

NYRSTAR NV

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

EXTRAORDINARY GENERAL MEETING
to be held on 23 August 2021 at 12:00 p.m. CEST

As the attendance quorum required for the deliberation and voting on the first item on the agenda of the extraordinary general shareholders' meeting held on Tuesday 29 June 2021 was not reached, the holders of shares issued by Nyrstar NV (the "Company") are invited to attend a second extraordinary general shareholders' meeting of the Company.

PRIOR EXPLANATORY NOTE

Depending on the evolution of the current government measures and regulations in place to combat and contain the Covid-19 pandemic in the coming weeks, the Company may further communicate about the participation and the organisation of the shareholders' meeting on the Company's website (www.nyrstar.be).

GENERAL INFORMATION

Date, hour and venue: The extraordinary general shareholders' meeting will be held on 23 August 2021 at 12:00 p.m. CEST in Brussels Expo, Paleis 11, Room 1122, Belgiëplein 1, 1020 Brussels, Belgium, or at such other place as will be indicated at that place.

Opening of the doors: In order to facilitate the keeping of the attendance list on the day of the extraordinary general shareholders' meeting, the shareholders and their representatives are invited to register as of 11:00 a.m.

AGENDA

Agenda and proposed resolution: The agenda and proposed resolution of the 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, is only the italic part of the following agenda item:

1. Convening of a special general meeting for the appointment of one or more independent directors of Nyrstar NV to be placed on the agenda

On 7 June 2021, the Company received a request pursuant to Article 7:130 of the Belgian Code of Companies and Associations from Kris Vansanten, Bee Inspired BV and Quanteus Group BV, shareholders jointly owning 6.64% of the outstanding shares of the Company, to add the current additional item and proposed resolutions, as set out below, to the agenda of the meeting.

Proposed resolution:

First resolution:

Inter alia in view of the serious indications that the current directors of Nyrstar NV do not meet the independence criteria, the general meeting decides to instruct the board of directors of Nyrstar NV to convene, within a period of 60 days from today, a special general meeting with the appointment of one or more independent directors for Nyrstar NV as agenda item, *for which candidates may be proposed by the shareholders to the general meeting. The*

candidate independent directors must meet the statutory independence criteria and must not have the appearance of dependence to the company, Trafigura Group, or persons affiliated with them (as defined in Article 1:20 of the Belgian Code of Companies and Associations) nor of the minority shareholders involved in the procedure.

No quorum: As the aforementioned extraordinary general shareholders' meeting constitutes the second extraordinary general shareholders' meeting, no attendance quorum is required for the deliberation and voting on the italic part of item 1 referred to in the aforementioned agenda of the extraordinary general shareholders' meeting.

Voting and majority: Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the italic part of the proposed resolution referred to in item 1 of the aforementioned agenda of the extraordinary general shareholders' meeting shall be passed if it is approved by a majority of 75% 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 extraordinary general shareholders' meeting of the Company should take into account the formalities and procedures described below.

Registration date: The registration date for the extraordinary general shareholders' meeting shall be 9 August 2021, at midnight (12:00 a.m., Central European Summer Time). Only persons owning shares issued by the Company on 9 August 2021, at midnight (12:00 a.m., Central European Summer Time) shall be entitled to participate and, as the case may be, vote at the extraordinary 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 extraordinary general shareholders' meeting, a holder of shares issued by the Company must, in accordance with article 7:134 §2 of the Belgian Code of Companies and Associations, 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 extraordinary 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 extraordinary 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 (www.nyrstar.be). 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 extraordinary general shareholders' meeting, *i.e.* on or before 17 August 2021 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 (www.nyrstar.be). 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 extraordinary general shareholders' meeting, *i.e.* on or before 17 August 2021. 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 17 August 2021 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".

Question right: Every shareholder has the right to ask written questions to the Directors prior to the meeting related to items on the agenda of a general shareholders' 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 17 August 2021 at the latest. Written questions will be answered during the meeting concerned in accordance with applicable law. In addition, shareholders will be offered the possibility to ask questions during the general meeting. Written question will be answered during the meeting. 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".

AVAILABLE INFORMATION

The following documentation is available on the Company's website (<http://www.nyrstar.be/investors/en/shareholderinformation/Pages/Shareholder-Meeting.aspx>): the notice convening the extraordinary general shareholders' meeting, an explanatory note regarding the agenda and proposed resolution, 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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