

CHARTER OF THE COMPENSATION, NOMINATING AND GOVERNANCE 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 compensation, nominating and governance 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 the “Company”), as well as the relationship between the Committee and other corporate bodies of Company, in compliance with the provisions of the Company’s articles of association (“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 fulfilling its oversight responsibilities with respect to:

- (i) new compensation models and changes to compensation models currently used by the Company in order to guide and influence the actions of the Company;
- (ii) the compensation of the: (a) executive officers, (b) the members of the Board, and (c) the members of the Board committees;
- (iii) the administration of the clawback policy of the Company with the support of the audit and/or the finance committees where applicable, and the proposal of changes to such policy if necessary;
- (iv) the proposal of candidates to the CEO position, when applicable, or any serious restrictions on the candidates proposed by the CEO to other chairs of the executive officers;
- (v) the development of corporate governance guidelines and principles for the Company;
- (vi) the governance structure related to the Company’s ESG strategy across the Company and its value chain when applicable;
- (vii) identifying individuals qualified to be nominated as members of the Board and suggesting names to fill any vacancies on the Board;
- (viii) the structure and composition of Board committees;
- (ix) the evaluation of the performance and effectiveness of the Board, the CEO and each of the Board committees;
- (x) the supervision and approval of the Company’s social responsibility plans and policies (other than community related aspects which is under oversight the sustainability and capital projects committee), included, but not limited to those elaborated in connection with the ESG strategy;
- (xi) the supervision of the people strategy of the Company;
- (xii) the monitoring of the relationship of the Company with unions;
- (xiii) supporting the Board in its monitoring of the enterprise risk management in matters related to the responsibilities of the Committee; and
- (xiv) any related matters required by the Applicable Laws.

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:

1st Paragraph - Compensation and Personnel:

- (i) determine the performance goals and objectives for compensation of the executive officers of the Company and its subsidiaries and recommend any changes to the Board for consideration;

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- (ii) make recommendations to the Board concerning compensation policies and practices for the Board, Board committees, CEO and the executive officers which shall be effectively designed to:
 - (A) reflect their respective duties and responsibilities,
 - (B) be competitive in attracting, retaining and motivating people of the highest quality,
 - (C) align their interests with the interests of the shareholders and of the Company as a whole,
 - (D) identify and mitigate risks associated with the Company's compensation policies and practices and discourage the taking of inappropriate or excessive risks,
 - (E) reflect pre-established corporate and individual performance objectives and goals;
- (iii) review and approve the Company's plan concerning succession of the members of the Board and its actions of improvement presented by the Company;
- (iv) elaborate proposals to the Committee for the indexation of the CEO's compensation (including base and incentive compensation), including the balance between short-term compensation and long-term incentives;
- (v) analyze policies and practices of human resources proposed by the executive officers, mainly the ones concerning compensation and benefits, and ensure compliance with best practices;
- (vi) propose and implement professional evaluation and improvement processes of the members of the Board, Committees and of the CEO;
- (vii) evaluate and guide the implementation of actions to retain executive officers, and their succession process, as well as for other key positions defined by the Committee itself;
- (viii) review the terms and conditions of any compensation arrangements or proposed material amendments to terms and conditions of existing compensation arrangements, to be entered into between the Company and any executive officer, including with respect to the payment (including damages) of any amounts arising from the voluntary or involuntary dismissal of such executive officer and other executives, a change in control or similar event of the Company and other post-service arrangements and benefits of executive officers, and their reasonableness in light of market practices and any benefits received by the Company in connection with such arrangements and make recommendations to the Board on such matters for its consideration and approval;
- (ix) review on a periodic basis the operation of the Company's compensation program, including executive compensation arrangements, to evaluate their coordination; and
- (x) establish and review stock ownership guidelines applicable to Board members and senior management of the Company and recommend to the Board revisions to such guidelines as appropriate.

2nd Paragraph – Appointment:

- (i) provide guidelines and information for the succession plan of the executive officers and of the Board, including recommending to the Board the necessary and desirable competencies of Board members, participating in the selection process, aiding to the search of new executive officers, Board members, or members of committees, when applicable, provided that, prior to nominating the Committee: (a) considers what competencies and skills the Board, as a whole, should possess; (b) makes an assessment of what competencies and skills each existing Board member possesses and consider the competencies and skills each new nominee will bring to the boardroom; and (c) considers whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member;

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- (ii) review and assess, periodically, the size and operation of the Board to ensure effective decision making;
- (iii) review and assess, periodically, the composition of the Board considering the Board Gender Diversity Policy;
- (iv) issue opinions on potential conflicts of interests in situations originated by external activities performed by the Members, such as participation in board of directors or as executive officers, or in corporate departments of other companies, after consultation with the legal department, when applicable.

3rd Paragraph – Assessment and Orientation:

- (i) ensure that all new Board members receive comprehensive orientation to, among other things, fully understand the role of the Board and its committees, and the nature and operation of the Company's business;
- (ii) provide continuing education opportunities for all Board members so that they can maintain or enhance their skills and abilities, as well as to ensure their knowledge and understanding on the Company's business remains updated;
- (iii) evaluate the performance of the Committee periodically and develop criteria for such evaluation. The Chair shall report the Committee's conclusions to the Board and may make recommendations for improvement to the Board;
- (iv) conduct, review and report to the Board the results of an assessment on the Board's performance and effectiveness; and

4th Paragraph – Disclosure:

- (i) whenever necessary, review and recommend changes to the Board on the Company's: (a) Corporate Governance Guidelines; (b) Board internal rules; (c) Position Descriptions; and (d) this Committee Charter;
- (ii) review and recommend to the Board the disclosure on compensation of Board members and executive officers proposed for inclusion in the Company's filings with securities regulators and discuss such disclosure with management;
- (iii) direct and supervise the investigation into any matter brought to its attention within the scope of its duties; and
- (iv) perform such other duties as may be assigned to it by the Board from time to time or as may be required by Applicable Laws.

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.

1st 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.

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2nd paragraph – The Board shall appoint the Members, who shall hold office until the next general meeting of shareholders or until their successors are appointed.

3rd paragraph – The Board may remove a Member at any time and may fill any vacancy occurring on the Committee.

4th paragraph – A Member may resign at any time and shall automatically cease to compose the Committee upon ceasing to be a Board member.

5th paragraph – The Board shall appoint a Member to be the chair of the Committee (“Chair”).

6th 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 office, 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.

7th 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 Board member that requests that they be sent to him or her) on a timely basis.

8th paragraph – The Committee’s secretary shall attend the 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 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 shall 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

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consultants as its Members determine necessary to carry out its duties.

Sole paragraph – Before selecting or receiving advice from an advisor, (other than in-house counsel or any advisor whose role is limited to either (x) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or Board members of the Company, and that is available generally to all salaried employees or (y) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the advisor and about which the advisor does not provide advice), the Committee must take into consideration all factors relevant to the advisor's independence from management, including:

- (i) the provision of other services to the Company by the person that employs the advisor,
- (ii) the amount of fees received from the Company by the person that employs the advisor, as a percentage of the total revenue of the person that employs the advisor,
- (iii) the policies and procedures of the person that employs the advisor that are designed to prevent conflicts of interest,
- (iv) any business or personal relationship of the advisor with a member of the Committee,
- (v) any stock of the Company owned by the advisor, and
- (vi) any business or personal relationship of the advisor or the person employing the advisor with an executive officer of the Company.

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.

1st 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.

2nd 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.

3rd 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.

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4th 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.

5th 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

6th Paragraph – Matters discussed by the Committee, recommendations, decisions and opinions shall be recorded in the minutes of its meetings.

7th 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.

8th 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 enters into in force on the date of its approval by the Board. It shall be filed at the Company’s headquarters and entirely replaces and supersedes all prior Charters.

Dated: December 6, 2023

Recommended by: Compensation, Nominating and Governance Committee on November 21, 2023

Approved by: Board of Directors on December 7, 2023

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