



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

REVISED PROXY

GENERAL MEETING AND TWO CONSECUTIVE EXTRAORDINARY GENERAL MEETINGS

to be held on 25 March 2020 at 11:00 a.m. CET

*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 and the extraordinary general shareholders' meetings.

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 19 March 2020 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

Holders of shares who wish to be represented by proxy must also register for the general shareholders' meeting and the extraordinary general shareholders' meetings, as described in the notice convening the general shareholders' meeting and the extraordinary general shareholders' meetings. 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. 11 March 2020, at midnight (12:00 a.m. Central European Time)) with which they want to participate to the general shareholders' meeting and the extraordinary general shareholders' meetings.

The present form takes into account the revised agenda that was published on 10 March

2020.

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

Mr./Mrs.¹

The Chairman of the Company²

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

² 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 and the extraordinary general shareholders' meetings that will be held on 25 March 2020 at 11:00 a.m., at Bluepoint, Filip Williotstraat 9, 2600 Antwerp, Belgium, or at such other place indicated at that place at that time.

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. 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.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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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. Amendment of the date of the annual general meeting

The Board of Directors proposes to advance the annual general shareholders' meeting of the Company to the third Thursday of April at 11:00 a.m. CEST and to amend the date of the annual general meeting in the Articles of Association of the Company accordingly.

Proposed resolution: The general shareholders' meeting decides to amend and restate the second sentence of the second paragraph of Article 23 of the Company's Articles of Association as follows: "Each year, the annual general meeting is held on the third Thursday of April at 11:00 a.m. CEST, in Belgium, at 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. 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"."

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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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 amendments to the Articles of Association proposed in the previous agenda items 1 and 2, 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".

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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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.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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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. Special reports

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 January 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.

2. 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.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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3. 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.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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4. 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.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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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 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.

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 and extraordinary general shareholders' meetings would be postponed or suspended, the special proxy holder shall have the power to represent the Undersigned at the general meetings 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:¹

- 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

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. 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. 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.

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

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 and the extraordinary general shareholders' meetings of the Company to be held on 25 March 2020.

Done at, on2020

Signature.....