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## 1. OBJECTIVE

This Policy aims sets forth the guidelines for the performance and conduct of Employees, Managers and Third Parties of Nexa Resources S.A. (hereinafter referred to as “Nexa”), including before national and international government agencies, in carrying out their tasks on Nexa’s behalf.

Nexa is committed to conducting its affairs in a uniformly honest and ethical manner and to engaging in fair dealing in all of its business activities. The purpose of this Policy is to ensure that Nexa adheres to, and is seen to adhere to, high standards of ethical conduct in its business affairs. Each Employee is expected to safeguard Nexa’s reputation and to perform his or her duties with integrity.

Nexa will not tolerate bribery, kickbacks, or corruption of any kind, directly or through Third Parties, whether or not explicitly prohibited by this Policy or law. Those who violate this Policy are subject to severe sanctions, up to and including dismissal and referral for prosecution.

Nexa is committed to complying with applicable anti-corruption laws wherever it conducts business. Some of these laws, such as the US Foreign Corrupt Practices Act (“FCPA”), the Canadian Corruption of Foreign Public Officials Act, and the U.K. Bribery Act 2010 (“Bribery Act”), may apply to improper activities around the globe. This Policy seeks to establish a standard of conduct that will satisfy all anti-corruption laws applicable to Nexa and to provide guidance for those circumstances where applicable law may not be intuitively obvious.


Regardless of the details of applicable law, Nexa’s reputation for integrity and the trust and confidence of those with whom it deals are vital resources. Protecting these resources is of fundamental importance. Employees should conduct their business affairs in such a manner that our reputation will not be impugned.

This Policy complies with Brazilian Anticorruption Law number 12846/2013 and Federal Decree number 8420/2015, according to the text in force on the date this Policy is issued. Moreover, this Policy takes into account the best governance practices regarding the anti-corruption measures in Brazil and the world including, for instance, the disclosures by Office of Comptroller General – CGU, Ministry of Transparency, Inspection and Control and Department of Justice (DOJ) of United States of America.

Anti-corruption laws generally prohibit payments to government officials or employees of business partners to obtain or retain business or otherwise secure preferential treatment. Additionally, certain of these laws require Nexa to maintain accurate books and records and an effective system of internal controls. Nexa’s internal controls are designed to prevent bribery from occurring, avoid the appearance of wrongdoing, and enable Nexa to respond promptly and effectively to any inquiries about its conduct.

This Policy must be read and construed together with the Nexa Code of Conduct.

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## 2. SCOPE

This Policy applies to Nexa and all Employees, Managers and Third Parties of Nexa.

All Employees, Managers and Third Parties encompassed by this Policy, regardless the country of origin or the place of residence or where they live or where they perform their activities, are responsible for understanding and complying with this Policy at all times.

This Policy also applies to any majority owned affiliates or affiliates of Nexa otherwise controls and subsidiaries of Nexa in which it owns less than a majority interest to the extent Nexa has the ability to influence them.

This Policy does not cover every ethical or legal issue that may arise, and the Policy is not a substitute for each employee's obligation to exercise good judgment and to seek advice when necessary.

## 3. REFERENCES

Global Anti-corruption Policy - Corporate  
 Compliance Program Manual - Corporate - Nexa  
 Integrity Program Manual - Corporate - Nexa  
 Code of Conduct - Corporate - Nexa  
 Integrity Program of the Brazilian Government Accountability Office - CGU

## 4. DEFINITIONS

**Brazilian Anti-corruption Law:** Refers to Law Number **12846**, in force since January 29, 2014, determining the legal entities established or represented in the country are liable civilly, administratively and objectively for harmful acts against the national or foreign public administration regardless acting directly in the act.


**Code of Conduct:** Nexa's Code of Conduct is available at the electronic address: <http://www.votorantim.com.br/en-us/ouvidoria/codigoConduta/Pages/codigoConduta.aspx>.

**Correlated to a Government Authority:** close person, friends, spouse or other family member of a Government Authority getting the benefit of that condition.

**Employees:** All Nexa personnel in any office worldwide, including directors, officers and employees of Nexa.

**Government Authority:** everyone who is vested in government office whether temporarily or permanently, with or without compensation, regardless the office or relationship established. This includes but is not limited to: (i) any individual serving in any Executive, Legislative, Judiciary branch or in State, Provincial or Federal Prosecution Service; (ii) any individual serving in government-owned companies, quasi-public companies, autarchies and government foundations; (iii) any individual serving in any government services concessionaire such as electric power distribution companies, or any education or health entity; (iv) any candidate to government office

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or any member of political party; (v) any individual serving in diplomatic representation or government entities of foreign country, as well as in any company controlled by government authority of a foreign country; and (vi) all individual serving in international government organization such as United Nations Organization or World Trade Organization.

**Government-owned company:** Company owned (in whole or in part) by the government or controlled thereby.

**Managers:** officers, directors and Board of Directors members.

**Nominal Value:** The value is small enough whether monetary or frequency, not to be seen as something that has influenced or should influence improperly the judgment or the decisions of whom has received it.

**Policy:** This anti-corruption policy.

**Third Parties:** any individual or legal entity retained or controlled by Nexa, which has or is expected to have any contact with Government Authority. Therefore, for instance, Third Parties for purposes of this Policy are sales representatives, officers, agents, contractors, consultants, lawyers, distributors, resellers, brokers, customs agents, service providers, shippers, and suppliers.

## 5. PROCEDURES AND RESPONSIBILITIES / AUTHORITIES

### 5.1 Policy Statement


Employees, Managers or Third Parties of Nexa should never offer, pay, grant or authorize the payment of, money or anything of value, directly or indirectly, to any Government Authority or any person associated with a Government Authority, in order to retain business or secure any improper business advantage; influence the decisions of a Governmental Authority affecting Nexa's business; obtain a personal gain causing any impact on Nexa's business interests; or to obtain confidential information on business opportunities, tenders or the activities of Nexa's competitors. Bribes, kickbacks or similar payments to customers, clients or other private parties also are prohibited. Similarly, Employees may not solicit or accept such payments. "Anything of value" should be interpreted broadly to include, for example, cash, gifts to family members, forgiveness of a debt, loans, personal favors, entertainment, meals and travel, political and charitable contributions, business opportunities, and medical care.

Employees, Managers or Third Parties shall avoid any conduct that might have an appearance of impropriety.

Nexa makes decisions based only on legitimate business factors, such as price, quality and service, among other reasonable factors. Gifts, entertainment, hospitality benefits, charitable or political donations, favors and other types of benefits offered or received should never be part of any decision-making process of the company.

Nexa shall require that Third Parties acting as its representative before any Government Authority to adhere entirely the guidelines of this Policy, as well as its

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Code of Conduct. Nexa is entitled to carry out the due diligence of any Third Party prior to the contracting or after the contracting to check its reputability and/or Compliance with this Policy and the Code of Conduct.

In merger and acquisition processes, Nexa should ensure the investigation of anti-corruption aspects prior to the operation.

## 5.2 Giving and Receiving Gifts

It is emphasized Nexa's Code of Conduct governs, among other things, the acts of giving and/or receive gifts from people associated to private, affiliated and non-governmental companies.

No gift should be offered, promised, given or received, directly or indirectly to or from any Government Authority or entity associated to a Government Authority in order to influence the decisions of Government Authority.

When the use of gifts is appropriate, Nexa should offer only institutional gifts, which are items displaying company logos and/or products of Nexa with have a Nominal Value, except as otherwise prohibited by this Policy.

All given or received gifts should be institutional, legitimate and in accordance with applicable law, and should never be offered or received in cash or in any other form.

All Employees, Managers and Third Parties of Nexa are expressly forbidden directly or indirectly to promise, offer or give gifts other than institutional gifts to Government Authorities or similar to Government Authorities.

All records (including expenses reports) related to gifts should be complete and correct. To submit false or misleading information or neglect information knowingly it can lead to disciplinary actions against Employees/Managers, and involved Third Parties, also the termination of agreement according to the Code of Conduct of Nexa, notwithstanding the report to proper authorities where applicable.

Regardless of the value, Nexa advises Employees/Managers against receiving gifts if they are in a position to influence or make decisions affecting the donor of the gift and/or the company or person they are representing. If the gift is received, the Employee shall comply with the relevant provisions of Nexa's Code of Conduct.


## 5.3 Entertainment and Hospitality Benefits

All Employees, Managers and Third Parties are expressly forbidden directly or indirectly to promise, offer or give any kind of entertainment or hospitality benefit to Government Authorities.

## 5.4 Payments to Facilitators / Urgency Fee

In countries and under circumstances in which the payment to facilitators or urgency fees (e.g., payments intended to accelerate or ensure the performance of routine actions) is illegal, such payments are strictly forbidden. In countries or circumstances

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in which payments to facilitators or urgency fees are legal, such payments shall be avoided as much as possible.

## 5.5 Political Donations and Contributions.

Political donations and contributions made by any Employee/Managers on Nexa's behalf are forbidden according to the Code of Conduct of Nexa.

Employees, Managers and Third Parties shall avoid any conduct that might have an appearance of political donation or contribution on Nexa's behalf.

## 5.6 Social Responsibility, Social Contributions and Sponsorships

Nexa takes seriously its obligations to make a difference in countries and in places in which it operates.

In some places, Nexa operates through the "Votorantim Institute", which is in charge of social responsibility initiatives, such as support to social projects focusing on the integral development of young people through the investment in programs in the education, work, culture and sports, and social justice areas.

Employees/Managers willing to make these contributions should coordinate them with the Votorantim Institute.

No Employee, Manager or Third Party shall offer, cause or compromise on Nexa's behalf with any contribution or donation or social responsibility in exchange for some benefit related to business interest of Nexa or individual interest of any Employee, Manager or Third Party associated with Nexa.

Employees, Managers and Third Parties shall avoid any conduct that might have an appearance of charitable donation or contribution on Nexa's behalf. Employees, Managers and Third Parties may not make charitable donations, whether in their own name or in the name of Nexa, to obtain or retain business or to gain an improper business advantage.


Nexa must be notified if a Government Authority solicits a charitable contribution in connection with any government action related to Nexa.

To ensure these operations do not facilitate the money laundering or any other illegal activity, Nexa and/or the Votorantim Institute should carry out the proper investigation on the identity and reputation of the organization or person, the identity of the main participants, the nature of the organization's activities and its relation with other entities.

All records related to donations and social contributions should be complete and correct, also checking what proof of the donations and contributions were intended for and used for purposes originally intended to.

Sponsorship will be limited to legitimate commercial events aligned with activities and business carried out by Nexa and/or cases that proves any benefit to the community

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such as, cultural, educational, assistance, sportive support actions among others. Sponsorships shall be on a payment basis to be clear the return to be received by Nexa. Sponsorships involving foundations or any entities related to people that are or have been at any time Government Authority or similar to Government Authority shall be assessed and approved by those responsible for Governance, Risk and compliance.

Any donations or social contributions, in addition to complying with the provisions of this Policy, must comply with the provisions of Nexa's Bylaws.

## 5.7 Participation in Bids

Bids are procedures used by Government Authorities and Government-owned Companies to contract service or products from third parties.

Bids have the main purpose of ensuring the isonomy, impartiality, morality, equality and transparency in selection of the most advantageous proposal for a government contract and shall be carried out in strict compliance with applicable legislation.

Employees, Managers and Third Parties shall always act in a transparent and honest manner in respect to all and any process or procedure involving bids or contracting with Government Authorities and Government-owned Companies, in domestic and international scope. All actions are forbidden that could be featured as fraud in public bid or manipulation of notice to bid.

All decisions made during the bidding procedures shall have sole, exclusive, strict grounds on technical, economical and legal standards in no event there will be undue use of any influence on any Government Authority or Government-owned Company or competitors.


Employees, Managers and Third Parties should keep in touch with the responsible Government Authority or Government-owned Company during the bid only, and clarify technical doubts on the rules and documents to be submitted. Such contacts should be made in writing, whether by letter, email or any other digital means.

## 5.8 Other Benefit Types, including hiring Employees/Managers.

Any favoritism (including with respect to internships and jobs to similar to Government Authority; make a charitable contribution or any other related to activities of Nexa; borrow a product or provide the access to facilities of Nexa's companies) shall be deemed an act subject to anti-corruption laws. According to these laws, the form of a "bribe" includes "anything of value" - which could be any favors, jobs, conveniences, donations or favorable opportunities offered directly or indirectly to our business contacts and people that should affect the business of Nexa.

In respect to other above mentioned benefits, Employees, Managers and Third Parties shall recognize and approach such situations with great caution and contact their supervisor, Legal Department or Governance Risk & Compliance area before offering or providing such benefits to any Government Authority or similar to Government Authority.

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In respect to hiring an intern or employees related to government authorities, DHO (Human and Organizational Development) or corresponding Human Resources of Nexa shall check whether the candidate is or has been a member of any Government authority as well as any kinship thereof with Government Authorities. The outcome of this background research shall be reported to the person responsible for Governance, Risk & Compliance area, who shall make the relevant recommendation.

## 5.9 Mergers and Acquisitions Procedures

Nexa's companies shall adopt the prior diligence procedure prior to entering into any joint ventures or other agreements with other companies in order to analyze the involvement of any third party company in corruption acts and/or other legal breaches as well as adoption of Integrity Program to mitigate the occurrence of these events.

## 5.10 Other Forbidden Conducts

Additional conducts strictly forbidden:

- Any form of corruption, extortion or fraud;
- Offer or accept tip, bribes or other illegal incentives;
- Forgery of documents, expense reports, financial records, trademarks or products; and
- Misappropriation, smuggling, counterfeiting, corporate espionage or other unfair and anti-competitive practices.

The above list is merely illustrative and not exhaustive. Any illegal or immoral conduct is forbidden.

## 6. ACCOUNTING CONTROLS

### 6.1 Bookkeeping


Nexa shall maintain an internal accounting control system requiring all employees to do and keep reliable and detailed records (1) reflecting faithfully the transactions and the disposal of the company's assets and (2) that conform to applicable accounting principles. False, misleading or incomplete entries in such records or other documents are strictly forbidden. No funds may be transferred or received and no accounts may be established that are not disclosed or recorded, whatever the reason.

Fixed assets of Nexa companies shall be compared regularly against the accounting assets.

Expenses made by Nexa's Employees, Managers and Third Parties shall be proven by means of detailed description of activities and bill of sales or invoices reflecting the amounts spent. No payment shall be approved or made with the agreement or understanding that any part of such payment is to be used for any purpose other than that described by documents supporting the payment.

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Both the presentation and the conscious acceptance of false records, receipts and/or invoices is strictly forbidden and will be subject to sanctions, including the contractual termination and the filing of lawsuit against the involved person(s).

## 6.2 Third Parties

Nexa shall carry out its activities according to the highest ethical and integrity standards, and shall use only Third Parties that are ethical, honest and qualified. Nexa may be liable for the acts of its Third Parties. As noted, anti-bribery laws may impose liability based not only upon actual knowledge of a potential bribe, but also when one “should have known” about a potential bribe of a Government Authority by a Third Party. Thus, claiming lack of involvement in or positive knowledge of a bribe is not, in itself, a defense. The diligence, documentation and ongoing review procedures set forth below are designed to ensure that Nexa and its Employees and Managers are not compromised by the actions of Third Parties.

Nexa shall also carry out the due diligence of Third Party before hiring, as well as monitor the activities subsequently.

Nexa should not employ Third Parties indicated or recommended by the Government Authorities or Government or similar to Government Authorities. Doubts shall be forwarded to the Governance, Risk & Compliance area.

Moreover, Third Parties state they have read, received, understood and shall undertake to comply with this Policy by signing a adherence term.

Nexa requires the proper investigation before hiring Third Parties and performs subsequently the monitoring of its activities. The investigation value and monitoring should be proportional to the corrupt activities risk-taking place in the geographic region, sector or the specific project.

All agreements signed with Third Parties must include the clauses to ensure the fulfillment of this Policy, in order to mitigate the risks of corrupt acts.

## 7. NEXA COMPLIANCE PROGRAM


All information pertaining to Nexa’s Compliance Program such as program structuring, concept, pillars and guiding principles are described in Nexa’s Compliance Manual.

### 7.1 - Integrity Program:

Nexa’s Integrity Program is based on guidelines established by the legislation in force. The Governance, Risk & Compliance area is responsible for the preparation, keeping and review of all documents related thereto (profile and compliance reports, integrity policies, processes and controls, Education and Awareness Campaigns etc.).

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## 8. BREACH OF LAW OR POLICY

### 8.1 Violations

Breaches of this Policy will be investigated and evaluated by the Conduct Committee of Nexa according to each case, which should result in penalties for Nexa and individuals involved, notwithstanding eventual communication to proper authorities, as applicable.

Penalties for individuals may include disciplinary actions including but not limited to the dismissal for cause, termination of agreement notwithstanding other penalties established in the Code of Conduct of Nexa.

### 8.2 Duty to Report

Any Employee, Manager or Third Party of Nexa who is aware of or who suspects a breach of this Policy should contact his/her supervisor and/or Legal Department and/or Governance, Risk & Compliance area or Ethics Line. Nexa will never tolerate any retaliation act against the person who has notified in good faith the suspicions of breaches of the law, ethics or its policies.

The Ethics Line is available 24 hours a day at 0800 89 11 729 phone or at the website <http://www.portalvotorantim.com.br/sites/vpar/LinhaEtica/Paginas/LinhaEtica.aspx>. The website is a safe means for reporting the breaches of this Policy to the Conduct Committee. The Ethics Line can ensure the confidentiality of the information reported as well as the anonymity of people who use it.

### 8.3 General Provisions

Nexa will never tolerate any act of retaliation or punishment against a person who refuses to perform a corrupt act.

Questions regarding interpretation, unforeseen cases and denouncement of non-compliance with this Policy should be submitted to the superiors or forwarded to the Governance, Risk & Compliance area and/or Legal Department and/or Ethical Line.


Cases of Third Parties' unacceptance of the compliance clause of the anti-corruption rules provided for in Exhibit A shall be forwarded immediately to the Governance, Risk & Compliance area and/or Legal Department of Nexa.

If an Employee feels uncomfortable in talking with his/her immediate superior, he/she should communicate immediately with the Governance & Compliance area. If the matter exceeds this area's responsibility, involves Management, or may have an impact on other units, the Employee should send it through the Ethical Line.

Allegations of fraud, misappropriation, bribery in commercial acts, or negotiations involving employees, suppliers, contractors or business partners, must be accompanied whenever possible by facts and real data.

All allegations received by Nexa will be handled with confidentiality as allowed by law.

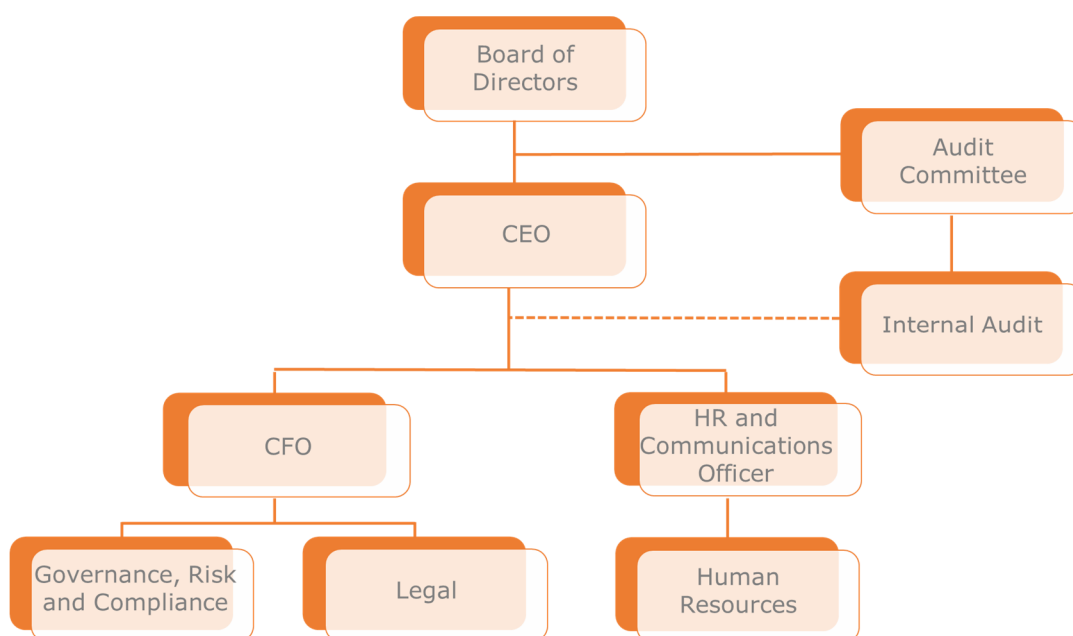
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The Board of Directors will review whenever necessary the adequacy of this Policy and the effectiveness of its implementation. As part of this review, audits may be conducted to ensure compliance with the Policy.

## 9. ATTACHMENTS

### 9.1 Organizational chart



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