



LIMITED LIABILITY COMPANY ("NAAMLOZE VENNOOTSCHAP")

Registered office: Zinkstraat 1, 2490 Balen, Belgium

Company number VAT BE 0888.728.945 RPR/RPM Turnhout

INVITATION

Annual General Meeting

to be held on Wednesday, April 30, 2008 at 10.30 a.m.

Shareholders are invited to attend the annual general meeting, which will be held on Wednesday, April 30, 2008, at 10.30 a.m., at Auditorium Fortis, Kanselarijstraat 1, 1000 Brussels.

In order to facilitate the keeping of the attendance list on April 30, 2008, the shareholders or their representatives will be invited to register as of 9.30 a.m.

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

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 fiscal year ended on December 31, 2007.
2. Approval of the statutory financial statements of the company for the fiscal year ended on December 31, 2007, and of the proposed allocation of the result.

Proposed resolution: The general shareholders' meeting approves the statutory financial statements for the fiscal year ended on December 31, 2007, as well as the allocation of the result as proposed by the board of directors.

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 fiscal year ended on December 31, 2007.
4. Submission of the consolidated financial statements of the company for the fiscal year ended on December 31, 2007.
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 fiscal year, for the performance of their mandate during that fiscal year.

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 fiscal year, for the performance of their mandate during that fiscal year.

7. Approval, as far as needed and applicable, in accordance with Article 556 of the Belgian Company Code.

Proposed resolution: To the extent necessary, the general shareholders' meeting approves the three-year € 350 million Multicurrency Revolving Facility Agreement entered into by the company on December 19, 2007 ("Multicurrency Revolving Facility Agreement").

The general shareholders' meeting takes note of, approves and ratifies, as far as needed and applicable, in accordance with Article 556 of the Belgian Company Code, any clauses included in the Multicurrency Revolving Facility Agreement (including, without being limited to, Article 8.2) which in accordance with Article 556 of the Belgian Company Code entail rights to third parties that have an impact on the company's equity or give rise to a liability or obligation of the company, whereby the exercise of such rights is dependent upon a public take-over bid on the company's shares or a change of the control over the company. The general shareholders' meeting grants a special power of attorney to each director and the company secretary of the company, acting singly and with the power of substitution, to perform the formalities required by Article 556 of the Belgian Company Code with respect to this resolution.

Quorum: According to the Belgian Company Code, there is no quorum requirement for the deliberation and voting on the respective items referred to in the aforementioned agenda of the annual general meeting.

Voting and majority: Each of the proposed resolutions under the respective items referred to in the aforementioned agenda shall be passed if it is approved by a simple majority of the votes validly cast.

Conditions of admission to the annual general meeting: In order to be admitted to the annual general meeting, the holders of financial instruments issued by the company must comply with Article 25 of the company's articles of association and Article 536 of the Belgian Company Code, and must fulfill the following formalities and make the following notifications:

- Holders of dematerialized shares must deposit at the registered office or at the counter of Fortis Bank or KBC Bank at the latest on the third business day prior to the meeting, *i.e.* by Friday, April 25, 2008 at the latest, 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 annual general meeting.
- Holders of registered shares must be registered in the company's share register book and must notify the company of their intent to attend the annual general meeting by signing an attendance form. The attendance form for registered shareholders may be obtained at the company's registered office and on the company's website: (www.nyrstar.com). The signed original of the attendance form 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, April 25, 2008 at the latest.

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 on the form prepared by Nyrstar. The postal voting form may be obtained at the company's registered office and on the company's website (www.nyrstar.com). The signed original of the postal voting form 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, April 25, 2008 at the latest. The

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shareholder who wishes to vote by mail must, in any case, comply with the conditions of admission described above.

Voting by proxy: The shareholders can attend the meeting through a proxy holder. The proxy holder must be either another shareholder or a director of the company. Proxy forms may be obtained at the company's registered office and on the company's website (www.nyrstar.com). Signed original proxies 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, April 25, 2008 at the latest. The shareholder who wishes to be represented by proxy must, in any case, comply with the conditions of admission described above.

As of fifteen days prior to the meeting, shareholders of the company can obtain at the registered office of the company, free of cost, a copy of the reports and financial statements referred to in the agenda of the meeting. Fifteen days prior to the meeting, a copy of the reports and financial statements referred to in the agenda will also be available on the company's website (www.nyrstar.com).

On behalf of the board of directors