



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

REVISED PROXY
ANNUAL GENERAL MEETING
to be held on 29 June 2021 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 annual 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 annual general shareholders' meeting, i.e. on or before 23 June 2021 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 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 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. 15 June 2021, at midnight (12:00 a.m. Central European Summer Time)) with which they want to participate to the annual general shareholders' meeting.

The present form takes into account the revised agenda that was published on 14 June 2021.

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 annual general shareholders' meeting that will be held on 29 June 2021 at 11:00 a.m. CEST.

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 2020.

2. Approval of the statutory financial statements

Approval of the statutory financial statements for the financial year ended on 31 December 2020, 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 as of its appointment on 24 September 2020, for the performance of its mandate during such period.

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 2020.

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 2020.

Voting instruction:

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

In accordance with article 7:89/1 of the Belgian Code of Companies and Associations, the Company is required to establish a remuneration policy and to submit such policy to the general shareholders' meeting for approval. The remuneration policy is available on the website of the Company as set out in this invitation.

Proposed resolution: The general shareholders' meeting approves the remuneration policy in accordance with article 7:89/1 of the Belgian Code of Companies and Associations.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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7. Re-appointment of Ms Carole Cable

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends that Ms Carole Cable be re-appointed as Director of the Company for a term of 4 years. For further information regarding Ms Carole Cable 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 2020.

Proposed resolution: Ms Carole Cable 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 closing of the annual general shareholders' meeting to be held in 2025 which will have decided upon the financial statements for the financial year ended on 31 December 2024. It appears from information available to the Company and from information provided by Ms Carole Cable 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 policy as submitted to the general shareholders' meeting for approval.

The general meeting grants a special power of attorney to every lawyer and employee of the law firm "Freshfields Bruckhaus Deringer LLP", at 1050 Elsene, Marsveldplein 5, all individually competent, with the possibility of substitution, in order to complete the publication formalities of the re-appointment.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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8. Evaluation independence current directors Nyrstar NV

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 resolution, as set out below, to the agenda of the meeting.

Proposed resolution: The general meeting decides that the current directors of Nyrstar NV, namely Mr Martyn Konig, Ms Carole Cable, Ms Jane Moriarty and Ms Anne Fahy cannot be considered independent directors in accordance with article 7:87 of the Belgian Code of Companies and Associations ("A director in a listed company is considered to be independent if he does not have a relationship with the company or with a material shareholder thereof that could jeopardise his independence"), as shown by inter alia:

- (i) the indications of de facto association with Trafigura and the indications that the Trafigura Group has de facto control over Nyrstar NV;
- (ii) the positions taken towards the minority shareholders in the pending proceedings which were instituted by a number of shareholders in the company's interest, but which are not supported by the board or directors, notwithstanding the decision of the Antwerp Enterprise Court of 30 October 2020, which, inter alia, retained that there are sufficient indications that 'the interests of the company are at stake';
- (iii) the pending proceedings instituted by a number of shareholders against the directors in which their personal liability is being investigated; and
- (iv) the terms of the committed limited recourse loan facility provided by Trafigura, which impose far-reaching information and consultation obligations on Nyrstar NV with regard to Trafigura."

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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9. 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.*

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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Second resolution:

As a result of the first resolution, the general meeting advises, in the interest of transparency towards the shareholders of Nyrstar NV, to follow the following procedure for the nomination of the candidate independent directors:

(i) All shareholders of Nyrstar NV are entitled to nominate independent candidate directors no later than 20 days after the general meeting of 29 June 2021, of which they will communicate the identity and curriculum vitae in writing to the company by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, for the attention of Company Secretary) or by e-mail at registrations@nyrstar.com).

(ii) The company will publish the identity and curriculum vitae of the candidate independent directors in the notice convening the special general meeting.

The shareholders of Nyrstar NV will then deliberate at the general meeting on the independence of the nominated candidate director(s) and his/her appointment as independent director(s) of Nyrstar NV, so that this/these independent director(s) can watch over the company's interest, who will inter alia be able to objectively assess pending proceedings and lasting conflicts, independently of the different shareholders and current directors.

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 annual 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: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 annual general shareholders' meeting of the Company to be held on 29 June 2021.

Done at, on2021

Signature.....