



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**

**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 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 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 form 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. 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:

kristel.vanmechelen@nyrstar.com

Holders of securities who wish to vote by mail 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 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 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 irrevocably votes, as indicated hereafter in the appropriate boxes, on the items of the following agenda:

**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
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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.)

\* \* \*

The aforementioned vote applies to the extraordinary general shareholders' meeting that will be held on Thursday 4 April 2019. In case the aforementioned extraordinary general meeting would be postponed or suspended, the aforementioned vote 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 in case of a new proposed resolution during the meeting:

- 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. ....<sup>2</sup> .....

<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.*

<sup>2</sup> *In case the CEO of the Company is 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. Please note that 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.*

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The present voting letter 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.....