

**Nexa Resources S.A.**  
***Société anonyme***  
**37A, Avenue J.F. Kennedy**  
**L-1855 LUXEMBOURG**  
**Grand Duchy of Luxembourg**  
**R.C.S. Luxembourg B 185.489**  
**(the “Company”)**

Report of the Board of Directors of the Company (the “Report”)  
to the Company’s Extraordinary General Meeting of shareholders to be held on June 4, 2020 (the “EGM”)  
in accordance with article 420-26 (5) of the law of August 10, 1915  
on commercial companies, as amended (the “Law”)

1. This Report is drawn up in accordance with article 420-26 (5) of the Law, to support the proposal, described below, made to the EGM to take place on June 4, 2020 (or thereafter, if it is reconvened). In the present Report, the Board of Directors explains the scope and nature of the powers, which, if the proposal described below is approved by the EGM, it will have in relation to the Company’s authorised share capital.

The EGM’s agenda contains a proposal to adjust, renew and extend the scope of the Company’s authorised share capital and to authorise the Board of Directors to increase the issued share capital up to the authorised share capital with authority to limit or cancel the shareholders’ preferential subscription right solely in the context of an issuance of new shares and instruments carried out through a public offering process, during a period of 5 years ending on the fifth anniversary of the publication in the Luxembourg official gazette (*Mémorial C*) of the minutes of the EGM approving such authorisation and to amend article 5 accordingly (the “**Proposal**”).

2. The Company’s current issued share capital amounts to USD 133,320,513 and is represented by 133,320,513 shares having a nominal value of USD 1 each. The Company’s current authorised but unissued and unsubscribed share capital, following a decision of the extraordinary meeting of shareholders on August 11, 2017, amounts to USD 231,924,819.

3. Under the current authorisation, the permitted uses by the Board of Directors of the authorised share capital include the issuance of new shares in one or several issues and issuance of bonds, preferred equity certificates, warrants, options or other instruments convertible, exchangeable or exercisable into new shares and the issuance of new shares further to the conversion or exercise of the above mentioned instruments only exercised by the Board of Directors (i) in the context of a public offering of shares on a stock exchange, either regulated or not, in the European Economic Area, the United States of America or Canada, or (ii) if a public offering of shares on a stock exchange, either regulated or not, in the European Economic Area, the United States of America or Canada already occurred, as the Board of Directors may deem fit. The Board of Directors cannot currently limit or cancel the preferential subscription right of existing shareholders other than in the context of an issuance of new shares and instruments carried out through a public offering process.

4. The Proposal, if approved by the EGM, will increase the Board of Directors’ flexibility to use the Company’s authorised share capital (whose maximum amount of USD 231,924,819 shall remain unchanged) by deleting the restrictions set out in 3. i) and 3. ii) above, while maintaining the Board of Directors’ right to limit or cancel the preferential subscription right of existing shareholders solely in the context of an issuance of new shares and instruments carried out through a public offering process.

5. Under the Proposal, if approved by the EGM, the Board of Directors will be authorised to determine the conditions of any capital increase including through contributions in cash or in kind, by the incorporation of reserves, issue premiums or retained earnings, with or without the issue of new shares, or following the issue and the exercise of subordinated or non-subordinated bonds, convertible into or repayable by or exchangeable for shares (whether provided in the terms at issue or subsequently provided), or following the issue of bonds with warrants or other rights to subscribe for shares attached, or through the issue of stand-alone warrants or any other instrument carrying an entitlement to, or the right to subscribe for, shares.

6. Under the Proposal, the Board of Directors seeks authorisation to extend the scope of the authorised share capital and to authorise the Board of Directors to allocate existing shares or issue new shares under the authorised capital free of charge, to a) employees and corporate officers (including directors) of the Company and b) employees and corporate officers (including directors) of companies, of which at least 10% of the capital or voting rights is directly or indirectly held by the Company. The Board of Directors would only implement the granting of free shares if it is subject to performance criteria.

7. The Board of Directors requests the EGM to authorise the implementation of the waiver, suppression and/or the limitation of shareholders' pre-emptive subscription rights in respect of the allocation of existing shares and the issuance of new shares, so long as the issuance of shares or instruments is carried out through a public offering process, provided that such transactions shall be priced on an arm's length basis by reference to the market price of the shares while taking into account all relevant circumstances and the interests of the Company and its shareholders.

8. Consequently, the Board of Directors requests the EGM to authorise it, i) to renew, adjust and expand the above mentioned authorised share capital of an amount of USD 231,924,819 and limit or cancel preferential subscription rights solely in the context of an issuance of new shares and instruments carried out through a public offering process for a period of five years starting on the date of the Extraordinary General Meeting and ending on the fifth anniversary of the date of publication in the Luxembourg legal gazette (*Recueil Electronique des Sociétés et Associations*) of the minutes of the Extraordinary General Meeting in order to allow the Company to retain adequate flexibility going forward under the proposed portion of the authorised un-issued share capital that may be issued by the Board of Directors and ii) grant it the power to limit or cancel the preferential subscription right of the existing shareholders if the Board of Directors considers it appropriate or necessary solely in the context of the issuance of new shares and instruments carried out through a public offering process, as described in paragraphs 4 and 7 above.

Luis Ermírio de Moraes

Chairman

on behalf of the Board of Directors, on April 30, 2020