

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
www.nyrstarnv.be
(the "Company")

PROXY

ANNUAL GENERAL MEETING

to be held on 25 June 2024 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 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.

The signed and completed proxy must reach the Company at the latest on the sixth calendar day prior to the annual general shareholders' meeting, i.e. on or before 19 June 2024 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:

company.secretary@nyrstarnv.be

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 a certified account holder or the central securities depository, confirming the number of shares that have been registered in their name on the registration date (i.e. 11 June 2024, at midnight (12:00 a.m. Central European Summer Time)) with which they want to participate to the annual general shareholders' meeting.

In case of amendments to the agenda or if new draft resolutions are tabled, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions. This will be done no later than on the fifteenth calendar day prior to the annual general shareholders' meeting, i.e. on or before 10 June 2024 at the latest. At that time, the Company will also make available amended proxy forms. Proxies that reach the Company prior to the publication of an amended agenda remain valid for the agenda

items to which the proxies apply, subject, however, to applicable law and the further clarifications set out in this form.

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 (please tick the appropriate box): ☐ Registered ☐ Dematerialised	

hereby appoints as his/her special proxy holder, with power of substitution:

☐ Mr./Mrs.¹

☐ The Secretary of the Company²

¹ Please complete as appropriate. An absence of instruction shall be tantamount to an appointment of the Secretary of the Company as proxy holder.

² 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 25 June 2024 at 11:00 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 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.

Voting instruction:

☐ I AGREE	☐ I DO NOT AGREE	☐ 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:

☐ I AGREE	☐ I DO NOT AGREE	☐ 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, for the performance of its mandate during such period.

Voting instruction:

☐ I AGREE	☐ I DO NOT AGREE	☐ ABSTENTION
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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.

Voting instruction:

☐ I AGREE	☐ I DO NOT AGREE	☐ ABSTENTION
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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.

Voting instruction:

☐ I AGREE	☐ I DO NOT AGREE	☐ ABSTENTION
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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.

Voting instruction:

☐ I AGREE	☐ I DO NOT AGREE	☐ 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(s), holders of shares must again register for such meeting(s).

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 Secretary 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. If a supplemented agenda is published in accordance with Article 7:130 of the Belgian Code of Companies and Associations after this proxy has been notified to the Company, the proxy holder shall have the power to vote on the new items that have been added to the 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".

In accordance with the Belgian Code of Companies and Associations, the proxy holder may, with respect to the items referred to in the agenda for which pursuant to Article 7:130 of the Belgian Code of Companies and Associations new proposed resolutions have been tabled, deviate at the meeting from the instructions, if any, given by the Undersigned, if the execution of those instructions could prejudice the interests of the Undersigned. The proxy holder must notify the Undersigned thereof.

IV. 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.

V. 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.

In the event the Undersigned appoints the Secretary of the Company as special proxy holder, the Undersigned acknowledges that the Secretary of the Company, in his capacity as Secretary of the Company, may find himself in a situation of conflict of interest in the context of the powers granted to him pursuant to this proxy. The Undersigned hereby irrevocably waives all rights that he/she would have under Article 1.8, §6 of the Belgian Civil Code, including the right to invoke the nullity of any act performed by the special proxy holder pursuant to this proxy due to the existence of a conflict of interest.

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 25 June 2024.

Done at, on2024

Signature.....