

# CORPORATE GOVERNANCE & EXECUTIVE COMPENSATION

## HIGHLIGHTS

### Governance Practices

- ✓ Board Refreshment and Succession Planning
  - Four new diverse independent directors added to the Board since February 2018<sup>1</sup>
  - 50% of directors are diverse (gender or ethnic)
  - Active Board succession planning and refreshment - achieved goal to increase number of female directors by 2023 annual stockholders meeting
- ✓ 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 2021 and 2022 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 in 2019
  - 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)

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<sup>1</sup> One director elected to the Board during 2019 resigned in 2020 after accepting a new position that did not allow him to serve on corporate boards.

## Executive Compensation

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- ✓ Over 95% of votes cast supported advisory resolution on Coeur’s executive compensation programs (“say-on-Pay”) at 2022 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 2022, introduced performance share metric, weighted at 20% of total performance share award, tied to achievement of our goal to reduce greenhouse gas emissions net intensity 35% by 2024