



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

VOTE BY MAIL FORM

ANNUAL GENERAL MEETING

to be held on 16 April 2020 at 09:00 a.m. CEST

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

This form should be used by holders of shares who want to vote by mail.

The vote by mail form 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 form must reach Nyrstar NV (the "Company") at the latest on the sixth calendar day prior to the annual general shareholders' meeting, i.e. on or before 10 April 2020 at the latest. Forms 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 vote by mail must also register for the annual general shareholders' meeting, as described in the notice convening the annual 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 securities concerned, or by a certified account holder, confirming the number of securities that have been registered in their name on the registration date (i.e. 2 April 2020, at midnight (12:00 a.m., Central European Summer Time)) with which they want to participate to the annual 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 annual general shareholders' meeting, i.e. on or before 1 April 2020 at the latest. At that time, the Company will also make available amended forms for vote by mail. Votes by mail that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the votes by mail apply, subject, however, to applicable law and the further clarifications set out in this form. In accordance with the Belgian Code of Companies and Associations, a vote via vote by mail for an agenda item

in relation to which a new proposed resolution has been submitted by one or more shareholders holding at least 3% of the share capital, shall be disregarded.

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 irrevocably votes, as indicated hereafter in the appropriate boxes, on the items of the following agenda:

AGENDA

Agenda and proposed resolutions: The agenda and proposed resolutions of the annual 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. Reports on the statutory financial statements

Submission of, and discussion on, the annual report of the Board of Directors and the report of the statutory auditor on the statutory financial statements for the financial year ended on 31 December 2019.

2. Approval of the statutory financial statements

Approval of the statutory financial statements for the financial year ended on 31 December 2019, and of the proposed allocation of the result.

Proposed resolution: The general shareholders' meeting approves the statutory financial statements for the financial year ended on 31 December 2019, as well as the allocation of the result as proposed by the Board of Directors.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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3. Discharge from liability of the Directors

Proposed resolution: The general shareholders' meeting grants discharge from liability to each of the Directors who was in office during the previous financial year, for the performance of his or her mandate during that financial year.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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4. Discharge from liability of the Statutory Auditor

Proposed resolution: The general shareholders' meeting grants discharge from liability to the statutory auditor which was in office during the previous financial year, for the performance of its mandate during that financial year.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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5. Approval of the remuneration report

Submission of, discussion on and approval of the remuneration report prepared by the Nomination and Remuneration Committee, and included in the annual report of the Board of Directors for the financial year ended on 31 December 2019.

Proposed resolution: The general shareholders' meeting approves the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2019.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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6. Re-appointment of Ms. Anne Fahy

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends that Ms. Anne Fahy be re-appointed as Director of the Company for a term of 4 years or, if earlier, until the appointment of a liquidator pursuant to the dissolution of the Company as proposed to the second Extraordinary General Shareholders' Meeting to be held on 25 March 2020 and of which, if no attendance quorum is reached, a new one with the same agenda will be held again immediately following this general shareholders' meeting. For further information regarding Ms. Anne Fahy and her resume, reference is made to the corporate governance statement included in the annual report of the Board of Directors for the financial year ended on 31 December 2019.

Proposed resolution: Ms. Anne Fahy is re-appointed as independent non-executive Director within the meaning of Article 7:87 of the Belgian Code of Companies and Associations and Provisions 3.4 and 3.5 of the Belgian Corporate Governance Code of 9 May 2019, for a term up to and including the earlier of (i) the closing of the annual general shareholders' meeting to be held in 2024 which will have decided upon the financial statements for the financial year ended on 31 December 2023, or (ii) the appointment of a liquidator pursuant to the dissolution of the Company as proposed to the second Extraordinary General Shareholders' Meeting to be held on 25 March 2020 and of which, if no attendance quorum is reached, a new one with the same agenda will be held again immediately following this general shareholders' meeting. It appears from information available to the Company and from information provided by Ms. Anne Fahy that she satisfies the applicable requirements with respect to independence. Unless decided otherwise by the general shareholders' meeting, the mandate shall be remunerated as set out in relation to non-executive Directors in the remuneration report included in the annual report of the Board of Directors for the financial year ended on 31 December 2019, and pursuant to the principles as approved by the shareholders at the general shareholders' meeting held on 27 April 2011, as amended and supplemented from time to time.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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The aforementioned votes apply to the annual general shareholders' meeting that will be held on 16 April 2020. In case the aforementioned annual general shareholders' meeting would be postponed or suspended, the aforementioned votes will also apply to 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:¹

- the Undersigned votes for the amended or new resolution
- the Undersigned votes against the amended or new resolution
- the Undersigned abstains from the vote on the amended or new resolution
- the following person is appointed as special proxy holder, with power of substitution, to vote in the name of the Undersigned on the amended or new resolution: Mr./Mrs.²

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.

² In case the Chairman of the Company is 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. Please note that 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.

The present voting letter shall also serve as notification within the meaning of Article 7:134 of the Belgian Code of Companies and Associations with respect to the annual general shareholders' meeting of the Company to be held on 16 April 2020.

Done at, on2020

Signature.....