

ORDINARY GENERAL SHAREHOLDERS' MEETING

File number : TC/CL/2252549/ADC

Repertorium : 2025/142787

"NYRSTAR"

limited liability company

at 2490 Balen, Zinkstraat 1

CBE 0888.728.945 - RPR Antwerpen (division Turnhout)

company.secretary@nyrstarnv.bewww.nyrstarnv.be**APPROVAL OF THE STATUTORY ANNUAL ACCOUNTS**

-

DISCHARGE FROM LIABILITY OF THE DIRECTORS AND THE STATUTORY AUDITOR

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APPROVAL OF THE REMUNERATION REPORT

On this day, the twenty-fourth of June, two thousand and twenty-five.

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

Before me, Master **Tim CARNEWAL**, notary public with registered office in Brussels (first canton), performing his duties in the company "BERQUIN NOTAIRES", with its registered office at 1000 Brussels, Lloyd Georgelaan 11,

IS HELD

the ordinary general shareholders' meeting of the limited liability company "**NYRSTAR**", whose registered office is at 2490 Balen, Zinkstraat 1, hereinafter referred to as the "*Company*".

IDENTIFICATION OF THE COMPANY

The Company was incorporated under the name "NEPTUNE ZINC" according to deed executed before Master Damien Hissette, notary in Brussels, on 13 April 2007, by extract published in the Annexes to the Belgian Official Gazette of 23 April thereafter, under number 07059511.

The articles of association were amended several times and for the last time by resolution of the extraordinary general meeting of 30 June 2020, the minutes of which were drawn up by master Frank Liesse, notary public in Antwerp, and published by extract in the Appendices to the Belgian Official Gazette of 14 July thereafter, under the number 20332550.

The e-mail address of the Company is company.secretary@nyrstarnv.be.

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

The Company is registered in the Register of Legal Entities in Antwerp (division Turnhout) under number 0888.728.945.

OPENING OF THE MEETING - COMPOSITION OF THE BUREAU - INTRODUCTORY STATEMENTS

The meeting was opened at 11.00 am, under the chairmanship of Mr KONIG Martyn, residing at Le Vouest, La Rue du Blanc Pignon, Saint Martin, Jersey (United Kingdom), Chairman of the Board of Directors of the Company.

Mr Anthony Simms noted that, in accordance with applicable law, Dutch was the official working language for the meeting. The Chairman specified that the speeches in English would be simultaneously translated into Dutch and vice versa, and shareholders could obtain headsets if they wished to use these translations. Mr. Anthony Simms stated that the meeting was being recorded for the purposes of such translation and the drafting of the minutes and referred to

the *privacy statement* on the Company's website and asked shareholders to respect the General Data Protection Regulation ("GDPR") and not to make any personal audio or video recordings during and of the meeting. Finally, the Chairman asked shareholders to use the fixed microphone when speaking for purposes of this translation.

The Chairman explained that the Company had asked Tim Carnewal, notary public, to notarise this meeting in accordance with the legal provisions, as provided by, inter alia, the Notaries Act (independent and impartial counsel) . It is also noted that the Company has asked bailiff Van Schel to record the proceedings of this meeting.

The Chairman noted that the other directors of the Company, being Ms Carole Cable, Ms Jane Moriarty, Ms Anne Fahy and Mr Marc Taeymans were physically present. The Company's auditor, BDO Bedrijfsrevisoren BV, represented by Mr Gert Claes, was also physically present at the meeting. Also physically present were Mr Anthony Simms, *Head of Legal and External Affairs* and Secretary of the Company and Mr Roman Matej, CFO.

The Chairman explained that, as was the case at other 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 Company's auditor. To the extent these questions relate to the agenda items, the board of directors will answer them to the best of its ability. The board of directors has also replied to all written questions submitted for this meeting, and these replies were published on the Company's website before the start of this meeting. These written questions and answers would be read out later during this meeting.

The Chairman then mentioned that in the evening of 18 June 2025 the Company had announced by press release that it had been informed that same evening that Mr. Kris Peeters had decided to withdraw his candidature for appointment as independent non-executive director of the Company. This was a personal decision of Mr Peeters after reconsideration of his former mandate at the European Investment Bank. Out of respect for this institution and Mr Peeters' personal choice, the Company will not comment further. Given these circumstances, the general meeting will neither deliberate nor vote on the relevant agenda item relevant agenda item is moot. The Company would still like to thank Mr Peeters for his interest and constructive discussions. Finally, the Nomination and Remuneration Committee will now consider the next steps in this process.

The Chairman confirmed that Ms Carole Cable's (Grey) mandate expires after this annual meeting and will not be renewed. As the Board of Directors remains validly composed in accordance with Article 16 of the Articles of Association after this mandate expires, no replacement will be provided at this time.

As voting will take place 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, aforesaid, residing at 31 The Drive, Stanwell Park, NSW 2508, Australia, together constitute the office of the general meeting of shareholders.

AGENDA

On behalf of the chairman, it was recalled that the agenda of the meeting was as follows:

1. Reports on the statutory financial statements

Perusal and discussion of the annual report of the Board of Directors and the auditor's report on the statutory financial statements for the financial year ended 31 December 2024.

2. Approval of the statutory financial statements

Approval of the statutory financial statements for the financial year ended 31 December 2024, and of the proposed allocation of the results.

Proposed resolution: The general shareholders' meeting approves the statutory financial statements for the financial year ended 31 December 2024, as well as the appropriation of results as proposed by the Board of Directors.

3. Discharge from liability of the Directors

Proposed resolution: The general shareholders' meeting grants discharge to each of the Directors who held office during the past 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 to the Statutory Auditor who held office during the past financial year, for the performance of his/her mandate during that period.

5. Approval of the remuneration report

Submission, discussion 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 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 31 December 2024.

6. Approval of the remuneration policy

Pursuant to Article 7:89/1 of the Companies and Associations Code ("CAC"), the Company is required to adopt a remuneration policy and submit it to the general shareholders' meeting for approval at least every four years. As the Company's current remuneration policy was last approved by the ordinary general shareholders' meeting held on 29 June 2021, the remuneration policy needs to be resubmitted for approval. The remuneration policy is available on the Company's website as mentioned in the invitation.

Proposed resolution: The general shareholders' meeting approves the remuneration policy in accordance with Article 7:89/1 of the CAC.

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 CAC, 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)..

VERIFICATIONS BY THE BUREAU - ATTENDANCE

On behalf of the chairman, a report is made to the meeting on the findings and verifications made by the bureau, during and after the registration formalities of the participants, with a view to the composition 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 Official Gazette* of 23 May 2025;
- b) *The Standard* of 23 May 2025; and
- c) On the Company's website on 23 May 2025.

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) from 23 May 2025.

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 23 May 2025, in accordance with Articles 7:128 and 7:132 of the Companies and Associations Code, unless waived.

On behalf of the chairman, it is stated 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 in 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 meeting of shareholders was 10 June 2025 at midnight (midnight, 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 18 June 2025 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.

A register was also prepared in which the following information was recorded for each shareholder who expressed his wish to participate in the general meeting: (i) his name and address or registered office, and (ii) the number of shares he held on the record date .

A separate list was prepared for shareholders who validly cast their votes by letter in accordance with the Companies and Associations Code.

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 list of shareholders who voted by letter is signed by the members of the Bureau. The attendance list, the register and the voting letters shall be kept in the Company's file.

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 attendance quorum

It appears from the final attendance list of the general meeting that 41,087,247 shares out of a total of one hundred and nine million eight hundred and seventy-three thousand and one (109,873,001) shares, each representing an equal share of the capital of the Company, are present or represented.

The Company does not hold any treasury shares at present, so the number of shares entitled to vote is one hundred and nine million eight hundred and seventy-three thousand and one (109,873,001).

In accordance with Article 27, second paragraph of the Articles of Association, this ordinary general meeting may validly deliberate and decide on the proposals for resolution of the ordinary general meeting, regardless of the proportion of capital represented by the shareholders 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.

Mr Anthony Simms reminded the meeting that each share was entitled to one vote and that only shareholders and agents of shareholders could vote.

Mr Anthony Simms 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.

III. Questions

In accordance with Article 7:139 of the Companies and Associations Code, Mr Anthony Simms invited those participants who so wished to ask any questions that the item on the agenda raised in their minds.

Mr Anthony Simms announced that one or more shareholders had taken advantage of the opportunity provided by Article 7:139 of the Companies and Associations Code to ask questions in writing in advance. Mr Anthony Simms proposed that the answers to these written questions would first be read out before proceeding to the additional questions shareholders might have, and explained that if, during the reading out of the written questions and answers, further questions would be raised by shareholders, they would be collected and answered later. Mr Anthony Simms noted that the written questions and answers had been made available on the Company's website (www.nyrstarnv.be) prior to the start of the meeting.

The preliminary written questions were then read out in English by Mr Anthony Simms, which were simultaneously translated into Dutch. The answers to the preliminary written questions were read out in English by Mr. Martyn Konig, as well as by Mr. Marc Taeymans, director, in Dutch, by the auditor in Dutch, and by the CFO of the Company in English and by Ms. Jane Moriarty, director, in English.

There then followed a debate between the shareholders and the members of the Board of Directors, which was translated simultaneously into Dutch and English.

The chairman adjourned the meeting until 3 p.m..

The meeting was resumed at 3:19 p.m. and the chairman read out the answers to the questions put orally. Mr Simms and several other directors also intervened; debate again ensued.

At 6:06 p.m., the meeting resumed with a reading of the oral questions and answers from the board of directors and the auditor. The oral questions and answers will be minuted in a separate document which will be made available on the Company's website together with these minutes. The aforementioned separate document will not remain attached to the present deed.

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 DECISION: Approval of the statutory annual accounts.

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 2024, of which the shareholders have been able to take sufficient knowledge.

Approval of the statutory financial statements

The meeting exempts from reading the statutory financial statements for the financial year ended 31 December 2024, of which the shareholders have had sufficient opportunity to take note.

The Chairman submitted to the meeting the proposal to approve the statutory financial statements for the financial year ended 31 December 2024, as well as the appropriation of results as proposed by the Board of Directors in the aforementioned annual report of the Board of Directors for the financial year ended 31 December 2024

Vote:

The proposal was put to a vote. It was adopted as follows:

- 1/ Number of shares for which valid votes were cast: 41,086,208
- 2/ Percentage of capital represented by the above number of shares: 37.4%
- 3/ Number of votes validly cast: 41,086,208

of which

FOR	26,879,505
AGAINST	14,200,548
ABSTENTION	6,155

The proposal was therefore approved.

SECOND DECISION: Discharge to the Directors.

The Chairman submitted to the meeting the proposal to grant discharge to each of the Directors who held office during the past financial year, for the performance of their duties during that financial year.

Vote:

The proposal was put to a vote. It was adopted as shown below:

- 1/ Number of shares for which valid votes were cast: 41,086,208
- 2/ Percentage of capital represented by the above number of shares: 37.4%
- 3/ Number of votes validly cast: 41,086,208

of which

FOR	26,879,505
AGAINST	14,200,548
ABSTENTION	6,155

The proposal was therefore approved.

THIRD DECISION: Discharge to the Statutory Auditor.

The Chairman submitted to the meeting the proposal to discharge the Statutory Auditor in office during the past financial year for the performance of his duties during that period.

Vote:

The proposal was put to a vote. It was adopted as shown below:

- 1/ Number of shares for which valid votes were cast: 41,086,208
- 2/ Percentage of capital represented by the above number of shares: 37%
- 3/ Number of votes validly cast: 41,086,208

of which

FOR	26,929,505
AGAINST	14,150,548
ABSTENTION	6.155

The proposal was therefore approved.

FOURTH DECISION: Approval of the remuneration report.

The Chairman requested the approval of the meeting to note that exemption had been 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 31 December 2024, of which the shareholders had had sufficient opportunity to take note.

The chairman submitted to the meeting the proposal to approve the remuneration report included in the annual report of the Board of Directors for the financial year ended 31 December 2024.

Vote:

The proposal was put to a vote. It is adopted as shown below:

- 1/ Number of shares for which valid votes were cast: 41,086,208
 - 2/ Percentage of capital represented by the above number of shares: 37.4%
 - 3/ Number of votes validly cast: 41,086,208
- of which

FOR	26,879,505
AGAINST	14,200,548
ABSTENTION	6,155

The proposal was therefore approved.

FIFTH DECISION: Approval of remuneration policy.

Pursuant to Article 7:89/1 of the CAC, the Company is required to adopt a remuneration policy and submit it to the general meeting of shareholders for approval at least every four years. As the Company's current remuneration policy was last approved by the ordinary general shareholders' meeting held on 29 June 2021, the remuneration policy must be resubmitted for approval. The remuneration policy is available on the Company's website as mentioned in the invitation.

The chairman submits to the meeting the proposal to approve the remuneration policy in accordance with Article 7:89/1 of the CAC.

Voting:

The proposal is put to a vote. It is adopted as shown below:

- 1/ Number of shares for which valid votes were cast: 41,086,208
 - 2/ Percentage of capital represented by the above number of shares: 37.4%
 - 3/ Number of votes validly cast: 41,086,208
- of which

FOR	26,876,505
AGAINST	14,203,548
ABSTENTION	6,155

The proposal was therefore approved.

CLOSING OF THE MEETING

The order of the day having been exhausted, the meeting was levied.

DOCUMENT DUTIES

Dues on writings amounted to one hundred euros (EUR 100.00).

IDENTITY

The notary confirms the identity details of the Chairman and the Secretary on the basis of their passports, as well as those of the shareholders, or their representatives where appropriate, who have asked the undersigned notary to co-sign these 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.

Follow the signatures

This issue was made for registration - art. 173, 1°bis/1°ter W.R