



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**

**EXTRAORDINARY GENERAL MEETING**  
to be held on Thursday 4 April 2019 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 holders of securities who want to be represented by a proxy holder at the extraordinary 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 a qualified electronic signature in the sense of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, or 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 extraordinary general shareholders' meeting, i.e. on or before Friday 29 March 2019 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:**

kristel.vanmechelen@nyrstar.com

**Holders of securities who wish to be represented by proxy must also register for the extraordinary general shareholders' meeting, as described in the notice convening the extraordinary 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 21 March 2019, at midnight (12:00 a.m. Central European Time)) with which they want to participate to the extraordinary 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):** .....

owner of the following number of shares issued by the limited liability company, Nyrstar, with its registered office at Zinkstraat 1, 2490 Balen, Belgium:

<b>Number of shares</b>	.....
<b>Form of the above mentioned shares</b> <i>(please tick the appropriate box):</i>  <input type="checkbox"/> <b>Registered</b>  <input type="checkbox"/> <b>Dematerialised</b>	

hereby appoints as his/her special proxy holder, with power of substitution:

Mr./Mrs. ....<sup>1</sup>

The CEO of the Company<sup>2</sup>

<sup>1</sup> Please complete as appropriate. An absence of instruction shall be tantamount to an appointment of the CEO of the Company as proxy holder.

<sup>2</sup> The CEO 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. 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 extraordinary general shareholders' meeting that will be held on Thursday 4 April 2019 at 10:30 a.m., at Louizalaan 149, 1050 Brussels, Belgium, 11<sup>th</sup> floor, or at such other place as will be indicated at that place or otherwise.

## AGENDA

**Agenda and proposed resolution:** The agenda and proposed resolution 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. 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 general meeting is held on the last Tuesday of June at 11.00 a.m., in Belgium, in the place indicated in the convening notice."

*Voting instruction:*

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

### 2. Appointment of a new independent Director

(This agenda item was already addressed and the proposed resolution was approved by the extraordinary general shareholders' meeting held on 14 March 2019. There was no attendance quorum requirement for this agenda item.)

\* \* \*

II. In case the aforementioned extraordinary 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 in case of a new proposed resolution during the meeting:

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

<sup>1</sup> Please complete as appropriate. An absence of instruction shall be tantamount to an instruction to vote for the amended proposed resolution or new proposed resolution. In case the CEO of the Company is appointed (or deemed appointed) as special proxy holder, he will in such event vote on the amended proposed resolutions or new proposed resolutions in the manner as will be supported or recommended by the Board of Directors.

**III.** If a supplemented agenda is published in accordance with Article 533ter of the Belgian Companies Code after this proxy has been notified to the Company, the proxy holder shall have the power to vote on the new items that have been added to the 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".*

In accordance with the Belgian Companies Code, the proxy holder may, with respect to the items referred to in the agenda for which pursuant to Article 533ter of the Belgian Companies Code new proposed resolutions have been tabled, deviate at the meeting from the instructions, if any, given by the Undersigned, if the execution of those instructions could prejudice the interests of the Undersigned. The proxy holder must notify the Undersigned thereof.

**IV.** 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.

**V.** 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.

The present proxy shall also serve as notification within the meaning of Article 536, §2, par. 3 of the Belgian Companies Code with respect to the extraordinary general shareholders' meeting of the Company to be held on Thursday 4 April 2019.

Done at ....., on .....2019

Signature.....