

# **REGULATIONS OF THE BOARD OF DIRECTORS**

Approved at the Board of Directors Meeting of Nexa Resources Perú S.A.A. held  
on November 2, 2022.

## REGULATIONS OF THE BOARD OF DIRECTORS

### I. General provisions

<b>Article 1: Purpose</b>	<p>These Regulations establish the rules for the Board of Directors, as the highest governing body of the Company, and each of its members, to perform the functions that correspond to them in accordance with the provisions of the Company Bylaws and applicable regulations. This document is binding and its compliance is mandatory.</p> <p>The Board of Directors Chairman is responsible for delivering a copy of this document to each member of the Board of Directors of the Company.</p>
<b>Article 2: Validity and Modifications</b>	<p>These Regulations are valid indefinitely and will come into force the day after their approval by the Board of Directors of the Company, including any amendments thereto.</p> <p>Proposals for amendments to these Regulations may be submitted by any member of the Board of Directors or the Administration.</p> <p>Amendments to the Regulations will be approved by majority vote of the members of the Board of Directors.</p>

### II. Formation of the Board of Directors

<b>Article 3: Formation and Term of the Board of Directors</b>	<p>The management and administration of the Company is entrusted to the Board of Directors, its members will be elected by the General Meeting. The Board of Directors will be made up of a minimum number of 05 members and a maximum of 09 members elected by the common shares at the mandatory annual meeting of the Company or, if applicable, at the meeting specially called for that purpose. The Board of Directors will be made up of people with different specialties and competencies, with prestige, ethics, financial independence, and sufficient availability, so that there is a plurality of approaches and opinions. An extract of the resumes of the Directors will be included in the Annual Report.</p> <p>Each of the members of the Board of Directors will remain in office for a period of 02 years.</p> <p>The term of office of the Directors ends when the General Meeting of Shareholders resolves on the financial statements of the last fiscal year and elects a new Board of Directors, but their functions will be extended until a new election is held and those elected accept the position.</p> <p>Directors may be reelected indefinitely.</p> <p><b>Bylaws: Articles 4.02 and 4.04</b> <b>GLC: 153°, 155° and 163°</b></p>
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<b>Article 4: Directors Category</b>	<p><b>Category according to its classification:</b></p> <p>a. <b>Internal directors:</b> They are those with executive powers and Senior Management functions in the Company and/or subsidiaries and/or related companies.</p> <p>b. <b>External directors:</b> These are those who, without being linked to the management of the Company, represent all the general and diffuse interests of the Company, as well as those of significant shareholders.</p> <p>This category is further broken down into two types: Non-Independent External Directors and Independent External Directors.</p> <p>b.1. <b>Non-Independent External Directors:</b> They are those proposed and appointed by those who hold significant shares in the Company's capital. A significant shareholding is understood to be that of a shareholder who alone holds a sufficient percentage of shares to appoint at least one Director in accordance with the applicable regulations.</p> <p>b.2. <b>Independent External Directors:</b> They are those appointed that are not included in the categories a or b.1 above.</p> <p>The Directors will be chosen considering their experience, professional prestige, experience and proven repute, among others and knowledge so that they contribute to the proper management of the Company.</p>
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<p><b>Article 5: Independent Director - Special Requirements</b></p>	<p><b>a. Purpose:</b></p> <p>The Independent Directors will contribute to the administration of the Company's business, safeguarding its best interests, through the approval of impartial decisions in aspects where conflicts of interest may arise. Likewise, their intervention will be important to approve the transactions between related parties that the Company must enter into within the framework of the development of its business, in accordance with the applicable regulations. The Company shall have at least one Independent Director.</p> <p><b>b. Special requirements:</b></p> <p>The following are the additional requirements to those stipulated in numeral b.2 of article 4 above, in order to qualify as an Independent Director:</p> <ul style="list-style-type: none"> <li>(i) not represent a shareholder with significant participation on a permanent basis;</li> <li>(ii) not having been an employee of the Company or of a shareholder with significant participation in the last three (03) years;</li> <li>(iii) not having had a material business relationship with the Company in the last three (03) years;</li> <li>(iv) not have received or receive additional compensation, apart from the compensation as Director;</li> <li>(v) not having family ties with any shareholder with significant shareholding;</li> <li>(vi) not have first degree kinship relations of consanguinity or affinity with the External, Non-Independent Directors, or the Senior Management of the Company.</li> <li>(vii) not having been a partner or employee of the Company's external auditor hired in the last financial year.</li> <li>(viii) not have personal service contracts with the Company or a member of the Senior Management of the Company.</li> </ul> <p>In the event of the election of the Board of Directors by unanimous vote, those who meet the above-mentioned requirements are considered Independent External Directors.</p> <p><b>c. Declaration of Independence:</b></p> <p>The independent Director proposed at the General Meeting of Shareholders shall declare his independence before the shareholders and directors of the Company, prior to the adoption of the respective resolution, by submitting an Affidavit which shall be available on the Company's website in the Investor Relations section.</p>
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	<p>The Audit Committee shall report to the Board of Directors on the inquiries made regarding the independent status of the proposed independent Director.</p> <p>In turn, the Board of Directors Chairman shall confirm at the respective General Meeting of Shareholders that the proposed director candidate is independent.</p> <p><b>d. Independence condition:</b></p> <p>The evaluation of independence shall be carried out annually by the Audit Committee or such other committee as the Board of Directors may determine. In the aforementioned evaluation, all relevant circumstances or facts will be considered, including all types of commercial relationships and other criteria that are considered relevant.</p> <p>(iv) A Director who loses his or her independent status is obliged to immediately inform the Board of Directors.</p>
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### III. Operations of the Board of Directors

<b>Article 6: Notice of meeting</b>	<p>The notice of meeting will be made by means of simple registered letters with notification of receipt (or if necessary by Notarized Letter) sent no less than 05 calendar days in advance to the date indicated in the first notice of meeting and 03 calendar days in the second.</p> <p>The summons will clearly state the place, day and time of the meeting and the matters to be discussed. Likewise, those written communications that any Director may request to be made known to the other directors at the time of the Board of Directors meeting will be attached.</p> <p>The notices of convocation shall indicate that all necessary information related to the matters to be discussed according to the Agenda of the meeting has been made available to the directors.</p> <p>The Board of Directors may validly meet, without the need for prior notice, when all its members are present and they have recorded in the minutes their consent to hold this meeting, approving the Agenda to be discussed.</p> <p><b>Bylaws: Article 4.08</b> <b>GLC: 167°</b></p>
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<p><b>Article 7: Chairman and Vice Chairman of the Board of Directors</b></p>	<p><b>a. Chairman: Duties. Cases of absence or impediments.</b></p> <p>At its first meeting, the Board of Directors elects a Chairman from among its members, who represents the Company before all kinds of persons and entities; he acts as its attorney-in-fact but is not its procedural representative, unless express powers are granted to him.</p> <p>It is his duty to chair the sessions of the General Meeting of Shareholders and the Board of Directors and to execute or enforce the agreements that are adopted in them, respectively.</p> <p><b>Bylaws: Article 4.21</b></p> <p><b>b. Vice Chairman: Duties. Case of absence or impediment.</b></p> <p>The Board of Directors in its first meeting elects a Vice Chairman from among its members, who collaborates with the Chairman in the management.</p> <p>In the event of the Chairman's absence or impediment, he assumes office enjoying the same powers that would have been conferred on the Chairman.</p> <p>In the event of the absence or simultaneous impediment of the Chairman and the Vice Chairman, the oldest Director shall hold the office of Chairman.</p> <p><b>Bylaws: Article 4.22</b></p>
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	<p><b>c. Information prior to the Sessions.</b></p> <p>The Board of Directors Chairman shall be responsible for ensuring that the members of the Board of Directors receive the information corresponding to the meetings, together with the notice of the meeting, which may also be sent by e-mail, in such a way as to guarantee adequate and timely knowledge of the issues to be discussed and deliberated at the respective meeting.</p> <p><b>d. Follow-up to resolutions of the General Meeting of Shareholders.</b></p> <p>The Audit Committee will monitor the resolutions adopted by the General Meeting of Shareholders, on a quarterly basis. Pursuant to this obligation, the Audit Committee will prepare quarterly reports, which will be available to shareholders who so require, under the terms and conditions set forth in the Shareholders Meeting Regulations.</p>
<b>Article 8: Representation</b>	<p>The Directors may be represented by any other Director of the Company by means of a power of attorney.</p> <p>No Director on the Board of Directors may exercise the representation of more than two directors.</p> <p><b>Bylaws: Article 4.03 GLC: 159°</b></p>
<b>Article 9: Non- presential sessions</b>	<p>The Board of Directors may hold non-face-to-face meetings through written, electronic or other means that allow communication and guarantee the authenticity of the agreement. The Board of Directors Chairman shall be responsible for ensuring that the members of the Board of Directors receive the information corresponding to the non face-to-face meetings.</p> <p><b>Bylaws: Article 4.11 GLC: 169°, last paragraph</b></p>

<p><b>Article 10: Quorum and adoption of resolutions</b></p>	<p>The presence of one-half plus one of its members is required for the Board of Directors meeting. In the event that a quorum is not present, the minutes shall be recorded in the Minutes Book and signed by the Chairman or Vice-Chairman, as the case may be, and in the absence of both, by the General Manager.</p> <p>Each Director is entitled to one vote and resolutions shall be adopted by an absolute majority of votes of those present. In the event of a tie, the Board of Directors Chairman or the person chairing the meeting shall decide, in which case he/she shall have a double vote.</p> <p>Directors shall abstain from voting or participating in matters that could represent a conflict of interest.</p> <p><b>Bylaws: Art. 4.09 and Art. 4.10</b>  <b>GLC: 168° and 169° (first and second paragraph)</b></p>
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<b>Article 11: Confidential matters</b>	<p>When the Board of Directors must deal with matters requiring confidentiality at the discretion of the General Management or a Director, the General Management shall first communicate with the Board of Directors Chairman, and then with each of the Directors verbally, in order to inform them that the confidential matter will be discussed at the Board of Directors meeting to be convened, under the agenda item “other”, which should have been included in the notice of the corresponding meeting.</p> <p>The verbal notification from the General Management must be given no less than three (3) days prior to the date of the Board of Directors meeting called.</p> <p>At the Board of Directors meeting, the Directors shall receive from the General Manager the documented information related to the confidential matter, unless such information has been sent to the Directors in personal and confidential envelopes by the General Management within the aforementioned period of time. In the event that any Director(s) deem(s) that more time is required to evaluate the matter submitted for consideration, a proposal shall be made to suspend the Board of Directors and to resume the meeting within a period that should not exceed five (5) days.</p> <p>Any Director may request the extension of said period for an additional three days, unless the nature of the matter does not permit delaying the vote to approve or disapprove the matter under deliberation.</p> <p>The Board of Directors, once the deliberations have concluded, must pronounce itself by issuing its resolution.</p> <p>In the case of privileged or reserved information, prior to the disclosure thereof, the directors must sign a Confidentiality Agreement.</p> <p><b>Bylaws: Articles 4.10 and 4.12</b> <b>GLC: 180°</b></p>
<b>Article 12: Non- confidential matters</b>	<p>Non-confidential information to be discussed at a Board of Directors meeting shall be sent to the Directors by e-mail no less than three days prior to the date of the corresponding Board of Directors' meeting.</p>
<b>Article 13: Vacancy and Procedure for election of replacement</b>	<p>Pursuant to article 4.14 of the Company Bylaws, in the event of a Director's vacancy, the Board of Directors itself may fill the vacancy.</p> <p>In the event that the Board of Directors decides to fill the vacancy produced</p>

	<p>within the Board of Directors, the Board shall follow the following procedure:</p> <ol style="list-style-type: none"> <li>1. The Board of Directors Chairman will invite the Directors, so that in a following Board of Directors meeting they can propose the name(s) of the possible candidates that can fill said vacancy.</li> <li>2. At the corresponding Board of Directors meeting, the proposal of the candidates suggested by the Directors shall be included as one of the items on the Agenda, for which purpose a brief curriculum vitae of each of the proposed candidates shall be previously sent to the Board of Directors Chairman.</li> <li>3. The Directors shall proceed at such meeting to evaluate the profile of each of the candidates, taking into account, among other factors, their background, professional experience and business experience, and shall then proceed to discuss among themselves the selection of one or more of the candidates, as appropriate, to become a new Director(s) of the Company.</li> </ol> <p>It will be sought that the election be by consensus among the Directors, always having as primary objective the interests of Nexa Resources Perú S.A.A.</p> <ol style="list-style-type: none"> <li>4. It shall be the responsibility of the Board of Directors Chairman to inform the designated candidate of his election as a new Director of the Company and to invite him to participate in the next Board of Directors meeting to be held, at which the new Director shall be incorporated.</li> </ol> <p><b>Bylaws: Article 4.14</b>  <b>GLC: 157°</b></p>
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<p><b>Article 14:</b> <b>Minute book</b></p>	<p>The Board of Directors meeting, the deliberations and resolutions adopted therein, are recorded in a Minutes Book which is kept in mechanical writing on loose sheets of paper duly numbered and legalized in accordance with the Law.</p> <p>When for any reason the minutes cannot be drawn up in the form indicated in the preceding paragraph, they shall be drawn up in a special document signed by all the Directors present.</p> <p>Said document shall be attached to the Minutes Book as soon as possible under the responsibility of the General Manager.</p> <p>The minutes shall comply with the formalities required by the Bylaws and shall be signed at least by the person who acted as Chairman and by the Directors appointed especially for this purpose.</p> <p>Any Director in attendance may sign the minutes upon request.</p> <p>The Minutes shall be legally binding if the agreements to which they refer can be put in force from the moment they are signed under the responsibility of the signatories.</p> <p>Bylaws: Article 4.16 GLC: 170°</p>
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<p><b>Article 15: Powers of the Board of Directors</b></p>	<p>The Board of Directors has the powers of management and representation of the Company and sufficient legal capacity to carry out all acts and enter into contracts required for the execution of its activities, except those that the Law or the Company Bylaws expressly reserve to the General Meeting of Shareholders.</p> <p>It is expressly stated that the main function of the Board of Directors is to approve, direct, manage and supervise the Company's corporate strategy, and in this context, this body is responsible for approving the objectives, goals, action plans and annual budgets, and is empowered for the following purposes:</p> <ol style="list-style-type: none"> <li>1. Elect its Chairman and Vice Chairman.</li> <li>2. Regulate its operation.</li> <li>3. To prepare the Annual Report, the Financial Statements and the proposal for the use of any profits.</li> <li>4. Accept the resignation of its members and fill the vacancies as provided by law and by these Bylaws.</li> <li>5. To organize and manage the Company.</li> <li>6. To determine general administrative expenses.</li> <li>7. Appoint, hire or terminate the contract of the General Manager, Controller, Auditor and Managers of the company that report hierarchically to the General Manager, determining their obligations, remuneration, powers and attributions, as well as the revocation of the same.</li> </ol> <p>The Board of Directors will be responsible for evaluating the performance of the General Manager on an annual basis, based on the terms and conditions of the Annual Management Workplan approved by the Board of Directors within the first quarter of each year. To this end, the Audit Committee will set the standards for this evaluation.</p> <ol style="list-style-type: none"> <li>8. To create such branches, agencies or dependencies as it deems necessary, as well as to reform or eliminate them.</li> <li>9. To declare interim dividends for the fiscal year based on the profits actually obtained as of the date of the resolution</li> </ol>
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	<p>or on Unrestricted Reserves and provided that the net worth is not less than the Capital Stock.</p> <p>In order to declare these interim dividends, the Board of Directors must also consider the normal outlook for the result of the entire fiscal year.</p> <p>10. Grant powers and revoke them.</p> <p>11. Adopt agreements on the execution of contracts and commitments of any nature, among which the following stand out: submission of disputes to arbitration, purchase, sale, alienation, gratuitous bailment, lease, sublease, encumber all kinds of movable and immovable property, grant and revoke bonds, and in general do everything deemed necessary or convenient for the fulfillment of the corporate purposes, in any of the forms permitted by law, within the limits set by these bylaws and the legislation in force.</p> <p>12. Adopt agreements on all kinds of financial transactions, including: credit agreements, opening and closing of bank accounts, guarantees, drawing, endorsing and protesting checks; accepting, endorsing, extending, protesting and discounting bills of exchange, vouchers, promissory notes; opening letters of credit; with or without guarantee; granting receipts and cancellations; subscribing and endorsing bills of lading.</p> <p>13. Allocate profit sharing in favor of officers and employees or workers of the company, as well as grant them bonuses.</p> <p>14. Appoint Committees.</p> <p>15. Oversee good corporate governance practices, establishing policies and measures to improve their application.</p> <p>16. To monitor and control possible conflicts of interest that may arise in the Board of Directors.</p>
<b>Article 16: Workplan</b>	<p>In order to contribute to the efficiency of its functions, the Board of Directors shall approve, within the First Quarter, an Annual Workplan, which shall determine the number, schedule of regular meetings and agenda items to be submitted for knowledge, discussion and/or deliberation, as the case may be.</p>
<b>Article 17: Committees</b>	<p>Through a favorable vote of two thirds of its members, the Board of Directors can create the committees it deems necessary.</p> <p>The Board of Directors will be in charge of approving the regulations of each committee, as well as their amendments.</p> <p><b>Bylaws: Article 4.19</b> <b>GLC: 174°</b></p>

<b>Article 18: Board of Directors Self-Assessment Mechanism</b>	<p>The performance of the Board of Directors as a collegiate body and that of each of its members will be evaluated annually. For the aforementioned evaluation, the criteria included in the questionnaire called “Board of Directors Self-Assessment” will be taken into account.</p> <p>The aforementioned questionnaire is available on the Company's website in the Investor Relations section and may be modified by the Board of Directors as it deems appropriate and in order to improve the criteria to measure the performance of the Board of Directors and propose improvements in practices and procedures for its proper performance.</p> <p>The self-evaluation methodology may be alternated with evaluations carried out by external consultants, who will evaluate the performance of each member of the Board of Directors and the collegiate body.</p> <p>The evaluation of the members of the Board of Directors must consider, among other aspects, the length of time in office and attendance at scheduled sessions.</p>
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#### IV. Board of Directors Rights

<b>Article 19: Rights</b>	<p>Without this list being restrictive, but merely illustrative, each one of the members of the Board of Directors has the right to:</p> <ul style="list-style-type: none"> <li>a) To be informed by the General Management of everything related to the progress of the Company, including its organizational structure.</li> <li>b) To request from the Board of Directors the support of third party experts on the subjects under discussion.</li> <li>c) Participate in training programs on the scope of their powers and responsibilities, among other topics of interest.</li> <li>d) Receive remuneration for the work carried out, in the terms approved by the General Meeting of Shareholders.</li> </ul> <p><b>Bylaws: Article 4.17</b>  <b>GLC: 171°, 172°, 175°</b></p>
<b>Article 20: Training of new Directors</b>	<ol style="list-style-type: none"> <li>1. The Company has an “Training Manual”, which contains general information about Nexa Resources Perú S.A.A., its mining operations, among other relevant aspects. This Manual is handed out to each of the Directors.</li> <li>2. The Training Program for Directors consists of at least the following aspects: <ul style="list-style-type: none"> <li>- General Management presentations on the scope of mining operations.</li> </ul> </li> </ol>

	<ul style="list-style-type: none"> <li>- Trips to the mining units to learn about the operations in situ.</li> <li>- Training courses aimed at topics of interest to Directors.</li> <li>- Providing the Directors with the documentation related to their duties, such as Bylaws, Regulations of the Board of Directors Committees, Code of Ethics, among others.</li> </ul> <p>3. The Directors are permanently updated through presentations on different topics, such as: human resources, environment, safety and occupational health, communities, exploration in mining projects, among others, as well as through the reports that are prepared by the different divisions of the Company.</p>
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<b>Article 21: External Consultants</b>	<p>The Board of Directors of the Company has the full power to hire and pay external consultants as it deems necessary to fulfill its responsibilities.</p> <p>The Board of Directors may hire specialized advisors directly or entrust the hiring to the Company's management, for which purpose the Company shall have the necessary resources.</p>
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## V. Duties of the Board of Directors

<b>Article 22: Obligations</b>	Directors must perform their duties with diligence, good faith, reserve, care, high standards of ethics and loyalty, as established in the applicable regulations and the Company's Code of Conduct.
<b>Article 23: Transactions with related parties</b>	<p>In the event the Company plans to carry out a transaction with a related party<sup>1</sup>, the Board of Directors of the Company must consider the applicable regulations, including, but not limited to, article 51-c) of the Stock Market Law and the provisions for its application approved through Superintendency Resolution No. 029-2018-SMV/01, as modified over time.</p> <p>The Board of Directors shall request the opinion of external consultants for the evaluation and/or assessment of the transaction with the related party, in accordance with the applicable regulations.</p>
<b>Article 24: Diversity</b>	The Board of Directors has the power to include new guidelines to ensure diversity in the composition of this collegiate body considering the policies that have been approved within the Grupo Nexa.
<b>Article 25: Ethics Standards</b>	<p>Each member of the Board of Directors has the power to oversee the integrity and ethical climate of the Company.</p> <p>Each Director has the duty to immediately inform the Board of Directors of any mediate or immediate conflict of interest that could be detrimental to the Company's interest and must abstain from the corresponding transaction.</p> <p>Directors shall abstain from voting or participating in matters that could represent a conflict of interest.</p>

<sup>1</sup> For purposes of determining whether a third party qualifies as a "related party", the guidelines established in the Stock Market Law; the Regulations on Indirect Ownership, Relationships and Economic Groups; Superintendency Resolution No. 00029-2018-SMV/01; and Article 24 of the Income Tax Law Regulations, as amended from time to time, must be considered.

<b>Article 26: Update</b>	<p>The Directors are permanently updated, being able to obtain relevant information about the Company, including, but not limited to, the industry and market in which the Company conducts its business, as well as the policies that may be implemented for the improvement of the Company's business.</p> <p>The Directors shall have the authority to report to the Company's Shareholders Meeting and/or the Board of Directors, as necessary, such information as may be important to the Company.</p>
<b>Article 27: Compensation of Senior Executives</b>	<p>The Board of Directors shall have the power to determine the criteria to be considered for remuneration purposes for Senior Executives of the Company, considering the policies that have been approved within the Grupo Nexa.</p>
<b>Article 28: Environmental, Social and Governance</b>	<p>Considering the policies that have been approved within the Grupo Nexa, the Board of Directors has the power to include social, environmental and governance (ESG) commitments through the development of proposals to increase the efficiency and quality of the decisions of its management bodies and to ensure that the Company's operations are conducted with a focus on sustainability, transparency, ethics and responsibility.</p>