

# CHARTER OF THE SUSTAINABILITY COMMITTEE OF NEXA RESOURCES S.A.

## 1. Object of the Charter

**Article 1** – This charter (hereinafter referred to as “Charter”) regulates the operation of the sustainability committee (hereinafter referred to as “Committee” and each individual member of the Committee as “Member”) of the Board of Directors (hereinafter referred to as “Board”) of Nexa Resources S.A. (hereinafter referred to as “Company”), as well as the relationship between the Committee and the other corporate bodies of the Company, in compliance with the provisions of the Company’s articles of association (hereinafter referred to as “Articles of Association”), Luxembourg law and other applicable regulations, including the rules of any stock exchange upon in which the securities of the Company are listed (collectively, “Applicable Laws”).

## 2. Committee Purpose and Objectives

**Article 2** – The Committee is a standing committee of the Board established by the Board for the primary purpose of assisting the Board in supporting safe and sustainable business practices in the conduct of the Company’s activities in respect of environmental, health, safety and social matters, including tailings management (collectively “Sustainability Matters”), as well as in respect of the estimation and disclosure of mineral resources and reserves at all operations and projects of the Company.

**Article 3** – In order to fulfill its purpose and objectives, the Committee shall have the following responsibilities, among others that may be designated by the Board from time to time:

- (i) monitor the Company’s strategies and goals with respect to Sustainability Matters;
- (ii) monitor compliance by the Company with Applicable Laws and policies, and provide oversight on the development and implementation of management systems relating to Sustainability Matters, including the review of the suitability and effectiveness of the Company’s risk management processes with respect to Sustainability Matters and tailings facility management and emergency response plans;
- (iii) provide oversight on the development of the Company’s relationship with stakeholders, as well as its image and reputation regarding Sustainability Matters;
- (iv) provide oversight on obligations to remediate, rehabilitate or restore the environment operated by the Company, including closure of the mine plan; and
- (v) provide oversight on mineral resources and reserves estimation and related disclosure.

## 3. Composition and Operation

**Article 4** – The Committee shall work permanently and independently, and will report to the Board and shall be composed of at least 3 (three) and a maximum of 5 (five) Members, appointed annually by the Board. Nevertheless, the Members shall remain in their functions until the Board designates the corresponding replacement.

**1<sup>st</sup> Paragraph** - Members shall carry out their responsibilities in compliance with the provisions of the Company’s Articles of Association, and Applicable Laws, and Members shall avoid any potential conflict situations that would affect the interests of the Company and its shareholders and report any such situation in writing to the Board of the Company.

**2<sup>nd</sup> Paragraph** - The Board shall appoint the Members, who shall hold office until the next general meeting of shareholders or until their successors are appointed.

**3<sup>rd</sup> Paragraph** - The Board may remove a Member at any time and may fill any vacancy occurring on the Committee.

**4<sup>th</sup> Paragraph** - A Member may resign at any time and shall automatically cease to compose the Committee upon ceasing to be a Board member.

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**5<sup>th</sup> Paragraph** - The Board shall appoint a member to be the chair of the Committee ("Chair").

**6<sup>th</sup> Paragraph** - The Chair has the following assignments, notwithstanding any others granted by the Articles of Association and Applicable Laws:

- (i) coordinate the Committee's general activities ensuring the general fulfillment of the activities and assignments of the Committee;
- (ii) organize and coordinate, with the cooperation of the Committee's secretary, the agenda of meetings, upon hearing the other Members;
- (iii) provide the Board with a report on the Committee's activities;
- (iv) coordinate the activities of other Members.

**7<sup>th</sup> Paragraph** - The Chair shall appoint for each Committee meeting a secretary, who shall have the following assignments:

- (i) make arrangements for Committee's meetings from the necessary infrastructure to the support material, ensuring that the Members receive clear and enough and timely information for their deliberations; and
- (ii) keep regular minutes of the Committee proceedings and circulate such minutes to all Members (and to any other director that requests that they be sent to him or her) on a timely basis.

**8<sup>th</sup> Paragraph** - The Committee's secretary shall attend the meetings, without voting.

**Article 5** – The Members are authorized to request the corporate documents and any information deemed necessary for the development of the Committee's activities directly to the Company, through the Committee's Chair. The Committee will have full access to all books, records, facilities and personnel of the Company necessary to carry out its functions.

**Article 6** – Communication between the Members and the Management Committee of the Company must be made through the Chair or the chairman of the Board.

**Article 7** – The Committee's decisions shall be taken by majority vote of its acting Members. Any decision or determination of the Committee, when taken in their regular meetings, shall be signed by its Chair and the secretary. Any decision or determination of the Committee reduced to writing (written resolutions) shall be signed by all Members and shall be as fully effective as if such decision or determination had been made at a meeting duly called and held.

**Article 8** – The Committee may carry out a self-evaluation periodically on the activities developed by the Committee in the period, its outcomes and conclusions, and may submit the results to the Board.

**Article 9** – The Committee shall have the sole authority to engage and/or terminate advisors or consultants as its Members determine necessary to carry out its duties.

**Article 10** – In addition to the other requirements set forth herein, the rules set forth in the Charter of the Board shall apply to any conflicts of interest associated with the Members.

#### 4. **Committee Meetings**

**Article 11** – The Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required. The Committee shall meet upon convening by its Chair, through the Committee's secretary, or of at least two of its Members jointly.

**1<sup>st</sup> Paragraph** - The convening of Committee's meetings shall be made by written notices to be sent with at least five (5) business days in advance of the date set for such meeting, along with all related documents, except in extraordinary circumstances, in which case the nature of such circumstances shall

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be set forth briefly in the convening notice of the meeting. The convening of Committee's meeting shall be made by the Chair, through the secretary, via electronic mail or similar electronic means or any other suitable communication means, specifying time and place and including a detailed agenda of the meeting. The Committee may meet validly, without prior notice, when all its Members are present and record in the minutes of their consent to hold this meeting, also approving the agenda to be discussed.

**2<sup>nd</sup> Paragraph** – Attendance by two thirds of the Members shall constitute a quorum. The convening notice shall not be required if all Members are present during the meeting and if they declare themselves to have been duly informed of the existence of the meeting and agenda of the meeting.

**3<sup>rd</sup> Paragraph** - Executive officers of the Company shall be invited or asked to provide clarification according to the agenda of the meeting and informed previously or at any time upon the Committee's discretion. Likewise, other members of the Board, Company's employees or consultants shall attend the Committee meetings whenever required or invited although without the right to vote.

**4<sup>th</sup> Paragraph** - The Committee meetings should be held at the Company's headquarters or elsewhere agreed beforehand by Members and may also be held by telephone conference or videoconference.

**5<sup>th</sup> Paragraph** - The Committee shall meet regularly in camera, with only Members present. The Committee may determine to treat meetings and subject matters thereof, in whole or in part, confidentially if, at the Chair's discretion or by decision of an absolute majority of the Members attending the meeting, any subject nature so advises, including, as regards the disclosure of conclusions made.

**6<sup>th</sup> Paragraph** – Matters discussed by the Committee, recommendations and opinions shall be recorded in the minutes of its meetings.

**7<sup>th</sup> Paragraph** - Extraordinary meetings should take place whenever necessary, according to the same criteria of regular meetings for the convening, commencement and performance of the work.

**8<sup>th</sup> Paragraph** - In addition to the regular meetings, as necessary, the Committee will schedule meetings with the management and the Board.

**9<sup>th</sup> Paragraph** – Except for instances of a conflict of interest, all information and documents shall be provided and availed, equally, to all Members, and no Member shall hold information not provided to the others.

### 5. **General Provisions**

**Article 12** – The Chair shall maintain the discretion to resolve any matters under the Committee's responsibility not specifically addressed herein.

**Article 13** – The Committee shall review and assess the adequacy of this Charter annually, or more frequently if necessary, and recommend any proposed changes to the Board for consideration. This Charter can only be amended by the Board.

**Article 14** – This Charter shall be in force on the date of its approval by the Board and will be filed at the Company's headquarters.

Dated: December 5, 2019

Approved by: Sustainability Committee on December 4, 2019

Approved by: Board of Directors on December 5, 2019