

# **Nominating and Corporate Governance Committee Charter**

## **Statement of Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) shall provide assistance to the Board of Directors of Coeur Mining, Inc. (the “Company”) in fulfilling its responsibilities by:

1. Identifying individuals qualified to become directors and recommending to the Board of Directors candidates for all directorships to be filled by the Board of Directors or by the stockholders of the Company;
2. Identifying directors qualified to serve on the committees established by the Board of Directors and recommending to the Board of Directors members for each committee to be filled by the Board of Directors;
3. Developing and recommending to the Board of Directors a set of corporate governance guidelines applicable to the Company, including matters of (i) board organization, membership and function, (ii) committee structure and membership and (iii) succession planning for the Chief Executive Officer of the Company; and
4. Otherwise taking a leadership role in shaping the corporate governance of the Company.

## **Committee Membership and Qualifications**

The Committee shall consist of not less 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”), as determined by the Board.

## **Outside Advisors**

The Committee shall have the power and authority to conduct or authorize studies and investigations into any matter of interest or concern within the scope of its responsibilities that the Committee deems appropriate. The Committee shall have the sole authority to retain outside counsel, consultants or other advisors to assist in the performance of its functions, including the sole authority to retain and terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, and shall have the authority to approve fees payable to such search firm and advisors and any other terms of retention.

## **Meetings**

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

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. The Committee shall not have the authority to delegate any of its responsibilities to a subcommittee of the Committee.

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 or other records of meetings and activities of the Committee.

## **Chairperson**

The Chairperson of the Committee shall be appointed by the Board of Directors in consultation with the Chairman of the Board of Directors. The Chairperson will chair all regular sessions of the Committee and, in consultation with the Chairman of the Board of Directors, 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. 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:

### **Recommendations Relating to the Selection of Director Candidates, Director Independence and Related Person Transactions.**

1. The Committee shall develop and recommend to the Board criteria for selection of potential directors, and periodically review these criteria, taking into account all factors it considers appropriate, which may include strength of character, mature judgment, independence, professional experience, industry knowledge, financial acumen, personal accomplishments, career specialization, relevant technical skills,

diversity of viewpoints, background and experience in light of the needs of the Company.

2. The Committee shall identify individuals believed to be qualified as candidates to serve on the Board of Directors and recommend to the Board of Directors candidates for all directorships to be filled by the Board of Directors or by the stockholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Committee shall take into account the criteria for selection established by the Board and the extent to which the candidate would fill a present need on the Board of Directors. In fulfilling its responsibilities as outlined above, the Committee shall consult from time to time, as appropriate, with the Chairman of the Board of Directors.
3. The Committee shall establish procedures for the consideration of Board of Directors candidates recommended for the Committee's consideration by the Company's stockholders.
4. The Committee shall review the qualifications of existing Board members on at least an annual basis and make recommendations to the full Board of Directors whether they should stand for re-election. The Committee shall recommend to the Board the removal of a director where appropriate.
5. The Committee shall assess and make recommendations to the Board regarding the independence of director nominees and existing Board members, the independence and financial literacy of the Audit Committee members and whether at least one member of the Audit Committee qualifies as an audit committee financial expert.
6. The Committee shall consider and make recommendations to the Board of Directors on matters relating to the retirement of Board members, including term limits or age caps.
7. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
8. The Committee shall recommend to the Board standards for determining director independence consistent with the requirements of the Securities and Exchange Commission, the NYSE and other applicable guidelines on best practices. The Committee shall also periodically review the director independence standards established by the Board of Directors and recommend such changes in those standards as the Committee determines to be appropriate.
9. The Committee shall consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers, and shall review directorships at other for-profit organizations offered to directors and executive officers of the Company. The Committee shall be responsible for overseeing the implementation of the Company's Policies and Procedures Regarding Related Person Transactions.

10. The Committee shall review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to provide the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds. In fulfilling this responsibility, the Committee shall, as appropriate, consult with the Chairman of the Board of Directors.
11. The Committee shall periodically review the orientation process for all new directors and ongoing education for directors.
12. The Committee shall review and assess the channels through which the Board of Directors receives information, and the quality and timeliness of information received.

### **Committee Selection and Composition**

13. The Committee shall recommend members of the Board of Directors to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and, where appropriate, make recommendations regarding the removal of any member of any committee. In fulfilling this responsibility, the Committee shall, as appropriate, consult with the Chairman of the Board of Directors.
14. The Committee shall recommend members of the Board of Directors to serve as the Chairperson of the committees of the Board of Directors. In fulfilling this responsibility, the Committee shall, as appropriate, consult with the Chairman of the Board of Directors.
15. The Committee shall make recommendations to the Board regarding the purpose, structure and operations of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board and make any recommendations regarding periodic rotation of directors among the committees and any term limitations of service on any Board committee.
16. The Committee shall periodically review the charter and composition of each committee of the Board of Directors and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

### **Corporate Governance**

17. The Committee shall consider the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board of Directors, as conditions dictate, that the Board of Directors amend by-laws of the Company and/or propose amendments to the certificate of incorporation and, if applicable, by-laws for consideration by the Company's stockholders, as appropriate.

18. The Committee shall develop and recommend to the Board of Directors a set of corporate governance guidelines appropriate for the Company and consistent with the rules and regulations of the NYSE, the Securities and Exchange Commission and best practices and shall keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board of Directors in light of such developments as may be appropriate.
19. The Committee shall annually review the Company's corporate governance guidelines and make recommendations for changes as in its judgment are appropriate.

#### **Continuity/Succession Planning Process**

20. The Committee shall oversee and approve the Chief Executive Officer continuity planning process in consultation with the Chairman of the Board of Directors. In this regard, the Committee shall review the leadership structure of the Board of Directors, review and evaluate the succession plan relating to the Chief Executive Officer and make recommendations to the Board of Directors with respect thereto.

#### **Board and Committee Evaluations**

21. The Committee shall develop and recommend to the Board of Directors for its approval an annual self-assessment process of the Board of Directors and its committees. The Committee shall oversee the annual self-assessment of the Board and its committees.

#### **Annual Performance Evaluation**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including 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 approved by the Committee on May 13, 2019.*