

Remuneration Report

Introduction

The Company prepares a remuneration report relating to the remuneration of directors and the members of the Management Committee. This remuneration report is part of the Corporate Governance Statement, which is a part of the annual report. The remuneration report will be submitted to the annual general shareholders' meeting for approval.

Remuneration policy

Nyrstar's remuneration policy is designed to:

- enable Nyrstar to attract and retain talented employees;
- promote sustainable business performance; and
- reward performance to motivate employees to deliver increased shareholder value through superior business results.

Nyrstar obtains independent advice from external professionals to ensure the remuneration structure represents industry best practice, and achieves the twin goals of retaining talented employees and meeting shareholder expectations.

The remuneration policy that has been determined in relation to the directors and members of the Management Committee is further described below.

The remuneration policy and remuneration will substantially change following the implementation of the restructuring that was announced by the Company on 15 April 2019 and completed on 31 July 2019 (the "Restructuring").

Directors

General

Upon recommendation and proposal of the nomination and remuneration committee, the Board of Directors determines the remuneration of the directors to be proposed to the general shareholders' meeting.

The proposed remuneration that the Board of Directors submits to the general shareholders' meeting is in principle benchmarked against the remuneration of similar positions in companies included in the Bel20® Index. The Bel20® Index is an index composed of the 20 companies with the highest free float market capitalization having shares trading on the continuous trading segment of the regulated market of Euronext Brussels. The remuneration is set to attract, retain and motivate directors who have the profile determined by the nomination and remuneration committee.

Pursuant to Belgian law, the general shareholders' meeting approves the remuneration of the directors, including inter alia, each time as relevant, (i) in relation to the remuneration of executive and non-executive directors, the exemption from the rule that Share based awards can only vest after a period of at least three years as of the grant of the awards; (ii) in relation to the remuneration of executive directors, the exemption from the rule that (unless the variable remuneration is less than a quarter of the annual remuneration) at least one quarter of the variable remuneration must be based on performance criteria that have been determined in advance and that can be measured objectively over a period of at least two years and that at least another quarter of the variable remuneration must be based on performance criteria that have been determined in advance and that can be measured objectively over a period of at least three years; (iii) in relation to the remuneration of non-executive directors, any variable part of the remuneration; and (iv) any provision of service agreements to be entered into with executive directors providing for severance payments exceeding twelve months' remuneration (or, subject to a motivated opinion by the nomination and remuneration committee, eighteen months' remuneration). The general shareholders' meeting of the Company has not approved any of the matters referred to in paragraphs (i) to (iv) with respect to the remuneration of the directors of the Company, except that the annual general shareholders' meeting held on 19 April 2018

approved a deviation from the principles referred to in paragraphs (i) and (iii) with respect to the remuneration of certain non-executive directors in deferred Shares units instead of cash (see also below).

The directors of the Company (excluding the Chief Executive Officer) receive a fixed remuneration in consideration for their membership of the Board of Directors. In addition, the directors (excluding the Chief Executive Officer) receive fixed fees for their membership and/or chairmanship of any board committees. No attendance fees are paid. The Chief Executive Officer is also a member of the board but he does not receive any additional remuneration in his capacity of board member.

Non-executive directors do not receive any performance related remuneration. The remuneration of Non-Executive Directors takes into account their general role as director, and specific roles as chairman, chairman or member of a board committee, as well as their relevant responsibilities and time commitment and is set as follows:

CHAIRMAN:

- Annual fixed remuneration of EUR 200,000 per year
- No additional attendance fees

OTHER DIRECTORS (EXCLUDING THE CEO):

- Annual fixed remuneration of EUR 50,000 per year for membership of the Board of Directors
- Fixed fee of EUR 10,000 per year per board committee of which they are a member
- Fixed fee of EUR 20,000 per year for the chairman of the NomRem Committee and HSEC Committee
- Fixed fee of EUR 30,000 per year for the chairman of the Audit Committee
- No additional attendance fees

On 19 April 2018 the general shareholders' meeting approved that each of the non-executive directors referred to below (the "Eligible Directors") will be remunerated for his or her Director's mandate for the period as of this general shareholders' meeting until the annual general shareholders' meeting of 2019 in the form of "deferred shares units" of the Company, and not in cash, subject to the conditions set out below. The remuneration in shares is for each Eligible Director be limited to the portion set out next to his or her name below (the "Eligible Share Remuneration") of the aggregate remuneration that applies to the director's mandate of the relevant Eligible Director in accordance with the principles that have been determined by the annual general shareholders' meeting of the Company held on 27 April 2011 and that otherwise would have been payable in cash (the "Eligible Remuneration"). The shares will not vest immediately, but will effectively vest and be delivered on the earlier of (i) the end of the Director's mandate of the Eligible Director, or (ii) a change of control over the Company. The shares are granted for free (i.e. for no additional consideration). The number of shares to be granted to an Eligible Director shall be equal to (i) the amount of the Eligible Share Remuneration that would otherwise have been paid in cash (save for this decision by the general shareholders' meeting), divided by (ii) the average closing price of the Company's shares during the ten trading days preceding the date of this general shareholders' meeting, whereby the result is rounded down to the nearest whole number. The Eligible Directors and their respective Eligible Share Remuneration that will be payable in deferred shares are as follows: (i) Ms. Anne Fahy: EUR 10,000 of her Eligible Remuneration; (ii) Ms. Carole Cable: 50% of her Eligible Remuneration; (iii) Mr. Martyn Konig: 100% of his Eligible Remuneration; and (iv) Mr. Christopher Cox: 100% of his Eligible Remuneration. The general shareholders' meeting approved that the shares can be definitively and fully acquired by an Eligible Director prior to the end of the third year referred to in Article 520ter of the Belgian Companies Code. The general shareholders' meeting also approved, as far as needed and applicable in accordance with Article 556 of the Belgian Companies Code, that the shares can be delivered upon the occurrence of a change of control over the Company. As far as needed and applicable, the general shareholders' meeting acknowledged that the shares shall not be considered as "variable remuneration" pursuant to Article 554, seventh paragraph, of the Belgian Companies Code and Provision 7.7 of the Belgian Corporate Governance Code of 12 March 2009. The Company's Nomination and Remuneration

Committee was authorised to further document the grant and to determine the terms and conditions of the grant, which contain customary adjustment clauses to take into account and mitigate the effect of corporate actions, dilutive transactions and similar events, such as (but not limited to) stock splits, reverse stock splits, mergers and de-mergers, dividend payments, other distributions on shares, rights offerings, and share buy-backs.

The Board will not propose a remuneration in deferred share units of the Company for the non-executive directors at the annual general shareholders' meeting of the Company.

Taking into account the advice of the Nomination and Remuneration Committee, the Board will propose to the annual general shareholders' meeting of the Company to approve that Ms. Jane Moriarty is paid additional remuneration as independent director and Mr. Martyn Konig as executive chairman, given the substantial time and effort Ms. Moriarty and Mr. Martyn Konig specifically have dedicated to the implementation of the Restructuring, including as director of the English incorporated direct subsidiary of the Company ("NewCo 1") and the English incorporated direct subsidiary of NewCo 1 (and thus indirect subsidiary of the Company) ("NewCo 2"), in the following amount: £130,000 for each.

Remuneration and compensation in 2018

The annual shareholders' meeting dated 19 April 2018 approved to remunerate the mandate of certain non-executive directors for the period as of the 2018 annual meeting until the 2019 annual meeting in whole or in part in deferred share units.

During 2018 the following gross remuneration was paid to the directors¹ (excluding the CEO):

| | Remuneration cost | Paid in cash | Paid in Deferred Share Units |
|------------------------|-------------------|-----------------|------------------------------|
| Martyn Konig | € 200,000 | - | 34,494 DSU |
| Carole Cable | € 70,000 | € 35,000 | 6,036 DSU |
| Christopher Cox | € 70,000 | - | 12,073 DSU |
| Jesús Fernandez | € 80,000 | € 80,000 | - |
| Anne Fahy | € 90,000 | € 80,000 | 1,725 DSU |

¹ These payments include remuneration for Board and all Committees, excluding the Special Committee for which there was no remuneration in 2018.

Executive Management

General

The remuneration of the Chief Executive Officer and the other members of the Management Committee is based on recommendations made by the nomination and remuneration committee. The chief executive officer participates to the meetings of the nomination and remuneration committee in an advisory capacity each time the remuneration of another member of the Management Committee is being discussed.

The remuneration is determined by the Board of Directors. As an exception to the foregoing rule, pursuant to Belgian law the general shareholders' meeting must approve, as relevant: (i) in relation to the remuneration of members of the Management Committee and other executives, an exemption from the rule that share based awards can only vest after a period of at least three years as of the grant of the awards; (ii) in relation to the remuneration of members of the Management Committee and other executives, an exemption from the rule that (unless the variable remuneration is less than a quarter of the annual remuneration) at least one quarter of the variable remuneration must be based on performance criteria that have been determined in advance and that can be measured objectively over

a period of at least two years and that at least another quarter of the variable remuneration must be based on performance criteria that have been determined in advance and that can be measured objectively over a period of at least three years; and (iii) any provisions of service agreements to be entered into with members of the Management Committee and other executives providing (as the case may be) for severance payments exceeding twelve months' remuneration (or, subject to a motivated opinion by the nomination and remuneration committee, eighteen months' remuneration). The general shareholders' meeting of the Company has not approved any of the matters referred to in paragraphs (i) to (iii) with respect to the outstanding remuneration of the members of the management committee of the Company, except that in previous years, the approval by the general shareholders' meeting was obtained with respect to:

- clauses or features included in the LTIP that (automatically or not) result in, or permit the Board of Directors (or a committee or certain members of the Board of Directors) to approve or allow an accelerated or immediate vesting or acquisition of awards made under the LTIP in the event of a public takeover bid or change of control over the Company, which is a deviation from the principle referred to in paragraph (i) above;
- the power of the Board of Directors to pay out entitlements under the Annual Incentive Plan (AIP) in the form of deferred shares of the Company which are acquired by the beneficiary concerned at the moment of delivery (and not at the expiry of a three year period following the grant), which is a deviation from the principle referred to in paragraph (i) above.

An appropriate portion of the remuneration is linked to corporate and individual performance. The remuneration is set to attract, retain and motivate executive management who have the profile determined by the nomination and remuneration committee.

The remuneration of the Executive Management consists of the following main remuneration components:

- Annual Base Salary (fixed);
- Participation in the Annual Incentive Plan (AIP) (bonus) (variable);
- Participation in the Executive Long Term Incentive Plan (LTIP) (variable); and
- Pension benefits.

In 2018 two new members were appointed to the management committee and one member left.

The respective elements of the remuneration package are further described below. There is no provision for claw back of variable remuneration due to incorrect financial information.

Annual Base Salary

The Annual Base Salary constitutes a fixed remuneration. The reference base salary structures are determined with the support of external market data and analysis of economic trends for the different countries. Included in this analysis are the base salaries for various job descriptions paid by a group of peer companies of Nyrstar in several countries. On the basis of this survey, a number of grades are determined. The midpoint for each grade is the 50% percentile to reflect an optimal alignment with the market.

Nyrstar's policy is to pay senior staff members at 100% of the midpoint for their grade, subject to continued above average performance. However, there is discretion to set the fixed remuneration between 80% and 120% of the midpoint, based on experience, job, location, industry demand, unique technical skills, performance, etc.

Annual Incentive Plan

The annual incentive is a variable part of the remuneration in function of individual performance below, at or above average standard during a given year. The terms and conditions are reflected in the Annual Incentive Plan (AIP), which is subject to revision on an annual basis.

The AIP aims to attract and retain talented employees, to make a connection between performance and reward, to reward achievement in line with Nyrstar's financial success, to reward employees for adhering to the Nyrstar Values & Behaviours, and to reward employees in a similar manner to the Company's shareholders.

The AIP is designed around delivering and exceeding the Nyrstar annual plan and budget. The relevant performance year for eligibility under the AIP is 1 January to 31 December, and payments, if any, are usually made in March of the following year.

In order to be eligible under the AIP, the beneficiary must be employed on 31 December of the relevant performance year. The respective criteria and their relative weight to determine eligibility under the AIP are:

- a. the achievement by Nyrstar of annual financial targets, which are determined and approved by the Board of Directors, in order to guarantee the self-funding nature of the plan; and
- b. the achievement by the beneficiary of personal "stretch targets", which aim at achieving an individual performance over and above the normal requirement of his or her function

Every year the Board of Directors revises and approves the performance criteria both for Nyrstar on a group level and the members of the Management Committee.

The AIP performance criteria for the members of the Management Committee includes:

- Group financial performance;
- Health & Safety; Environment; and
- Individual goals.

The incentive under the AIP only becomes available if Nyrstar meets the performance threshold as approved by the Board in the beginning of the performance year.

The eligibility under the AIP is assessed and determined by the nomination and remuneration committee, and any payment of the annual incentive is subject to final board approval.

For further information on the AIP and other share plans, please see "Description of Share Plans".

Pensions

The members of the Management Committee participate in a pension scheme. The contributions by Nyrstar to the pension scheme amount to 20% of the Annual Base Salary (capped at a maximum annual base salary of CHF 846'000 (EUR 749,782)).

Other

The management committee members participate in a medical benefit plan that includes amongst other things private hospital and dental medical care. They also receive a representation allowance, a car allowance and benefit from statutory accident and health insurance. In addition, some management committee members receive housing assistance and dependent schooling support for a limited time period.

Remuneration and Compensation in 2018

The following remuneration and compensation other than share based awards that are mentioned further was paid to the Chief Executive Officer and other members of the Management Committee in 2018:

| | Chief Executive Officer(4) (€) | Members of the Management Committee other than the Chief Executive Officer (on an aggregate basis) (€) |
|---|---------------------------------------|---|
| Annual Base Salary | 892,857 | 1,712,410 |
| Incentives | 402,090 | 591,986 |
| Pension Benefits(1) | 151,071 | 342,482 |
| LTIP (Cash Payment) | — | - |
| Other Components of the Remuneration(2) | 62,428 | 658,876 |
| Severance Payments(3) | — | 390,625 |
| Total | 1,508,446 | 3,696,379 |
| | | |
| | | |

Note: FX CHF/Euro = 1.12

Notes:

- (1) Includes a contribution of up to 20% of reported annual base salary (capped at a maximum salary of CHF 846'000 (EUR 749,782)) as savings contributions as well as risks contributions.
- (2) Includes representation allowance, car allowance (also where exists car benefit), housing (net), health insurance (net).
- (3) During 2018 severance payment of EUR 390,625 made to C. Eger
- (4) This refers to Hilmar Rode only.

Payments upon termination

Each member of the Management Committee is entitled to a severance payment equivalent to twelve months of Annual Base Salary (inclusive of any contractual notice period) in case of termination of his agreement by Nyrstar. In addition, the agreement with the chief executive officer provides that upon a change of control, his agreement with Nyrstar will be terminated. In that event, the chief executive officer is entitled to a severance payment equivalent to twelve months of Annual Base Salary (inclusive of any contractual notice period). The above applies to all current and former members of the management committee and current and former chief executive officers.

Capital Structure Review – Retention

As part of Capital Structure Review process the CEO was paid an ex gratia payment in the amount of CHF 250,000 (EUR 221,567) in first quarter of 2019. A further ex gratia payment in the amount of CHF 1,250,000 (EUR 1,107,834) was paid as the retention condition of the CEO not having resigned, nor having been dismissed for cause under Swiss law, until the earlier of (a) 31 December 2019 or (b) the successful conclusion of the Restructuring, was met on 31 July 2019 being the successful conclusion of the Restructuring.

As part of the Capital Structure Review process and the Chairman taking up the role of Executive Chairman, the Executive Chairman was paid CHF 135,000 (EUR 119,646) in first quarter of 2019 and a further ex gratia payment of CHF 765,000 (EUR 677,994) was paid as the retention the condition of the Chairman not having resigned until the earlier of (a) 31 December 2019 or (b) the successful conclusion of the Restructuring, was met on 31 July 2019, being the successful conclusion of the Restructuring.

To secure continuity during the Capital Restructure process three NMC members will be paid an aggregate amount of CHF 550,000 (EUR 487,465) at the end of September 2019 on condition that they have not resigned from the Company at the time when the payment becomes due. The Interim Chief Financial Officer will be paid an amount of CHF 233,520 (EUR 206,969) of which 50% was paid at the end of June 2019 and a further 50% is payable at the end of December 2019, on condition that he has not resigned from the Company at the time when the payment becomes due.

Indemnification and Insurance of Directors and Executive Management

As permitted by the Company's articles of association, the Company has entered into a customary liability indemnification arrangements with the directors and relevant members of the Management Committee and has implemented directors' and officers' insurance coverage.

Description of share plans

In 2018 the Company had a Long Term Incentive Plan (LTIP) with a view to align shareholder and senior management objectives as well as attracting, retaining and motivating the employees and Executive Management of the Company and its wholly owned subsidiaries.

The key terms of the LTIP are described below. For further information on the manner in which awards under the LTIP are treated in Nyrstar's consolidated financial statements, refer to note 33 to the audited consolidated financial statements for the financial year ended on 31 December 2018.

LTIP

General

Under the LTIP, the Executives selected by the Board of Directors may be granted conditional awards to receive ordinary shares in the Company at a future date ("Executive Share Awards") or their equivalent in cash ("Executive Phantom Awards") (Executive Share Awards and Executive Phantom Awards together referred to as "Executive Awards").

The terms of the LTIP may vary from country to country to take into account local tax and other regulations and requirements in the jurisdictions where eligible Executives are employed or resident.

The nomination and remuneration committee makes recommendations to the Board of Directors in relation to the operation and administration of the LTIP.

The current LTIP rules were approved by a general shareholders' meeting of the Company held on 19 April 2018.

Eligibility

The Board of Directors determines which Executives are eligible to participate in the LTIP (the "Participating Executives").

The value of the conditional Executive Awards under the LTIP varies, depending on the role, responsibility and seniority of the relevant Participating Executive. The maximum value of the conditional Executive Awards granted to any Participating Executive in any financial year of the Company will not exceed 150% of his or her base salary at the time of the grant.

Vesting

Executive Awards will cliff vest after a three-year rolling performance period.

In the event of cessation of employment before the normal vesting due to retirement or death, the Board of Directors may determine that a number of Executive Awards will vest, taking into account such factors as the Board of Directors determines, including the proportion of the performance period which has elapsed and the extent that performance conditions have been satisfied up to the date of leaving.

The Board of Directors determines the LTIP performance conditions and whether they have been met. Executive Awards are made to the extent that predetermined scaling thresholds for each of the performance conditions are met.

For the Executive Awards to vest under the grants made in 2016 (Grant 9), 2017 (Grant 10), and 2018 (Grant 11) the two following performance measurements must be achieved:

- Nyrstar EBITDA target set by the Remuneration Committee;
- The Nyrstar average share price for the 3 year performance period must outperform the MSCI world mining and metals index by 2% based on the volume weighted average annual performance

A volume weighted average out-performance is calculated for each year. These are averaged over the performance period and compared to the vesting schedule.

Awards

Since April 2008, grants have been made annually in accordance with the rules and conditions of the LTIP. Grants in place during 2018 are shown below:

| | Grant 9 | Grant 10 | Grant 11 |
|-----------------------------|---|--|---|
| Effective grant date | 2 November 2016 | 30 April 2017 | 30 April 2018 |
| Performance period | 1 January 2016 to 31 December 2018 | 1 January 2017 to 31 December 2019 | 1 January 2018 to 31 December 2020 |
| Performance criteria | —Nyrstar EBITDA 70% —MSCI 30% —Executive remains in service to 31 December 2018 | — Nyrstar EBITDA 70% —MSCI 30% —Executive remains in service to 31 December 2019 | — Nyrstar EBITDA 70% —MSCI 30% — Executive remains in service to 31 December 2020 |
| Vesting date | 31 December 2018 | 31 December 2019 | 31 December 2020 |

During the period between the satisfaction of the performance conditions and when the participating employee receives the relevant payment, the employee will be entitled to a payment equal to the cash equivalent of any dividends paid.

Movement of LTIP shares awarded

The following table sets out the movement in the number of equity instruments granted during the specified periods in relation to the LTIP (including all participants):

| | Grant 8 | Grant 9 | Grant 10 | Grant 11 | Total |
|--------------------------------|-----------|----------------|------------------|------------------|------------------|
| As at 1 Jan 2018 | 303,018 | 900,994 | 1,376,091 | - | 2,580,103 |
| Initial allocation 8 June 2018 | - | - | - | 1,565,826 | 1,565,826 |
| Dilutive impact / adjustment | - | 7,451 | 11,814 | - | 19,265 |
| Forfeitures | (303,018) | (66,621) | (144,961) | (39,293) | (553,893) |
| Additions | - | 84,277 | 195,590 | - | 279,867 |
| Expired | - | - | - | - | - |
| Settlements | - | - | - | - | - |
| As at 31 Dec 2018 | - | 926,101 | 1,438,534 | 1,526,533 | 3,891,168 |

Directors' and other interests

Shares and share awards under the LTIP

The table below reflects the Share awards that during 2017 have been granted or delivered under the LTIP to the members of the Management Committee, and those that have expired:

| Name | Title | LTIP (as of 31 December 2018) | | |
|-------------------------------|--------------------------|---|--|--|
| | | Share Awards delivered in 2018 under the LTIP of which the performance conditions have been met | Share Awards granted, but lapsed 2018 ⁽¹⁾ | Share Awards granted in 2018 or in prior years under LTIP of which the performance conditions have not been met ⁽²⁾ |
| Hilmar Rode | Chief Executive Officer | 0 | 117,975 | — |
| Michel Abaza (from July 2018) | Chief Financial Officer | 0 | 67,217 | — |
| Christopher Eger | Chief Financial Officer | 0 | 63,706 | — |
| Willie Smit | Chief HR Officer | 0 | 63,706 | — |
| Frank Rittner | Chief Technical Officer | 0 | 44,831 | — |
| Sebastião Balbino | Chief Commercial Officer | 0 | 47,170 | — |
| Cristiano Melcher(3) | Chief Commercial Officer | 0 | 13,757 | — |

Notes:

- (1) Share awards include adjusted forfeitures under other grants related to end of employment. Awards have been adjusted for the Accelerated Book Build conducted in November 2018.
- (2) Vesting is subject to performance conditions.
- (3) Cristiano Melcher was appointed as CCO in December 2018.

Deferred Shares

During 2016, 2017 and 2018 the following was granted to the directors in Deferred Share Units(excluding the CEO):

| | AGM 2016 | AGM 2017 | AGM 2018 | Total |
|------------------------|-----------------|-----------------|-----------------|--------------|
| Martyn Konig | 27,285 DSU | 37,282 DSU | 34,494 DSU | 99,061 DSU |
| Carole Cable | 4,774 DSU | 6,524 DSU | 6,036 DSU | 17,334 DSU |
| Christopher Cox | 9,549 DSU | 13,049 DSU | 12,073 DSU | 34,671 DSU |
| Jesús Fernandez | - | - | - | - |
| Anne Fahy | 1,364 DSU | 1,864 DSU | 1,725 DSU | 4,953 DSU |

Shares and share awards under the AIP

During 2018, no share awards were delivered nor granted under the AIP to the members of the Management Committee at that time.

Total Shareholding

The following number of shares are held by members of Nyrstar's Management Committee as of 31 December 2018:

| Name | Title | Shares |
|-----------------------|---------------------------------|---------------|
| Hilmar Rode | Chief Executive Officer | 750,000 |
| Michel Abaza | Chief Financial Officer | - |
| Willie Smit | Chief HR Officer, HR & SHE | 28,885 |
| Frank Rittner | Chief Technical Officer | 515,980 |
| Sebastiao Balbino | Chief Commercial Officer | 24,421 |
| Cristiano Melcher (1) | Deputy Chief Commercial Officer | - |

Notes:

(1) Cristiano Melcher was appointed as CCO in December 2018

With the exception of the Chief Executive Officer (as listed in the table above), none of the directors of the Company hold Shares. However, certain non-executive directors will receive their remuneration fully or partly in deferred Shares of the Company.