

EXTRAORDINARY GENERAL MEETING

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"NYRSTAR"

Public limited liability company making, or having made a public appeal on the savings sector
in 2490 Balen, Zinkstraat 1
VAT BE 0888.728.945 RPR Turnhout

<h3>CARENS MEETING</h3>

Today, on the 29th April 2009.

At 1030 Brussels, A. Reyerstraat 80. Diamond building.

In the presence of myself Mr. **Peter van MELKEBEKE**, Associated Notary, partner of
"Berquin Notaries", civil company trading as a cooperative company with limited liability, situated in
1000 Brussels, Lloyd Georgelaan, 11 and company registration number 0474.073.840 (RPR Brussels),

IS HELD

the extraordinary general meeting of the shareholders of the public limited liability company making
or having made a public appeal on the savings sector, "NYRSTAR", whose registered office is
established in 2490 Balen, Zinkstraat, hereinafter referred to as "*the company*".

IDENTIFICATION OF THE COMPANY

The company was established under the name "NEPTUNE ZINC" by virtue of a deed passed by
Mr. Damien Hissette (LL.B.), Notary in Brussels, on 13 April 2007, published in the Annexure to the
Belgian Official Gazette of 23 April 2007, under number: 20070423-0059511.

The articles of association were amended in a:

- Official report drawn up by Mr. Damien Hissette (LL.B.), Notary in Brussels, on 20 April 2007,
published in the Annexure to the Belgian Official Gazette of 10 May 2007, under number: 200705 10-
0068126.

- Official report drawn up by Mr. Damien Hissette (LL.B.). Notary in Brussels, on 31 August
2007, published in the Annexure to the Belgian Official Gazette of 2 October 2007, under number:
20071002- 0142747.

- Official report drawn up by Mr. Damien Hissette (LL.B.). Notary in Brussels, on 31 August
2007, published in the Annexure to the Belgian Official Gazette of 2 October 2007, under number:
20071002- 0142749.

- Official report drawn up by Mr. Katrin Roggeman (LL.B.). Notary in Brussels, on 05 October
2007, published in the Annexure to the Belgian Official Gazette of 19 November 2007, under number:
20071119-0165699.

- And finally in an official report drawn up by Mr. Damien Hissette (LL.B.). Notary in Brussels,
on 30 October 2007, published in the Annexure to the Belgian Official Gazette of 30 November 2007,
under number: 20071130-0172967.

The registered address was transferred to the current address by virtue of a decision of the board
of directors on 5 October 2007, published in the Annexure to the Belgian Official Gazette of 9
November 2007, under number: 20071109-0162163.

The company is registered in the corporation register, under number: 0888.728.945.

OPENING OF THE MEETING - COMPOSITION OF THE BUREAU

The meeting is opened at 11h45 am, under the chairmanship of Mr. **Julien De Wilde**, born in
Wetteren, on 7 January 1944, residing in 9230 Wetteren, Jabekestraat 49, holder of an identity card
with number: 590-4335729-49

- who appoints as secretary: Mrs. **Virginie Marie Yvonne Agnes Lietaer**, born in Kortrijk, on
15 March 1975, residing at 1000 Brussels, Vaartstraat 32 box 14, holder of an identity card with
number: 590-72084 15-60.

Appointed as vote counters by the General Meeting: Mr. Michel Guldentops and Mr. Alfons Mathieu.

COMPOSITION OF THE MEETING – ATTENDANCE LIST

The shareholders whose surname, the first name and address or the legal form, the registered name and the registered office, as well as the number of shares owned by each of them, as mentioned on the attendance list and the list of received ballots that will remain attached to this official report, are present or represented.

The attendance list was signed by all present shareholders or their official representatives. The powers of attorney shall remain part of the notarial dossier.

Subsequently, the attendance list is marked as "annexure" by me, notary public, and signed off by the members of the bureau and the undersigned Notary Public.

EXPLANATION BY THE CHAIRMAN

The chairman explains and requests me, the undersigned Notary Public to draw up the following deed.

I. The agenda of today's meeting is 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 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 authorization by the shareholder's meeting, in accordance with article 620 and following 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 authorization 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 authorization 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 authorization 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 authorization covers the disposal 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.

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 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.

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

EXPLANATION BY THE CHAIRMAN (CONTINUED)

The chairman continues his explanation with the following conclusions regarding the legitimacy of the meeting, with regard to the convocation, the access to the meeting, the attendance quorum, voting rights and the required majority quorum.

II. Convocations

1/ With regard to the shareholders

Convocation of the meetings, stating the agenda and the proposed resolutions, were done according to article 533 of the Companies Code.

Notices were published to this end in:

- a) The Belgian Official Gazette on 2 April 2009;
- a) De Tijd on 2 April 2009;
- a) De Standaard on 2 April 2009;
- a) L'Echo on 2 April 2009;
- e) Vers l'Avenir on 2 April 2009.

To prove this, the chairman submitted copies of these to the administration as proof after they were signed by members of the administration.

2/ With regard to other persons to be convened

The directors were convened according to article 533 of the Companies Code, fifteen days before the meeting by means of a registered letter dated 9 April 2009, stating the agenda.

The chairman declares, and the meeting acknowledges that there are neither registered bond holders or registered warrants or holders of registered certificates issued in co-operation with the company.

The same persons were sent a copy of the documents which they must receive according to article 535 of the Companies Code in a letter dated 9 April 2009.

III. Submission/registration of shares/Announcing participation in the meeting

In order to be able to participate in the meeting, the present or represented holders of dematerialized shares and of shares in name of the bearer in giro-form and registered, observed article 25 of the articles of association.

IV. Determining the attendance quorum

With regard to the attendance and majority quorum, the chairman established that:

a) According to the Companies Code, the current meeting can only deliberate validly if the shareholders present or represented represent at least half of the registered capital of the Company.

From the attendance list, it appeared that twenty four (24) shareholders, of which two (2) act by vote by mail form, have submitted 15,079,347 shares or have informed the board of directors in advance of their intention to participate in the meeting or have submitted a certificate of unavailability and that 2,035,869 shares are present or represented and that twenty-two (22) shareholders are present or represented.

Therefore, it appears that 15,079,347 shares of the hundred million (100,000,000) shares are present or represented in total, therefore the attendance quorum is not reached;

DETERMINATION THAT THE MEETING CAN NOT DELIBERATE VALIDLY ON THE AGENDA

The explanation was checked by the meeting and found to be correct; the meeting acknowledged that it is not authorized to deliberate on the items of the agenda.

New convocations will be sent, and the new meeting, which will be held on 26 May 2009 at 10h30, will be able to deliberate validly and resolutions can be reached, irrespective of the part of the capital represented by the shareholders present at the new meeting.

INFORMATION – ADVICE

The appearing parties declare that the Notary Public has adequately informed them concerning the rights, commitments and expenses resulting from the legal transactions, that which they have stated in this current deed and that he has provided them with impartial advice.

READING

The appearing parties acknowledge that they have received a draft of the current deed in a timely manner.

The current deed was fully read with regard to the statements contained in article 12, paragraph 1 and 2 of the Notarial Organic Act, and the amendments that were made to the design of the deed as per prior information.

The entire deed was explained by the notary.

END OF THE MEETING

The meeting is adjourned.

DOCUMENT DUTIES (Code on various duties and taxes)

The document duties amount to ninety-five euro (EUR 95.00)

OF WHICH THIS OFFICIAL REPORT

Drawn up at the location and date as mentioned above.

After an integral reading and explanation, the members of the bureau and the shareholders, those who asked to, signed with me, associated Notary Public.

The signatures follow.

Registered three pages, delivered to the 3rd registration office in Elsene on 7 May 2009 book 45 page 67 section 01. Received twenty-five euro (EUR 25.00). The Chief inspector (signed) MARCHAL D.