as borrower and Nyrstar Belgium NV as guarantor and Trafigura as lender (the "Working Capital Facility"), and of the related documentation. Insofar as required, the general shareholders' meeting approves all clauses of the Working Capital Facility (and, if applicable, of the related documentation) that fall or may fall within the scope of Article 556 of the Belgian Companies Code, including, but not limited to the clause in the Working Capital Facility entitled '*Mandatory prepayment - change of control*' and all other clauses of the Working Capital Facility and related documentation (if applicable) that fall or may be deemed to fall within the scope of Article 556 of the Belgian Companies Code. 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 Companies Code with respect to this resolution.

Quorum: There is no quorum requirement for the deliberation and voting on the respective items referred to in the aforementioned agenda of the special 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 special 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.

PARTICIPATION TO THE MEETING

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

Registration date: The registration date for the special general shareholders' meeting shall be Thursday 19 May 2016, at midnight (12:00 a.m., Central European Summer Time). Only persons owning securities issued by the Company on Thursday 19 May 2016, at midnight (12:00 a.m., Central European Summer Time) shall be entitled to participate and, as the case may be, vote at the special general shareholders' meeting. Only shareholders are entitled to vote. The holders of bonds can attend the general meeting but only with an advisory vote. Shareholders, as well as holders of bonds must satisfy the formalities that are described under "—Participation to the meeting".

Participation to the meeting: In order to be able to participate to the special general shareholders' meeting, 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 special general shareholders' meeting 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 the 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 special general shareholders' meeting, the holders of securities issued by the Company must notify the Company or KBC Bank

whether they want to participate to the meeting. 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 (www.nyrstar.com). 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 special general shareholders' meeting, *i.e.* on or before Friday 27 May 2016 at the latest. The notice to KBC Bank can be made at the counters of KBC Bank on or before Friday 27 May 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 a certified account holder or the relevant 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 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 special general shareholders' meeting, *i.e.* on or before Friday 27 May 2016 at the latest. A shareholder who wishes to vote by mail must, in any case comply with the formalities to attend the meeting, as explained under "—Participation to the meeting".

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 special general shareholders' meeting, *i.e.* on or before Friday 27 May 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 meeting, as explained under "—Participation to the meeting".

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 special general shareholders' meeting and to table draft resolutions in relation to items that have been or are to be included in the agenda. 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 meeting, as explained under "—Participation to the meeting", 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 special general shareholders' meeting, *i.e.* on or before Wednesday 11 May 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 special general shareholders' meeting, *i.e.* on or before Wednesday 18 May 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 meeting or can be submitted in writing prior to the meeting. 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 special general shareholders' meeting, *i.e.* on or before Friday 27 May 2016 at the latest. Written and oral questions will be answered during the meeting 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 meeting, as explained under "—Participation to the meeting".

Access to the meeting room: The natural persons who attend the special general shareholders' meeting 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 special general shareholders' meeting, 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 registration notice, the vote by mail forms, and the proxy forms. Prior to the special general shareholders' meeting, 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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