



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 FORM

SPECIAL GENERAL MEETING

to be held on Thursday 26 October 2017 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 form should be used by holders of securities 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 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, 20 October 2017 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 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 applicable 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, 12 October 2017, at midnight (12:00 a.m., Central European Summer Time)) with which they want to participate to the special general shareholders' meeting.

In case of amendments to 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 on the fifteenth calendar day prior to the special general shareholders' meeting, i.e. on or before Wednesday, 11 October 2017 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 agenda 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 Companies Code, a vote via vote by mail for an agenda item in relation to which a new proposed resolution has been submitted by one or more shareholders holding at least 3% 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 items of the following agenda:

SPECIAL GENERAL MEETING

Agenda and proposed resolution: The sole agenda item 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, are as follows:

1. Approval in accordance with Article 556 of the Belgian Companies Code in connection with the EUR 100 million 6.875% bonds issued by Nyrstar Netherlands (Holdings) B.V.

Proposed resolution: The general shareholders' meeting takes note of, approves and ratifies, in as far as necessary, in accordance with Article 556 of the Belgian Companies Code, the following provisions: (a) sections 1.01, 2.15, 4.15 and 5.01, read together with sections 6.01 (a) (3) and 6.02 of the indenture of 10 March 2017, supplemented by the supplemental indenture of 15 September 2017 pursuant to which Nyrstar Netherlands (Holdings) B.V., a wholly owned subsidiary of the Company, issued additional new senior unsecured notes due 2024 for an aggregate principal amount of EUR 100 million, and which has been entered into by, amongst others, the Company as the 'Parent Guarantor' (the "Indenture"), and (b) each other clause of the Indenture which entails 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 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 silver prepayment arrangement entered into on 28 June 2017

Proposed resolution: The general shareholders' meeting takes note of the silver prepayment arrangement entered into by Nyrstar Sales & Marketing AG ("NSM", a wholly owned subsidiary of the Company) with Goldman Sachs International on 28 June 2017 (the "Silver Prepayment Arrangement"), and of the related documentation, including the 2002 ISDA Master Agreement between Nyrstar Sales & Marketing AG and Goldman Sachs International of 19 February 2014 together with the schedule that has been entered into in connection with this agreement between Nyrstar Sales & Marketing AG and Goldman Sachs International (the "ISDA Master Agreement"), a deed of guarantee entered into on 29 June 2017 between the parties mentioned therein as original guarantors, amongst others the Company, and Goldman Sachs International as buyer (the "Deed of Guarantee"), and a silver forward purchase confirmation entered into under the ISDA Master Agreement on 28 June 2017 between NSM as party B and seller, and Goldman Sachs International as party A and buyer (the "Confirmation" and together with the ISDA Master Agreement, the "Silver Forward Purchase Agreement") (the Deed of Guarantee, the Silver Forward Purchase Agreement and other applicable documentation in connection with the Silver Prepayment Arrangement, together the "Transaction Documents"). Insofar as required, the general shareholders' meeting approves all clauses of the Transaction Documents that fall or may fall within the scope of Article 556 of the Belgian Companies Code, including, but not limited to, (i) clause 5.7 (*Condition subsequent*) of the Deed of Guarantee, (ii) clause 3 (*Additional Termination Events*) of the Confirmation, and (iii) any other clauses 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 an obligation for the Company, when the exercise

of such rights is dependent upon a public takeover bid on the Company's shares or on 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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The aforementioned votes apply to the special general shareholders' meeting that will be held on Thursday, 26 October 2017. 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 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 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.²

¹ Please complete as appropriate. An absence of instruction shall be tantamount to an instruction to vote for the amended or new resolution.

² In case the Chief Executive Officer of the Company is appointed as special proxy holder, he 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. Please note that the Chief Executive Officer of the Company is a Director of Nyrstar NV and therefore has a potential conflict of interest as provided for in Article 547bis, §4 of the Belgian Companies Code.

Free English translation for information purposes only

Done at, on2017

Signature.....