



Corporate Governance

2023





Board Nexa 2023

Board Type

	Number of members
Executive directors	2
Independent directors	1
Other non-executive directors	2
Total board size	5

Source: [Main Indicators 2023](#)

Board Gender Diversity

Number of female directors	1
----------------------------	---

Source: [Annual Report 2023](#)

Diversity Board Policy

Commitment

In the [Form 20-E](#), Plurality (diversity, equity, and inclusion): Nexa states that is committed to being an increasingly plural company which emphasizes diversity, equity, and inclusion, to promote an environment of opportunity, recognition, and acceptance for all. Our commitments in this category are:

- 30% of women in the workforce by 2030;
- 30% of women in leadership positions by 2030.

Source: [Annual Report 2023](#), [Form 20-F](#) and [Public Targets](#)

Non-Executive Chairperson/ Lead Director

Chairman and Vice Chairman of the Board of Directors

Chairman: Duties. Cases of absence or impediments.

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. 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.

Vice Chairman: Duties. Case of absence or impediment.

The Board of Directors in its first meeting elects a Vice Chairman from among its members, who collaborates with the Chairman in the management. 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. 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.

Source: Regulations of the Board of Directors

Chairman and Vice Chairman

Chairman and Vice Chairman of the Board of Directors

Chairman:

President of the Board has the representation of the Company before all kinds of individuals and entities; acts as its attorney-in-fact but is not its legal representative, except for specific powers granted to him.

In addition to presiding over the meetings of the General Assembly and the Board and executing or enforcing the agreements adopted therein, the President must exercise all the powers and functions that the Board delegates and assigns to him, in the mandate granted to him for that purpose.

Vice Chairman:

The Vice-President collaborates in management with the President. Additionally, they assume the position in case of absence or impediment of the holder, it being understood that the mere exercise proves this circumstance sufficiently.

In the exercise of the position, they will enjoy the same powers that were conferred upon the President by this Statute or in the power granted for that purpose.

In case of absence or impediment of the President and Vice-President, the position of President will be assumed by the most senior Director, and if there are two or more Directors with the same seniority, the one of greater age.

Source: Regulations of the Board of Directors and Bylaws of the Company

Board Effectiveness

Board Meeting Attendance

Average board meeting attendance:	100%
Minimum of attendance for all members required, at least (in %)	50%

Source: [Main Indicators 2023](#)

Board Performance Review

Board of Directors Self-Assessment Mechanism

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. 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. 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. 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.

Source: [Board of Directors Self-Assessment](#)

Board Election Process

Board of Directors Self-Assessment Mechanism

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.

Each of the members of the Board of Directors will remain in office for a period of 02 years.

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.

Directors may be reelected indefinitely.

Source: [Board of Directors Self-Assessment](#)

About the CEO

CEO

The Company will have a general manager, who will be elected by the Board of Directors.

The General Manager has hierarchical preeminence over all Managers or Assistant Managers, Executives, Officers, and other employees of the Company.

The main powers and duties of the General Manager are as follows:

- a) To direct and carry out the activities of the Company, ensuring strict compliance with legal and statutory provisions, as well as agreements of the Shareholders' Meetings and the Board of Directors, being able to carry out all activities related to the exercise of this power.
- b) To hire, promote, appoint, or dismiss officers and other employees, determining their hierarchy, responsibilities, and remuneration, except for cases reserved for the Board of Directors.
- c) To inform the Board of Directors about the conditions and progress of the Company's businesses, operations, and financial situation.
- d) To prepare and submit to the Board for approval at the Annual Mandatory Shareholders' Meeting, the Annual Balance Sheet and Financial Statements.
- e) To exercise the powers and fulfill the duties established for the general manager in this Statute and those established by the General Meeting of Shareholders, the Board of Directors, and current legislation.

Board Industry Experience

Pablo Moreyra

Since March 2023, he has been serving as a Member of the Board of Directors at Nexa Peru, as well as being a part of the Board of Directors at Nexa Atacocha. (Annual Report 2023).

His involvement extends as an independent member on the Investment Committee of BD Capital SAFI and CampoFe. He is recognized for his specialization in finance, corporate strategy, capital markets, and investment fund management. His experience includes venture capital fund management at Enfoca Inversiones, as well as outstanding roles at the BBVA Perú family of companies between 1998 and 2008, where he worked as investment manager of BBVA AFP Horizonte, general manager of BBVA Fondos SAF, and director of financial planning at BBVA Perú (previously Banco Continental). Additionally, he has been an active member of the Institute of Directors (IoD) and various corporate government programs, consolidating his position as a reference point in the finance and investment world.