



LIMITED LIABILITY COMPANY ("NAAMLLOZE 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 14 March 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 8 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@nyrtemp.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 28 February 2019, at midnight (12:00 a.m., Central European Time)) with which they want to participate to the extraordinary 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 extraordinary general shareholders' meeting, i.e. on or before Wednesday 27 February 2019 at the latest. At that time, the Company will also make available amended forms for vote 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:

AGENDA

Agenda and proposed resolutions: The agenda and proposed resolutions 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

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends that Mrs. Jane Moriarty be appointed as independent Director of the Company. For further information on the proposed Director and her résumé, reference is made to the explanatory note regarding the agenda of the extraordinary general shareholders' meeting and the proposed resolutions.

Proposed resolution: Mrs. Jane Moriarty is appointed as independent non-executive Director within the meaning of Article 526ter of the Belgian Companies Code and Provision 2.3 of the Belgian Corporate Governance Code of 12 March 2009, for a term up to and including the closing of the annual general shareholders' meeting to be held in 2023 which will have decided upon the financial statements for the financial year ended on 31 December 2022. It appears from information available to the Company and from information provided by Mrs. Jane Moriarty that she satisfies the applicable requirements with respect to independence. Unless decided otherwise by the general shareholders' meeting, the mandate of Mrs. Jane Moriarty shall be remunerated in cash as set out in relation to non-executive Directors in the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2017, and pursuant to the principles as approved by the shareholders at the general shareholders' meeting held on 27 April 2011, as amended and supplemented from time to time.

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 extraordinary general shareholders' meeting that will be held on Thursday 14 March 2019. In case the aforementioned extraordinary 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 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.²

¹ 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.

² 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.

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 14 March 2019.

Done at, on2019

Signature.....