



LIMITED LIABILITY COMPANY ("NAAMLOZE VENNOOTSCHAP")
Registered Office: Zinkstraat 1, 2490 Balen, Belgium
Company Number VAT BE 0888.728.945 RPR/RPM Antwerp, division Turnhout
www.nyrstar.be
(the "Company")

INVITATION
GENERAL MEETING AND TWO CONSECUTIVE EXTRAORDINARY GENERAL MEETINGS
OF SHAREHOLDERS

to be held on 2 June 2020 at 11:00 a.m. CEST

The holders of shares issued by Nyrstar NV are invited to attend a general shareholders' meeting and two extraordinary general shareholders' meetings of the Company with respective agendas as set out hereinafter. After the agenda of the general shareholders' meeting has been treated, the meeting will be shortly suspended in order to be continued for the first extraordinary general shareholders' meeting before a notary public. After the agenda of the first extraordinary general shareholders' meeting has been treated, the meeting will be shortly suspended in order to be continued for the second extraordinary general shareholders' meeting before a notary public.

PRIOR EXPLANATORY NOTE

On 18 March 2020, the Company announced that it had been necessary to postpone the earlier convened general shareholders' meeting and two extraordinary general shareholders' meetings scheduled for 25 March 2020 due to the Covid-19 outbreak and corresponding restrictions that had been introduced in Europe. In accordance with the Royal Decree no. 4 of 9 April 2020 containing various provisions on co-ownership and company and association law in the context of the fight against the Covid-19 pandemic (the "Royal Decree no. 4"), the Company now invites the holders of shares issued by the Company to attend a general shareholders' meeting and two extraordinary general shareholders' meetings of the Company with the same respective agendas (subject to minor necessary adjustments as set out below) as the shareholders' meetings scheduled for 25 March 2020.

On 2 March 2020, the Company had already received a request pursuant to article 7:130 of the Belgian Code of Companies and Associations from shareholders holding together 5.69% of the outstanding shares of the Company to add an additional item and proposed resolution to the agenda of the extraordinary general shareholders' meetings that were originally scheduled to be held on 25 March 2020, as announced on 24 February 2020. This additional agenda item shall be treated at a general shareholders' meeting that will be held immediately prior to the extraordinary general shareholders' meetings.

In accordance with the Royal Decree no. 4, the Board of Directors of the Company has decided, as it is not possible under the current circumstances to guarantee that the scheduled general shareholders' meetings can be physically organised in a way that excludes any risk of further spread of the Covid-19 virus as envisaged by the measures (including those of, among others, 'social distance') taken by the Belgian and other European authorities to fight the Covid-19 pandemic, that the exercise of voting rights at the general shareholders' meeting and the two extraordinary general shareholders' meetings of 2 June 2020 can only be done in writing by way of voting by mail or by representation by proxy, as set out below. Voting forms and proxy forms are made available to the shareholders on the Company's website and can be sent, in accordance with Royal Decree no. 4, by sending an e-mail with a scanned or photographed copy of the completed and signed voting form or proxy form to the e-mail address as set out below in this invitation (see under "— Participation to the meetings"). These documents must reach the Company at the latest on the fourth day prior to the

date of the general shareholders' meetings. SHAREHOLDERS ARE REMINDED THAT THE NOTIFICATION OF THE PARTICIPATION TO THE MEETING MUST BE DONE AT THE LATEST ON THE SIXTH CALENDAR DAY PRIOR TO THE SHAREHOLDERS' MEETINGS (see under "— Participation to the meetings — Participation to the meetings — (b) *Notification*").

The Board of Directors has also decided, pursuant to the Royal Decree no. 4, to prohibit the physical presence of shareholders and other persons entitled to attend the meetings, as well as their proxyholders, at the place where the general shareholders' meetings are held. Only written questions may be submitted, which must reach the Company at the latest on the fourth day prior to the date of the general shareholders' meetings as indicated in this invitation (see "— Participation to the meetings"). These written questions will, if applicable, be answered in writing at the latest on the day of the general shareholders' meetings, but before the start of the first meeting on the date and time set out above and therefore before any voting, by publication on the Company's website (www.nyrstar.be).

REVISED AGENDA

On 11 May 2020, the Company received a request pursuant to Article 7:130 of the Belgian Code of Companies and Associations from shareholders jointly owning 6.8% of the outstanding shares of the Company to add additional items and proposed resolutions, as set out below, to the agenda of the general shareholders' meeting and the second extraordinary general shareholders' meeting, which was published on 30 April 2020. These additional agenda items and proposed resolutions are respectively added as (i) the first item on the agenda of the general meeting, (ii) an alternative proposal for resolution to the (renumbered) second item on the agenda of the general meeting, (iii) the first item on the agenda of the second extraordinary general meeting, and (iv) an alternative proposal for resolution to the (renumbered) third item on the agenda of the second extraordinary general meeting. The revised agendas for the general meeting and for the second extraordinary general meeting are set out below under "General Meeting" and "Second Extraordinary General Meeting" respectively. Pursuant to Article 7:130 of the Belgian Code of Companies and Associations, the Company has made available amended forms for representation by proxy and voting by mail, as well as a revised explanatory note. Proxies and votes by mail that reach the Company prior to the publication of the revised agenda, remain valid for the agenda items to which the proxies and votes by mail apply, subject, however, to applicable law and the further clarifications set out in the proxy form and the voting by mail form.

GENERAL INFORMATION

Date, hour and venue: The general shareholders' meeting and the two extraordinary general shareholders' meetings will be held consecutively on 2 June 2020 at 11:00 a.m. CEST at the offices of the notary Celis, Celis & Liesse with registered seat at Kasteelpleinstraat 59, 2000 Antwerp, Belgium. There is no quorum requirement for the agenda items of the general shareholders' meeting which takes place first. There is a quorum requirement for certain agenda items of both extraordinary general shareholders' meetings (see also below after the respective agendas of "First Extraordinary General Meeting" and "Second Extraordinary General Meeting"). If the quorum of the extraordinary general shareholders' meetings were not to be reached for certain agenda items, two new extraordinary general shareholders' meetings will be held with the same respective agendas on 30 June 2020, unless, as the case may be, decided otherwise on behalf of the Board of Directors.

GENERAL MEETING

Agenda and proposed resolutions: The agenda and proposed resolutions of the 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. **Postponement of the general shareholders' meeting and addition of the agenda items to the agenda of the annual shareholders' meeting**

On 11 May 2020, the Company received a request pursuant to Article 7:130 of the Belgian Code of Companies and Associations from RSQ Investors (a division of Quanteus Group bv),

Kris Vansanten bv, Evelyne Van Wassenhove, E3V & Partners bv, shareholders jointly owning 6.8% of the outstanding shares of the Company, to add the current additional item and proposed resolution, as set out below, to the agenda of the meeting.

“Explanation: On 2 March 2020, the shareholders requested to add the following agenda item to the agenda of the first extraordinary shareholders’ meeting of 25 March 2020, in accordance with Article 7:130 BCCA: “Liability claim against the directors and former directors of the Company for errors committed in 2019 and 2020”. The board of directors misapplied this shareholders’ request by convening a general meeting with this agenda item, without respecting the notice period. Since the board of directors is now convening another separate general meeting for this agenda item (which presents an additional threshold for participation now that the shareholders have to explicitly sign up for the shareholders’ meeting), contrary to the shareholders’ request, the shareholders propose to postpone this shareholders’ meeting and to add this agenda item and the agenda item that will be added, to the agenda of the annual general shareholders’ meeting.

Moreover, this shareholders’ meeting must be postponed because the shareholders’ meeting of 2 June 2020 will not allow a discussion among the shareholders and between the shareholders and the board of directors, as the board of directors has flagrantly abused the exceptional situation due to the Corona epidemic, in order to prohibit physical attendance at the shareholders’ meeting and thus make any discussion impossible. A postponement for this reason is also necessary because a group of minority shareholders has in the meantime launched summary proceedings before the President of the Antwerp Enterprise Court, Antwerp Division, to appoint a company law expert with the task of investigating a.o. the restructuring.

Finally, the shareholders cannot make an informed decision on the dissolution of the company before the board of directors has adopted consolidated financial statements up to 31 July 2019, has had these consolidated financial statements audited by the statutory auditor and these consolidated financial statements have been approved by the general meeting of shareholders at the annual general shareholders’ meeting. This extraordinary general meeting must therefore also be postponed at least until then.

Proposed resolution: The general shareholders’ meeting decides to postpone the general meeting of 2 June 2020 and to add it to the annual general shareholders’ meeting which, according to the articles of association, should be held on the last Tuesday of June.”

2. Liability claim against the directors and former directors of the Company for errors committed in 2019 and 2020

On 2 March 2020 the Company received a request pursuant to article 7:130 of the Belgian Code of Companies and Associations from Kris Vansanten, Evelyne Van Wassenhove, Kris Vansanten BV, E3V & Partners BV and Quanteus Group BV, shareholders holding jointly 5.69% of the outstanding shares of the Company, to add the present additional item and the proposed resolution set out below to the agenda of the general shareholders’ meeting.

Proposed resolution: The general shareholders’ meeting decides to hold the current and former directors of the Company liable for errors committed in the financial years 2019 and 2020.

On 11 May 2020, the Company received a request pursuant to Article 7:130 of the Belgian Code of Companies and Associations from RSQ Investors (a division of Quanteus Group bv), Kris Vansanten bv, Evenlyne Van Wassenhove, E3V & Partners bv, shareholders jointly owning 6.8% of the outstanding shares of the Company, to add the proposed resolution, as set out below, to the agenda of the meeting.

“Proposed resolution: De general shareholders’ meeting decides to postpone the decision on the liability claim against the directors and former directors of the Company for errors committed in 2019 and 2020 to the annual general shareholders’ meeting.”

No quorum: There is no quorum requirement for the deliberation and voting on the respective items referred to in the aforementioned agenda of the general shareholders' meeting.

Voting and majority: Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the proposed resolutions referred to in the aforementioned agenda of the general shareholders' meeting shall be passed if they are approved by a simple majority of the votes validly cast by the shareholders.

FIRST EXTRAORDINARY GENERAL MEETING

Agenda and proposed resolutions: The agenda and proposed resolutions of the first 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. (Withdrawn agenda item)

As the first extraordinary general shareholders' meeting can only be held on a later date than originally provided (as explained above in this invitation), the first agenda item relating to the change of the date of the annual shareholders' meeting that was included in the original invitation of 24 February 2020 and is now no longer relevant, is withdrawn.

2. Change of the company name

In accordance with the Deed for the sale and purchase of shares and assets held by the Company entered into between the Company as Seller and NN2 Newco Limited as Purchaser of 19 June 2019 (the "NNV-NN2 SPA"), the Company is held to change its name to a name that does not include "Nyrstar" at the annual general meeting to be held in 2020 at which the Company's FY19 accounts will be tabled. In view of the proposed amendment of the date of the annual general meeting and the corresponding amendment to the Company's Articles of Association under agenda item 1, the Board of Directors therefore proposes to, at the same occasion, change the name of the Company to "NYR Holding" and to amend the company name in the Articles of Association of the Company accordingly.

Proposed resolution: The general shareholders' meeting approves the name change of the Company to "NYR Holding" and accordingly decides to amend the second sentence of the first paragraph of Article 1 of the Company's Articles of Association as follows: "It carries the name "NYR Holding"."

3. Amendment Articles of Association to the BCCA and other new relevant laws

Pursuant to Article 39, §1, first paragraph, and §2 of the Law of 23 March 2019 introducing the Belgian Code of Companies and Associations and containing various provisions, as from 1 January 2020, the Company is subject by operation of law to the provisions of the new Belgian Code of Companies and Associations ("BCCA") and furthermore, in accordance with Article 39, §1, third paragraph, of the aforementioned law, the Company is legally obliged to align its Articles of Association with the provisions of the BCCA on the occasion of the first amendment of the Articles of Association after 1 January 2020.

The Board of Directors therefore proposes, following the amendment to the Articles of Association proposed in the previous agenda item, to bring the Articles of Association of the Company, both substantially and terminologically, fully in line with the BCCA while retaining the legal form of a listed public limited liability company with a classic one-tier board structure and without amending the object (*voorwerp*) (i.e. the former purpose (*doel*)) subject to terminological changes. The Board of Directors also proposes, where necessary, to amend the Articles of Association of the Company in accordance with the law of 13 April 2019 introducing a Belgian Civil Code and inserting Book 8 "Evidence" in that code, which will enter into force on 1 November 2020.

Proposed resolution: The general shareholders' meeting decides to amend and restate the Company's Articles of Association in its entirety and to adopt a new text of the Articles of Association in accordance with the provisions of the BCCA for a listed public limited liability company with a classic one-tier board structure and in particular taking into account the amendments to the existing Articles of Association as set out below, article-by-article, as well as taking into account the other recent relevant legislative amendments to the Belgian Civil Code. Accordingly, the following amendments are made to the existing coordinated Articles of Association article-by-article:

- (a) In Article 1 ('Legal form – Name'), the second paragraph ("The company is a company making or having made public offerings.") shall be deleted in its entirety.
- (b) In Article 2 ('Registered Office'), first paragraph, the part "at Zinkstraat 1, 2490 Balen" is replaced by "in the Flemish Region".
- (c) Throughout the Articles of Association, the term "purpose" is replaced by the new term "object" (i.e. in the title of Article 3, in the first paragraph and twice in the last paragraph of the same Article 3 and in the first paragraph of Article 21).
- (d) Throughout the Articles of Association, the term "warrants" is replaced by the new term "subscription rights" (i.e. in Article 3, in the second bullet point under the first paragraph, in the title of Article 11 and in the second and last paragraphs of the same Article 11, and in Article 25.4).
- (e) Throughout the Articles of Association, the term "social" is deleted (i.e. in the title of Chapter II, in the title of Article 5 and in the first and second paragraphs of the same Article 5, in Article 7, in the first, second and third paragraphs of Article 9, in the third paragraph of Article 18, in the second paragraph of Article 28 and in the first paragraph of Article 33).
- (f) Throughout the Articles of Association, all references to the old Belgian Companies Code and its provisions are replaced by a reference to the new Belgian Code of Companies and Associations and, where applicable, its corresponding applicable provisions. Accordingly, the following amendments are made: in the fourth paragraph of Article 9, replace "Article 592 et seq. of the Belgian Companies Code" by "Article 7:188 et seq. of the Belgian Code of Companies and Associations", "Article 596 of the Belgian Companies Code" by "Article 7:191 of the Belgian Code of Companies and Associations" and "Article 598 of the Belgian Companies Code" by "Article 7:193 of the Belgian Code of Companies and Associations"; in the last paragraph of Article 10 replace "Article 596 and, if applicable, Article 598 of the Belgian Companies Code" by "Article 7:191 and, if applicable, Article 7:193 of the Belgian Code of Companies and Associations"; in the third paragraph of Article 11 replace "Belgian Companies Code" with "Belgian Code of Companies and Associations"; in the first paragraph of Article 13 replace "Article 620 et seq. of the Belgian Companies Code" with "Article 7:215 et seq. of the Belgian Code of Companies and Associations" and "Article 627 of the Belgian Companies Code" with "Article 7:221 of the Belgian Code of Companies and Associations" and in the second paragraph of the same article 13 replace "Article 622, §2 of the Belgian Companies Code" with "Article 7:218 of the Belgian Code of Companies and Associations" and "Article 627 of the Belgian Companies Code" with "Article 7:221 of the Belgian Code of Companies and Associations"; in the last paragraph of Article 24 and in Article 25.2 replacement of "Belgian Companies Code" by "Belgian Code of Companies and Associations"; in the second paragraph of article 25.3 replace "Article 533 of the Belgian Companies Code" by "Article 7:128 of the Belgian Code of Companies and Associations"; in the last paragraph of Article 32 replacement of "Articles 95 and 96 of the Belgian Companies Code" by "Articles 3:5 and 3:6 of the Belgian Code of Companies and Associations"; and in the last paragraph of Article 34 replacement of "Articles 617 and 618 of the Belgian Companies Code" by "Article 7:213 of the Belgian Code of Companies and Associations".
- (g) In Article 14 ("Indivisibility"), the second paragraph ("Both co-owners and pledgees and pledgors and bare owners and usufructuaries must be represented by a single person.") is deleted in its entirety and the following new paragraph is added at the end of the same Article 14: "If shares or securities were divided into bare ownership and usufruct, the usufructuary shall exercise all the rights attached to those shares or securities, unless this is derogated from in a will or an agreement and notified as such to the company".
- (h) In Article 16 ('Composition of the board of directors'), the fourth paragraph is supplemented to read as follows (underlining is added): "The mandate of resigning directors

that are not reappointed shall end immediately after the annual general meeting in the financial year in which their mandate expires in accordance with the appointment decision."

(i) In Article 18 ('Meetings'), the last paragraph is replaced in full by the following: "The decisions of the board of directors may be taken by unanimous written decision of all directors."

(j) In Article 21 ('Powers') relating to the board of directors, the second paragraph is entirely replaced by the following: "Subject to applicable law, the company may, acting through the board of directors, enter into indemnity arrangements with the directors and take out insurance policies to cover the liability of its directors and appointees."

(k) In Article 23 ('Powers - Types - Date - Place') concerning the general shareholders' meeting, the last paragraph is replaced in its entirety by the following: "The board of directors is obliged to convene the general meeting within three weeks when shareholders representing one tenth of the capital so request, with at least the items on the agenda proposed by the shareholders concerned."

(l) In the third paragraph of Article 25.3 ('Admission formalities'), the words "bearer shares in book-entry form and" shall be deleted.

(m) In Article 25.4 ('Other securities'), the terms 'profit certificates' and 'bonds' are replaced by the new terms "non-voting profit certificates" and "convertible debt securities" respectively.

(n) In Article 27 ('Deliberation - Decision-making') concerning the general meeting, the third paragraph is supplemented by the following new sentence "Abstentions shall not be taken into account in the calculation of votes, either in the numerator or in the denominator".

(o) In Article 31 ('Statutory auditor(s)'), in the second paragraph, the words "members, natural or legal persons, of the Institute of Company Auditors (*Instituut der Bedrijfsrevisoren/Institut des Réviseurs d'Entreprises*)" are replaced by "auditors entered in the public register of auditors or registered audit firms".

(p) In Article 35 ('Dissolution – Liquidation'), at the end of the last paragraph, the words "even if the liquidation has not yet been completed" are deleted.

(q) In Article 37 ('Assignment of jurisdiction - Election of domicile – Business days'), the following new paragraph is added immediately after the second paragraph:

"Any member of the board of directors or executive director may elect domicile at the registered office of the legal entity for all matters concerning the exercise of his mandate. This choice of domicile may be invoked against third parties in accordance with the legal provisions."

(r) As a result of the new legislation on evidence, on the one hand, in Article 18, second paragraph and in Article 19, third paragraph, and in Article 25.2 and in Article 28, third paragraph, the phrase "referred to in Article 2281 of the Belgian Civil Code" is each time replaced by "authorised as written evidence by the applicable legislation" and, on the other hand, in Article 19, third paragraph, and in Article 25.2 and in Article 28, third paragraph, the phrase "Article 1322, paragraph 2 of the Belgian Civil Code" or "Article 1322, paragraph 2 of the Belgian Civil Code or as otherwise permitted by applicable law" shall be replaced by "the applicable law as regards written proof".

4. Powers of attorney

The Board of Directors proposes to grant powers of attorney to the extent necessary for the correct and complete implementation of the resolutions relating to the previous agenda items.

Proposed resolution: The general shareholders' meeting resolves to grant to each director of the Company, each employee at the notary office of Celis, Celis & Liesse in Antwerp, and to each lawyer or paralegal at the law firm Freshfields Bruckhaus Deringer LLP with professional address at Bastion Tower, Marsveldplein 5, 1050 Brussels, each with authority to act alone and each with full power of substitution, the authority to perform all actions and any statement, notice, filing, certificate, or sign any other document necessary or useful in order to implement all resolutions of the general shareholders' meeting, and more generally to take all actions and do all such things necessary so as to implement and give full force and effect to the amendment of the Articles of Association.

Quorum: According to the Belgian Code of Companies and Associations, a quorum of at least 50% of the outstanding shares must be present or represented at the extraordinary general shareholders'

meeting for the deliberation and voting on the respective items referred to in the aforementioned agenda of the first extraordinary general shareholders' meeting. If such quorum is not reached, a second extraordinary general shareholders' meeting will be convened with the same agenda on 30 June 2020, unless, as the case may be, decided otherwise on behalf of the Board of Directors, and the quorum requirement will not apply to the second meeting.

Voting and majority: Subject to applicable legal provisions, each share shall have one vote. In accordance with article 7:153 of the Belgian Code of Companies and Associations, the proposed resolutions referred to in the items of the aforementioned agenda of the first extraordinary general shareholders' meeting shall be passed if it is approved by a majority of 75% of the votes validly cast by the shareholders.

SECOND EXTRAORDINARY GENERAL MEETING

Agenda and proposed resolutions: The agenda and proposed resolutions of the second 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. Postponement of the extraordinary general meeting of Nyrstar nv

On 11 May 2020, the Company received a request pursuant to Article 7:130 of the Belgian Code of Companies and Associations from RSQ Investors (a division of Quanteus Group bv), Kris Vansanten bv, Evenlyne Van Wassenhove, E3V & Partners bv, shareholders jointly owning 6.8% of the outstanding shares of the Company, to add the current additional item and proposed resolution, as set out below, to the agenda of the meeting.

“Explanation: The board of directors has decided to reconvene the extraordinary shareholders' meeting with the dissolution of the company on the agenda during the Corona epidemic, where it had postponed the previous extraordinary shareholders' meeting a.o. by referring to the request of shareholders to that effect. The board of directors abuses the Corona measures to prohibit physical presence at the general meeting and obliges shareholders to vote by mail in advance or by proxy. This makes any discussion on the dissolution or restructuring of the company among the shareholders and between the shareholders and the board of directors impossible. This is completely unacceptable for a decision of the general meeting of shareholders that has such far-reaching consequences as the dissolution of the company. This is a flagrant violation of the interests of the shareholders. For that reason alone, this extraordinary general meeting must be postponed until physical attendance at a general shareholders' meeting is again possible and/or an actual discussion on the dissolution is possible.

In addition, this extraordinary general meeting should be postponed because a group of minority shareholders has in the meantime launched summary proceedings with the President of the Antwerp Enterprise Court, Antwerp Division, to appoint a company law expert with the task of investigating a.o. the restructuring. The shareholders cannot be expected to make an informed decision on the dissolution of the company before there is a final decision on the appointment of such expert, which has the authority of res judicata.

Finally, the shareholders cannot make an informed decision on the dissolution of the company before the board of directors has adopted consolidated financial statements up to 31 July 2019, has had these consolidated financial statements audited by the statutory auditor and these consolidated financial statements have been approved by the general shareholders' meeting at the annual meeting. This extraordinary general meeting must therefore also be postponed at least until then.

Proposed resolution: The general shareholders' meeting decides to postpone the extraordinary general meeting on the voluntary dissolution of the Company until the following conditions are met: i) physical attendance at the general meeting is possible and/or an actual discussion can be organised at the general meeting; ii) the consolidated annual financial statements audited by the statutory auditor have been approved until the date of closing of

the restructuring on 31 July 2019; and iii) a final decision with the authority of res judicata on the appointment of a company law expert is available.”

2. Special reports

As the second extraordinary general meeting can only be held on a later date than originally provided (as explained above in this invitation), the Board of Directors has prepared a more recent statement of assets and liabilities. Thus, the originally prepared statement of assets and liabilities as at 31 January 2020 has been replaced by the new statement of assets and liabilities mentioned below in this agenda item, which is attached to a new, more recent report of the Board of Directors and for which the statutory auditor has prepared a new, more recent report in replacement of his original report mentioned in the notice convening the meeting scheduled on 25 March 2020.

1.1. Submission of the special report of the Board of Directors in accordance with Article 2:71, §2, first paragraph of the Belgian Code of Companies and Associations in relation to the proposal to approve the dissolution and liquidation of the Company, as set out below in item 2 of the agenda, to which a statement of assets and liabilities of the Company is attached as at 31 March 2020.

1.2. Submission of the report of statutory auditor in accordance with Article 2:71, §2, third paragraph of the Belgian Code of Companies and Associations in relation to the above-mentioned under 1.1. statement of assets and liabilities attached to the special report of the Board of Directors.

3. Voluntary dissolution of the Company

On 9 December 2019, the Company held an extraordinary shareholders' meeting to deliberate on the continuation of the Company's activities and a proposed formal capital decrease in accordance with article 633 of the former Belgian Companies Code in the framework of the alarm bell procedure. Such extraordinary shareholders' meeting did not approve the continuation of the Company's activities nor the formal capital decrease.

In order to implement the decisions taken by the extraordinary general shareholders' meeting of 9 December 2019 in the framework of the application of the alarm bell procedure in accordance with article 633 of the former Belgian Companies Code, the Board of Directors proposes, in application of Article 2:71 of the Belgian Code of Companies and Associations, to deliberate and resolve upon the voluntary dissolution and liquidation of the Company. For more information on the proposal of the Board of Directors to voluntarily dissolve and liquidate the Company, reference is also made to the special report of the Board of Directors referred to in item 1.1 of the agenda above.

Proposed resolution: The general shareholders' meeting resolves to approve the proposal of voluntary dissolution set out in the special report of the Board of Directors, prepared in accordance with Article 2:71, §2, first paragraph of the Belgian Code of Companies and Associations, to therefore dissolve and liquidate the Company with immediate effect as a result of which the current financial year is closed on the same date. From this moment on, the Company shall be deemed to continue to exist for its liquidation until the closure thereof.

On 11 May 2020, the Company received a request pursuant to Article 7:130 of the Belgian Code of Companies and Associations from RSQ Investors (a division of Quanteus Group bv), Kris Vansanten bv, Evenlyne Van Wassenhove, E3V & Partners bv, shareholders jointly owning 6.8% of the outstanding shares of the Company, to add the proposed resolution, as set out below, to the agenda of the meeting.

“Proposed resolution: The general shareholders' meeting decides to postpone the decision on the dissolution of the company until the following conditions are met: i) physical attendance at the general meeting is possible and/or an actual discussion can be organised at the general meeting; ii) the consolidated annual financial statements audited by the statutory auditor have been approved until the date of closing of the restructuring on 31 July 2019; and iii) a final

decision with the authority of *res judicata* on the appointment of a company law expert is available.”

4. Acknowledgement end of mandate of the directors

In the event of approval of the voluntary dissolution referred to in agenda item 2 above, the mandate of all Directors of the Company will automatically terminate. The Board of Directors therefore proposes to do the necessary acknowledgments in this respect in order to be able to also establish administratively the termination of the current director mandates.

Proposed resolution: The general shareholders' meeting acknowledges that as a result of the decision of dissolution, the mandate of all Directors in office in the Company, i.e. the director mandates of Mr. Martyn Konig, Ms. Anne Fahy, Ms. Carle Cable and Ms. Jane Moriarty, ends at the same time.

5. Appointment of a liquidator and determination of powers and remuneration

In case of approval of the voluntary dissolution in agenda item 2 above, a liquidator must be appointed and the powers of the liquidator and his remuneration will be determined. The Board of Directors therefore proposes the appointment of Janson Baugniet CVBA (RPR Brussels, French-speaking business court 0432.711.951), with Dominique Blommaert (whose curriculum vitae is included in the explanatory note to this agenda) as permanent representative, as liquidator of the Company.

Proposed resolution: The general shareholders' meeting resolves to approve the appointment of Janson Baugniet CVBA (RPR Brussels, French-speaking business court 0432.711.951), with Dominique Blommaert as permanent representative, as liquidator of the Company and establishes the remuneration for the performance of the mandate of liquidator at EUR 300 per hour. The general shareholders' meeting resolves that the liquidator shall have the broadest powers provided in articles 2:87 ff. of the Belgian Code of Companies and Associations and explicitly grants the liquidator the power to perform the actions provided in article 2:88 of the Belgian Code of Companies and Associations. The liquidator may grant special or specific powers to one or more persons of its choice, with the power of sub-delegation. The Company shall be validly represented vis-à-vis third parties, in court and in all legal acts, by the liquidator or by any attorneys-in-fact within the scope of their special powers.

6. Powers of attorney

The Board of Directors proposes to grant powers of attorney to the extent necessary for the correct and complete implementation of the resolutions relating to the previous agenda items.

Proposed resolution: The general shareholders' meeting resolves to grant to each director of the Company and the person appointed as liquidator, each employee at the notary office of Celis, Celis & Liesse, and to each lawyer or paralegal at the law firm Freshfields Bruckhaus Deringer LLP with professional address at Bastion Tower, Marsveldplein 5, 1050 Brussels, each with authority to act alone and each with full power of substitution, the authority to perform all actions and any statement, notice, filing, certificate, or other document necessary or useful in order to implement all resolutions of the general shareholders' meeting, and more generally to take all actions and do all such things necessary so as to implement and give full force and effect to the dissolution of the Company and the corresponding termination of the mandate of the members of the Board of Directors and the appointment of a liquidator.

Quorum: According to the Belgian Code of Companies and Associations, a quorum of at least 50% of the outstanding shares must be present or represented at the extraordinary general shareholders' meeting for the deliberation and voting on the (renumbered) items 2 to 6 which are referred to in the aforementioned agenda of the second extraordinary general shareholders' meeting. If such quorum is not reached, a second extraordinary general shareholders' meeting will be convened with the same agenda on 30 June 2020, unless, as the case may be, decided otherwise on behalf of the Board of Directors, and the quorum requirement will not apply to the second meeting. There is no quorum

requirement for the deliberation and voting on item 1 referred to in the aforementioned agenda of the second extraordinary general shareholders' meeting.

Voting and majority: Subject to applicable legal provisions, each share shall have one vote. In accordance with (i) article 7:228 of the Belgian Code of Companies and Associations, the first proposed resolution referred to in (renumbered) item 3 of the aforementioned agenda of the second extraordinary general shareholders' meeting shall be passed if it is approved by a majority of 25% of the votes validly cast by the shareholders, and (ii) applicable legal provisions, the second proposed resolution referred to in (renumbered) item 3 of the aforementioned agenda of the second extraordinary general shareholders' meeting shall be passed if it is approved by a simple majority of the votes validly cast by the shareholders. In accordance with article 2:83 of the Belgian Code of Companies and Associations, the proposed resolution referred to in (renumbered) item 4 of the aforementioned agenda of the second extraordinary general shareholders' meeting shall be passed if it is approved by a simple majority of the votes validly cast by the shareholders. In accordance with applicable legal provisions, the proposed resolutions referred to in (renumbered) items 1, 4 and 5 of the aforementioned agenda of the second extraordinary general shareholders' meeting shall be passed if it is approved by a simple majority of the votes validly cast by the shareholders.

PARTICIPATION TO THE MEETINGS

Introduction: Holders of shares issued by the Company that wish to attend the general shareholders' meeting and the extraordinary general shareholders' meetings of the Company should take into account the formalities and procedures described below. Taking into account the Covid-19 pandemic, the measures imposed by the Belgian government and the serious disruption of postal services by the Covid-19 pandemic, the shareholders are expressly recommended not to send any communication by mail to the registered office of the Company.

Registration date: The registration date for the general shareholders' meeting and the extraordinary general shareholders' meetings shall be 19 May 2020, at midnight (12:00 a.m., Central European Summer Time). Only persons owning shares issued by the Company on 19 May 2020, at midnight (12:00 a.m., Central European Summer Time) shall be entitled to participate and, as the case may be, vote at the general shareholders' meeting and the extraordinary general shareholders' meetings. Shareholders must satisfy the formalities that are described below under "—Participation to the meetings".

Participation to the meetings: In order to be able to participate to the general shareholders' meeting and the extraordinary general shareholders' meetings, a holder of shares issued by the Company, in accordance with article 7:134, §2 of the Belgian Code of Companies and Associations and in accordance with the Royal Decree no. 4, must satisfy two conditions: (a) be registered as holder of shares on the registration date and (b) notify the Company, as described below.

- (a) **Registration:** Firstly, the right for a holder of shares to participate to and, as applicable, to vote at the general shareholders' meeting and the extraordinary general shareholders' meetings is only granted on the basis of the registration of the shares concerned, on the aforementioned registration date at midnight, via registration, in the share register book for the shares concerned (for registered shares) or in the accounts of a certified account holder or the relevant settlement institution for the shares concerned (for dematerialised shares or shares in book-entry form).
- (b) **Notification:** Secondly, in order to be admitted to the general shareholders' meeting and the extraordinary general shareholders' meetings, the holders of shares issued by the Company must notify the Company or KBC Bank whether they want to participate to the meetings. The holders of shares that wish to make such notification can make use of the registration notice form that can be obtained on the Company's website (www.nyrstar.be). The notice must reach the Company by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, Attention: Company Secretary) or by e-mail at registrations@nyrstar.com at the latest on the sixth calendar day prior to the general shareholders' meeting and the extraordinary general shareholders' meetings, *i.e.* on or before 27 May 2020 at the latest. The notice to KBC Bank can be made at the counters of KBC Bank on or before 27 May 2020 at the latest. Taking into

account the Covid-19 pandemic, the measures imposed by the Belgian government and the serious disruption of postal services by the Covid-19 pandemic, the shareholders are expressly recommended not to send any communication by mail to the registered office of the Company. For the holders of dematerialised shares or shares in book-entry form, the notice should include a certificate confirming the number of shares that have been registered in their name on the registration date. The certificate can be obtained by the holder of the dematerialised shares or shares in book-entry form with a certified account holder or the relevant settlement institution for the shares concerned.

Voting by mail: The shareholders can vote by mail in accordance with Article 28 of the Company's Articles of Association. Votes by mail must be cast by means of the form prepared by the Company. The vote by mail form can be obtained on the Company's website (www.nyrstar.be). The vote by mail form takes into account the revised agenda, and replaces the form that was made available earlier. The vote by mail form must be signed in writing or electronically. The electronic signature must be an advanced 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. Signed vote by mail forms must reach the Company at the latest on the fourth calendar day prior to the general shareholders' meeting and the extraordinary general shareholders' meetings, *i.e.* before or at the latest at 29 May 2020, and can, in accordance with the Royal Decree no. 4 be sent by any means, *i.e.* either by sending an e-mail with a scanned or photographed copy of the completed and signed form for the voting by mail to registrations@nyrstar.com, or by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, Attention: Company Secretary). Taking into account the Covid-19 pandemic, the measures imposed by the Belgian government and the serious disruption of postal services by the Covid-19 pandemic, the shareholders are expressly recommended not to send any communication by mail to the registered office of the Company. A shareholder who wishes to vote by mail must, in any case comply with the formalities to attend the meetings, as explained under "—Participation to the meetings".

Representation by proxy: Holders of shares can attend the meetings and vote, as applicable, by providing a proxy to an employee of the notary office Celis, Celis & Liesse in Antwerp. Proxy forms can be obtained on the Company's website (www.nyrstar.be). The proxy takes into account the revised agenda, and replaces the form that was made available earlier. The proxy must be signed in writing or electronically. The electronic signature must meet the same requirements as the electronic signature for vote by mail forms (see also "—Voting by mail"). Signed proxies must reach the Company at the latest on the fourth calendar day prior to the general shareholders' meeting and the extraordinary general shareholders' meetings, *i.e.* on or before 29 May 2020, and can, in accordance with the Royal Decree no. 4 be sent by any means, *i.e.* either by sending an e-mail with a scanned or photographed copy of the completed and signed form for the voting by mail to registrations@nyrstar.com, or by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, Attention: Company Secretary). Taking into account the Covid-19 pandemic, the measures imposed by the Belgian government and the serious disruption of postal services by the Covid-19 pandemic, the shareholders are expressly recommended not to send any communication by mail to the registered office of the Company. Holders of shares who wish to be represented by proxy must in any case comply with the formalities to attend the meetings, as explained under "—Participation to the meetings".

Question right: In accordance with the Royal Decree no. 4, every shareholder has the right to submit written questions prior to the meeting to the Directors related to items on the agenda of a general shareholders' meeting and the Statutory Auditor related to items on the agenda of a general shareholders' meeting on which it reports. Written questions must reach the Company by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, Attention: Company Secretary) or by e-mail at registrations@nyrstar.com at the latest on the fourth (4th) calendar day prior to the general shareholders' meeting and the extraordinary general shareholders' meetings, *i.e.* on or before 29 May 2020 at the latest. Taking into account the Covid-19 pandemic, the measures imposed by the Belgian government and the serious disruption of postal services by the Covid-19 pandemic, the shareholders are expressly recommended not to send any communication by mail to the registered office of the Company. Written questions will, if applicable, be answered in writing at the latest on the day of the

general shareholders' meetings, but before the start of the first meeting on the date and time set out above and therefore before any voting, by publication on the Company's website (www.nyrstar.be). In addition, in order for written questions to be considered, the shareholders who submitted the written questions concerned must comply with the formalities to attend the meetings, as explained under "— Participation to the meetings".

AVAILABLE INFORMATION

The following documentation is available on the Company's website (<http://www.nyrstar.be/investors/en/shareholderinformation/Pages/Shareholder-Meeting.aspx>): the revised notice convening the general meeting and the extraordinary general shareholders' meetings, an explanatory note regarding the respective agendas and proposed resolutions or, if no resolutions are proposed, a commentary by the Board of Directors, the agenda and proposed resolutions, in case of amendments to the agenda and proposed resolutions, the documents to be submitted to the general meeting and the extraordinary general shareholders' meetings as referred to in the agenda of the meeting, the registration notice, the vote by mail forms, and the proxy forms. The aforementioned website also mentions the total number of outstanding shares and voting rights of the Company.

On behalf of the Board of Directors

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