Code of Conduct
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Nexa is committed to running its business with the highest standards of ethics and integrity and based on this commitment, the Company has implemented a Compliance Program that specifically details the conduct we expect from all our employees and third parties when facing with different situations.

The Board of Directors is one of the main agents promoting Nexa’s Compliance Program and we are determined to make sure that the program is followed by all of us so we can run our businesses in accordance with these highest standards, whilst at the same time being aware of the consequences for non-compliant acts.

I would like to emphasize that one of the main pillars of this Compliance Program is Nexa’s Code of Conduct, which is essential for guiding activities and supporting the decisions made at all levels in our Company. This document is guided by the organization’s centenary values and is focused on our way of acting internally and facing the different audiences with whom we interact.

The Code of Conduct is a public document and being so, we expect it to be shared with all of our stakeholders including suppliers, clients, communities, NGOs, government entities, shareholders, public agents and all individuals and organizations with whom we interact in order to ensure our success towards excellence in all our business practices.

Luis Ermírio de Moraes
Chairman of the Board of Directors
Nexa’s Code of Conduct is designed to guide and discipline the behavior of our employees, contractors, customers, suppliers, consultants and agents in accordance with the highest standards of integrity, ethics and transparency in our relationship with our stakeholders.

We strongly recommend that you read and use the Code of Conduct by applying its content to your daily activities, especially when making decisions that can have professional and personal consequences. It is a document that does not exhaust all the possibilities and situations to be experienced, but it is a set of principles that must guide our behavior.

It is important to note that if you face a situation that is contrary to our Values and Beliefs, immediately contact your immediate superior, the Compliance and/or the Legal area or use the Ethics line and report the case confidentially. This will contribute to building an even better Nexa for you, our customers, suppliers and society in general, for the present and future generations.

Tito Martins
Chief Executive Officer
About our Code of Conduct

VALUES AND BELIEFS

ETHICAL DILEMMAS

CODE OF CONDUCT AND ITS APPLICATION

ETHICS LINE

CONDUCT COMMITTEE

BREACHES TO THE CODE

DISCIPLINARY MEASURES
VALUES AND BELIEFS

Nexa’s Values and Beliefs permeate all Nexa’s actions and decisions as well as its relationships with its audiences, representing our way of being and of acting.

Such principles lie at the core of our identity, guide our behavior, define our model of management and operation and inspire this Code of Conduct.

We expect that you reflect upon Nexa’s Values and Beliefs and effectively apply them to your daily work routine.

Nexa’s Values are:

» Solidity: See sustainable growth while creating value.
» Ethics: Act responsibly and transparently.
» Respect: Respect people and exhibit a willingness to learn.
» Entrepreneurship: Grow with the courage to do, to innovate and to invest in new ideas and projects.
» Union: Together we are stronger.

Nexa’s Beliefs are:

» Cultivate Talent: We believe and trust in people and this is why we invest time and resources in cultivating talent.
» Meritocracy: We believe that people are unique and deserve to be valued fairly and in accordance with their efforts and contributions.
» Excellence: We believe that we can always do more, better, overcoming challenges with discipline, humility and simplicity.
» Pragmatism: We believe it is essential to dedicate our efforts to what is important, with objectivity and without losing sight of the big picture and of the future.
» Open Dialogue: We believe that an environment of trust leads to open dialogue and space to speak and to be heard, in which diversity of opinions create better solutions.
» Alliance: We believe that our success is the fruit of what we have built together, strengthened by genuine relationships and alliances in which everyone wins.
» Sense of Ownership: We believe in those who take responsibility, who work with passion and lead by example, celebrating achievements and learning from mistakes.
ETHICAL DILEMMAS

As a general guideline, whenever this dilemma occurs, you should ask yourself the following questions:

Is the fact or decision in accordance with:
1. Applicable Laws and Regulations?
2. Nexa’s Values and Beliefs?
3. Nexa Policies and Procedures?

How would I feel if my decision:
1. Appeared in the media?
2. Was exposed to my family?
3. Harmed or put someone at risk?
What we expect from you

We expect you to conduct yourself and your activities in compliance with the ethical standards described in this Code. All employees, including our Senior Management, and Board of Directors, must adhere to the Code, and our business partners should be encouraged to adopt similar principles and standards.

We expect that you will learn and apply the guidelines of this Code as well as the policies and procedures implemented by Nexa, as they relate to your activities.

We reject any form of punishment, disciplinary or retaliatory action made against any person who in good faith reports or assists in dealing with any issue regarding business conduct. If you witness or know of suspicious or unethical behavior, you should inform your superiors, the Human Resources area or the Legal and/or Compliance area, or report the fact using the Ethics Line.

EXAMPLE

I have questions about the application of the concepts of the Code and whether my colleagues and managers will take seriously the issues it addresses.

In Nexa, we aspire to the highest standards of integrity, transparency and reliability. We are always seeking to increase awareness among our employees and all those with whom we do business. We maintain a structure that is ready to deal with these challenges, and we expect our employees not to accept unethical acts or those that violate applicable laws or Nexa’s rules, Values or Beliefs. We also encourage our employees and all those with whom we do business to use this structure to promote ethical behavior among their colleagues or to report any potential violations through the appropriate channels.
ETHICS LINE

To identify, analyze and resolve any potential breaches of the Code of Conduct, Nexa has an Ethics Line, which can be accessed by internal and external parties. The Ethics Line can also be used to report any issues that go beyond the Code of Conduct, including, for example, breaches of specific laws.

The Ethics Line is designed to be impartial and transparent and guarantee the confidentiality of the information, safeguard the identity of anyone accessing the Ethics Line and promote a better environment for all. One can use the Ethics Line to request clarification on compliance-related issues or to report potential breaches of the Code of Conduct or any compliance-related policy, procedure, law or regulation.

You can access the Ethics Line by phone or through the website, where you can make a complaint (anonymously if preferred), ask questions or follow up on a previously made complaint. Information on the different ways to access the Ethics Line can be found at https://www.nexaresources.com/ethics-line.

All complaints made through the Ethics Line channels are automatically forwarded to a qualified and independent external entity for preliminary classification and subsequent forwarding to the Conduct Committee, which is responsible for addressing complaints, conducting investigations and recommending appropriate corrective actions, if necessary.

Complaints related to financial crimes, fraud, bribery in business transactions or acts involving employees, suppliers and business partners should always be accompanied by supporting facts and data and will be reported to Nexa’s Audit Committee as well. Depending on the cases reported in the Ethics Line and the results of the investigation, some cases must also be reported to the corresponding authorities.

This Ethics Line is available in several languages, including Portuguese, English, Spanish and French (only by phone).

As mentioned before, additional information on the Ethics Line procedures can be found on Nexa’s website at https://www.nexaresources.com/ethics-line.

What we expect from you

As a dedicated channel for reports, complaints and information related to the Code of Conduct and other Compliance Policies and Procedures, the Ethics Line should be used responsibly and seriously.

If you experience a situation that causes you to question the appropriate response or conduct, or if you do not agree with an action or approach taken by a colleague, you should first talk to your immediate superior. However, in situations where the circumstances make reporting to your immediate superior or unit manager uncomfortable or inappropriate, you can seek advice from the Human Resources area, the Compliance and/or the Legal area or, if you feel more comfortable, you can send the question directly through one of the channels of the Ethics Line.

EXAMPLE

I am worried that my immediate superior or even my manager would punish me if they learned that I contacted the Ethics Line about an issue.

Nexa rejects any form of retaliation, discrimination or sanction made against anyone who exposes a genuine concern. All allegations of retaliation, discrimination or sanction will be thoroughly investigated. The retaliation, discrimination or sanction will result in disciplinary action, which could include dismissal. Therefore, we hope you use the Ethics Line service and report if you are concerned about a certain type of conduct or if you are ever subjected to any form of retaliation, discrimination or sanction.
The Conduct Committee is an executive committee whose members include Nexa’s CEO and those responsible for the Compliance, Legal, Human Resources and other areas, as needed. In any case involving any member of the Senior Management Team, the Conduct Committee will forward the issue to the Audit Committee and the Board of Directors in order to ensure the independence of the process at all times.

To the extent that Nexa’s President and Chief Executive Officer, Senior Vice President of Finance and Chief Financial Officer, Principal Accounting Officer or Controller (or any person who performs similar functions), as mentioned in the paragraph above, the Conduct Committee shall report such a potential violation to the Investor Relations and Legal teams for appropriate disclosure to regulatory authorities.

In addition, all other complaints received by the Ethics Line are reported to the Conduct Committee, which is responsible for determining and ensuring the implementation of any necessary measures in response to a breach; promoting the periodical review and update of the Code of Conduct; making administrative decisions in cases involving serious breaches; issuing recommendations in situations involving potential conflicts of interest between related parties; and ensuring the existence and maintenance of the Ethics Line as a permanent and direct communications channel to the Conduct Committee. The Conduct Committee will report to Nexa’s Audit Committee and Board of Directors regarding complaints that could have a significant impact on Nexa’s financial, legal, reputational or other status. Depending on the facts and the results of the investigation, some cases may also be reported to the corresponding authorities.

In this way, if the Conduct Committee receives any information concerning any action or other matter that would constitute a material departure from a provision or procedure of the Code of Conduct, that waiver shall be disclosed in compliance with applicable laws and regulations of the countries in which Nexa conducts its operations and the rules of all self-regulatory organizations and all securities exchanges on which Nexa’s securities may be listed and/or traded.

To promote the dissemination of the Code of Conduct, oversee the implementation of disciplinary measures and ensure the ethical culture in all our businesses, Nexa has a Conduct Committee, made up by people prepared to handle issues related to possible deviations of conduct, acts prohibited by law, and general integrity issues.

What we expect from you

We expect that you will help promote respect for, compliance with and improvement of our Code of Conduct.

Knowing the mission and responsibilities of the Conduct Committee and the practices and attitudes required by this Code, you can help ensure that such practices are followed and complied with.

EXAMPLE

I reported a compliance-related concern through the Ethics Line last month, but nothing happened. I also heard that there was a Conduct Committee meeting, and I have not received any response from my report. I am disappointed with the outcome. Why should I continue to report possible issues in the future?

All reports and issues made through the Ethics Line undergo an analysis process that searches for all available data. Some cases will take longer to investigate than others. For privacy reasons, we will not keep you up to date about the exact outcome of an issue raised. However, if you consider that the subject was not properly addressed, you can get in touch again with the service to check the progress of your issue.

To promote the dissemination of the Code of Conduct, oversee the implementation of disciplinary measures and ensure the ethical culture in all our businesses, Nexa has a Conduct Committee, made up by people prepared to handle issues related to possible deviations of conduct, acts prohibited by law, and general integrity issues.
What we expect from you

If you witness or know about any breach of the Code of Conduct, or Nexa’s Compliance Program in general or any other matter about which you feel uncomfortable, you should report the issues immediately to your direct superior.

If the breach involves your supervisor or you feel uncomfortable reporting to him/her for any reason, you should contact your unit manager or the Human Resources or Compliance or Legal area. Remember that you may always directly access the Ethics Line.

In all cases, you will be expected to cooperate with possible investigation into any reported breach.

Depending on the nature of the complaint, an internal investigation may be conducted by the appropriate team and in full compliance with established protocols and procedures.

Examples

I see that a series of internal policies are not fully complied with. I have discussed the issue with my superior; however, he said that some actions are cultural traditions and therefore, in Nexa, we do not comply with these internal policies. Is this a breach of the Code?

Yes, internal policies determine the roles and responsibilities of individuals in the activities they carry out. Failure to comply with a policy is a breach of the Code. If you are aware of a policy that is not being complied with, and your superior is not interested in helping you, you should report it to your unit manager, the Human Resources, Compliance and/or Legal area or through the Ethics Line.

Failure to comply with the Code is inappropriate and viewed as a serious issue that should be reported and handled and that could lead to disciplinary measures.
DISCIPLINARY MEASURES

Disciplinary measures may be applied in situations in which a behavior is not in accordance with Nexa’s required standards.

The Conduct Committee is responsible for reviewing any situation involving a breach of the Code and, taking into consideration the severity of the breach as well as other relevant circumstances, determining the appropriate response which may include disciplinary measures, including but not limited to:

1. Oral or written warning,
2. Suspension,
3. Dismissal with or without just cause.

Please note that if the actions are not only violations to the Code, but also illegal, such violations may also be reported to the corresponding authorities.

Disciplinary measures should be imposed as soon as possible after the conclusion of the investigation, with the involvement of the Legal and Human Resources areas as well as the Management of the area involved.

What we expect from you

If you believe that a particular policy of Nexa has ceased to be effective, you should inform your immediate superior and request a review of this standard, which should then be reviewed by the competent area.

If you cannot comply with a standard for lack of infrastructure or adequate resources, you should request guidance from your superior. Then, he/she should escalate the case to an appropriate level of the organization, through the Compliance, Legal and/or Internal Audit areas, for a solution.

People may engage in inappropriate or unacceptable behaviors if they do not have complete and up-to-date information about expected standards of conduct, do not understand that information or are under pressure to complete an activity. We hope that you understand what the Code expects from you and that you help people who might be confused or lack understanding of these expectations.

EXAMPLE

A co-worker was dismissed for a breach of an internal policy but another employee acted similarly and received only a warning. How does the Conduct Committee make its determinations? Was this a case of injustice?

The breach of any internal policy is taken seriously at Nexa. The Conduct Committee strives to have the same measures implemented for similar cases; however, each case is handled individually, according to the information provided and the conduct of individuals in the past. Bear in mind that the recurrence of undesired conduct could lead to the imposition of more drastic or severe measures.
Employees and the Work Environment

INTERNAL RELATIONSHIPS

RELATIONSHIP WITH SHAREHOLDERS

CONFLICTS OF INTEREST

HARASSMENT

HEALTH, SAFETY AND ENVIRONMENT

USE OF ALCOHOL AND DRUGS, WEAPONS POSSESSION, SALE OF GOODS AND INAPPROPRIATE CONTENT

CHILD OR SLAVE LABOR

CONFIDENTIALITY OF PRIVILEGED AND STRATEGIC INFORMATION
INTERNAL RELATIONSHIPS

Nexa believes that a pleasant work environment, with competent people, valued and engaged, enhances our outcomes. We aim for a diverse and inclusive environment that values innovation and does not tolerate any kind of disrespectful or discriminatory behaviors. We provide a respectful and fair work environment, with opportunities for professional growth.

In relation to family relationships among employees, it is prohibited to hire or maintain relatives in positions with direct hierarchical relationship or who report to the same immediate superior. In the case of a Nexa’s employee who has a serious personal relationship (such as marriage, engagement, etc.) with another employee, the situation must be reported promptly to the Human Resources area, and the employees may not hold direct hierarchical positions with one another. Specific cases should be handled by the Human Resources and the Compliance areas.

Upon hiring, a new employee will be required to state his/her relationships with any employee of Nexa, independent of their respective hierarchy levels, in order to identify any family relationship and any possible conflicts of interest.

In areas with greater possibilities of hiring a relative of an employee because of labor scarcity, the matter should be discussed with the Human Resources and the Compliance areas.

To be clear about what is considered to be family relationships, please consider the following definitions:

» First degree relatives are: spouses, fathers, mothers, and children.
» Second-degree relatives are: siblings, grandparents and grandchildren.
» Third degree relatives are: uncles, nephews/nieces and cousins.
» First degree in-law relatives are: fathers/mothers-in-law, sons-in-law, daughters-in-law, stepmothers/stepfathers and stepchildren.
» Second degree in-law relatives are: brothers/sisters-in-law.

What we expect from you

In the context of our internal environment, we expect you to pay attention to and ensure:

» Equal access to opportunities, according to the criteria of the Mobility Program, aimed for promoting internal mobility, for employees to be exposed to new challenges.
» Respect in all personal relationships, regardless of the position.
» Respect for employees’ functional assignments, being careful not to override them.
» Transparent relationships, communicating any activities or situations that could lead to conflicts of interest (read more in the chapter “Conflict of Interest”).

EXAMPLE

We are carrying out a recruitment process for a position that involves extensive travel. One of the candidates is a mother of twins and despite having excellent experience and qualifications, I do not think she will be able to handle all the travelling. Thus, should I exclude her from the list of finalists so she does not waste her time?

By making that assumption, you are breaching our Code and also the law. You should not discriminate or make assumptions about candidates based on their personal attributes, such as their family responsibilities. Our hiring is based on merit. Therefore, you must provide all candidates with the information related to the travel requirements of the position. Then, the applicant can decide if she can meet those obligations or not.
RELATIONSHIP WITH SHAREHOLDERS

Any transaction with a related party, including our shareholders, should be carried out with transparency, the consent of Management and always under fair market and arms’ length conditions.

See more about transactions with related parties in the chapter addressing “Conflicts of Interest”.

Any communication with shareholders especially that involving information concerning Nexa’s performance, must be transparent, impartial and timely.

More specifically, each person involved directly or indirectly in preparing Nexa’s financial reports and other public documents filed with or submitted to regulators, including SEC filings, should be familiar and comply with the disclosure requirements applicable to Nexa as well as Nexa’s internal disclosure controls and procedures. This will help ensure that Nexa’s financial reports and other public documents filed with or submitted to regulators comply in all material respects with applicable laws and regulations, including without limitation the applicable laws and regulations of Luxembourg, Brazil, Peru, the United States, and Canada, and the rules of all self-regulatory organizations and all securities exchanges on which Nexa’s securities may be from time to time be listed and/or traded.

In the performance of his or her duties, each person is prohibited from knowingly misrepresenting facts or causing others to misrepresent facts about Nexa to others, whether within or outside Nexa, including the Company’s external auditors, shareholders, governmental regulators, and self-regulatory organizations.

In addition, each person having direct or supervisory authority regarding Nexa’s financial reports and other public documents filed with or submitted to regulators, including SEC filings, should, to the extent appropriate within his or her area of responsibility, consult with other officers and employees of Nexa and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely, and understandable disclosures.

EXAMPLE

We are performing a bid for contracting environmental professional consulting services and one of the companies participating in the process has an officer with a family relationship with one of our shareholders. How should I proceed?

As long as the bidding process is conducted in full accordance with Nexa’s contracting policies and procedures, a company that has an officer with a family relationship with one of our shareholders or with one of our officers could participate in the process and eventually be hired, if it is decided, following such policies and procedures, that it is the best choice for Nexa.

It is also important to make sure that your supervisor and the Legal and Compliance areas know about this situation so they can double check that the contracting process is done in accordance with Nexa’s contracting policies and procedures.

What we expect from you

Each person must comply with the rules of the relationship with shareholders, including communications made to the securities markets.
CONFLICTS OF INTEREST

A conflict of interest in an employee-company relationship occurs when the employee uses his/her influence or performs acts with the intent to benefit private interests rather than those of the Company.

Situations could arise where an employee’s position or his/her considerations, financial interests or other personal interests affects, has the potential to affect, or seems to affect, his/her own judgment and independence.

In your day to day activities, you could face decisions that may pose a real, potential or perceived conflict of interest. In this respect, it is important to understand the situations in which you, a colleague or a third party could have or seem to have a conflict of interest. You are obliged to make impartial decisions, excluding your own personal or financial interests or those of others that somehow could affect your own judgment.

Some common conflicts include:

» Seeking, granting or maintaining business opportunities for personal gain or for the benefit of relatives or close friends.
» Investing directly or indirectly in assets/companies that have been contracted to carry out business with Nexa.
» Receiving money, property, services or other personal benefits, directly or indirectly, from suppliers or third parties who are carrying out business or proposing business to Nexa.
» Improperly influencing the outcome of a bidding/tender involving supply proposals.

What we expect from you

You must be able to recognize situations in which you face a real, potential or perceived conflict and refrain from influencing or making the decision.

You should avoid negotiations which cause or appear to cause conflicts of interest, separating yourself from any decision-making process that influences or could be perceived as influencing your ability to make an objective decision and fulfill your responsibilities.

If you identify any potential, real or apparent conflict of interest that could involve you directly or indirectly, you should report it to your direct supervisor. Before providing any authorization to proceed, your direct superior shall ensure that the issue has been properly reviewed by the Legal and the Compliance areas and the business area involved in the potential conflict.

If you identify any actual conflict of interest that may involve you or another employee, you may also report it to the Ethics Line and provide all the information regarding the situation.

EXAMPLE

I am the Manager of the Environmental area and my wife works for a consulting company that provides services in this area. I am not satisfied with the current company that advises us and think that the company where my wife works could be our provider of services, as they offer something different. Can I go ahead and contract with the company where my wife works?

No. In our relationship with suppliers and partners, a series of procedures need to be carried out and reviewed, including a due diligence process. If you have a suggestion to change a supplier, talk with your supervisor and then you can both go to the Supply Chain area to request the change. This area can then evaluate the alternatives, including the company where your wife works, if applicable. Also, since you are in a conflict, you should get the advice of the Legal and the Compliance areas, step out of the process and let the contract team follow the supplier flow.
HARASSMENT

Harassment refers to verbal or physical conduct that humiliates, discriminates, coerces, or threatens employees, regardless of hierarchical level.

This refers also to the creation of a hostile work environment that interferes in the individual performance or affects the dignity and the working conditions of those involved.

No harassment is tolerated whether derived from authority, sexual, moral or otherwise, or situations that feature disrespect, intimidation or threat in the relationship between employees, regardless of their hierarchical level. Also, Nexa does not tolerate improper professional behavior including, but not limited to, inappropriate jokes, insults or insinuations, disrespectful treatment of subordinates, colleagues or any kind of persecution of employees, customers, suppliers, visitors, or others through explicit or disguised threats or by exercising an arbitrary position of power and/or authority.

What we expect from you

We expect you to treat everyone with respect and dignity, promoting a working environment free of harassment.

Therefore, never behave in a manner that is offensive, insulting, intimidating, malicious or humiliating. Make no jokes or comments about the race, ethnicity, religion, gender, sexual orientation, age, appearance or disability of a person. Never distribute or display offensive material, including photos or inappropriate drawings. Never use Nexa systems, facilities, or equipment to transmit offensive material internally or externally.

EXAMPLE

In our last area meeting, a colleague of my team asked a question, and our manager said that this was the kind of nonsense question that he would expect from that colleague. This was not the first time our manager has behaved this way. Everyone comments about this behavior, but nobody feels comfortable taking action. What should I do?

In addition to being recurrent, your manager’s attitude seems to make everyone uncomfortable, including your colleague. If you think it is appropriate, ask your colleague how he or she felt at that time, sharing with him/her that you consider this behavior inappropriate. Encourage him/her to talk to the manager or someone about the manager in your team hierarchy. If necessary, recommend using one of the channels of the Ethics Line.
HEALTH, SAFETY AND ENVIRONMENT

The health and physical integrity of employees and the protection of the environment are priorities for Nexa, and are above any economic or production objectives.

One of the most important practices to be followed by all our employees are those related to the 12 Golden Rules that establish clear procedures for specific risk situations. Each one of us is responsible for knowing these rules as well as the policies, procedures and practices related to health, safety and environment and strictly fulfilling them. You can find such policies and procedures in Nexa’s internal management documents system (“GQI”).

We are transparent in handling all information concerning the health, safety and the environment that could have a significant impact on our employees, the communities or the environment.

With respect to safety, we must always be vigilant and ensure our personal health and physical integrity and those of our co-workers. It is very important that each of us takes responsibility in the prevention of accidents in the workplace. Additionally, by taking care of the physical integrity of our facilities and technical equipment, we avoid possible risks of accidents.

With respect to environment, we should always look for a preventive approach to environmental challenges, seeking constant development of practices and technologies that do not harm the environment. It is part of our culture to seek preservation opportunities, so we can provide lasting environmental benefits.

What we expect from you

We expect you to identify, assess and take steps to control health and safety risks associated with your work and the work of others you work with. In this respect, it is imperative that you stop immediately any work that seems unsafe. Be sure that everyone around you is wearing the required personal protection equipment and that you know how to use it in case of any emergency.

If you discover any conduct that could result or has resulted in actual or potential negative environmental or community impact, immediately report the incident or conditions to your supervisor, and, if it can be done without further risk, stop any related work. You should encourage our suppliers, partners and customers to implement responsible practices to eliminate unsafe practices and minimize environmental impacts.

EXAMPLE

In my day-to-day activities, sometimes I see my colleagues forget their safety equipment, even when working at hazardous heights. I have explained my concern to my immediate superior; however, he thinks that requiring the use of such equipment is sometimes disproportionate. What should I do?

All safety procedures are necessary and should never be compromised. You should consider first stating your concerns to your supervisor. If you feel uncomfortable in doing so, or have not been successful in the attempt, you should discuss the issue with the leader of the area or business unit, or with the Human Resources area. If the problem remains unresolved, contact the Ethics Line.
USE OF ALCOHOL AND DRUGS, WEAPONS POSSESSION, SALE OF GOODS AND INAPPROPRIATE CONTENT

The ingestion of alcoholic beverages during business hours or the performance of professional activity under the influence of alcohol is forbidden.

The use of alcohol on Nexa’s premises is also forbidden. When applicable, the consumption of alcoholic beverages is restricted to celebrations authorized by the responsible director, outside the work environment, always with moderation and ensuring that the consumption will not influence any kind of behavior that will breach the guidelines of this Code.

The use or possession of drugs is prohibited. Employees may not perform professional activities while in an altered state that could affect the safety and performance of the employee and/or his/her co-workers.

No weapon is allowed in Nexa’s facilities other than those carried by the professionals expressly authorized and subject to local legislation.

The marketing and exchange of private goods or services on Nexa’s premises, as well as the exchange, storage or use of obscene, pornographic, violent, discriminatory, racist, or defamatory content that disrespects any individual or entity are prohibited.

What we expect from you

Do not offer or consume any alcoholic beverage or drugs in any workplace. Never perform any work when you are under the influence of alcohol or drugs (illegal, legal or prescribed). We expect that you inform your immediate supervisor in case you are not feeling well and safe to perform your work due to the use of any drugs, even if they are prescribed, and alcohol or if your coworker is in such situation.

Never carry, use or transfer drugs, weapons, or illegal substances while on the premises of Nexa, its units or offices.

EXAMPLE

At the end of the year, a series of celebrations are held between the work teams, in addition to the year-end celebration. Can I drink alcohol in these celebrations?

If you are returning after the celebration to a workplace or office, you must not drink alcohol.
CHILD OR SLAVE LABOR

We seek to conduct our business in a manner that respects the human rights and dignity of all people. Nexa supports the elimination of human rights abuses such as child labor, human trafficking and forced or slave labor.

To that end, Nexa does not employ or use, directly or indirectly, any kind of forced labor, slavery, or labor performed in degrading conditions, with workers submitted to or forced to illegal employer domain conditions or contrary to human dignity.

Moreover, Nexa does not allow the use of child labor or any form of sexual exploitation of children or adolescents within its companies and its suppliers (including subcontractors) and business partners.

The Company can hire minors, aged between 16 and 18 years, within the legal conditions of work as apprentices, according to the laws of every country where Nexa operates, as long as this hiring does not disrupt their education and training or their physical, mental, social and moral development. Minors are not allowed in dangerous or unhealthy places, or to work at times that do not allow their school attendance or at night, between 10 pm and 5 am.

What we expect from you

We expect you to immediately report if any work situation is identified involving the cases mentioned above, for Nexa’s employees or third parties.

EXAMPLE

I was in one of our mining units and one of the employees told me he had been working for forty-eight hours without stopping and was very tired. What should I do?

You should report the case to the employee’s supervisor so he/she can take appropriate actions. If the situation remains or becomes a habit, you should report it to the Human Resources, Legal, Compliance areas or to the Ethics Line as soon as possible.
CONFIDENTIALITY OF PRIVILEGED AND STRATEGIC INFORMATION

The confidentiality and privacy of Nexa’s information as well as that of its employees, customers, suppliers and business partners should be respected.

In some cases, the use of this information could even breach domestic and international laws and regulations, especially if it is used for your financial benefit or for other personal benefits.

Inside or privileged information is material information on a company that normally is not available to the general public and must be handled with the appropriate rigor and confidentiality.

Strategic or confidential information is not known by the market, and its disclosure, whether motivated for personal gain or even out of context in a comment to a colleague, could affect the Company’s operations and for this reason is forbidden.

Examples of such information includes personal data of Nexa’s employees, financial results, acquisitions and sales, industrial secrets, investments and related matters.

What we expect from you

You have the responsibility of preventing anyone accessing such information, redoubling the care of documents and materials left on desks, in drawers and cabinets, or on unsecured electronic devices.

If you have, because of your position or your responsibilities, access to strategic or confidential information, it shall not be transferred to third parties (including family members and colleagues), and you should not buy or sell securities or stocks of the Company based on such strategic or confidential information. For more information, please consult Nexa’s Insider Trading and Disclosure policies, available at Nexa’s website.

EXAMPLE

I heard my manager talking about the possible purchase of a business that was not planned, but it looks like a great opportunity. No one else talked about this. Can I tell my colleagues who are also working at Nexa?

This may be inside or privileged information about Nexa that is not available to the public and should not be shared with your co-workers. If you tell your colleagues and they use this information for any gain, financial or not, you and your colleagues will be in breach of the Code and related policies and procedures and could suffer the consequences for misusing this inside or privileged information.

You should tell Compliance and/or Legal areas what you heard and ask for guidance on the confidentiality of this information.
Relationship with Outside Groups

RELATIONSHIP WITH BUSINESS PARTNERS

RELATIONS WITH THE COMMUNITY

RELATIONSHIP WITH GOVERNMENT

POLITICAL PARTICIPATION AND DONATIONS

RELATIONSHIP WITH SUPPLIERS

GIFTS, ENTERTAINMENT, AND HOSPITALITY

PRESS

IMAGE AND REPUTATION
RELATIONSHIP WITH BUSINESS PARTNERS

For this reason, our Code must also be a reference to our partners in carrying out their business with Nexa or on behalf of Nexa, where relevant.

If you deal with our business partners on a regular basis, make sure they know and act in line with the principles set forth herein.

Trade partners or business partners are all those entities and individuals which Nexa contracts directly or indirectly, including agents, brokers, intermediaries, advisors, consultants, representatives, travel agents, customs or visa agents, tax consultants, lawyers, attorneys in fact, accountants and lobbyists.

Nexa understands the importance of its business partners in its operations. Any inappropriate conduct by our partners could have a negative impact on our image and reputation and potentially expose us to civil or criminal liability or other penalties.

What we expect from you

Every business partner should go through a due diligence process before it begins working for or on behalf of Nexa. The objective of this process is to confirm relevant facts about the business partner’s reputation, experience, and past performance. In addition, following the contracting policies and procedures (which are available at Nexa’s GQI), the Supply Chain area should also make sure that the prospective business partner is competent and qualified to carry out the job for which it is being contracted and that the requested compensation is appropriate.

In general, you should comply with Nexa’s policies and procedures related to business partners, including completion of the Supply Chain area’s risk-based due diligence process before contracting. Once a relationship with a business partner has been established, you should continually monitor and evaluate their performance, including carefully checking invoices and reporting any suspicious or excessive charges.

EXAMPLE

One of our units will sign a commitment to compensate for the impact caused by an environmental incident. The environmental consultant contracted to work with us in negotiating with local officials is doing a great job, but his fees seem to be higher than I expected, and he recently asked for an advance. What should I do?

You should be familiar with the agreement that was negotiated through the Supply Chain area and ensure that the environmental consultant’s fees and methods and means of payment are consistent with the terms of that agreement. If you are aware of or suspect any misconduct in connection with the advance request, you should ask the consultant why an advance is necessary and make sure that the agreement has the appropriate anti-corruption clauses. You should also consult with the Compliance, Legal and Supply Chain areas to ensure that the agreement terms are competitive and to help you deal with this matter with the environmental consultant.
Our activities have a significant impact in the regions where we operate.

Therefore, it is essential to have proper knowledge of all stakeholders, their needs and how we intervene and impact their way of life.

We are committed to the economic, cultural and social development of the communities where we operate. All of us should be committed to act according to our Values and maintain open channels of dialogue with all the communities in the regions in which we operate.

When committing to a social development project, we must be sure that it is aligned to Nexa’s sustainability planning, as well as to the law applicable to that type of incentive.

What we expect from you

You shall respect, above all, the cultures and different business customs of the communities and countries where we operate, provided that they are not in conflict with this Code or the law.

Always try to identify and consider the interests and expectations of all stakeholders, especially those most affected by our operations, considering their opinions in our decision-making processes.

EXAMPLE

A member of my team proposed that Nexa support the remodeling of a local school. What should I do?

Any social investment should be considered and approved according to the sustainability guidelines of the Company. You should first consider sharing the idea with your supervisor, the manager of your unit, or a Human Resources representative.
RELATIONSHIP
WITH GOVERNMENT

Any formal relationship with a governmental entity, including municipal, state and federal agencies, or an employee thereof should always be established in writing and in accordance with Nexa’s Anti-Corruption Policy. The Legal Area can provide additional guidance on such relationships.

Whenever a request is submitted by a government representative, including inspection processes, submission of annual reports and requests for clarification, you should immediately notify the Legal and Corporate Affairs areas. Unless the Legal or Corporate Affairs area advises otherwise, you should adopt a collaborative approach with the government representative, helping him/her to receive all the documents necessary to monitor and evaluate Nexa.

If you represent Nexa in government affairs or with government representatives, you should ensure that you have authorization for such representation by the Legal and Corporate Affairs areas and comply with all applicable laws and regulations and Nexa’s Anti-Corruption Policy.

In addition to complying with the requirements above, while representing Nexa in public affairs, you should not give, receive, promise, request or offer any gifts, benefits of any nature or favors from/to government representatives, in order to obtain any kind of improper benefit or advantage for Nexa, yourself or any other person or entity. Likewise, you should not engage in undue negotiation, agreement or relationship with a government representative that could violate any anti-corruption law or regulation, even if it does not involve the payment of gifts or benefits, nor should you be involved in trafficking of influences (real or perceived) involving government representatives, either paying someone to use such influence for the benefit of Nexa or another person or entity; or offering those influences in exchange for an undue benefit.

Facilitating payments or urgency fees (such as payments intended to accelerate or ensure the performance of routine non-discretionary actions) are strictly prohibited.

1. Government Representative: Includes any officer or employee of any local or foreign government/state (whether at the national, state/provincial, or local level);
   - public servants included in the administrative career belonging either to the Executive, Legislative or Judicial branches, including judges, prosecutors, arbitrators, members of administrative tribunals, judicial secretaries, specialists, jurisdictional/administrative assistants, witnesses, translators, interpreters or similar servers;
   - public officials or servants from autonomous constitutional organizations;
   - persons who hold political offices or positions of trust, including persons that come from a popular election;
   - persons who, regardless of their work regime, have a labour or contractual relationship of any kind with State or government entities or bodies;
   - officer or employee of any international public organization (e.g., the United Nations, World Bank, or International Monetary Fund, etc.);
   - officer or employee of any department, agency, or instrumentality of any government, including ambassadors, officials or employees of departments/agencies such as customs, immigration, environment, mines, energy and other regulatory agencies or of any public international organization;
   - officer or employee of any government-owned, government-controlled company or entity or mixed economy companies regardless of the participation and level of government control over the company;
   - administrators and deposits appointed by a public authority to guard goods or assets (even if they belong to private individuals) in the framework of a judicial or administrative proceeding;
   - members of the military forces and police personnel;
   - officials appointed, elected or proclaimed by competent authority to perform activities or functions in the name or service of the government/State or its bodies or entities;
   - candidate for public office;
   - political party;
   - political party official;
   - anyone, whether a private person or otherwise, acting in an official, administrative, judicial, or legislative capacity on behalf of any of the above or of any government entity;
   - whether or not such person purports to act in a private capacity or serves in his/her capacity without compensation.

What we expect from you

Before engaging or dealing with any government representative, ensure that you have the appropriate authorization(s) and guidance from the Legal and Corporate Affairs areas. Be truthful, accurate, cooperative and courteous when dealing with government representatives and act in compliance with the requirements of this Code and Nexa’s Anti-Corruption Policy.

Except under extreme or extenuating circumstances, every conversation with a government representative should involve the participation of at least two employees of Nexa in a location that is appropriate for professional activities, such as an office or conference room. The institution of any legal proceeding should be immediately reported to the Legal Area, which will provide guidance on how to proceed.

EXAMPLE

I received a couple of corporate tickets to a high level sporting event. I am waiting for the approval of the extension of an important license for one of our operations and know that a government official involved in the approval is a fan of one of the teams involved in the sporting event. Can I invite the government official to the event?

No, you should not offer these tickets to the government official because in doing so, you could create a conflict of interest with the public official and may breach our Anti-Corruption Policy since your behavior could appear to have the objective of obtaining an undue advantage. The government representative’s decision regarding the license should not be influenced or appear to have been influenced by anyone associated with our Company.
In relation to political donations, employees are forbidden from making any contribution in cash, goods or services to political campaigns or causes on behalf of Nexa.

Nexa will not make any political donations or participate in its corporate capacity in any political activity. Nexa respects the individual rights of employees to engage in civic affairs and participate in political processes. However, such participation should occur during employee’s free time and at his/her expense. In this situation, the employee should make clear that any statements made or public positions taken are done so in a personal capacity and do not necessarily reflect the opinion or position of the Company. It is strictly prohibited to use Nexa resources, space or image of Nexa to advance any personal political or policy interests.

What we expect from you

Never use or allow the use of any of Nexa’s goods or resources for any political campaign, political party, political candidate, elected government official or any organization affiliated thereto. Never use your position in Nexa to try to influence another person to make contributions or to support any politician or political party.

EXAMPLE

There is a political event near our unit and the organizers asked us if a booth could be set up in an area belonging to Nexa. We will not support the event in any other way, just let them set up the booth in our area. Could we do this?

No, we will not use our assets or resources for campaigns or political activities. You shall inform the party that they will need to find an alternative site for the event. If you do not feel comfortable rejecting their request, bring it to your supervisor for him/her to handle or escalate, as appropriate.
RELATIONSHIP WITH SUPPLIERS

Nexa’s suppliers follow contracting policies and procedures that use clear, impartial, non-discriminatory criteria.

As such, every decision must have technical and economic support, and improper favoritism of any kind is prohibited. When choosing a supplier, you must take every appropriate precaution and recuse yourself from participating in any decision where you may have a conflict.

Misconduct by third parties could harm our image and expose Nexa to financial and/or legal risks. Therefore, it is very important that our suppliers and partners undergo an assessment, as established in the contracting policies and procedures, through which we can determine their suitability and ascertain the rigor of their controls, policies, procedures and practices related to human rights and compliance with laws, including those relating to bribery and kickbacks, and relevant regulations.

Our relationship with suppliers should be based on trust, mutual respect, openness, fair balance of interests and equal opportunities, and both parties should understand that the protection of social and environmental standards are important for mutual, lasting and successful cooperation.

Notwithstanding the corresponding legal sanctions, Nexa’s contracting policies and procedures, which must be complied with, establish that the Company retains the contractual right to terminate any business relation based on a breach of the Code of Conduct. Likewise, no retaliation against a supplier will be allowed or tolerated if he/she reports in good faith any concern about illegal conduct or breach of the guidelines set forth in this Code of Conduct.

What we expect from you

Before contracting a supplier or signing an agreement or other commitment, the Supply Area should carry out an appropriate risk assessment and business analysis, including an evaluation of the potential supplier in relation to health, safety, environment and community performance, reputation, conduct, integrity, qualifications, experience, reliability, compliance with laws and regulations (including but not limited to anti-corruption laws and regulations), solvency and ability to fulfill our needs and policies.

The Supply Chain area will also make sure that all the appropriate procedures are followed, obtaining all proper internal approvals including from the Legal area which will ensure, among other things, the existence of all necessary contractual clauses.

It is essential that Nexa employees monitor and manage the performance of contracted third parties and their compliance with their contractual obligations.

EXAMPLE

I really like a supplier we have used for years. They understand our business and already know our Code and our policies. Lately, their invoices seem to be very expensive. Is it just inflation, or should I take action?

As established in Nexa’s contracting policies and procedures, all supplier prices should be agreed upon in advance, either through quotes or contracts, and a purchase order must be issued before starting any work.

As part of these procedures, the Supply Chain area provides several quotes to ensure that prices are competitive. The area responsible for the service being performed should make sure that the charged price is the one negotiated by the Supply Chain area through its contracting policies and procedures. In this way, all the invoices should be checked for accuracy and price, including proper documentation before they are accepted for payment.
GIFTS, ENTERTAINMENT AND HOSPITALITY

While the receipt or provision of gifts, hospitality or entertainment may be a legitimate way of building good business relationships, such practices are prohibited by Nexa, with a limited exception for institutional gifts of insignificant value, such as pens, notebooks and similar, that display company logos. If any gift is received that exceeds the characteristics described above, you should return it and immediately inform your superior. If you have any questions, please contact the Compliance area.

Before accepting an invitation to attend a course or domestic or international conference, you must secure the formal approval of your manager or director who has the responsibility of evaluating the existence of a possible conflict of interest and informing the Compliance area, which will verify the fairness in the whole process. Invitations to such events will only be accepted if Nexa pays for the travel, hotel and other expenses. It is important that these invitations are never used to influence decision-making and, if accepted, the greatest rigor is required not to give the appearance that there has been any undue influence.

It is prohibited to request, accept, offer or provide hospitality or entertainment with the purpose of improperly influencing any commercial decision affecting Nexa or securing any undue advantage for yourself. Nexa or any other person or entity. In general, you should refuse offers for paid travel and accommodation. If there is a valid reason to attend an event or course, Nexa shall pay any travel and/or accommodation expenses.

Invitations to events with expenses paid by customers, suppliers, government agencies and others should only be accepted if Nexa pays for the travel, hotel and other expenses, if they meet the legitimate business purposes of the Company, when there is a real opportunity for business contact development, where other invitations have also been extended to professionals from other companies and if a formal authorization from your manager has been obtained after evaluating that there is no conflict of interest.

What we expect from you

You should take extreme care when dealing with travel, hospitality and gifts and should not accept or offer gifts, with a limited exception for institutional gifts. An institutional gift is an item with no commercial value or with a market value below US$25.00 (twenty five dollars) or its equivalent in local currency, distributed as a courtesy, promotion, or advertisement. To qualify as an institutional gift, the item must contain the logo of Nexa or of the legal entity that granted the institutional gift to the employee (examples include calendars, key chains, pen drives, pens).

In this way, you protect the reputation of Nexa as well as third parties against allegations of improper behavior, also ensuring compliance with domestic and foreign anti-corruption laws.

If you receive something of value which cannot be returned for some reason, you should report and deliver it to the Human Resources area which will evaluate its donation to a charitable organization or its raffle to all employees. You should write the offeror a letter thanking him/her for courtesy and explaining that Nexa’s compliance rules prevent you from accepting such items, so the gift has been passed to the Human Resources area.

Be aware of different cultural traditions and expectations and, if in doubt, ask the Compliance area.

EXAMPLE

I received an invitation from a supplier to watch the football game with my husband. Can I accept?

No. The receipt of any form of entertainment, such as tickets for a football game is prohibited.
PRESS

Contacts with the press will be carried out exclusively by designated spokespersons. It is forbidden for unauthorized employees to contact the press or speak to the press on behalf of Nexa.

Contact with media professionals should not be treated, under any circumstances, as a business relationship, and therefore it does not involve favors or payments of any kind.

Nexa adopts a clear and objective position in disseminating information and seeks to meet the interests of the parties involved. Employees should not disclose confidential or untrue information in the press.

For more information, please consult Nexa’s Disclosure Policy, available at Nexa’s website.

What we expect from you

Review the Disclosure Policy which states who can make public statements on behalf of Nexa and make sure that all public communications are complete, transparent, accurate, understandable and timely and that all relevant approvals are obtained before making a public announcement.

EXAMPLE

A reporter from a local newspaper asked me some questions about Nexa. I can answer these questions very easily. Should I talk to him?

You should not talk to the press on behalf of Nexa unless you have been specifically authorized to do so by the Communications area. If you receive a call from a journalist, explain to him/her that you are not authorized to comment, take down his/her name and contact details and report this to the Communications area.
The building and strengthening of the image and reputation of Nexa is also carried out through our dialogue and behavior with the stakeholders with whom we interact.

Therefore, our actions, in and out of Nexa, should always be in line with Nexa’s Values and Beliefs.

Participation in social media and networks should also comply with Nexa’s Values and Beliefs. Thus, the Nexa name may be linked to personal postings on social networks and similar platforms, provided that this will not compromise our image and reputation. Such postings must not relate to any repudiated conduct by the Company or contain any confidential or inside information.

As a Nexa employee, you should be mindful of your conduct in public places, whether in the circumstances of your professional activity or in situations of your private life, acting prudently and respectfully, and not putting the company or your own career at risk.

**What we expect from you**

In lectures and participation in seminars and other public events, the secrecy of confidential information about Nexa and its business should be strictly respected. Both participation and exhibition at events and the topics to be discussed must be previously approved by your supervisor, unit manager and/or the Communications area.

**EXAMPLE**

I was invited to speak at an event as a representative of Nexa. I have never lectured before. How should I proceed?

Whenever you are called to represent Nexa, you should inform your supervisor to decide whether you will attend the event. If you are authorized, look for the Communications area to help you make sure that the message you will convey is the most appropriate. Even while you may be the best person to structure the technical aspects of your presentation, the Communications area will assist you in using the logo, the image and the message we seek to transmit.
Use of Company’s Resources

COMPANY ASSETS

INFORMATION SECURITY

INTELLECTUAL PROPERTY RIGHTS AND CONFIDENTIALITY
COMPANY ASSETS

Nexa’s assets, equipment and facilities should be used exclusively in the Company’s operations and should not be used for private purposes, except in specific situations defined and approved by the Company.

No kind of software and programs should be copied from or installed on Nexa’s computers without the prior authorization of the IT area.

All forms of physical and intangible assets are included therein, such as inventory, facilities, information technology (IT) and intellectual property, as well as the Company’s data and information.

Everyone has the obligation to protect the Company’s assets and use them for their intended purposes.

We must always be vigilant and take measures to prevent the theft, misappropriation, damage and misuse of any property of Nexa. This includes not allowing physical assets to be destroyed, disposed of, sold, loaned or donated without the proper approvals. The same is true for intangible assets which should not be supplied externally without proper approvals.

What we expect from you

It is your responsibility to adequately use and protect the assets and resources of Nexa, with the proper care and handling.

EXAMPLE

Our unit has a junk pile for disposal which is becoming increasingly larger and all items will be destroyed soon. Can I sell it to a local junkyard?

Even if the items are products for disposal, they are still owned by Nexa and should not be removed without proper authorization.

If you believe that there is a viable option for the sale of these products, propose the solution and the total cost to your supervisor for further analysis.
INFOMATION SECURITY

Information should be handled with appropriate diligence and confidentiality.

Improper use of IT systems is prohibited and could expose us to a number of risks, including – but not limited to – financial, reputational and competitive risks as well as potential virus attacks and breaches of information security.

The use of pirate software (interface programs in electronics) or hardware (physical electronic equipment) is prohibited.

In general users should not expect privacy when using Nexa’s systems and resources. Nexa, at its discretion, may use and monitor any information transmitted or resident in this media. This rule covers information written or stored in electronic systems or any other associated Nexa-owned resource. It also includes technically developed information, acquired by associations, acquisitions, licenses, or purchases, or otherwise entrusted to Nexa.

Electronic systems and information technology resources are available to employees for the proper and efficient performance of their tasks. Their use for personal matters is allowed provided they do not contravene rules and internal guidelines or undermine work progress.

For employees who use Nexa’s computers, appropriate steps should be taken and safeguards implemented to protect equipment and data from access by others. The username and password information are personal and not transferable. Each employee is responsible for protecting the information in his/her computer and any other data device.

What we expect from you

Knowledge of our information security processes is everyone’s responsibility. Employees must not store Company data on personal devices.

**EXAMPLE**

I just received an email from a colleague with no reference to the subject but asking me to click on a link from a website. The email seems suspicious. What should I do?

If you receive a suspicious e-mail from a person you know, check directly with the sender before opening or answering. If the email is a scam or phishing attempt, you must inform the IT area.
INTELLECTUAL PROPERTY RIGHTS AND CONFIDENTIALITY

Everyone is responsible for treating information about intellectual property that they have access to as a result of their work with care and in a confidential manner.

Intellectual property includes trademarks, patents, industrial designs, domain names, copyrights, innovations, improvements, processes or products, designs or models, financial, business or market information, ideas, knowledge or any other non-material activity developed by Nexa or its contractors, among other items that would benefit a competitor if they had such knowledge.

The results of intellectual work and strategic information generated by the Company are the exclusive property of Nexa.

What we expect from you

Never accept or use confidential information from another person. Remember that the knowledge and information acquired during your work at the Company is still owned by the Company, even after your departure; therefore, it should not be exposed.

EXAMPLE

I would like to use the logo of Nexa on a social media site for students that will be registered in my name. Can this be done? Our brand is an important part of our reputation and needs to be protected. If you wish to use the logo, request authorization from the Communications area.
Laws and Regulations

ANTI-CORRUPTION
MONEY LAUNDERING & TERRORIST FINANCING
PREVENTION
ANTITRUST
INSIDER TRADING
Anti-Corruption

Nexa repudiates any form of corruption.

We define corruption as the intent or act of behaving unethically or dishonestly, in the pursuit of or exchange for any improper advantage or benefit for one's self or for a third party, including activities prohibited by law or regulations. This includes illegal payments of any kind (direct or indirect), bribes, kickbacks, improper gifts and preferential contracting or hiring, as well as certain charitable contributions, political donations or sponsorships that have an illicit purpose. Corruption harms society and causes political, economic, and social damage.

One of the pillars of the Compliance Program is to prevent corruption, and therefore, we have developed the Anti-Corruption Policy to guide our efforts, detailing the depth of our commitment on this issue and helping all employees to understand the types of corruption, the potential reputational, legal and financial impacts image and what must be done to avoid such activities.

Everyone is responsible for knowing and following the rules and the controls provided in our Compliance Program, as well as reporting. If you have knowledge, any questionable conduct, using the available channels.

A key element of Nexa's commitment to its anti-corruption efforts is its record-keeping requirements as well as its system of internal controls. In some cases, we are required to disclose financial reports to government agencies of the countries where Nexa operates. We must pay attention to the deadlines, transparency and integrity of information. For this purpose, Nexa maintains detailed books, records and accounts that accurately and fairly reflect its transactions. These record-keeping requirements are broad and apply to all books, records and accounts including financial records, accounting records, memoranda, documents and electronic storage devices. Nexa maintains appropriate financial controls to ensure payments made by or on behalf of Nexa are in accordance with applicable laws, regulations and our Code of Conduct.

Nexa prohibits the unauthorized destruction of or tampering with any records, whether written or in electronic form, where Nexa is required by law to maintain such records or where it has reason to know of a threatened or pending government investigation or litigation relating such records.

For additional information and guidance, please consult Nexa’s Anti-Corruption Policy, available at Nexa’s website.

What we expect from you

We expect you to be familiar with and act in accordance with all provisions of the Anti-Corruption Policy.

You also need to evaluate the risks of contracting with third parties and dealing with government representatives, as well as the risks of actions and activities that could constitute a breach of the Anti-Corruption Policy and/or applicable law. If you have any questions or doubts, consult the Policy, the Legal and Compliance areas and/or the Ethics Line before making any decision.

You should also encourage your colleagues to consult and comply with the provisions of the Anti-Corruption Policy, comport yourself and your activities with “Sense of Ownership” and take steps to prevent exposing yourself or Nexa to risks.

EXAMPLE

My manager and I have identified that we need to build a more professional relationship with government officials and improve their understanding of our local operations. One of those officials mentioned that they often socialize with other companies and receive air tickets, tickets to events and dinners in restaurants. Is this allowed?

The provision of air tickets, accommodation or entertainment could be seen as an attempt to improperly influence officials and should not occur.

Improving the understanding of government officials of our operations is a legitimate business purpose and could be reached by carrying out in legal and proper ways that do not present the risk of actual or perceived corruption; for example, with prior review and approval by the Legal area, you could arrange a visit for the government officials to the site of our local operations.

You should always comply with Nexa’s Anti-Corruption Policy as well as key legislation in force where the Nexa operates. If you have questions, contact the Legal and/or Compliance areas for further clarification.
MONEY LAUNDERING & TERRORIST FINANCING PREVENTION

Money laundering refers to the process by which the proceeds from a criminal activity are disguised to conceal their illicit origins.

The financing of terrorism is secret support, financial or not, directly or indirectly, to terrorist organizations or people who promote or are involved in these activities. Financing of terrorism is any form of economic action, assistance or mediation that offers assistance and resources of any kind to support the activities of terrorist elements or groups.

In order to prevent money laundering and financing of terrorism, Nexa has adopted and implemented controls and procedures necessary to timely detect suspicious transactions, to assess relevant risks and to properly scrutinize third parties with which it engages in its economic activities, according to applicable laws and regulations. Moreover, Nexa regularly reviews these controls and procedures to identify any opportunities for improvement.

What we expect from you

You should report suspicious activities and advise others against money laundering and terrorism financing. You should also read and understand your responsibilities under Nexa’s Money Laundering and Terrorism Financing Prevention Policy and Manual, so you can help mitigate and monitor actions that could result in money laundering risks. If you identify an improper practice, use existing channels to report to (your superior, the Compliance or Legal area or the Ethics Line).

For additional information and guidance, please consult Nexa’s Money Laundering and Terrorism Financing Prevention Policy and Manual available at Nexa’s website.

EXAMPLE

Last night, I saw in the news that a supplier of Nexa is being investigated by the Department of Justice in connection with money laundering and terrorist financing. Considering that this supplier has already been hired, what should I do?

You should contact the Legal, Compliance and/or the Supply Chain areas, and they will carry out the corresponding analyses in accordance with Nexa’s procedures. Every Nexa supplier is reviewed for money laundering and terrorist financing risks, before and during the hiring process and at least once a year thereafter in order to avoid any potential reputational risk for Nexa, in accordance with Nexa’s policies and procedures. Based on the results of the analysis, the appropriate response will be determined which could include the termination of the contract with the supplier.
ANTITRUST

Nexa repudiates any practice that could restrict trade or free competition, particularly illegal practices such as cartel formation, bidding fraud or the abuse of market power.

We are fully committed to compliance with competition laws in every country where we operate; with the active involvement and cooperation with the competition authorities; and the compliance with the competition laws against third parties acting in anticompetitive manner.

Employees must take care when engaging any contact involving competitors, especially in markets with limited competition. If you need to make any specific contact with a competitor, consult with the Compliance or the Legal area in advance.

One of the pillars of the Compliance Program is the defense of free competition. Everyone is responsible for knowing and applying the rules and following the procedures of Compliance Program, as well as reporting any suspected or known questionable conduct, using the available channels.

All market information, legitimate and necessary to the business, will be obtained through legal, transparent and appropriate practices.

No confidential information will be discussed with competitors, including but not limited to current and future prices, profit margins, discount policies, capacity, processes, methods and production costs, sales territories, marketing plans, growth plans, and measures to hinder or prevent the entry of other competitors.

For additional information and guidance, please consult Nexa’s Antitrust/Competition Policy, available at Nexa’s website.

What we expect from you

Please contact the Legal and Compliance areas in any of the following situations: before joining a trade association involving competitors; when an inappropriate contact is initiated by a competitor; when considering any kind of cooperation agreement with a competitor, for example, the production or joint marketing and shared logistics; when you suspect that a third party is acting in anti-competition manner involving Nexa.

EXAMPLE

I am attending an industry conference and a competitor approached me suggesting we exchange information about our price forecasts. Should I share that information?

No. The exchange of confidential sensitive information with competitors, especially information such as price forecasts, volumes, areas of expertise, and marketing and commercial actions violates competition laws. Care should be taken in any discussions with competitors. In the scenario presented, you must stop the conversation immediately and say you do not feel free to continue. If the competitor insists, step aside. Report the incident to the Compliance and/or Legal areas of Nexa.
INSIDER TRADING

As a publicly-held company, Nexa and its directors, officers, employees, consultants and subcontractors and its subsidiaries, wherever they are located, are subject to securities laws concerning the handling of material, non-public information and the trading of Nexa’s and other companies’ securities.

These securities laws have rules that prohibit the trading of a company’s securities by those who hold non-public material information about Nexa.

The guidelines established in the Insider Trading Policy and the Disclosure Policy are designed to protect Nexa and those to whom these policies apply, preventing improper transactions and the appearance of improper transactions of Nexa’s securities. You must comply with the Insider Trading Policy and the Disclosure Policy and the securities laws of Brazil, Peru, Canada, the United States and other jurisdictions governing the trading and, where applicable, the reporting of trading of Nexa’s securities.

For more information, please consult Nexa’s Insider Trading Policy and the Disclosure Policy, available at Nexa’s website.

What we expect from you

You should be aware of the laws relating to insider trading. You are personally responsible to ensure that if you intend to trade Nexa’s securities or securities of companies with which we do business, you comply with the provisions of the Insider Trading Policy and the Disclosure Policy and all applicable laws regarding the use of privileged information.

EXAMPLE

I work in Nexa and my husband wants to buy Nexa’s shares. I have shared some information about the company with him in the past. Can he buy the shares?

No. You are not supposed to share any information of the Company with him and if you have, he shouldn’t use this information to obtain a personal gain, intentionally or not. This is considered to be “tipping” and is not only unethical but also illegal. We encourage you again to adopt all the principles included in the Code of Conduct and always act in accordance with them. If you have any doubts regarding this document or any additional topic, please contact the Compliance and/or the Legal areas.
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Last version approved on September 20th, 2018

Declaration of Receipt

I declare that I have received Nexa’s Code of Conduct on this date. I am aware that this Code brings together the Values, Beliefs and guidelines that should be considered during my work activities, in order to maintain and constantly raise my commitment to the organization’s ethical standards.

Name

Signature

Area / Unit

Date