

Corporate Governance Fact Sheet

Coeur: A Leader in Corporate Governance

- Independent Board Chairman
- Entire Board elected annually (i.e., not staggered)
- Entire Board of Directors is independent other than CEO
- Majority Voting Standard for Uncontested Director Elections
- Annual Board and Committee Self-Evaluations
- Regular Executive Sessions of Non-Management Directors
- Over 97% of votes cast supported advisory resolution on Coeur's executive compensation programs (Say-on-Pay") at 2017 Annual Meeting, up from 81% support in 2016
- Clawback Policy for Executive Incentive Compensation
- Executive and Director Stock Ownership Guidelines
- Double-Trigger Change-in-Control Benefits
- 60% of 2017 Executive Equity Awards are performance shares and 40% are time-vesting restricted stock
- Independent Executive Compensation Consultant to Compensation Committee
- No Excessive Golden Parachutes²
- Target total direct compensation for executives at the market median with the opportunity to achieve superior performance-based compensation with outstanding performance
- No Executive Employment Agreements Other than CEO
- No "Poison Pill" Anti-Takeover Defense in Place
- 20% Threshold for Stockholders to Call Special Meetings
- Reincorporated to Delaware in 2013
- No "Related Person Transactions" with Directors or Executive Officers

1. *Excludes abstentions*
2. *Severance for executives in the case of involuntary termination other than for cause and not connected to a change-in-control is capped at one year's target annual compensation (base salary, target bonus, and target equity award value). Severance in connection with a change-in-control is two times target annual compensation for the CEO, and 1.5 times targeted annual compensation for other executives.*
3. *Excessive perquisites defined as country club memberships, personal use of corporate aircraft or residential property, personal security, or personal assistant.*