

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

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 of the Belgian Company Code and must reach the company’s registered office (Attention Virginie Lietser, 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 comply with the conditions of admission as described in the notice convening the annual 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
[Table with 2 columns: Label, Value]

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 annual general meeting to be held on Wednesday April 30, 2008, at 10.30 a.m. at Auditorium Fortis, Kanselarijstraat 1, 1000 Brussels.

The agenda and 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.

Voting instructions:

<input type="radio"/> I AGREE	<input type="radio"/> I DO NOT AGREE	<input type="radio"/> 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 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.

Voting instructions:

<input type="radio"/> I AGREE	<input type="radio"/> I DO NOT AGREE	<input type="radio"/> 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 fiscal year, for the performance of their mandate during that fiscal year.

Voting instructions:

<input type="radio"/> I AGREE	<input type="radio"/> I DO NOT AGREE	<input type="radio"/> ABSTENTION
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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.

Voting instructions:

<input type="radio"/> I AGREE	<input type="radio"/> I DO NOT AGREE	<input type="radio"/> ABSTENTION
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- II. To represent the Undersigned at all subsequent meetings having the same agenda, if the aforementioned meeting would be postponed or suspended.

- 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, on2008

Signature.....