

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

PROXY
Extraordinary General Meeting
to be held on Wednesday, 29 April 2009, immediately following the Annual General Meeting.

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

This proxy does not constitute a proxy solicitation in the sense of article 548 or 549 of the Belgian Company Code and must reach the company’s registered office (Attention Virginie Lietaer, Company Secretary) at the latest on the third business day prior to the meeting, i.e. by Friday, 24 April 2009 at the latest.

The shareholder who wishes to be represented by proxy must comply with the conditions of admission as described in the notice convening 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:

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

Mr/Mrs....., director / shareholder¹ of Nyrstar NV.

¹ Delete as necessary. Please only appoint another shareholder of the company or a director of the company.

who agrees to be so appointed, and whom the Undersigned authorizes:

I. to represent the Undersigned at the extraordinary general meeting to be held on Wednesday 29 April 2009, immediately following the Annual General Meeting at Diamond Building, A. Reyerslaan 80, 1030 Brussels.

The agenda and proposed resolutions of the extraordinary general meeting are as follows:

1. Renewal of power to acquire or dispose of own shares.

Proposed resolution: The general shareholders' meeting approves a renewal of the power of the board of directors to acquire or dispose of the company's own shares and, hence, decides to restate the text of Article 13 of the articles of association as follows.

"Article 13 – Acquisition and disposal of own shares

The board of directors may, without prior authorisation by the shareholders' meeting, in accordance with article 620 and following of the Companies Code and within the limits set out in this provision, acquire, on or outside the stock exchange, a number of the company's own shares representing a maximum of 20% of the subscribed capital, for a price not lower than 10% below the average closing price during the last 20 trading days and not higher than 10% above the average closing price during the last 20 trading days. This authorisation covers the acquisition on or outside the stock exchange by a direct subsidiary of the company within the meaning and the limits set out by article 627 of the Companies Code. This authorisation is valid for a 5-year period as from [date of the resolution by the general shareholders' meeting]. The board of directors may, without prior authorisation by the shareholders' meeting and for an unlimited duration in time, in accordance with article 622, §2 of the Companies Code, dispose of the company's own shares on or outside the stock exchange. This authorisation covers the disposal of the company's shares on or outside the stock exchange by a direct subsidiary of the company within the meaning of article 627 of the Companies Code."

Voting instructions:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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2. Absorption of losses incurred through a decrease of available reserves, issue premiums and share capital

Proposed resolution: The general shareholders' meeting decides to absorb existing losses incurred by the company in an amount of EUR 705,169,391.77 (as appear from the statutory (non-consolidated) financial statements for the financial year ended on 31 December, 2008), with an amount of EUR 1,054,495.86 by reducing the available reserves of the company as appear from the statutory (non-consolidated) financial

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statements for the financial year ended on 31 December 2008, in their entirety with an amount of EUR 1,054,495.86 in total so that these reserves would amount to zero.

Subsequent to the aforementioned resolution, the general shareholders' meeting decides to absorb the remaining balance of the existing losses incurred by the company in an amount of EUR 704,114,895.91 (as appear from the statutory (non-consolidated) financial statements for the financial year ended on 31 December 2008, but taking into account the aforementioned reduction of the available reserves) in its entirety, by reducing (i) the issue premiums of the company with an amount of EUR 194,874,904.00 in total so that the issue premiums would amount to zero, and (ii) the share capital of the company with an amount of EUR 509,239,991.91 in total in order to bring the share capital from EUR 2,000,000,000.00 to EUR 1,490,760,008.09.

The general shareholders' meeting decides that the aforementioned capital decrease will occur without cancellation of existing shares of the company, that the capital decrease will be borne by each of the existing shares in the same manner, that the capital decrease will be fully allocated to the subscribed capital, and that following the capital decrease, each share will represent the same fraction of the company's share capital.

Voting instructions:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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3. Amendments to the articles of association in relation to the formal capital decrease.

Proposed resolution: The general shareholders' meeting decides to amend article 5 (registered capital) of the articles of association to bring it in line with the new share capital following the aforementioned capital decrease.

Voting instructions:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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4. Other amendments to the articles of association.

Proposed resolution: The general shareholders' meeting decides to delete the words "by registered letter" in the first sentence of article 24 of the articles of association of the Company, and to replace the word "letter" with "notice" in the second sentence of article 24 of the articles of association.

Voting instructions:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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5. Coordination of the articles of association.

Proposed resolution: The general shareholders' meeting grants to the Notary Public, with the right of substitution, all powers to coordinate the text of the articles of association of the company in accordance with the decisions of the general shareholders' meeting, and to execute and file the same with the registry of the competent court of commerce, in accordance with the relevant legal provisions.

Voting instructions:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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6. Special powers of attorney.

Proposed resolution: Power of attorney to the board of directors to implement the resolutions of the shareholders' meeting.

Voting instructions:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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- II. To represent the Undersigned at all subsequent meetings having the same agenda.
- III. 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 be presented to said meeting.
- IV. 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 voting instructions given above. In case of absence of voting instructions given to the proxy holder with regard to the respective agenda items or if, for whatever reason, there is a lack of clarity with regard to the voting instructions given, the proxy holder will always vote in favor of the proposed resolution, possibly as amended at the meeting.

Done at, on2009

Signature.....