

NYRSTAR
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

ANNUAL GENERAL MEETING
to be held on 24 June 2025 at 11:00 a.m. CEST

The holders of shares issued by Nyrstar NV (the "Company") are invited to the annual general shareholders' meeting of the Company.

GENERAL INFORMATION

Date, hour and venue: The annual general shareholders' meeting will be held on 24 June 2025 at 11:00 a.m. CEST at the Crowne Plaza Brussels Airport, Da Vincilaan 4, 1831 Brussels, Belgium.

Opening of the doors: In order to facilitate the keeping of the attendance list on the day of the annual general shareholders' meeting, the shareholders and their representatives are invited to register as of 10:00 a.m. CEST.

ANNUAL GENERAL MEETING

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 2024.

2. Approval of the statutory financial statements

Approval of the statutory financial statements for the financial year ended on 31 December 2024, 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 2024, 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 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 2024.

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 2024.

6. Approval of the remuneration policy

In accordance with article 7:89/1 of the Belgian Code of Companies and Associations ("BCCA"), the Company is required to establish a remuneration policy and to, at least every four (4) years, submit such policy to the general shareholders' meeting for (re-)approval. Since the current remuneration policy of the Company has been last approved by the general shareholders' meeting on 29 June 2021, the remuneration policy must be resubmitted 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 BCCA.

7. Appointment of Mr. Kris Peeters

In light of the fact that Ms. Carole Cable's mandate as director expires and will not be renewed, the Board of Directors deemed it appropriate to explore the opportunity of appointing a new non-executive independent director. To this end, the Nomination and Remuneration Committee, assisted by a leading global executive search and talent advisory firm, conducted a search to identify potential candidates. Following this search and upon advice of the Nomination and Remuneration Committee, the Board of Directors recommends Mr. Kris Peeters be appointed as independent non-executive director of the Company for a term of four (4) years.

Mr. Kris Peeters holds a Philosophy (B.A) and Law (M.A) degree from Antwerp University, as well as an additional Master degree in Accountancy & Tax Law from Vlerick Business School. He is a distinguished former Belgian politician and executive with a robust career spanning over 30 years in both public service and private sector leadership. He has held several high-profile positions, demonstrating his expertise in economic policy, public administration, and international finance, which have given him substantial exposure to corporate governance and board-level operations. At present, he serves as a member of the Board of Directors at Aquafin.

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 Mr. Kris Peeters. The Board of Directors has determined that Mr. Kris Peeters 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 BCCA, including that Mr. Kris Peeters has no relationship with any of the Company's important shareholders. Mr. Kris Peeters has equally expressed his intention to be independent. The Board of Directors has no indications of any element that would bring such independence or intention into doubt.

Proposed resolution: The general shareholders' meeting appoints Mr. Kris Peeters 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 2029 which will have decided upon the financial statements for the financial year ended on 31 December 2028. Unless decided otherwise by the general shareholders' meeting, the mandate shall be remunerated as set out in the remuneration policy as submitted for approval by this general shareholders' meeting under agenda item (6).

No quorum: There is no quorum requirement for the deliberation and voting on the respective items referred to in the aforementioned agenda of the annual general shareholders' meeting.

Voting and majority: Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the proposed resolutions referred to in the aforementioned agenda of the annual general shareholders' meeting shall be passed if they are approved by a simple majority 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 annual general shareholders' meeting of the Company should take into account the formalities and procedures described below.

Registration date: The registration date for the annual general shareholders' meeting shall be 10 June 2025, at midnight (12:00 a.m., Central European Summer Time). Only persons owning shares issued by the Company on 10 June 2025, at midnight (12:00 a.m., Central European Summer Time) shall be entitled to participate and, as the case may be, vote at the annual general shareholders' meeting. Shareholders must satisfy the formalities that are described under "*Participation*".

Participation: In order to be able to participate to the annual general shareholders' meeting, a holder of shares issued by the Company must, in accordance with article 7:134 §2 of the BCCA, 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 annual 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 central securities depository for the shares concerned (for dematerialised shares or shares in book-entry form).
- (b) **Notification:** Secondly, in order to be admitted to the annual 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.nyrstarnv.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 company.secretary@nyrstarnv.be at the latest on the sixth calendar day prior to the annual general shareholders' meeting, *i.e.* on or before 18 June 2025 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 central securities depository 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.nyrstarnv.be). The vote by mail form must be signed in writing or electronically. The electronic signature must comply with the provisions 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. 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 company.secretary@nyrstarnv.be at the latest on the sixth calendar day prior to the annual general shareholders' meeting, *i.e.* on or before 18 June 2025. A shareholder who wishes to vote by mail must, in any case comply with the formalities to attend the meeting, as explained under "*Participation*".

Representation by proxy: Each shareholder can appoint one proxyholder to attend the meeting and vote on its behalf. Proxy forms can be obtained at the Company's registered office and on the

Company's website (www.nyrstarnv.be). 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 company.secretary@nyrstarnv.be at the latest on the sixth calendar day prior to the annual general shareholders' meeting, i.e. on or before 18 June 2025 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 and proxyholders must, in any case comply with the formalities to attend the meeting, as explained under "Participation".

Amendments to the agenda and additional proposed resolutions: Shareholders who alone or together with other shareholders hold at least 3% of the capital of the Company have the right to put additional items on the agenda of the annual general shareholders' meeting, as applicable and in accordance with the BCCA, and to table draft resolutions in relation to items that have been or are to be included in the agenda. Shareholders wishing to exercise this right must prove on the date of their request that they own at least 3% of the capital of the Company. The ownership must be based, for dematerialised shares, on a certificate issued by the certified account holder or central securities depository, confirming the number of shares that have been registered in the name of the relevant shareholders and, for registered shares, on a certificate of registration of the relevant shares in the share register book of the Company. In addition, the shareholder concerned must in any case comply with the formalities to attend the meeting, as explained under "Participation", with at least 3% of the capital of the Company. A request to put additional items on the agenda and/or to table draft resolutions must be submitted in writing, and must contain, in the event of an additional agenda item, the text of the agenda item concerned and, in the event of a proposed resolution, the text of the draft resolution. The request must also mention the mail or e-mail address to which the Company will send the confirmation of receipt of the request. The request must reach the Company by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, Attention: Company Secretary) or by e-mail at company.secretary@nyrstarnv.be at the latest on the twenty-second calendar day prior to the annual general shareholders' meeting, i.e. on or before 2 June 2025 at the latest. In case of amendments to the agenda and proposed additional resolutions as aforementioned, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional proposed resolutions no later than on the fifteenth calendar day prior to the annual general shareholders' meeting, i.e. on or before 9 June 2025 at the latest. In addition, the Company shall make amended forms available for votes by mail and votes by proxy. Proxies and votes by mail that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies and votes by mail apply, subject, however, to applicable law and the further clarifications set out on the proxy forms and vote by mail forms.

Written questions prior to the meeting: Every shareholder has the right to ask written questions to the Directors and the Statutory Auditor 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 company.secretary@nyrstarnv.be at the latest on the sixth calendar day prior to the annual general shareholders' meeting, i.e. on or before 18 June 2025 at the latest. The answers to the written questions will be published on the Company's website before the start of the general shareholders' 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".

Conduct of the meeting: Each agenda item will be introduced by the chairperson, who will allocate specific timeframes for discussion and potential questions relating to the concerned item of the agenda. Oral questions will be answered during the meeting insofar as they relate to the agenda item and in accordance with applicable law.

Registration and access to the meeting room: The natural persons who attend the annual general shareholders' meeting in their capacity as owner of shares or holder of proxy must be able to provide evidence of their identity in order to be granted access to the meeting room. The representatives of

legal entities must provide evidence of their identity and of their legal capacity as legally authorised representative of the legal entity that is owner of shares.

Register and attendance list: Each shareholder who has registered for the general shareholders' meeting is to be recorded in a register, with its name and address or registered office, the number of shares held by such shareholder on the registration date and with which such shareholder wishes to participate to the general shareholders' meeting, and a description of the documentation evidencing such shareholding. In addition, on the day of the general shareholders' meeting, an attendance list will be kept. Each shareholder has the right to review the attendance list, in accordance with the Belgian Code on Companies and Associations.

Minutes of the meeting: Minutes of the general shareholders' meeting need to be signed by the members of the bureau and by the shareholder(s) that so request(s). The minutes of the meeting will be published on the Company's website at the latest on the 15th day after the general shareholders' meeting.

AVAILABLE INFORMATION

The following documentation is available on the Company's website (<https://www.nyrstarnv.be/en/investors/share-and-bondholder-information/shareholder-meetings>): the notice convening the annual general shareholders' meeting, an explanatory note regarding the agenda and proposed resolutions or, if no resolutions are proposed, a commentary by the Board of Directors, updates of the agenda and proposed resolutions, in case of amendments to the agenda and proposed resolutions, the documents to be submitted to the annual general shareholders' meeting as referred to in the agenda of the meeting, 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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