



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

**PROXY**

**GENERAL MEETING**

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

*This is an unofficial English translation, for information purposes only.  
Please only sign and return the original Dutch version.*

**This proxy should be used by holders of shares who want to be represented by a proxy holder at the general shareholders' meeting.**

**This proxy does not constitute a proxy solicitation in the sense of Article 7:144 or 7:145 of the Belgian Code of Companies and Associations.**

**The proxy 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 proxy must reach Nyrstar NV (the "Company") at the latest on the sixth calendar day prior to the general shareholders' meeting, i.e. on or before 18 September at the latest. Proxies sent to the Company must be sent by mail to:**

Nyrstar NV  
Attention: Anthony Simms  
Company Secretary  
Zinkstraat 1  
2490 Balen  
Belgium

**or by e-mail to:**

[registrations@nyrstar.com](mailto:registrations@nyrstar.com)

**Holders of shares who wish to be represented by proxy must also register for the general shareholders' meeting, as described in the notice convening the general shareholders' meeting. Holders of dematerialised shares or shares in book-entry form must attach to the present form 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 their name on the registration date (i.e. 10 September 2020, at midnight (12:00 a.m. Central European Summer Time)) with which they want to participate to the 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 general shareholders' meeting, i.e. on or before 9 September 2020 at the latest.**

**At that time, the Company will also make available amended proxy forms. Proxies that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies apply, subject, however, to applicable law and the further clarifications set out in this form.**

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:

<b>Number of shares</b>	.....
<b>Form of the above mentioned shares</b> <i>(please tick the appropriate box):</i>	
<input type="checkbox"/> <b>Registered</b>	
<input type="checkbox"/> <b>Dematerialised</b>	

hereby appoints as his/her special proxy holder, with power of substitution:

Mr./Mrs. ....<sup>1</sup>

The Chairman of the Company<sup>2</sup>

<sup>1</sup> Please complete as appropriate. An absence of instruction shall be tantamount to an appointment of the Chairman of the Company as proxy holder.

<sup>2</sup> The Chairman of the Company is a Director of Nyrstar NV and therefore has a potential conflict of interest as provided for in Article 7:143 of the Belgian Code of Companies and Associations. He will only vote in execution of the proxy in accordance with the specific voting instructions set out in the proxy. In the absence of a specific voting instruction, or if, for whatever reason, there is

a lack of clarity with regard to the voting instructions given, he will vote for the proposed resolutions supported by the Board of Directors.

who agrees to be so appointed, and whom the Undersigned authorises:

I. to represent the Undersigned at the general shareholders' meeting that 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.

## 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.

*Voting instruction:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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II. In case the aforementioned general shareholders' meeting would be postponed or suspended, the special proxy holder shall have the power to represent the Undersigned at 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 shares 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:<sup>1</sup>

the special proxy holder shall vote for the amended or new resolution

the special proxy holder shall vote against the amended or new resolution

the special proxy holder shall abstain from the vote on the amended or new resolution

<sup>1</sup> *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. In case the Chairman of the Company is appointed (or deemed 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.*

III. If a supplemented agenda is published in accordance with Article 7:130 of the Belgian Code of Companies and Associations after this proxy has been notified to the Company, the proxy holder shall have the power to vote on the new items that have been added to the 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".*

In accordance with the Belgian Code of Companies and Associations, the proxy holder may, with respect to the items referred to in the agenda for which pursuant to Article 7:130 of the Belgian Code of Companies and Associations new proposed resolutions have been tabled, deviate at the meeting from the instructions, if any, given by the Undersigned, if the execution of those instructions could prejudice the interests of the Undersigned. The proxy holder must notify the Undersigned thereof.

IV. In the name of and on behalf of the Undersigned, to sign all attendance lists and minutes, to participate in all deliberations, to vote with respect to all decisions or items that can, pursuant to this agenda, be presented to said meeting.

V. In general, to do all that appears necessary and/or useful for the exercise of this power of attorney.

*Free English translation for information purposes only*

The Undersigned hereby ratifies and approves all acts carried out by the aforementioned proxy holder. The proxy holder will vote on behalf of the Undersigned in accordance with the instructions given above.

The present proxy shall also serve as notification within the meaning of Article 7:134 of the Belgian Code of Companies and Associations with respect to the general shareholders' meeting of the Company to be held on 24 September 2020.

Done at ....., on .....2020

Signature.....