



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

## EXPLANATORY NOTE

### GENERAL MEETING

to be held on 24 September 2020 at 11.00 a.m. CEST

## Introduction

This explanatory note has been prepared on behalf of the Board of Directors of Nyrstar NV (the "Company") in connection with the item on the agenda of the general shareholders' meeting of the Company, to be held on 24 September 2020. Pursuant to Article 7:129, §3, 4° of the Belgian Code of Companies and Associations, this note contains for the item on the agenda of the aforementioned general shareholders' meeting a proposed resolution.

For further information on date, hour and venue of the general shareholders' meeting, the manner in which the holders of shares issued by the Company can participate to the meeting and the background documentation regarding the meeting, reference can be made to the notice convening the general shareholders' meeting.

## AGENDA

**Agenda and proposed resolution:** The agenda and the proposed resolution 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. Appointment of a statutory auditor

*Explanation:* This agenda item relates to the proposed appointment of a statutory auditor for a period of 3 years, as a result of the resignation of its previous statutory auditor Deloitte Bedrijfsrevisoren CVBA with immediate effect as of 1 July 2020.

Taking into account the advice of the Audit Committee, the Board of Directors recommends that BDO Bedrijfsrevisoren CVBA is appointed as statutory auditor of the Company as a result of the resignation of its previous statutory auditor Deloitte Bedrijfsrevisoren CVBA with immediate effect as of 1 July 2020.

*Proposed resolution:* The general shareholders' meeting appoints BDO Bedrijfsrevisoren CVBA, with registered seat at Da Vincilaan 9, 1930 Zaventem and with company number 0431.088.289, represented by Mr Gert Claes, Auditor, as statutory auditor of the Company. The mandate of the statutory auditor shall have a term of three years, ending immediately after the general meeting to be held in 2023 which will decide upon the financial statements for the financial year ending on 31 December 2022 or to which the financial statements for the financial year ending on 31 December 2022 will be submitted.

For the period of its mandate, the annual compensation of the statutory auditor will be EUR 120,000 (excluding VAT and other expenses as applicable) for the audit of the statutory financial statements of the Company. In addition, a single start-up fee of EUR 40,000 will be payable to the statutory auditor during the first year of its mandate.

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Done on 21 August 2020

On behalf of the Board of Directors