

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

### 1. Object of the Charter

**Article 1** – The present charter (hereinafter referred to as “Charter”) regulates the operation of the Finance Committee (hereinafter referred to as “Committee” and each individual member of the Committee as “Member”) of the Board of Directors (“Board”) of Nexa Resources S.A. (hereinafter referred to as “Company”), as well as the relationship between the Committee and other corporate organs 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 by monitoring and overseeing the Company’s balance sheet and by providing recommendations on the Company’s capital management strategy. The Committee shall oversee the capital structure, including indebtedness, investments and returns. The Committee is not responsible for financial reporting, which is the responsibility of the Audit Committee of the Board.

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

- (i) analyzing the potential effects of the economical environment on the financial condition of the Company and its subsidiaries, as well as discussing scenarios and trends in order to evaluate opportunities and risks of strategies to be adopted by the Company within the scope of its financial policies;
- (ii) recommending and submitting to Board’s approval, implementation of and amendments to the financial risk management policy, and complementary policies proposed by the Management Committee, i.e. the hedge, derivatives, leverage, liquidity and foreign exchange exposure policy;
- (iii) monitoring the implementation of the policies listed in the foregoing item, approved by the Board, to ensure compliance with the guidelines defined by the Board from time to time;
- (iv) assisting the Board in the specific matters within its competence;
- (v) supervising the compliance with the financial risk management policy and its complementary policies, following up the set of transactions carried out by Company through indicators defined by the Committee;
- (vi) supervising adherence to the strategies of market risks through compliance with the Company’s policies;
- (vii) approving financial strategies, such as hedge, derivatives, leverage, liquidity;
- (viii) analyzing and monitoring the annual investment plan of the Company;
- (ix) evaluating the insurance policy of the Company;
- (x) proposing cash and liquidity management guidelines for the Company;
- (xi) evaluating and validating the calculation mechanisms of variable and long-term executive compensation to advise the Compensation, Nominating and Governance Committee;
- (xii) approving periodically the minimum cash balance;
- (xiii) evaluating the capital markets communication policy;
- (xiv) recommending to the Board approval, from time to time, a list of counterparties and issuers (financial institutions), provided that all entities on such list shall have complied with the minimum criteria in accordance with the provisions of the financial risk management policy; and
- (xv) reviewing and recommending financial transactions with an individual amount of more than USD100,000,000.00 which involves the Company and its subsidiaries;
- (xvi) analyzing any other financial transactions presented by the Management Committee which involves the Company and its subsidiaries.

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### 3. Composition and Operation

**Article 4** – The Committee shall work permanently and independently, and shall 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.

**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; and
- (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, 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 all meetings, without voting.

**Article 5** – The Members are authorized to request corporate documents and any information deemed necessary for the regular development of the Committee's activities directly to the Company, through the Committee's Chair.

**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

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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 Board's internal regulation 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 at least quarterly, or 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 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 its agenda.

**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 shall 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, decisions and opinions shall be recorded in the minutes of its meetings.

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

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

**Article 12** – 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 13** – The Chair shall maintain the discretion to resolve any matters under the Committee's responsibility not specifically addressed herein.

**Article 14** – 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 15** – This Charter shall be in force on the date of their approval by the Board and shall be filed at the Company's headquarters.

Dated: December 5, 2019

Recommended by: Finance Committee on December 4, 2019

Approved by: Board of Directors on December 5, 2019