

COMPANY NO. 12049737

**RECORD OF DECISION
OF THE SOLE MEMBER
OF
NNI NEWCO LIMITED
(the Company)**

MONDAY



Dated: 19 June 2019

We, Nyrstar NV, are the sole member of the Company. We are providing this document to the Company in accordance with our obligations under s 357 of the Companies Act 2006 (the *Act*).

By signing this document we record the following decisions which we took on the above date and which are decisions that may be taken by the Company in general meeting and have effect as if agreed by the Company in a general meeting as special resolutions:

SPECIAL RESOLUTIONS

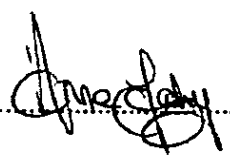
1. We note that the directors of the Company have made declarations of their interests as directors of Nyrstar NV and the Subsidiary (as defined below) which conflict or may possibly conflict with the interests of the Company for the purposes of section 175 of the Act (the *Situational Conflicts*). We further note that, pursuant to section 175(6) of the Act, the authorisation of the Situational Conflicts by the directors of the Company is not possible as a quorum at the approving board meeting cannot be achieved without counting the directors in question and the matter cannot be agreed without their voting or without counting their votes.

Accordingly, **WE RESOLVE THAT** any of the Situational Conflicts which conflicts or may possibly conflict with the interests of the Company be and is hereby authorised, and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified.

2. We note that the directors of NN2 Newco Limited (the *Subsidiary*) have made declarations of their interests as directors of Nyrstar NV and the Company which conflict or may possibly conflict with the interests of the Subsidiary for the purposes of section 175 of the Act (the *Subsidiary Situational Conflicts*). We further note that, pursuant to section 175(6) of the Act, the authorisation of the Subsidiary Situational Conflicts by the directors of the Subsidiary is not possible as a quorum at the approving board meeting cannot be achieved without counting the directors in question, and the matter cannot be agreed without their voting or without counting their votes.

We note that we, as the ultimate parent of the group (and being an entity within the group with a board comprising different directors to those of its subsidiaries), should authorise the Subsidiary Situational Conflicts at the Subsidiary and that the Company, as the sole shareholder of the Subsidiary, should then in turn authorise the Subsidiary Situational Conflicts.

Accordingly, **WE RESOLVE THAT** any of the Subsidiary Situational Conflicts which conflicts or may possibly conflict with the interests of the Subsidiary be and is hereby authorised, and any breach of duty that has arisen or may arise from any such conflict be and is hereby ratified, **AND THAT** the board of directors of the Company be authorised to: (a) pass any required shareholder resolutions of the Subsidiary to authorise the Subsidiary Situational Conflicts; and (b) ratify any breach of duty that has arisen or may arise from any such conflict.

Name of sole member	Signature	Date
NYRSTAR NV	 ANNE FAHY.. duly authorised for and on behalf of Nyrstar NV	19.06.19
Name of sole member	Signature	Date
NYRSTAR NV duly authorised for and on behalf of Nyrstar NV	