

# **Compensation and Leadership Development Committee Charter**

## **Statement of Purpose**

The Compensation and Leadership Development Committee (the “Committee”) shall assist the Board of Directors of Coeur Mining, Inc. (the “Company”) in discharging its responsibilities with respect to the Company’s compensation programs, compensation and development of the Company’s executives and directors.

## **Committee Membership and Qualifications**

The Committee shall consist of not fewer than three members of the Board of Directors, each of whom shall meet the independence requirements of the New York Stock Exchange, Inc. (the “NYSE”) for directors and compensation committee members, as determined by the Board. Additionally, no director may serve on the Committee unless he or she (i) is a “non-employee director” under the qualifications set forth in Rule 16b-3 of the Securities Exchange Act of 1934 and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m)(4)(C) of the Internal Revenue Code. A subsequent determination that any member of the Committee does not qualify as a “non-employee director” or an “outside director” shall not invalidate any previous actions by the Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

## **Outside Advisors**

The Committee may, in its sole discretion, engage or obtain the advice of such consultants, outside counsel, and other advisors as the Committee may deem necessary or appropriate to assist the Committee in the performance of its responsibilities, including but not limited to any compensation consultant used to assist in the evaluation of director, CEO or executive compensation. Such assistance may include the identification of executive compensation practices and data of other comparable corporations and the making of recommendations to the Committee relating to the form and terms of the Company’s executive incentive plans. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisors retained by the Committee, and shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such advisors. The Committee shall assess the independence of consultants, outside counsel and other advisors (whether retained by the Committee or management) that provide advice to the Committee, prior to selecting or receiving advice from them, in accordance with NYSE listing standards.

## **Meetings**

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. Any member of the Committee may call meetings of the Committee.

The Committee shall meet regularly without Company management present. The Committee may invite to its meetings any officer, employee or director of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. However, the Committee Chair may require a member of management not to be present at any discussion or review involving his or her performance or compensation.

The Committee shall report regularly to the Board of Directors (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Committee's Chairperson or any other member of the Committee designated by the Committee to make such report.

The Committee shall maintain minutes of its meetings.

## **Chairperson**

The Chairperson of the Committee shall be appointed by the Board of Directors on the recommendation of the Nominating and Corporate Governance Committee. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings.

## **Appointment and Removal of Committee Members**

The members of the Committee shall be appointed by the Board of Directors annually, or as necessary to fill vacancies, on the recommendation of the Company's Nominating and Corporate Governance Committee. Each member shall serve until his or her successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

## **Responsibilities and Duties**

In furtherance of its purpose set forth above, the Committee's responsibilities and duties shall include the following:

### *Setting Compensation for Executive Officers and Directors*

1. The Committee shall review and approve the overall compensation policy of the Company.
2. The Committee shall:
  - a. Review and recommend to the Board of Directors new executive compensation programs;
  - b. Review and make recommendations to the Board of Directors with respect to the Company's incentive-compensation plans and equity-based plans (taking into

consideration the results of the Company's most recent stockholder advisory vote on executive compensation);

- c. Review and make recommendations to the Board of Directors with respect to the employee pension, profit sharing and benefit plans applicable to senior management;
  - d. Establish and periodically review policies for the administration of executive compensation programs; and
  - e. Review on a periodic basis the Company's executive compensation programs to determine whether they are properly coordinated and are furthering their intended purposes.
3. The Committee shall review and approve corporate goals and objectives relevant to Chief Executive Officer and other executive officer compensation at least annually.
  4. The Committee shall evaluate at least annually the performance of the Chief Executive Officer and other executive officers in light of those goals and objectives and, based on such evaluation, the Committee (i) shall approve, together with the other independent directors, the compensation of the Chief Executive Officer and (ii) shall approve the compensation of the other executive officers. In determining executive compensation, the Committee shall consider the results of the Company's most recent stockholder advisory vote on executive compensation.
  5. The Committee shall approve the terms and grant of equity awards for the Chief Executive Officer and the other executive officers.
  6. The Committee shall oversee the risk profile of the Company's compensation programs and periodically review the incentives and any material risks arising from or related to the Company's compensation programs applicable to officers and employees.
  7. The Committee shall review and make recommendations to the Board of Directors with respect to the amount and form of compensation of directors for service on the Board of Directors and its committees at least annually.
  8. The Committee shall review and recommend to the Board of Directors, any contracts or other arrangements or transactions with current or former executive officers of the Company, including consulting arrangements, employment contracts, and severance or termination agreements.
  9. The Committee shall oversee the Company's engagement efforts with stockholders on the subject of executive compensation.

### *Other Compensation Matters*

10. The Committee shall assess the results of the Company's most recent advisory vote on executive compensation.
11. The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures required in the Company's annual proxy statement and the annual report on Form 10-K, as applicable, recommend to the Board of Directors based on the review and discussions whether the CD&A should be included in the proxy statement and the annual report on Form 10-K, as applicable, and oversee the preparation of the compensation committee report for inclusion in the proxy statement and the annual report on Form 10-K, as applicable, in accordance with applicable rules and regulations of the Securities and Exchange Commission.
12. The Committee shall review compliance by executive officers and directors with the Company's stock ownership guidelines.
13. The Committee shall, at least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.

### *Leadership Development Matters*

14. The Committee shall, develop and, at least annually, assess leadership development criteria, executive succession plans and organization capacity.

## **Annual Performance Evaluation**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

*Last amended and approved by the Committee on May 7, 2018.*