



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

PROXY
SPECIAL GENERAL MEETING
to be held on Thursday 2 June 2016 at 11:30 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 holders of securities who want to be represented by a proxy holder at the special general shareholders' meeting.

This proxy does not constitute a proxy solicitation in the sense of Article 548 or 549 of the Belgian Companies 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 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 proxy must reach Nyrstar NV (the "Company") 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. 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:

registrations@nyrstar.com

Holders of securities who wish to be represented by proxy must also register for the special general shareholders' meeting, as described in the notice convening the special general shareholders' meeting. Holders of dematerialised securities or securities in book-entry form must attach to the present form a certificate issued by the relevant settlement institution for the securities concerned, or by a certified account holder, confirming the number of securities that have been registered in their name on the registration date (i.e. Thursday 19 May 2016, at midnight (12:00 a.m. Central European Summer Time)) with which they want to participate to the special general shareholders' 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):

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.....

.....

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 Board of Directors of the Company²

¹ Please complete as appropriate. An absence of instruction shall be tantamount to an appointment of the Chairman of the Board of Directors of the Company as proxy holder, in accordance with the provisions of note 2 below.

² The Chairman of the Board of Directors of the Company shall be authorised to appoint another director or employee of the Company as a substitute if the Chairman is unable to attend the general shareholders' meeting. The Chairman of the Board of Directors of the Company or, as the case may be, the Chairman's substitute is a director or employee of Nyrstar NV and therefore has a potential conflict of interest as provided for in Article 547bis, §4 of the Belgian Companies Code. The Chairman or the Chairman's substitute 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, the Chairman or the Chairman's substitute 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 special general shareholders' meeting that 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 indicated at that place at that time.

AGENDA

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.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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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.

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 special general shareholders' meeting would be postponed or suspended, the special proxy holder shall have the power to represent the Undersigned at 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 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 proxy holder shall vote for the amended or new resolution

the special proxy holder shall vote against the amended or new resolution

the special proxy holder 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 the Chairman of the Board of Directors of the Company is appointed (or deemed appointed) as special proxy holder, the Chairman (or, as the case may be, the Chairman's substitute) will in such event vote on the amended proposed or new resolutions in the manner as will be 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, on2016

Signature.....