

\*\*\*Free English translation – for information purposes only\*\*\*



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

**VOTE BY MAIL**  
**Annual General Meeting**  
to be held on Wednesday, 29 April 2009 at 10.30 a.m.

***This is an unofficial English translation, for information purposes only. Please only sign and return the original Dutch version.***

**The signed original must be returned by mail at the latest three business days prior to the meeting, i.e. by Friday, 24 April 2009 at the latest to:**

Nyrstar  
Attention Virginie Lietaer  
Company Secretary  
Zinkstraat 1  
2490 Balen  
Belgium

**Holders of dematerialized shares must attach hereto a certificate issued by the settlement institution or by a certified account holder, confirming the number of shares that have been registered in their name and stating that the shares are blocked until after the date of the general meeting.**

The undersigned (the “Undersigned”):

**First Name:** .....

**Family Name:** .....

**Address:** .....

or

**Corporate name:** .....

**Corporate form of company:** .....

**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:

<b>Number of shares:</b>	.....
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Hereby irrevocably votes, as indicated hereafter in the appropriate boxes, on the items of the following agenda:

1. Submission of, and discussion on, the annual report of the board of directors and the report of the statutory auditors on the statutory financial statements for the financial year ended on 31 December 2008.
2. Approval of the statutory financial statements of the company for the financial year ended on 31 December 2008, 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 2008, as well as the allocation of the result as proposed by the board of directors.

*Voting instructions:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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3. Submission of, and discussion on, the annual report of the board of directors and the report of the statutory auditors on the consolidated financial statements for the financial year ended on 31 December 2008.
4. Submission of the consolidated financial statements of the company for the financial year ended on 31 December 2008.
5. Discharge from liability to the directors of the company.

*Proposed resolution:* The general shareholders' meeting grants discharge from liability to each of the directors who were in office during the previous financial year, for the performance of their mandate during that financial year.

*Voting instructions:*

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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6. Discharge from liability to the statutory auditors of the company.

*Proposed resolution:* The general shareholders' meeting grants discharge from liability to the statutory auditors which were in office during the previous financial year, for the performance of their mandate during that financial year.

Voting instructions:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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7. Resignation of the statutory auditors of the company.

Submission of the note of the statutory auditors regarding the motivation for the resignation.

*Proposed resolution:* The general shareholders' meeting takes note of the resignation of the joint statutory auditors, i.e. Klynveld Peat Marwick Goerdeler Bedrijfsrevisoren, with registered office at Bourgetlaan 40, 1130 Brussels and PricewaterhouseCoopers Bedrijfsrevisoren, with registered office at Woluwedal 18, 1932 Sint-Stevens-Woluwe and administrative office at Generaal Lemanstraat 67, 2018 Antwerpen, with immediate effect.

Voting instructions:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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8. Appointment of a sole statutory auditor of the company.

*Proposed resolution:* Upon proposal by the company's audit committee, the general shareholders' meeting appoints as sole statutory auditor PricewaterhouseCoopers Bedrijfsrevisoren (hereafter "PWC") with registered office at Woluwedal 18, 1932 Sint-Stevens-Woluwe, and administrative office at Generaal Lemanstraat 67, 2018 Antwerpen, represented by Peter Van den Eynde BVBA, represented by its permanent representative Mr. Peter Van den Eynde, statutory auditor.

The term of office of PWC will expire after the annual general shareholders' meeting to be held in 2012 which will be asked to approve the annual accounts for the financial year ending on 31 December 2011.

The annual statutory auditor's fees will amount to EUR 155,000, excluding VAT, for the audit of the consolidated financial statements of the company and EUR 17,500, excluding VAT, for the audit of the statutory financial statements of the company, throughout the term of office.

Voting instructions:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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In case of amendments to a proposed resolution or a new proposed resolution:<sup>1</sup>

- the Undersigned votes for the amended or new resolution
- the Undersigned votes against the amended or new resolution
- the Undersigned abstains from the vote on the amended or new resolution
- the following person is appointed as special proxy holder, with power of substitution, to vote in the name of the Undersigned on the amended or new resolution: Mr/Mrs .....  
....., director / shareholder<sup>2</sup> of Nyrstar NV

<sup>1</sup> *Absence of instructions on this form shall be tantamount to an instruction to vote for the amended or new resolution.*

<sup>2</sup> *Delete as necessary. Please only appoint another shareholder or a director of the company of the company.*

Done at ....., on .....2009

Signature.....