



LIMITED LIABILITY COMPANY ("NAAMLOZE VENNOOTSCHAP")  
Registered Office: Zinkstraat 1, 2490 Balen, Belgium  
Company Number VAT BE 0888.728.945 RPR/RPM Turnhout

**INVITATION**

**Extraordinary General Meeting**  
to be held on Monday 19 May 2014 at 11:00 a.m.

As the quorum required for the deliberation and/or voting on certain items in the agenda of the extraordinary general shareholders' meeting held on Wednesday 30 April 2014, was not reached, the holders of securities issued by the Company are invited to attend a second extraordinary general shareholders' meeting of the Company before a notary public.

**GENERAL INFORMATION**

**Date, hour and venue:** The extraordinary general shareholders' meeting will be held on Monday 19 May 2014 at 11:00 a.m., at Avenue Louise 149, 11th floor, 1050 Brussels, Belgium or at such other place as will be indicated at that place at that time.

**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 10:00 a.m.

**AGENDA**

**Agenda and proposed resolutions:** The agenda and proposed resolutions 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, are as follows:

**1. Submission of special report**

Submission of the special report of the Board of Directors in accordance with Article 604 of the Belgian Company Code in relation to the proposal to grant powers to the Board of Directors under the authorised capital of the Company.

**2. Grant of powers to the Board of Directors under the authorised capital**

The Board of Directors proposes to grant powers under the authorised capital. See also the report referred to in point 1 of the agenda of the extraordinary general shareholders' meeting.

**Proposed resolution:** The general shareholders' meeting resolves to grant powers to the Board of Directors within the framework of the authorised capital as follows (whereby the amount and date referred to in the sub-sections between square brackets shall be determined at the time of the approval of the proposed resolution in accordance with the proposal set out in such sub-sections):

- (a) The Board of Directors shall be authorised to increase the capital of the Company on one or several occasions by a maximum amount of 100% of the amount of the share capital as at the time of the approval of the resolution. This authorisation shall be valid for a period of one year as from the date of publication in the annexes to the Belgian State Gazette of an extract of the minutes of the extraordinary shareholders' meeting granting the authorisation, and shall otherwise have the terms and conditions

as currently set out in Article 9 of the Company's Articles of Association, subject to what is stated below.

(b) In view of the provisions of paragraph (a), the first paragraph of Article 9 of the Articles of Association shall be amended and restated as follows:

"The board of directors may increase the capital of the company on one or several occasions by a maximum amount of [100% of the amount of the share capital as at the time of the approval of the resolution]."

(c) In view of the provisions of paragraph (a), the third paragraph of Article 9 of the Articles of Association shall be amended and restated as follows:

"This authorisation is valid for a period of one year as from the date of publication in the Annex to the Belgian State Gazette of an extract of the minutes of the extraordinary shareholders' meeting of the company held on [the date of the approval of the proposed resolution]."

(d) The last paragraph of Article 9 of the Articles of Association shall be amended and restated as follows:

"When exercising its powers under the authorised capital, the board of directors shall not be authorised to restrict or cancel the statutory preferential subscription rights of the shareholders (within the meaning of article 592 and following of the Belgian Company Code) unless (i) a non-statutory preferential subscription right is made available to the existing shareholders subject to applicable company, financial and securities law rules, or (ii) in relation to (public or non-public) offerings of securities outside of the European Economic Area, the offering or availability of a statutory preferential subscription right (within the meaning of article 592 and following of the Belgian Company Code) or a non-statutory preferential subscription right would subject the company to registration and/or prospectus requirements in jurisdictions outside of the European Economic Area."

### 3. Amendment of Articles of Association

*Proposed resolution:* The general shareholders' meeting decides to delete the separate chapter IX ("Temporary Provisions") of the Articles of Association.

**Quorum:** As this general shareholders' meeting constitutes the second extraordinary general shareholders' meeting for the aforementioned agenda items, no quorum is required for the deliberation and voting on the items referred to in the aforementioned agenda.

**Voting and majority:** Subject to applicable legal provisions, each share shall have one vote. In accordance with applicable law, the proposed resolutions under items 2 and 3 of the aforementioned agenda of the extraordinary general shareholders' meeting shall be passed if they are approved by a majority of 75% of the votes validly cast by the shareholders. Pursuant to Article 537 of the Belgian Company Code, the holders of bonds have the right to attend the general meeting, but only with an advisory vote.

### PARTICIPATION TO THE MEETING

**Introduction:** Holders of securities 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 Monday 5 May 2014, at midnight (12:00 a.m., Central European Time, GMT+1). Only persons owning securities issued by the Company on Monday 5 May 2014, at midnight (12:00 a.m., Central European Time, GMT+1) shall be entitled to participate and, as the case may be, vote at the extraordinary

general shareholders' meeting. Only shareholders are entitled to vote. The holders of bonds can attend the general meeting but only with an advisory vote. Shareholders, as well as holders of bonds 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 securities issued by the Company must satisfy two criteria: (a) be registered as holder of securities on the registration date and (b) notify the Company, as described below.

- (a) *Registration:* Firstly, the right for a holder of securities 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 securities concerned, on the aforementioned registration date at midnight, via registration, in the applicable register book for the securities concerned (for registered securities) or in the accounts of a certified account holder or relevant settlement institution for the securities concerned (for dematerialised securities or securities in book-entry form).
- (b) *Notification:* Secondly, in order to be admitted to the extraordinary general shareholders' meeting the holders of securities issued by the Company must notify the Company or KBC Bank whether they want to participate to the meeting. The holders of securities that wish to make such notification can make use of the registration notice form that can be obtained at the Company's registered office and on the Company's website. The notice must reach the Company by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, Attention: Virginie Lietaer, Company Secretary) or by e-mail at [Virginie.Lietaer@nyrstar.com](mailto:Virginie.Lietaer@nyrstar.com) at the latest on the sixth calendar day prior to the extraordinary general shareholders' meeting, *i.e.* on or before Tuesday 13 May 2014 at the latest. The notice to KBC Bank can be made at the counters of KBC Bank on or before Tuesday 13 May 2014 at the latest. For the holders of dematerialised securities or securities in book-entry form, the notice should include a certificate confirming the number of securities that have been registered in their name on the registration date. The certificate can be obtained by the holder of the dematerialised securities or securities in book-entry form with the certified account holder or the applicable settlement institution for the securities 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 postal voting form can be obtained at the Company's registered office and on the Company's website ([www.nyrstar.com](http://www.nyrstar.com)). The postal voting form must be signed in writing or electronically. The electronic signature must be an advanced electronic signature in the sense of Article 4, §4 of the Belgian Act of 9 July 2001 regarding the determination of certain rules in relation to the legal framework for electronic signatures and certification services, or with an electronic signature that complies with the conditions set out in Article 1322 of the Belgian Civil Code. Signed voting by mail forms must reach the Company by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, Attention: Virginie Lietaer, Company Secretary) or by e-mail at [Virginie.Lietaer@nyrstar.com](mailto:Virginie.Lietaer@nyrstar.com) at the latest on the sixth calendar day prior to the extraordinary general shareholders' meeting, *i.e.* on or before Tuesday 13 May 2014 at the latest. 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 securities 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 ([www.nyrstar.com](http://www.nyrstar.com)). The proxy must be signed in writing or electronically. The electronic signature must meet the same requirements as the electronic signature for postal voting forms (see also "—Voting by mail"). Signed proxies must reach the Company by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, Attention: Virginie Lietaer, Company Secretary) or by e-mail at [Virginie.Lietaer@nyrstar.com](mailto:Virginie.Lietaer@nyrstar.com) at the latest on the sixth calendar day prior to the extraordinary general shareholders' meeting, *i.e.* on or before Tuesday 13 May 2014 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 securities 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 questions to the Directors and Statutory Auditor related to items on the agenda of a general shareholders' meeting. Questions can be asked during the meeting or can be submitted in writing prior to the meeting. Written questions must reach the Company by mail at its registered office (Zinkstraat 1, 2490 Balen, Belgium, Attention: Virginie Lietaer, Company Secretary) or by e-mail at [Virginie.Lietaer@nyrstar.com](mailto:Virginie.Lietaer@nyrstar.com) at the latest on the sixth calendar day prior to the extraordinary general shareholders' meeting, *i.e.* on or before Tuesday 13 May 2014 at the latest. Written and oral questions will be answered during the meeting concerned in accordance with applicable law. 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".

**Access to the meeting room:** The natural persons who attend the extraordinary general shareholders' meeting in their capacity as owners of securities, holders of proxies or representatives of a legal entity must be able to provide evidence of their identity in order to be granted access to the meeting room. In addition, the representatives of legal entities must hand over the documents establishing their capacity as corporate representative or attorney-in-fact.

## AVAILABLE INFORMATION

The following documentation is available on the Company's website (<http://www.nyrstar.com/investors/en/shareholderinformation/Pages/Shareholder-Meetings.aspx>): the notice convening the extraordinary general shareholders' meeting, the agenda and proposed resolutions or, if no resolutions are proposed, a commentary by the Board of Directors, the documents to be submitted to the extraordinary general shareholders' meeting as referred to in the agenda of said meeting, the registration notice, the postal voting forms and the proxy forms. Prior to the extraordinary general shareholders' meeting, holders of securities of the Company can also obtain at the registered office of the Company (Zinkstraat 1, 2490 Balen, Belgium), free of cost, a copy of this documentation. 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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