



# Dividend Policy

**NEXA**  
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## **1. OBJECTIVE AND SCOPE**

This Dividend Policy (the "Policy") outlines the principles for determining distributions to shareholders of Nexa Resources S.A. ("Nexa" or the "Company"). It applies to (i) proposals made by the Board of Directors (the "Board") to the Annual General Meeting ("AGM") regarding annual dividend distributions; and (ii) interim dividend distributions approved by the Board.

This Policy is an integral part of Nexa's internal controls and corporate governance framework. It sets out the factors the Board will consider when making dividend distribution proposals or decisions, ensuring transparency for shareholders. While the Board is guided by this Policy, it may deviate from it in extraordinary circumstances if deemed necessary in the best interest of the Company and its stakeholders.

This Policy reflects Nexa's intention to reward shareholders by distributing a portion of its profits, adjusted for accumulated losses, while retaining funds for future growth. The Company will aim to pay dividends consistent with its performance, subject to the conditions outlined herein.

## **2. PROCEDURES AND RESPONSIBILITIES / AUTHORITIES**

### **2.1 Annual Dividends**

Nexa aims to distribute annual dividends, subject to the availability of distributable amounts as per Luxembourg law. The amount of the annual dividend will be determined based on several factors, including (i) Nexa's cash balance; (ii) free cash flow and earnings generated during the year; (iii) Company's leverage, measured by the Net Debt to Adjusted EBITDA ratio; (iv) capital investment programs and other capital allocation decisions; (v) expected future cash flows from operations; (vi) market volatility; and (vii) strategic planning considerations.

In accordance with these factors, Nexa targets an annual dividend of up to 20% of the free cash flow pre-events (defined as free cash flow before considering any significant, non-recurring, or extraordinary events such as debt amortization, new funding, dividend payments, and other extraordinary payments), with a minimum payment of US\$0.08 per common share.

The Board is expected to propose the distribution of annual dividends to the AGM in alignment with this Policy. Dividends approved at the AGM will be paid within 60 to 90 days following the meeting, unless otherwise decided by the shareholders.

### **2.2 Interim Dividends**

The Board may approve interim dividends at its discretion, in accordance with Nexa's Articles of Association (the "Articles") and Luxembourg law. Interim dividends may be decided in the event of unexpected profits or non-recurring revenue increases. All interim dividend distributions will align with Nexa's strategic plans.

### **2.3 Share Premium**

The Board may, by simple resolution, approve or propose the distribution of any share premium to shareholders, in compliance with Nexa's Articles of Association and Luxembourg law.

### **2.4 Distribution rules under Luxembourg Law**

#### **2.4.1 Annual Dividends**

Under Luxembourg law, the following conditions apply to shareholder distributions:



- i. No distribution may be made if, at the end of the most recent fiscal year, the Company's net assets (as per the annual accounts) are or would become:
  - (a) lower than the amount of subscribed capital plus non-distributable reserves, as per Luxembourg law or the Articles.
- ii. The amount distributed may not exceed:
  - (a) profits realized by the end of the last fiscal year, plus any carried-forward profits or reserves available for distribution (including the share premium), less carried-forward losses and sums to be allocated to reserves.

#### **2.4.2 Interim Dividends and Share Premium Reimbursement**

The Board may, within the limits set by the Articles, approve interim dividends or reimburse share premiums, subject to the following conditions:

- (a) interim accounts must be prepared, demonstrating sufficient distributable funds;
- (b) the distributable amount may not exceed: (i) total profits generated since the end of the most recent financial year; (ii) plus carried-forward profits; and (iii) less carried-forward losses or sums to be allocated to reserves;
- (c) the decision to distribute interim dividends or reimburse share premiums must be made within two months of the interim accounts;
- (d) the Company's auditor must verify compliance with these conditions and submit a report to the Board.

### **3. RESPONSIBILITIES**

#### **3.1 Board of Directors**

Following the recommendation of the Finance Committee of the Board, this Policy was initially approved by the Board at its meeting held on December 5, 2024. Any amendments, exceptions, or reviews to this Policy will require the Board's approval.

#### **3.2 Internal Review Process**

The Investor Relations, Legal & Governance, Risk, and Compliance Areas are responsible for periodically reviewing this Policy and proposing amendments, as necessary.

### **4. TAXES**

Dividends paid by Nexa will be taxed in accordance with the laws of the Grand-Duchy of Luxembourg and/or the laws of the recipient's country of residence.

### **5. EFFECTIVE DATE**

This Policy shall become effective as of January 1, 2025.

