

Berquin Notarissen
BV
Lloyd Georgelaan 11
1000 Brussels
RPR Brussels 0474.073.840

ORDINARY GENERAL SHAREHOLDERS' MEETING

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"NYRSTAR"

limited liability company
at 2490 Balen, Zinkstraat 1
CBE 0888.728.945 - RPR Antwerp (division Turnhout)
company.secretary@nyrstarnv.be
www.nyrstarnv.be

APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS

-

DISCHARGE FROM LIABILITY OF THE DIRECTORS AND THE STATUTORY AUDITOR

-

APPROVAL OF THE REMUNERATION REPORT

-

RE-APPOINTMENT OF A DIRECTOR

Today on 25 June 2024.

At Crowne Plaza Brussels Airport, Da Vincilaan 4, 1831 Brussels (Machelen).

Before **Tim CARNEWAL**, notary in Brussels (first district), carrying out his profession in the company "BERQUIN NOTARISSEN", having its registered office at 1000 Brussels, Lloyd Georgelaan 11,

IS HELD

the ordinary shareholders' meeting of the limited liability company "NYRSTAR", with registered office at 2490 Balen, Zinkstraat 1, hereinafter the "Company".

IDENTIFICATION OF THE COMPANY

The Company was incorporated as "NEPTUNE ZINC" by a deed established by Mr. Damien HISSETTE, Notary in Brussels, on 13 April 2007, published in the Annexes of the Belgian State Gazette of 23 April 2007, under number 07059511.

The articles of association have been amended several times and for the last time pursuant to a resolution of the extraordinary shareholders' meeting of 30 June 2020 of which the minutes were drafted by Mr. Frank LIESSE, Notary in Antwerp, and of which an extract was published in the Annexes of the Belgian State Gazette of 14 July 2020, under number 20332550.

The Company's e-mail address is company.secretary@nyrstarnv.be.

The Company's website is www.nyrstarnv.be.

The Company is registered with the register of legal entities at Antwerp (division Turnhout) under number 0888.728.945.

OPENING OF THE MEETING - COMPOSITION OF THE BUREAU – PRELIMINARY STATEMENTS

The meeting opens at 11.00 am, under the chairmanship of Mr. Martyn Konig, residing at Le Vouest, La Rue du Blanc Pignon, Saint Martin, Chairman of the Board of Directors of the Company.

The Chairman notes that, in accordance with applicable law, Dutch is the official working language of the meeting. The Chairman explains that statements made in English will be simultaneously translated into Dutch and vice versa, and shareholders may obtain headsets if they wish to make use of these translations. The Chairman explains that the meeting is recorded

for the purposes of this translation and refers to the privacy notice on the website of the Company. Finally, the Chairman asks shareholders to use a microphone when speaking for purposes of this translation.

The Chairman explains that the Company has asked Tim Carnewal, notary public, to notarise this meeting in accordance with the legal provisions, as provided by, among others, the Notaries Act (independent and impartial counsel). In addition, it is noted that the Company has asked bailiff Van Schel to record the proceedings of this meeting.

The Chairman notes that the other directors of the Company, being Ms. Carole Cable, Ms. Jane Moriarty and Mr. Marc Taeymans are physically present. The statutory auditor of the Company, BDO Bedrijfsrevisoren BV, represented by Mr. Gert Claes, is also physically present at the meeting. Mr. Anthony Simms, head of external affairs and legal and secretary of the Company and Mr. Roman Matej, CFO, are also physically present.

The Chairman explains that, as has been the case at other general shareholders' meetings of the Company since the completion of the restructuring in July 2019, certain shareholders may have questions for the Board of Directors and/or the statutory auditor of the Company. To the extent such questions are related to the agenda items, the Board of Directors will answer them to the best of its ability. The Board of Directors has also responded to all written questions submitted for this meeting, and these responses were published on the Company's website prior to the start of this meeting. These written questions and answers will be read out later during this meeting.

Since voting will be conducted by means of an electronic voting system, the meeting agrees that no tellers will be appointed.

The Chairman of the meeting, being Mr. Martyn Konig as chairman of the Board of Directors of the Company, and the Secretary, being Mr. Anthony Simms, aforementioned, residing at 31 The Drive, Stanwell Park, NSW 2508, Australia, together constitute the bureau of the general shareholders' meeting.

AGENDA

On behalf of the Chairman, it is recalled that the agenda for the meeting is 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 2023.

2. Approval of the statutory financial statements

Approval of the statutory financial statements for the financial year ended on 31 December 2023, 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 2023, as well as the allocation of the result as proposed by the Board of Directors.

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.

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 such period.

5. Approval of the indexation of the compensation of the Statutory Auditor

Proposed resolution: By decision of the general shareholders' meeting of 27 June 2023, (i) BDO Bedrijfsrevisoren BV, represented by Mr. Gert Claes, auditor, was appointed as Statutory Auditor of the Company and (ii) the annual compensation of the Auditor for its mandate is EUR 145,000 (excluding VAT and expenses, as applicable). This compensation will be adjusted annually to reflect the evolution of the consumer price index. The general shareholders' meeting approves the indexation of the annual compensation approved on 27 June 2023.

6. 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 2023.

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 2023.

7. Re-appointment of Ms. Anne Fahy

Taking into account the advice of the Nomination and Remuneration Committee, the Board of Directors recommends Ms. Anne Fahy be re-appointed as independent non-executive director of the Company for a term of four (4) years.

The Nomination and Remuneration Committee, reporting to the Board of Directors in this respect, has assessed the information available to the Company and has verified the independence requirements with Ms. Anne Fahy. The Board of Directors has determined that Ms. Anne Fahy satisfies the applicable requirements with respect to independence that are set forth in Provision 3.5 of the Belgian Corporate Governance Code of 9 May 2019 as well as the general independence requirements set forth in article 7:87, §1 of the Belgian Code of Companies and Associations ("BCCA"), including that Ms. Anne Fahy has no relationship with any of the Company's important shareholders. Ms. Anne Fahy has equally expressed her intention to continue to be independent. The Board of Directors has no indications of any element that would bring such independence or intention into doubt.

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 2023.

Proposed resolution: Ms. Anne Fahy is re-appointed as independent non-executive director within the meaning of Article 7:87 of the BCCA 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 2028 which will have decided upon the financial statements for the financial year ended on 31 December 2027. Unless decided otherwise by the general shareholders' meeting, the mandate shall be remunerated as set out in the remuneration policy as approved by the general shareholders' meeting on 29 June 2021.

VERIFICATIONS BY THE BUREAU – ATTENDANCE

On behalf of the Chairman there is reported to the meeting on the findings and verifications made by the bureau during and after the formalities for the registration of participants, with a view to the constitution of the meeting:

I. Notice

Prior to the opening of the meeting, the proof of convening notices published in the Belgian State Gazette and in the press were submitted to the bureau. They will be kept in the archives of the Company. The bureau acknowledged that the dates of the publications are the following:

- a) the Belgian State Gazette of 16 May 2024;

- b) *De Standaard* of 24 May 2024; and
- c) On the Company's website on 24 May 2024.

The Chairman submits the evidentiary copies of these documents after they have been initialled by the members of the bureau.

The text of the notice of the meeting as well as the documents to be submitted to the general meeting, an overview of the total number of outstanding shares and voting rights, a participation form for holders of shares, a proxy form to authorize the holders of shares issued by the Company to attend the general meeting, a form to vote by mail and an explanatory note relating to the items and proposed resolutions on the agenda were furthermore made available to the shareholders on the Company's website (www.nyrstarnv.be) as from 24 May 2024.

The notice containing the agenda and the proposed resolutions, and accompanied by the aforementioned documents, were sent to the registered shareholders, the directors and the statutory auditor by ordinary letter or by e-mail (if an e-mail address was provided to the Company to communicate by this means of communication) on 24 May 2024, in accordance with Articles 7:128 and 7:132 of the Belgian Code of Companies and Associations, unless waived.

On behalf of the Chairman, it is declared and the meeting acknowledges that there are neither holders of convertible bonds or registered subscription rights, nor holders of registered certificates issued with the cooperation of the Company.

The aforementioned documents were shown by the Chairman to the undersigned notary who then handed them over again for the purpose of keeping the originals by the Company in its archives.

II. Verification of the powers of the participants of the meeting

With respect to the participation in the general shareholders' meeting, the bureau verified whether article 25 of the articles of association was complied with. The bureau confirmed this to the notary and the various documents evidencing so as well as the proxies and votes by mail will be kept in the Company's files.

III. Attendance List

The registration date of the general shareholders' meeting was 11 June 2024, at midnight (12:00 a.m., Central European Summer Time). In accordance with the applicable legislation, only persons owning securities issued by the Company on the aforementioned registration date shall be entitled to participate and, as the case may be, vote at the general shareholders' meeting. All registrations and proofs of shareholding had to be received by the Company before the published deadline of midnight 19 June 2024 to be valid.

An attendance list has been prepared indicating (i) the identity of the shareholders participating at the meeting, (ii) the identity of their proxy holders (if applicable), and (iii) the number of shares with which they participate in the voting. The attendance list also indicates which directors are present at the meeting and whether the statutory auditor was present.

In addition, a register has been prepared indicating for each shareholder who wishes to participate at the general shareholders' meeting, following information: (i) his name and address or registered office, (ii) the number of shares owned at the registration date, and (iii) a description of the documents showing that he owned these shares at the registration date.

The attendance list was signed by the shareholders present, the directors present and the statutory auditor present, or their proxy holders. The proxies remain in the file of the Company.

The voting forms and attestations remain in the file of the Company.

Subsequently, the attendance list and the list of shareholders who voted by mail were marked "annex" by me, notary, and closed by signature by the members of the bureau and the undersigned notary. It remains attached to the present deed.

In addition to the holders of securities admitted to the meeting, a number of other persons attend the meeting, such as members of the press, advisors to certain shareholders, advisors to the Company, certain employees of the Company and third parties engaged by the Company to provide services in connection with the general shareholders' meeting, such as translators. The meeting admits these persons.

IV. Verification of the presence quorum

It appears from the attendance list of the general meeting that 40,679,066 shares out of a total of 109,873,001 shares, each representing an equal share of the Company's capital, are present or represented.

The Company does not currently own any of its own shares, so the number of shares entitled to vote is 109,873,001.

In accordance with article 27, second subparagraph, of the articles of association, the present ordinary general shareholders' meeting can validly deliberate and decide on the proposed resolutions of the ordinary general shareholders' meeting, regardless of the proportion of the capital represented by the shareholders who are present or represented.

This statement is verified and approved by the meeting, which acknowledges that it has the power to deliberate on the proposed resolutions on the agenda.

STATEMENT BY THE CHAIRMAN

I. Practical modalities

The Chairman subsequently invites the shareholders to proceed to the voting on each of the proposed resolutions on the agenda.

The Chairman reminds the meeting that each share gives the right to one vote and that only the shareholders and proxy holders of shareholders can participate to the voting.

Mr. Marc Taeymans also reminds that, for the above-mentioned proposed resolutions regarding the items on the agenda to be validly adopted, they must be adopted by simple majority of the votes cast validly, in accordance with article 27, third subparagraph of the articles of association of the Company.

II. Questions

In accordance with article 7:139 of the Belgian Code of Companies and Associations, Mr. Marc Taeymans invites those participants who so wished to ask questions raised by the item on the agenda.

Mr. Marc Taeymans announces that one (or more) shareholder(s) has/have made use of the possibility provided by article 7:139 of the Belgian Code of Companies and Associations to ask written questions in advance. Mr. Marc Taeymans proposes that the answers to these written questions will be read out first before proceeding to the additional questions that shareholders might have and explains that if, during the reading of the written questions and answers, there will be further questions from shareholders, these will be collected and answered later. Mr. Marc Taeymans notes that the written questions and answers were made available on the Company's website (www.nyrstarnv.be) prior to the start of the meeting.

The preliminary written questions and answers are then read out, which are simultaneously translated into Dutch. The preliminary written questions and answers which were in Dutch, are read out by Mr. Marc Taeymans, which are simultaneously translated into English.

The Chairman adjourns the meeting until 02:35 p.m.

The meeting resumes at 02:40 p.m.

The Chairman then invites the shareholders to ask any further oral questions they may have, so that the meeting can be adjourned afterwards to enable the Board of Directors to prepare a response.

At 05:05 p.m., the meeting is adjourned to allow the Board of Directors and the statutory auditor to prepare the answers to the oral questions submitted by the shareholders.

The meeting resumes at 05:45 p.m. with a reading of the oral questions and answers by the Board of Directors and the statutory auditor. The oral questions and answers are recorded in a separate document which will be made available on the Company's website together with these minutes. Such separate document shall not remain attached to this deed. At 07:05 p.m., the meeting is adjourned and at 07:30 p.m., the meeting resumes.

At 08:05 p.m., the meeting establishes that all oral questions asked by the shareholders to the Board of Directors and the statutory auditor have been answered.

The meeting then declares the debates closed.

DELIBERATION – RESOLUTIONS

The Chairman then submits each of the proposed resolutions on the agenda to the voting of the shareholders.

FIRST RESOLUTION: Approval of the statutory financial statements.

Taking knowledge of the reports and financial statements

The meeting exempts the reading of the annual report of the Board of Directors and the statutory auditor's report on the statutory financial statements for the financial year ended on 31 December 2023, of which the shareholders have been able to take sufficient knowledge.

The meeting exempts the reading of the statutory financial statements for the financial year ended on 31 December 2023, of which the shareholders have been able to take sufficient knowledge.

The Chairman submits to the meeting the proposal to approve the statutory financial statements for the financial year ended on 31 December 2023, as well as the allocation of profits as proposed by the Board of Directors in the aforementioned annual report of the Board of Directors for the financial year ended on 31 December 2023.

Vote:

The proposal is put to the vote. It is adopted as follows:

1/ Number of shares for which votes are validly cast: 40,676,798

2/ Percentage that the aforementioned number of shares represent in the capital:
37.02%

3/ Number of votes validly cast: 40,676,798

of which

FOR	26,843,562
AGAINST	13,833,160
ABSTENTION	76

The resolution is consequently approved.

SECOND RESOLUTION: Discharge to the Directors.

The Chairman submits to the meeting the proposal to grant 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.

Vote:

The proposal is put to the vote. It is adopted as follows:

1/ Number of shares for which votes are validly cast: 39,856,798

2/ Percentage that the aforementioned number of shares represent in the capital:
36.28%

3/ Number of votes validly cast: 39,856,798

of which

FOR	26,839,716
AGAINST	13,014,006
ABSTENTION	3,076

The resolution is consequently approved.

THIRD RESOLUTION: Discharge to the Statutory Auditor.

The Chairman submits to the meeting the proposal to grant discharge from liability to the statutory auditor which was in office during the previous financial year, for the performance of its mandate during such period.

Vote:

The proposal is put to the vote. It is adopted as follows:

1/ Number of shares for which votes are validly cast: 39,856,798

2/ Percentage that the aforementioned number of shares represent in the capital:
36.28%

3/ Number of votes validly cast: 39,856,798

of which

FOR	26,840,216
AGAINST	13,013,165
ABSTENTION	3,417

The resolution is consequently approved.

FOURTH RESOLUTION: Approval of the indexation of the compensation of the Statutory Auditor.

The Chairman explains that, by decision of the general shareholders' meeting of 27 June 2023, (i) BDO Bedrijfsrevisoren BV, represented by Mr. Gert Claes, auditor, was appointed as Statutory Auditor of the Company and (ii) the annual compensation of the Auditor for its mandate is EUR 145,000 (excluding VAT and expenses, as applicable).

The Chairman submits to the meeting the proposal to annually adjust this compensation to reflect the evolution of the consumer price index.

Vote:

The proposal is put to the vote. It is adopted as follows:

1/ Number of shares for which votes are validly cast: 40,676,798

2/ Percentage that the aforementioned number of shares represent in the capital:
37.02%

3/ Number of votes validly cast: 40,676,798

of which

FOR	26,842,721
AGAINST	13,834,001
ABSTENTION	76

The resolution is consequently approved.

FIFTH RESOLUTION: Approval of the remuneration report.

The Chairman asks the meeting to approve that it is recorded that exemption is granted from reading out 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 2023, of which the shareholders have been able to take sufficient knowledge.

The Chairman submits to the meeting the proposal to approve the remuneration report as included in the annual report of the Board of Directors for the financial year ended on 31 December 2023.

Vote:

The proposal is put to the vote. It is adopted as follows:

1/ Number of shares for which votes are validly cast: 40,676,798

2/ Percentage that the aforementioned number of shares represent in the capital:
37.02%

3/ Number of votes validly cast: 40,676,798

of which

FOR	26,843,562
AGAINST	13,833,160
ABSTENTION	76

The resolution is consequently approved.

SIXTH RESOLUTION: Re-appointment of Ms. Anne Fahy.

The Chairman submits to the meeting the proposal to re-appoint Ms. Anne Fahy 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 2028 which will have decided upon the financial statements for the financial year ended on 31 December 2027. Unless decided otherwise by the general shareholders' meeting, the mandate shall be remunerated as set out in the remuneration policy as approved by the general shareholders' meeting on 29 June 2021.

Vote:

The proposal is put to the vote. It is adopted as follows:

1/ Number of shares for which votes are validly cast: 40,678,910

2/ Percentage that the aforementioned number of shares represent in the capital:
37.02%

3/ Number of votes validly cast: 40,678,910

of which

FOR	26,843,562
AGAINST	13,832,372
ABSTENTION	2,976

The resolution is consequently approved.

CLOSING OF THE MEETING

As the agenda is exhausted, the meeting is closed.

DOCUMENT DUTIES

The duty amounts to EUR 100,00.

IDENTITY

The notary confirms the identity details of the Chairman and the Secretary on presentation of their passport, as well as of the shareholders, if applicable their representatives, who have requested the undersigned notary to co-sign the present minutes.

AS RECORDED BY THESE MINUTES

Drawn up on the date and place indicated above.

After full reading of these minutes and explanation in Dutch and English, the minutes are signed by the members of the bureau, and by the shareholders and the representatives of the shareholders, who have requested to do so, and by me, notary.