

# CORPORATE GOVERNANCE & EXECUTIVE COMPENSATION

## HIGHLIGHTS

### Governance Practices

- ✓ **Board Refreshment and Succession Planning**
  - Three new independent directors added to the Board since February 2018 and six directors – more than 50% of the Board – added in last seven years
  - Active Board succession planning and refreshment
- ✓ **Robust Board and Committee Evaluations**
  - Annual evaluations promote Board and Board committee effectiveness
  - Chairman’s one-on-one meetings with each director promote candor, effectiveness and accountability
- ✓ **No Related Party Transactions**
  - No related person transactions with directors or executive officers
- ✓ **Board-Level Risk Oversight**
  - The Board and Board committees take an active role in the Company’s risk oversight and risk management processes
- ✓ **Active Stockholder Engagement**
  - During 2019, Coeur continued its proactive and robust stockholder outreach efforts on governance, executive compensation and other matters, contacting all institutional stockholders of 0.15% or more
- ✓ **Clawback Policy**
  - Added officer misconduct to the scope of clawback policy in addition to financial restatement-driven events

### Stockholder Rights

- ✓ **Annual Election of Directors**
  - All directors are elected annually for one-year terms
- ✓ **Majority Voting for Director Elections**
  - Majority voting in uncontested director elections with a resignation policy
- ✓ **Stockholder Right to Call Special Meetings**
  - Stockholders owning 20% or more of Coeur’s common stock have the right to call a special meeting of the Stockholders
- ✓ **No Poison Pill**
  - Coeur does not have a poison pill or similar anti-takeover defenses in place
- ✓ **Proxy Access**
  - Proactively adopted proxy access in March 2019, which allows stockholders who have satisfied specified requirements under the Company’s Bylaws to include director nominees in the Company’s proxy statement and form of proxy (greater of two nominees or 20% Board seats)

### Executive Compensation

- ✓ **Over 93% of votes cast supported advisory resolution on Coeur’s executive compensation programs (“say-on-Pay”) at 2020 Annual Meeting**
  - Compensation programs aligned with stockholder returns, company performance and strategic objectives
  - Double-trigger change-in-control benefits
  - 60% of 2020 executive equity awards are performance shares; 40% are time-vesting restricted stock
  - For 2020, increased weighting and environmental, health and safety components in Annual Incentive Plan to 20%