



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

INVITATION

GENERAL MEETING

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

The holders of shares issued by Nyrstar NV (the "Company") are invited to attend the general shareholders' meeting of the Company.

PRIOR EXPLANATORY NOTE

In light of the Covid-19 pandemic, shareholders are strongly encouraged to cast their vote prior to the meeting by vote by mail or to cast their vote by proxy. Voting forms and proxy forms are made available to the shareholders on the Company's website and can be sent to the Company in accordance with the instructions below (see under "— Participation to the meeting — Voting by mail / Representation by proxy"). These documents must reach the Company at the latest on the sixth calendar day prior to the general shareholders' meeting, i.e. on or before 18 September 2020. SHAREHOLDERS ARE REMINDED THAT THE NOTIFICATION OF THE PARTICIPATION TO THE MEETING MUST ALSO BE DONE AT THE LATEST ON THE SIXTH CALENDAR DAY PRIOR TO THE ANNUAL GENERAL MEETING (see under "— Participation to the meeting — Participation to the meeting — (b) Notification").

GENERAL INFORMATION

Date, hour and venue: The general shareholders' meeting will be held on 24 September 2020 at 11.00 a.m. CEST at BluePoint, Filip Williotstraat 9, 2600 Antwerp, Belgium, in the Marco Polo room.

Opening of the doors: In order to facilitate the keeping of the attendance list on the day of the general shareholders' meeting, the shareholders and their representatives are invited to register as of 10.00 a.m. CEST.

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

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.

No quorum: There is no quorum requirement for the deliberation and voting on the item 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 resolution referred to in the aforementioned agenda of the 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 MEETING

Introduction: Holders of shares issued by the Company that wish to attend the general shareholders' meeting of the Company should take into account the formalities and procedures described below.

Registration date: The registration date for the general shareholders' meeting shall be 10 September 2020, at midnight (12:00 a.m., Central European Summer Time). Only persons owning shares issued by the Company on 10 September 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. Shareholders must satisfy the formalities that are described under "—Participation to the meeting".

Participation to the meeting: In order to be able to participate to the general shareholders' meeting, a holder of shares issued by the Company 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 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, the holders of shares issued by the Company must notify the Company whether they want to participate to the meeting. 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 (<https://www.nyrstar.be/en/investors/share-and-bondholder-information/shareholder-meetings>). 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, *i.e.* on or before 18 September 2020 at the latest. 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 (<https://www.nyrstar.be/en/investors/share-and-bondholder-information/shareholder-meetings>). 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 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, *i.e.* on or before 18 September 2020 at the latest. A shareholder who wishes to vote by mail must, in any case comply with the formalities to attend the meeting, as explained under "—Participation to the meeting".

Representation by proxy: Holders of shares can attend the meeting and vote, as applicable, through a proxy holder. Proxy forms can be obtained at the Company's registered office and on the Company's website (<https://www.nyrstar.be/en/investors/share-and-bondholder-information/shareholder-meetings>). 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 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, *i.e.* on or before 18 September 2020 at the latest. The appointment of a proxy holder must be made in accordance with the applicable rules of Belgian law, including in relation to conflicts of interest and the keeping of a register. Holders of shares who wish to be represented by proxy must, in any case comply with the formalities to attend the meeting, as explained under "—Participation to the meeting".

Amendments to the agenda and additional proposed resolutions: Shareholders who alone or together with other shareholders hold at least 3% of the share capital of the Company have the right to put additional items on the agenda of the general shareholders' meeting and to table draft resolutions in relation to items that have been or are to be included in the agenda. Shareholders wishing to exercise this right must prove on the date of their request that they own at least 3% of the share capital of the Company. The ownership must be based, for dematerialised shares, on a certificate issued by the applicable settlement institution for the shares concerned, or by a certified account holder, confirming the number of shares that have been registered in the name of the relevant shareholders and, for registered shares, on a certificate of registration of the relevant shares in the share register book of the Company. In addition, the shareholder concerned must in any case comply with the formalities to attend the meeting, as explained under "—Participation to the meeting", with at least 3% of the share capital of the Company. A request to put additional items on the agenda and/or to table draft resolutions must be submitted in writing, and must contain, in the event of an additional agenda item, the text of the agenda item concerned and, in the event of a proposed resolution, the text of the draft resolution. The request must also mention the mail or e-mail address to which the Company will send the confirmation of receipt of the request. The request 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 twenty-second calendar day prior to the general shareholders' meeting, *i.e.* on or before 2 September 2020 at the latest. In case of amendments to the agenda and proposed additional resolutions as aforementioned, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional proposed resolutions no later than on the fifteenth calendar day prior to the general shareholders' meeting, *i.e.* on or before 9 September 2020 at the latest. In addition, the Company shall make amended forms available for votes by mail and votes by proxy. Proxies and votes by mail that reach the Company prior to the publication of an amended 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 on the proxy forms and vote by mail forms.

Question right: Every shareholder has the right to ask questions to the Directors and the Statutory Auditor related to items on the agenda of a general shareholders' meeting. Questions can be asked during the meeting or can be submitted in writing prior to the meeting. 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 sixth calendar day prior to the general shareholders' meeting, *i.e.* on or before 18 September 2020 at the latest. Written and oral questions will be answered during the meeting concerned in accordance with applicable law. 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 meeting, as explained under "— Participation to the meeting".

Access to the meeting room: The natural persons who attend the general shareholders' meeting in their capacity as owner of shares, holder of proxies or representative of a legal entity must be able to provide evidence of their identity in order to be granted access to the meeting room. In addition, the representatives of legal entities must hand over the documents establishing their capacity as corporate representative or attorney-in-fact.

AVAILABLE INFORMATION

The following documentation is available on the Company's website (<https://www.nyrstar.be/en/investors/share-and-bondholder-information/shareholder-meetings>): the notice convening the general shareholders' meeting, an explanatory note regarding the agenda and proposed resolutions, 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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