UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:
☐ Preliminary Proxy Statements
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12

Coeur Mining, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Proxy Statement 2021



COEUR MINING®
We Pursue a Higher Standard



Dear Fellow Stockholders:

I am pleased to invite you to join our 2021 Annual Stockholders' Meeting. We will be conducting our meeting in a virtual format in response to public health and travel safety protocols relating to COVID-19.

Over the past several years, we have been working diligently to rebuild the foundational elements of Coeur. Together, we have successfully established a healthy culture, developed a solid strategy, and assembled a strong, aligned team focused on delivering consistent results and driving long-term value for our stockholders. We believe it is imperative to uphold our purpose statement, *We Pursue a Higher Standard*, and three key principles: *Protect* our people, places and planet, *Develop* quality resources, growth and plans, and *Deliver* impactful results through teamwork.

From our Board of Directors, to our dedicated front-line operators and everyone in between, our strong company culture and effective human capital management has allowed Coeur to achieve our objectives in 2020. We seek to recruit, develop and retain employees at all levels who embody our purpose statement. We focus on driving alignment of individual goals with company strategy. We are committed to fostering a diverse and inclusive workforce and making a positive impact on the communities where we operate. Even as we navigated unprecedented challenges related to COVID-19 in 2020, our strong culture facilitated a rapid and effective pandemic response, with innovative solutions to protect our employees and local communities that allowed us to continue operating as an essential industry, producing minerals critical to medical technologies among many other uses, with minimal interruption.

During 2020, we continued to advance our leading environmental, social and governance (ESG) practices. One of our key achievements was the publication of the Company's 2019 Responsibility Report in April 2020, which represented a key milestone towards our goal of increasing transparency and accountability for our ESG objectives. Additionally, a strong second half of operational performance and the benefit of higher realized gold and silver prices helped us deliver improved financial results.

On the strategic front, we published an updated technical report for our Rochester silver-gold mine in Nevada, reflecting significant reserve growth and the benefits of a larger-scale expansion project. This transformational project is supported by a technically sound foundation with robust economics and planning that helps drive an anticipated step-change in Coeur's cash flow profile, which we believe will fundamentally reposition the Company.

We also remained committed to a higher-level of exploration investment by completing the largest and most successful drilling campaign in Company history. Whether making new discoveries or extending the mine lives of our existing operations, exploration is a critical component to develop our near-, medium- and long-term, high-return organic growth opportunities. We also made significant strides in evaluating a potential restart of our Silvertip silver-zinc-lead mine in British Columbia. Very strong exploration results and recent technical work have created a potentially compelling path forward for the project.

In 2021, we will continue pursuing our strategy of safely and responsibly discovering, developing, and operating a balanced portfolio of North American-based precious metals assets to maximize cash flow, returns and net asset value. By executing our strategy, maintaining our strong, ethical culture and continuing to enhance our leading ESG profile, we believe we can unlock meaningful long-term value for our stockholders.

Respectfully,

Mitchell J. Krebs
President & Chief Executive Officer

CEO ACT!ON FOR DIVERSITY & INCLUSION

PROTECT
Our People, Places, Planet

DEVELOP
Quality Resources, Growth, Plans

DELIVER
Impactful Results Through Teamwork

Dear Fellow Stockholders:



As the independent Chairman of Coeur Mining's Board of Directors, it is my honor to invite you to our 2021 Annual Stockholders' Meeting and to provide you with some insights into Coeur's corporate governance practices. We remain focused on continuous improvement and maintaining a best-in-class corporate governance profile. Specifically, there are a few items I would like to call your attention to:

- **Board Refreshment** – We have actively refreshed Coeur's Board of Directors by adding high-caliber directors that have a depth and diversity of experience which is directly aligned with the Company's strategy. This has led to a healthy balance of newer directors that have brought fresh perspectives and insights, including experiences and best practices from other industries, and longer serving directors that have a wealth of knowledge with respect to our company and industry. Our Board is actively engaged and keenly focused on strategic and risk oversight and the creation of stockholder value.
- **Diversity, Equity and Inclusion** – We strongly believe that diversity on our Board contributes to a variety of viewpoints that allows us to make well-balanced decisions. Half of Coeur's independent directors are diverse, either by gender or ethnicity. At the highest level, one of our overarching goals is to cultivate and continue to strengthen Coeur's culture by fostering a diverse, equitable and inclusive workplace.
- **Executive Compensation** – We continue to update our executive compensation programs to reflect stockholder feedback and to align with our strategy and performance. Most notably, we added return on invested capital and major project execution measures to our 2020 Long-Term Incentive Plan, further aligning our strategic objectives with long-term value creation for our stockholders. Additionally, the percentage of our Annual Incentive Plan tied to ESG goals increased from 15% to 20%.

Stockholder Engagement

Stockholder engagement and feedback is an essential component of Coeur's corporate governance practices, helping to drive increased transparency and accountability. The feedback we receive from our stockholders helps us to understand expectations for our performance, maintain transparency, and shape corporate governance and compensation policies. As part of our commitment to maintaining a best-in-class governance profile, and in response to stockholder feedback, we have amended the Company's bylaws in recent years to adopt proxy access and implement an enhanced clawback policy to cover misconduct and financial restatements.

Your Vote is Important

Thank you for being a Coeur stockholder. We encourage you to return your proxy to vote your shares in advance, even if you plan to attend the virtual 2021 Annual Stockholders' Meeting. You can submit your proxy on the Internet or by telephone, or by completing, signing, dating, and returning your proxy card. Instructions on how to vote begin on page 90. Regardless of how many shares you own, your vote is important. On behalf of the Board of Directors, thank you for your continued support.

Respectfully,



Robert E. Mellor

Chairman of the Board

COEUR MINING®

NOTICE OF 2021 ANNUAL STOCKHOLDERS' MEETING

Date:
Tuesday, May 11, 2021

Time:
9:30 a.m. Central Time

Place:
www.virtualshareholdermeeting.com/cde2021

Record Date:
March 17, 2021

Agenda:

1. **Elect** the nine director nominees named in the Proxy Statement
2. **Ratify** the appointment of our independent registered public accounting firm for 2021
3. **Approve** an amendment to the Coeur Mining, Inc. 2018 Long-Term Incentive Plan (the "Plan") to increase the number of shares of common stock reserved for issuance under the Plan by 16.7 million
4. **Vote on** an advisory resolution to approve executive compensation
5. **Transact** such other business as properly may come before the Annual Meeting

Only stockholders of record at the close of business on the Record Date are entitled to receive notice of and to vote at the Annual Meeting or any adjournments or postponements thereof.

Due to continuing public health and travel safety concerns relating to the coronavirus (COVID-19) pandemic, and to support the health and safety of our stockholders, employees and stakeholders, the Annual Meeting will be conducted in a virtual-only format, solely by means of a live audio webcast. Online access to the audio webcast will begin approximately 15 minutes before the start of the Annual Meeting to allow time for you to log-in and test your device's audio system. We encourage you to access the meeting in advance of the designated start time. Stockholders participating in the Annual Meeting will be able to vote their shares electronically during the Annual Meeting and may submit questions during the virtual event using the directions on the meeting website at www.virtualshareholdermeeting.com/cde2021. To participate in the Annual Meeting, you will need the 16-digit control number found on your proxy card, voting instruction form or notice of internet availability. If you hold your shares in the name of a broker, bank, trustee or other nominee, you may need to contact your broker, bank, trustee or other nominee for assistance with your 16-digit control number.

YOUR VOTE IS IMPORTANT

Please cast your vote as soon as possible by using one of the following methods:



Online at **www.proxyvote.com**



Call toll-free from the United States, U.S. territories and Canada via **1-800-690-6903**



Mail your **signed proxy or voting instruction form**



Attend the **Annual Meeting** online www.virtualshareholdermeeting.com/cde2021

For more information about voting, see “General Information” on page 90.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on May 11, 2021. This Proxy Statement and our 2020 Annual Report to Stockholders, which contains financial and other information concerning Coeur Mining, Inc., are available at www.proxyvote.com.

By order of the Board of Directors,



CASEY M. NAULT,
Senior Vice President, General Counsel and Secretary
Coeur Mining, Inc.
March 30, 2021

Coeur will make a charitable contribution of $1 to Hire Heroes USA for every stockholder account that votes

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Index of Certain Defined Terms and Abbreviations

Adjusted EBITDA[(1)]	Earnings before interest, taxes, depreciation and amortization, adjusted to exclude items that may not be indicative of, or are unrelated to our core operating results
AgEqOz	Silver equivalent ounce
AIP	Annual Incentive Plan
Annual Meeting	2021 Annual Stockholders' Meeting to be held May 11, 2021
Audit or Audit Committee	Audit Committee of the Board
Board	Coeur's Board of Directors
CAS	Costs applicable to sales
CD&A	Compensation Discussion and Analysis
CLDC or **CLD Committee**	Compensation and Leadership Development Committee of the Board
Code	Coeur's Code of Business Conduct and Ethics
Coeur or **the Company**	Coeur Mining, Inc.
EHSCR or **EHSCR Committee**	Environmental, Health, Safety and Corporate Responsibility Committee of the Board
ESG	Environmental, social and governance
Exec	Executive Committee of the Board
FCF[(1)]	Free cash flow
LTIP or Plan	Coeur Mining, Inc. 2018 Long-Term Incentive Plan
NCGC or **NCG Committee**	Nominating and Corporate Governance Committee of the Board
NEOs	Named Executive Officers
OCF	Operating cash flow
PCAOB	Public Company Accounting Oversight Board
POA 11	Rochester mine Plan of Operations Amendment 11
PSUs	Performance share units issued under the LTIP
Record Date	March 17, 2021
ROIC	Return on invested capital
RS	Restricted shares issued under the LTIP
SEC	Securities and Exchange Commission
Semler Brossy	Semler Brossy Consulting Group, LLC
TCFD	Financial Stability Board's Task Force on Climate-related Financial Disclosures
Total Debt	Total Company debt, which includes capital leases, net of debt issuance costs and premium received
TRIFR	Total Reportable Injury Frequency Rate
TSR	Total stockholder return
YOY	Year-over-year

(1) Please see "Appendix A—Certain Additional Information" for more information about non-GAAP measures used in this Proxy Statement and reconciliations of these measures to U.S. GAAP

Where You Can Find More Information

Annual Meeting

Annual Report:
www.coeur.com/_resources/pdfs/2020-Annual-Report.pdf

Annual Meeting Website
www.coeur.com/investors/events/2021-annual-stockholders-meeting

Vote your shares via the internet:
www.proxyvote.com

Register to attend the meeting
www.proxyvote.com

Investor Relations

www.coeur.com/investors/overview/

Corporate Governance

The following are available at our Corporate Governance website:

www.coeur.com/company/corporate-governance/

- Audit Committee Charter
- Compensation and Leadership Development Committee Charter
- EHSCR Committee Charter
- Executive Committee Charter
- Nominating and Corporate Governance Committee Charter
- Code of Business Conduct and Ethics
- Bylaws
- Certificate of Incorporation

The information on our website is not incorporated by reference in this Proxy Statement.

PROXY STATEMENT SUMMARY

This proxy statement summary highlights information contained elsewhere in this proxy statement, which is first being sent or made available to stockholders on or about March 30, 2021. This is only a summary, and we encourage you to read the entire proxy statement carefully before voting.

ANNUAL MEETING

Time and Date	9:30 a.m. Central Time on Tuesday May 11, 2021
Place	Virtual meeting at www.virtualshareholdermeeting.com/cde2021
Record Date	Wednesday, March 17, 2021
Voting	Holders of common stock as of the Record Date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on.
Attendance	You are entitled to attend the Annual Meeting only if you were a Coeur stockholder as of the close of business on the Record Date or hold a valid proxy for the Annual Meeting.

VOTING MATTERS

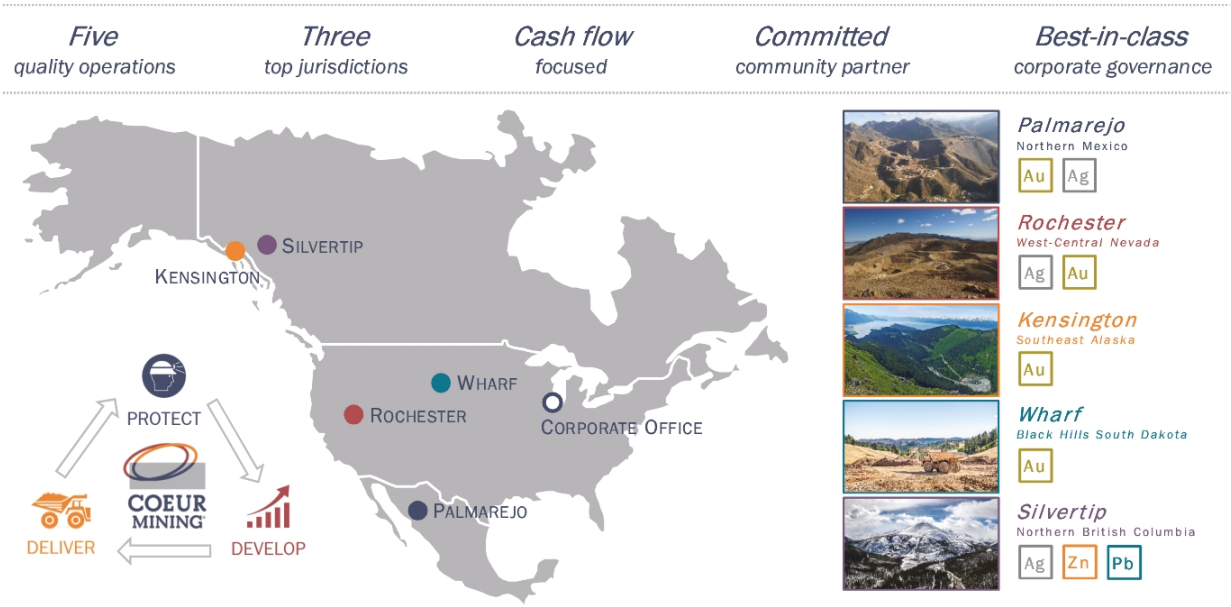
	Proposal	Coeur Board Voting Recommendation	Page Reference (for more detail)
1	Election of nine directors named in this Proxy Statement	FOR each nominee	15
2	Ratification of the appointment of Grant Thornton LLP as Coeur's independent registered public accounting firm for 2021	FOR	39
3	Approve an amendment to the Coeur Mining, Inc. 2018 Long-Term Incentive Plan to increase the number of shares of common stock reserved for issuance under the plan by 16.7 million	FOR the amendment	40
4	Vote on an advisory resolution to approve executive compensation	FOR	79

We will make a charitable contribution of $1 to Hire Heroes USA for every stockholder account that votes. Coeur is committed to recruiting, supporting and integrating veterans into our operations through our Coeur Heroes program, launched in 2018. Coeur Heroes allows past and present service members to use the special skills they developed during their time of service to help make a difference at our operations.

HIRE HEROES USA

Coeur's Business and Strategy

We are a precious metals producer with mines located in the United States, Canada and Mexico, and exploration projects in North America. Coeur's strategy is to maximize cash flow by building and maintaining a balanced portfolio of high-quality precious metals assets in low risk jurisdictions through exploration, operational execution and selective acquisitions. Our strategy is guided by our purpose statement, ***We Pursue a Higher Standard***, and three key principles: ***Protect*** *our People, Places and Planet;* ***Develop*** *Quality Resources, Growth and Plans; and* ***Deliver*** *Impactful Results*. We strive to integrate sustainable operations and development into our business decisions and strategic goals. We proactively conduct our business with a focus on positively impacting the environment, as well as the health, safety, and socioeconomics of our people and the communities in which we operate.



Culture and Human Capital Management (p. 30)

Coeur has long recognized that people are the key to achieving our strategic goals. This has been central to our culture and strategy since before "human capital management" became a prevalent phrase and topic. Our culture values ethics, diversity, safety, protection of the environment and achievement of our strategic goals. We seek to recruit, retain and develop employees at all levels who embody our purpose statement and are aligned with our culture. Our leadership team regularly engages with employees and assesses our culture through surveys, town halls with opportunities for employees to ask questions, and development programming, among other efforts. We also conduct robust succession planning at all levels of the organization annually to identify high potential performers, formulate plans to develop future leaders and retain talent. You can read more about these and other topics that are central to human capital management at Coeur on page 30.

2020 Performance Highlights

In 2020, we navigated the unprecedented challenges created by COVID-19 and delivered strong financial and operating results while advancing key strategic initiatives to unlock long-term value for stockholders. The health and safety of our employees and the communities where we operate, as well as the protection of the environment continued to be our top priorities, and we are proud of year-over-year reductions in injury rates and permit discharge exceedances. We also achieved key milestones in our efforts to expand and reposition the Rochester mine as the Company's cornerstone asset, including the commencement of construction activities and publishing a new technical report indicating a net asset value of $634 million and internal rate of return of 31% based on an 18-year reserves-only mine life. Finally, the Company's largest ever exploration program identified new and significant discoveries while increasing companywide reserves to record levels.

REVENUE

$785.5M

YOY Increase of 10%

NET INCOME

$25.6M

Highest since 2016

SAFETY

9.5%

Reduction in 3-year rolling average employee + contractor TRIFR

ENVIRONMENT

52%

YOY decline in permit discharge exceedances

ADJUSTED EBITDA(1)

$263.4M

YOY increase of 51%

OCF

$148.7M

YOY increase of 62%

FCF(1)

$49.4M

YOY increase of $57.3M

GOLD PRODUCTION

355,678 oz

-1% YOY, in line with guidance

SILVER PRODUCTION

9.7M oz

-17% YOY, in line with guidance

GOLD CAS / OZ(1)

$895

2.0% YOY increase

SILVER CAS / OZ(1)

$11.65

30% YOY decrease

GOLD RESERVES

+22%

YOY increase

SILVER RESERVES

+42%

YOY increase

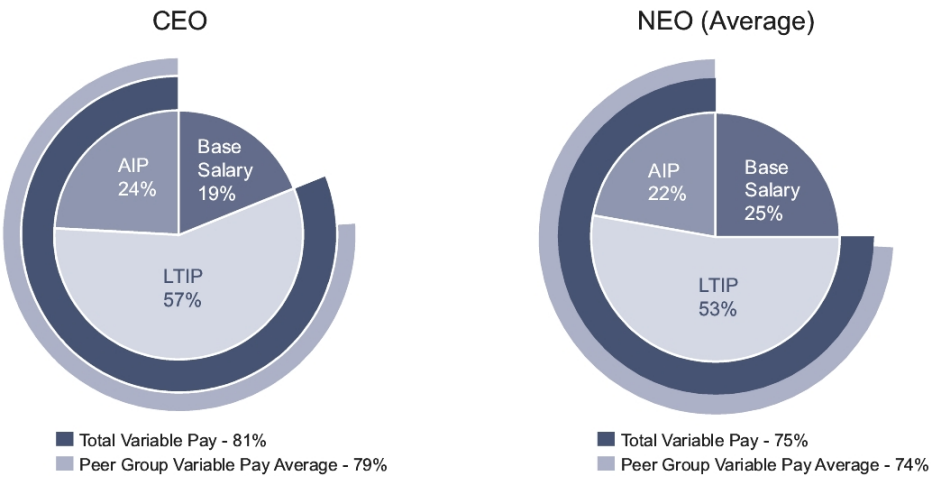
(1) Please see "Appendix A—Certain Additional Information" for more information about non-GAAP measures used in this Proxy Statement and reconciliations of these measures to U.S. GAAP.

2020 Executive Compensation Highlights (p. 52)

Compensation programs across the Company take into consideration the varying roles of our employees and are designed to promote operational success and create long-term value for our stockholders.

The CD&A beginning on page 52 provides a detailed discussion of the philosophy, structure and results of compensation paid to our Named Executive Officers during 2020. The CD&A also describes our leading compensation practices, recent changes in our compensation program in response to stockholder feedback, and the strong link between pay and performance. At our 2020 Annual Meeting, our stockholders again showed strong support for our executive compensation program with over 93% of the votes cast for the approval of our "say-on-pay" proposal.

In 2020, our CLD Committee continued to place a significant proportion of the compensation of our NEOs at risk in order to align pay with performance to a greater extent than our peers, as shown in the graphs below.



Peer group described in "Compensation Discussion and Analysis—Peer Group" on page 63. Data is from public filings during fiscal year 2019. NEO (Average) excludes the CEO.

Companywide AIP achievement of 121% of target was driven by strong safety and environmental performance, strong gold production and at or near-target performance of measures linked to costs and adjusted EBITDA, partially offset by lower-than-expected silver production. Slightly higher-than-target growth of three-year reserves and mineralization per share and below-threshold performance in three-year growth in OCF per share resulted in an overall 51% payout of the 2018 three-year performance share award.

For the three-year 2018-2020 period, our CEO received 18% higher than target payouts for performance-based and "at-risk" elements of our compensation program as discussed in more detail beginning on page 64. During this same period, our stock price increased by 38%.

2020 Annual Incentive Plan Results(1)

Metric	Weight	Result	Payout
Gold Production	15%	200%	30%
Silver Production	10%	0%	0%
Gold CAS	15%	130%	20%
Silver CAS	10%	100%	10%
Adjusted EBITDA	30%	95%	29%
Safety and Environmental	20%	163%	33%
Weighted Average Payout			**121%(3)**

2018-2020 LTIP Performance Shares Results(1)

Metric	Weight(2)	Payout
Operating Cash Flow/share	50%	0%
Reserves & Mineralized Material/share	50%	101%
Relative TSR Modifier	N/A	
Weighted Average Payout		**51%**

(1) For details about the calculation of 2020 AIP and 2018-2020 LTIP performance shares results, see "2020 Executive Compensation Results" beginning on page 65.

(2) Weighting is calculated as a percentage of the total 2018 performance share grant target value. The 2018 performance share grant constituted 60% of the total 2018 LTIP award opportunity target value, with the other 40% granted as three-year time-vesting restricted shares. For details about the calculation of the payout for the 2018 performance share awards, see "Payouts for 2018-2020 Performance Shares".

(3) The sum of amounts in this column equal 121% before rounding.

Evolution of Executive Compensation Program



Corporate Governance Highlights and Best Practices (p. 10)

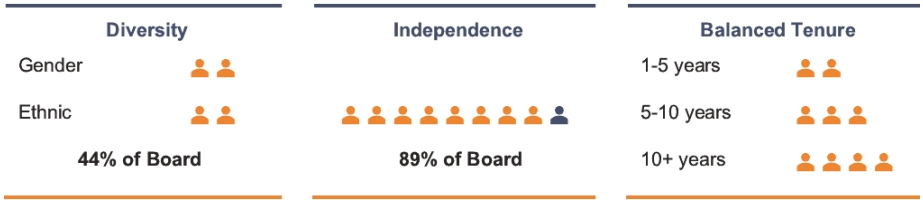
EFFECTIVE BOARD LEADERSHIP COUNSELING AND STRATEGIC RISK OVERSIGHT	**PROXY ACCESS** PROACTIVELY ADOPTED IN 2019	**2** DIRECTORS RECOGNIZED BY NACD(1) 100 TOP DIRECTORS IN 2019 & 2020	**50%** INDEPENDENT DIRECTOR NOMINEES ARE DIVERSE	**INDEPENDENT** BOARD CHAIRMAN	**8 of 9** INDEPENDENT DIRECTORS

(1) National Association of Corporate Directors

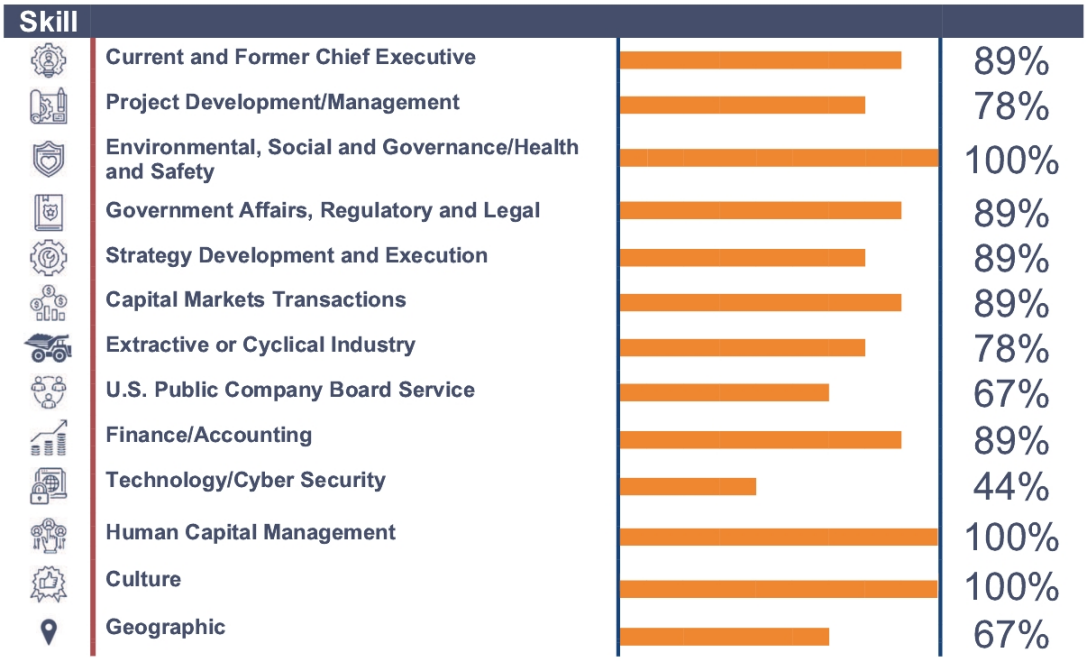
Director Nominees (p. 15)

Summary Information

Name and Principal Occupation	Age	Director Since	Independent	Other Public Company Boards	Committee Memberships
Robert E. Mellor Chairman of the Board and Interim CEO of Monro, Inc.	77	1998	•	1	Nom Gov – Chair CLD Exec – Chair
Linda L. Adamany Director, Jefferies Financial Group & BlackRock Institutional Trust Company	69	2013	•	2	Audit – Chair EHSCR
Sebastian Edwards Professor of International Business Economics at UCLA	67	2007	•	0	Audit CLD
Randolph E. Gress Retired Chairman and CEO of Innophos Holdings, Inc.	65	2013	•	0	CLD Nom Gov
Mitchell J. Krebs President & CEO of Coeur Mining, Inc.	49	2011		1	Exec
Eduardo Luna Chairman of Rochester Resources Ltd.	75	2018	•	2	Audit EHSCR
Jessica L. McDonald Director of Hydro One Limited	52	2018	•	1	Audit EHSCR
John H. Robinson Chairman of Hamilton Ventures LLC	70	1998	•	1	CLD – Chair Nom Gov Exec
J. Kenneth Thompson President and CEO of Pacific Star Energy LLC	69	2002	•	3	EHSCR – Chair Nom Gov Exec



Our Board believes that it should possess a combination of skills, professional experience and diversity of viewpoints necessary to oversee our business. In addition, the Board believes that there are certain attributes that every director should possess, as reflected in the membership criteria summarized in “Director and Nominee Experience and Qualifications” beginning on page 10. The table below provides summary information about the skills and qualifications of our director nominees. More information about these skills and qualifications, including with respect to each individual director, can be found on page 10.



Responsibility (p. 26)

Coeur has established itself as a leader among peers in ESG. We continued to advance our ESG initiatives in 2020, including publishing our inaugural Responsibility Report, building on our commitment to Diversity, Equity and Inclusion, progressing climate change initiatives and protecting critical habitat. Our 2020 Responsibility Report to be published in the second quarter of 2021 will detail these achievements and many others, and will also include specific, objective goals to reduce greenhouse gas ("GHG") emissions across the Company, as well as our initial disclosures in-line with the recommendations of the TCFD. This enhanced disclosure will supplement disclosure aligned with the Sustainability Accounting Standards Board ("SASB") and Global Reporting Initiative ("GRI") frameworks, which we included in the 2019 Responsibility Report. We are particularly proud to have achieved the following ESG accomplishments and awards in 2020:



(1) Corporate Secretary Magazine Corporate Governance Awards.

2020 Investor Outreach and Engagement (p. 26)

OUTREACH	5	91	INVESTOR DAY	4
TO ALL INVESTORS HOLDING 0.15% OR MORE OUTSTANDING COEUR STOCK	PARTICIPATED IN FIVE INVESTOR CONFERENCES	ONE-ON-ONE AND GROUP MEETINGS WITH INVESTORS	VIRTUAL INVESTOR DAY CONDUCTED IN DECEMBER	CONFERENCE CALLS WITH INVESTORS AND ANALYSTS WITH Q&A

What We Heard from Stockholders	What We Did
Continue to enhance ESG profile, initiatives and disclosures, including related to climate change	► Published inaugural Responsibility Report during 2020 including SASB and GRI-aligned disclosures and specific, objective ESG goals ► Developed energy and emissions reductions targets for publication in 2021 ► Conducted gap analysis to begin TCFD-aligned reporting in 2021 ► Safety and environmental weighting increased from 15% to 20% for the 2020 AIP ► Further strengthened commitment to Diversity, Equity & Inclusion, including hosting *Day of Understanding* for corporate team in early March 2020; second annual event planned for Spring 2021
Prioritize protection of employees and communities amid COVID-19	► Acted quickly and decisively to protect employees and communities at the onset of the pandemic by implementing measures such as testing, contact tracing, paid employee quarantine periods, and longer rotations with overtime pay at remote operations to minimize fly-in/fly-out cycles ► No COVID-driven layoffs or furloughs; continued to pay full wages and benefits to Mexico employees during temporary government-mandated shut-down of Palmarejo mine (blanket government order not specific to Palmarejo) ► Donated personal protective equipment and other supplies to local communities ► Medical clinic at Palmarejo mine in Mexico remained open and free to the public ► Facilitated transition to remote working for corporate and other professional staff, providing them with IT equipment and other home office supplies; implemented safety protocols, contact tracing technology and testing to allow employees to return to the corporate office on a voluntary basis and in compliance with local rules and laws
Link executive compensation program to driving long-term stockholder value	► Made 100% of the core measures of our performance share program drivers of stockholder value, including growth in reserves and mineralized material and introduction of ROIC metric and metrics tied to critical, long-term projects including the Rochester expansion discussed above; retained relative TSR as a modifier
Emphasis on culture and human capital management	► Reported results of our 2019 culture survey and assessment to management and our Board and took action to address areas of opportunity to improve; planning for next survey in 2021 including questions on how COVID has impacted our culture ► Continued strengthening recruiting and development initiatives despite COVID-related challenges, such as recruiting and onboarding Mr. Routledge as our SVP & Chief Operating Officer and, as part of our commitment to fostering and enhancing diversity, two women in critical leadership positions (General Manager of our Rochester mine and Mexico Country Manager)
Include directors in stockholder engagement calls	► Our independent directors, including our Chairman and the Chairs of our Board committees, are made available to engage directly with stockholders as part of our annual stockholder outreach program

CORPORATE GOVERNANCE

Best Practices

- Independent Board chairman and all directors are independent other than the Chief Executive Officer ("Chief Executive Officer" or "CEO")
- Board and Board committees take an active role in the Company's risk oversight and risk management processes
- Focus on Board refreshment – three new directors since Q1 2018(1)
- Strong mix of directors with complementary skills
- Annual evaluations promote Board and Board committee effectiveness
- Proxy access allows stockholders who have satisfied requirements specified in our Bylaws to include director nominees in the Company's proxy statement and form of proxy
- No related person transactions with directors or executive officers
- 50% of independent director nominees are diverse (gender or ethnic)
- Clawback and forfeiture policy covering both financial restatements and misconduct
- Proactive ongoing stockholder outreach on governance, executive compensation and other ESG matters, including participation by independent directors
- Chairman's one-on-one meetings with each director promote candor, effectiveness and accountability
- Majority voting in uncontested director elections with a resignation policy
- All directors elected annually for one-year terms
- Stockholders owning 20% or more of Coeur's common stock have the right to call a special meeting of the stockholders
- No poison pill or similar anti-takeover defenses in place
- Active Board oversight of enterprise risk, including involvement in strategy setting and crisis management preparation and response efforts

(1) Brian Sandoval, elected to the Board during 2019, resigned in October 2020 after accepting a new position as President of the University of Nevada, Reno, which does not allow him to serve on corporate boards.

Director and Nominee Experience and Qualifications

Coeur is a precious metals mining company with five wholly-owned operations in the United States, Mexico and Canada. The management of our business requires the balancing of many considerations, including:

- Strategic and financial growth and building long-term value for our stockholders
- Cyclicality of commodities prices
- Health and safety of our employees and business and community partners
- Environmental stewardship
- Building positive relationships with the communities in which we operate
- Fostering and maintaining a strong culture
- Attracting, developing and retaining talented employees
- Ensuring compliance with laws and regulations in a heavily-regulated industry
- Maintaining leading corporate governance and disclosure practices

Our Board believes that it should possess a combination of skills, professional experience and diversity of viewpoints necessary to oversee our business, together with relevant technical skills or financial acumen that demonstrates an understanding of the financial and operational aspects and associated risks of a large, complex organization like Coeur. Our Corporate Governance Guidelines contain Board membership criteria, focused on ethics, integrity and values, sound business judgment, strength of character, mature judgment, professional experience, industry knowledge and diversity of viewpoints, all in the context of an assessment of the perceived needs of the Board at that point in time. Accordingly, the Board and the NCG Committee consider the qualifications of incumbent directors and director candidates individually and

in the broader context of the Board's overall composition and our current and future needs, including an incumbent director's or potential director's ability to contribute to the diversity of viewpoints and experience represented on the Board, and it regularly reviews its effectiveness in balancing these considerations when assessing the composition of the Board.

The Board and the NCG Committee have not formulated any specific minimum qualifications, but rather consider the factors described above. Among other things, the Board has determined that it is important to have individuals with the following skills and experiences on the Board:



Current and Former Chief Executive

Directors with experience in significant leadership positions possess strong abilities to motivate and develop people and understand the complexities and challenges of managing a large organization



Environmental, Social and Governance / Health and Safety

Operating safely and protecting the environments and communities in which we operate is our highest priority and critical to the success of our business



Strategy Development and Execution

Directors with experience driving strategic direction and growth through mergers, acquisitions, joint ventures and other strategic initiatives, and overseeing commitment of resources, risk management and execution provide critical insights in evaluating strategic plans and opportunities



Extractive or Cyclical Industry

The mining sector, particularly precious metals mining, is cyclical, and stockholders and management benefit from the perspectives and experience of directors who have lead firms through several full business cycles



Finance/Accounting

We operate in a complex financial and regulatory environment with disclosure requirements, detailed business processes and internal controls



Human Capital Management

Oversight of the recruitment, retention and development of key talent is critical for execution of Company strategies and initiatives

Geographic

Experience in the jurisdictions in which we operate helps us navigate unique jurisdictional challenges, including culture and the legal and regulatory environment



Project Development/Management

The mining business is project intensive. Coeur benefits by having directors who have experience through the entire lifecycle of acquiring, developing and managing large and complex projects



Government Affairs, Regulatory and Legal

We operate in a heavily regulated industry that is directly affected by governmental actions and legal requirements at the local, state and federal levels in the United States, Mexico and Canada



Capital Markets Transactions

Analysis and understanding of proposed capital markets transactions, including risks and the impact to our existing capital structure is critical to oversight of strategy execution and project management



U.S. Public Company Board Service

As a U.S.-based and NYSE-listed company, Directors who have experience serving on other U.S. public company boards generally are well-prepared to fulfill the Board's responsibilities of overseeing and providing insight and guidance to management in the context of U.S. public company regulation and governance structures



Technology/Cyber Security

Important in providing perspectives on innovation and overseeing the physical and cyber threats against the security of our operations, assets and systems



Culture

A strong culture is the foundation for effective risk management, attracting, retaining and developing top talent, transparency and accountability, and strategy development and execution

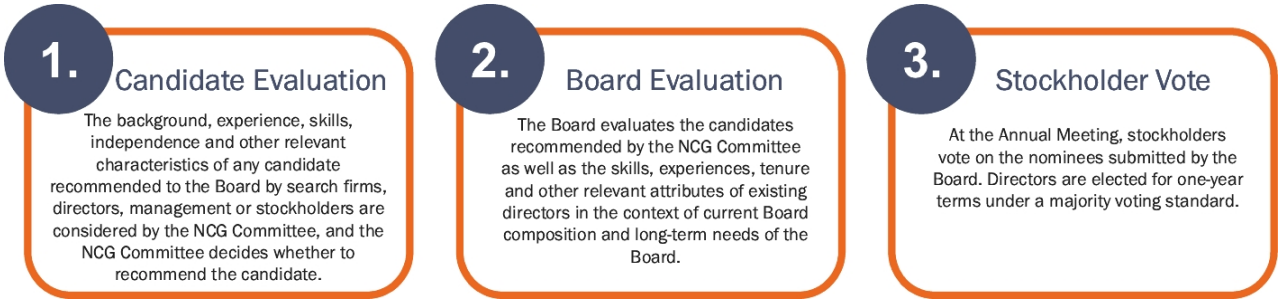
Board Composition and Refreshment

The Board does not have a mandatory retirement age. Instead, the Board believes that directors should be evaluated on their unique perspectives, experiences and ability to contribute to the Board and that long-serving directors provide important perspective and insight based on industry experience and a deep understanding of our long-term plans and objectives. The Board is focused on maintaining a balance between longer serving directors and newer directors with complementary skills, expertise, diverse backgrounds and points of view, which allows for natural turnover and an appropriate pace of Board refreshment. For example, several of our longer serving directors, including Messrs. Mellor, Robinson and Thompson, have deep public company board experience, including Messrs. Mellor's and Thompson's roles in leading other public company boards, which are invaluable to our Board and management team and balance with the

perspectives of our newer directors. Messrs. Mellor, Edwards, Robinson and Thompson also have significant experience serving Coeur in different economic environments, through multiple business and commodity cycles, and under multiple management teams, which provides them with experience and perspective that is highly valuable in providing strong leadership to a company in our industry. In identifying director candidates from time to time, the NCG Committee may focus on specific skills and experience of particular importance at the time in order to enhance the overall balance and effectiveness of the Board, as was the case in 2018 with the elections of Ms. McDonald and Mr. Luna. As part of the Board's ongoing efforts to seek this balance of skills, experience and tenure, as described in more detail below, the Board elected three new directors over the past three years, although one recently resigned due to a new professional position that does not allow service on outside boards. If all of the nominees are elected to the Board, the average tenure of the directors will be approximately twelve years, with half of independent directors having served eight years or less.

Director Nomination Process

The NCG Committee reviews and makes recommendations regarding the composition and size of the Board. The Board considers candidates identified by search firms it retains or consults with periodically, recommended by current directors and stockholders, and through other methods. The NCG Committee has adopted a policy pursuant to which significant long-term stockholders may recommend a director candidate. See page 24 for more details.

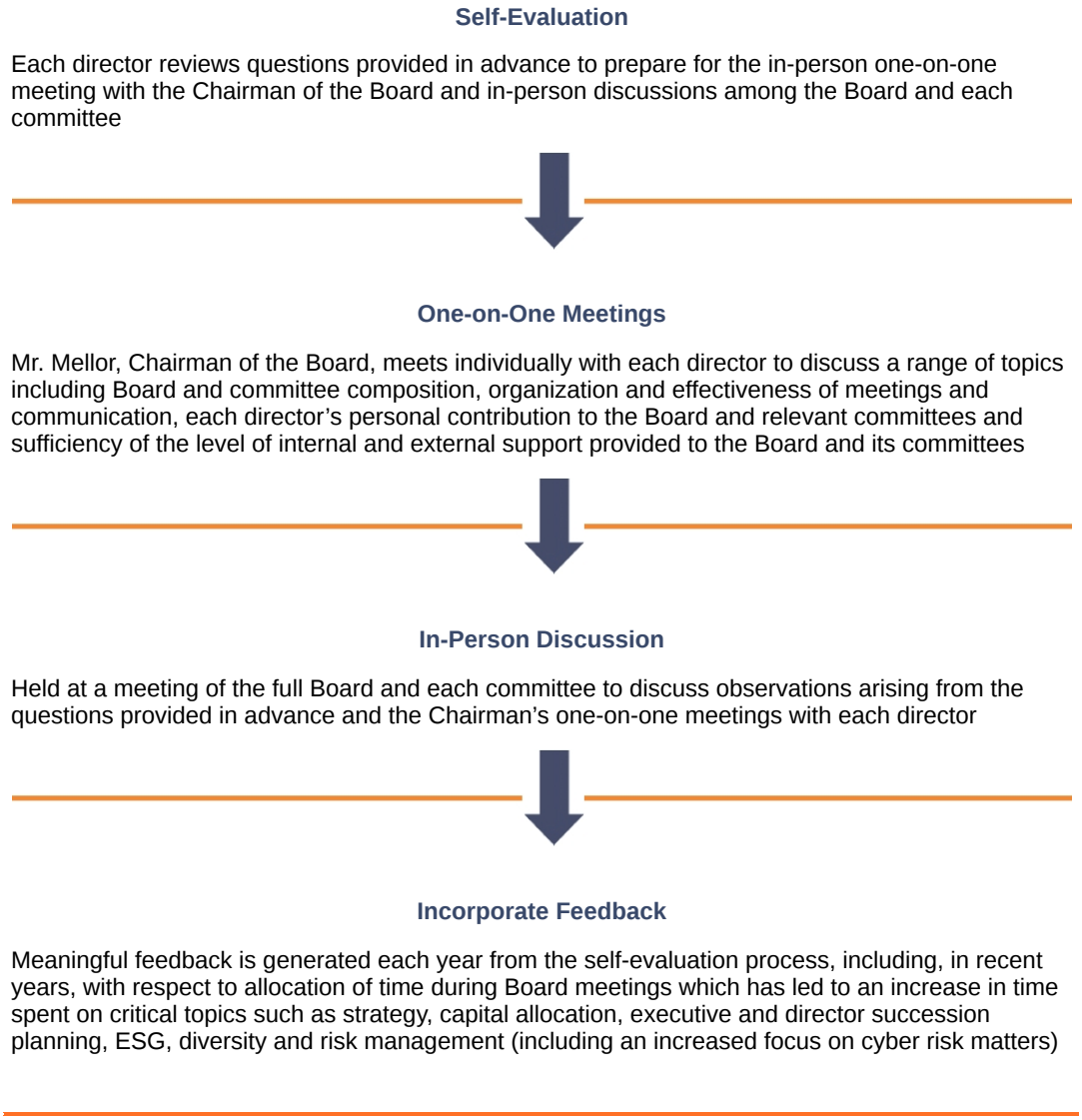


Evaluation Process for Current Directors

Before recommending an incumbent director for re-nomination, the NCG Committee considers each incumbent director's experience, qualifications and expected future contributions to the Board. The committee's annual review of existing directors includes the following considerations:

- ***Key Attributes and Responsibilities*** – In addition to having a Board composed of directors who collectively possess the diverse set of skills described above, directors should actively represent the interests of stockholders; assess and advise management regarding major risks facing the Company; ensure processes are in place for maintaining the integrity of the Company, its financial statements, its data and systems, its compliance with laws and ethics, its relationships with third parties, and its relationships with other stakeholders; and select, evaluate, retain and compensate a well-qualified CEO and senior management team, oversee succession planning and commit to fostering an environment of diversity and inclusion at the Company.
- ***Independence*** – Considering whether the interests or affiliations of a director are not in compliance with applicable laws or stock exchange requirements or could compromise the independence and integrity of an independent director's service on behalf of stockholders, including the director's relationships with the Company that would interfere with the director's exercise of independent judgment.
- ***Commitment and Performance*** – Willingness and ability to devote the time necessary to serve as an effective director.

Annual Self-Evaluation Process



In recent years, the Board enhanced its self-evaluation process by bringing in a third party to facilitate the Board's self-evaluation discussion. An example of a specific action resulting from the 2020 self-evaluation process is the EHSCR Committee's determination to hold a special meeting dedicated to reviewing the 2020 Responsibility Report in depth prior to its publication, expected in the second quarter of 2021.

Majority Vote Standard for the Election of Directors

According to our Bylaws, in an uncontested election, the number of votes cast "for" a director's election must exceed the number of votes cast "against" that director.

If a nominee for director does not receive the vote of at least a majority of votes cast at the Annual Meeting, it is the policy of the Board that the director must tender his or her offer of resignation. The NCG Committee will then make a recommendation to the Board whether to accept or reject the tendered resignation offer, or whether other action should be taken, taking into account all of the relevant facts and circumstances. The director who has tendered his or her offer of resignation will not take part in the proceedings with respect to his or her resignation offer. For additional information, our Corporate Governance Guidelines are available on the Corporate Governance page of our website, *www.coeur.com/company/corporate-governance/*, and to any stockholder who requests them. The information on our website is not incorporated by reference in this Proxy Statement.

Proxy Access

In March 2019, the Board proactively adopted proxy access, which amended the Company's Bylaws to allow certain stockholders to nominate and include in the Company's proxy materials for an annual meeting of stockholders, one or more director nominees up to the greater of two nominees or 20% of the Board, provided that the stockholder(s) and the director nominee(s) satisfy the following requirements:

Threshold stock ownership requirement	► **3%** of issued and outstanding common stock held for at least **three years**
Maximum size of stockholder group that may aggregate share ownership	► **20** stockholders
Number of director nominees that may be nominated	► Greater of **two** nominees or **20%** of Board seats
Other requirements	► Continuous ownership of shares through annual meeting ► Compliance with other requirements set out in Company Bylaws

Proposal No. 1: Election of Directors

The Board of Directors recommends a vote FOR each nominee listed in "Director Nominees" Below

What am I voting for?

- The election of nine directors to hold office until the 2022 Annual Stockholders' Meeting and until their successors have been elected and qualified. All nominees are currently Coeur directors, and each of them was elected by stockholders at the 2020 Annual Meeting.
- Properly executed proxies will be voted at the Annual Meeting FOR the election of each of the nine persons named below unless marked AGAINST or ABSTAIN.

Director Nominees

The nine individuals named below have been nominated to be elected as directors at the Annual Meeting, each to serve for one year and until his or her successor is elected and qualified. All of the nominees were elected to the Board at the 2020 Annual Meeting. We do not contemplate that any of the persons named below will be unable, or will decline, to serve; however, if any such nominee is unable or declines to serve, the persons named in the accompanying proxy may vote for a substitute, or substitutes, in their discretion, or the Board may reduce its size or leave a vacancy on the Board.

The Board and the NCG Committee have determined that our nominees possess a balanced mix of the qualifications and experiences relevant to the effective governance and oversight of our business. The following table provides information about the skills and qualifications of each director nominee. Additional information about each director nominee follows.

	Robert E. Mellor	Linda L. Adamany	Sebastian Edwards	Randolph E. Gress	Mitchell J. Krebs	Eduardo Luna	Jessica L. McDonald	John H. Robinson	J. Kenneth Thompson
Current/Former CEO	●	●		●	●	●	●	●	●
Project Development/Management		●		●	●	●	●	●	●
ESG/Health & Safety	●	●	●	●	●	●	●	●	●
Government Affairs, Regulation & Legal	●	●		●	●	●	●	●	●
Strategy Development & Execution	●	●		●	●	●	●	●	●
Capital Markets Transactions	●	●	●	●	●	●		●	●
Extractive or Cyclical Industry	●	●		●	●	●		●	●
U.S. Public Company Board Service	●	●		●	●			●	●
Finance/Accounting	●	●	●	●	●	●		●	●
Technology/Cyber Security		●			●		●		●
Human Capital Management	●	●	●	●	●	●	●	●	●
Culture	●	●	●	●	●	●	●	●	●
Geography			●	●	●	●	●		●

Robert E. Mellor



Age 77
Director since 1998

Experience

- Interim Chief Executive Officer and Chairman of the Board of Directors of Monro, Inc. (formerly, Monro Muffler/Brake, Inc.), an auto service provider, serving as a director since August 2010, interim Chief Executive Officer since August 2020, Chairman of the Board of Directors since June 2017 and as lead independent director from April 2011 to June 2017
- Former Chairman, Chief Executive Officer and President of Building Materials Holding Corporation (distribution, manufacturing and sales of building materials and component products) from 1997 to January 2010, director from 1991 to January 2010
- Former member of the Board of Directors of CalAtlantic Group, Inc., a national residential home builder, from October 2015 to February 2018, when CalAtlantic was acquired by Lennar Corporation; member of the Board of Directors of The Ryland Group (national home builder, merged with another builder to form CalAtlantic) from 1999 to October 2015
- Former member of the Board of Directors of Stock Building Supply Holdings, Inc., a lumber and building materials distributor, from March 2010 until December 2015 when it merged with another company
- Selected in 2020 as one of the 100 most influential corporate directors by the National Association of Corporate Directors

Education

- Mr. Mellor earned a B.A. in Economics from Westminster College (Missouri) and a Juris Doctor degree from Southern Methodist University School of Law

Expertise

- As the former Chairman and Chief Executive Officer of Building Materials Holding Corporation and current Interim Chief Executive Officer of Monro Inc., Mr. Mellor brings to the Board leadership, risk management, cyclical industry, talent management, operations, capital markets, mergers & acquisitions and strategic planning experience.
- Mr. Mellor also brings to the Board public company board experience through his service on the board of Monro, Inc., and former service with CalAtlantic Group, Inc., The Ryland Group, Inc. and Stock Building Supply Holdings, Inc.

Linda L. Adamany



Age 69
Director since 2013

Experience

- Served at BP plc, a multinational oil and gas company, in several capacities from July 1980 until her retirement in August 2007, most recently from April 2005 to August 2007 as a member of the five-person Refining & Marketing Executive Committee responsible for overseeing day-to-day operations and HR management of BP plc's Refining & Marketing segment, a $45 billion business at the time
- Member of the Board of Directors of Jefferies Financial Group Inc. (formerly known as Leucadia National Corporation), a diversified holding company engaged in a variety of businesses, since March 2014, and a member of the Board of Directors of Jefferies Group Inc., a wholly-owned subsidiary of Jefferies Financial Group Inc., since November 2018
- Non-executive director of BlackRock Institutional Trust Company since March 2018
- Former non-executive director of Wood plc, a company that provides project, engineering and technical services to energy and industrial markets, from October 2017 to May 2019
- Non-executive director of Amec Foster Wheeler plc, an engineering, project management and consultancy company, from October 2012 to October 2017, when Amec was acquired by Wood Group plc
- Former member of the Board of Directors of National Grid plc, an electricity and gas generation, transmission and distribution company, from November 2006 to November 2012
- Selected as one of *Women Inc*. Magazine's 2018 Most Influential Corporate Directors
- Certified Public Accountant

Education

- Ms. Adamany earned a degree in Accounting from John Carroll University (Magna Cum Laude) and has completed executive education studies at Harvard University, University of Cambridge and Tsing Hua University (China).

Expertise

- Ms. Adamany brings to the Board leadership, financial and accounting expertise, strategic planning experience, and experience in the extractive resources industry and with cyclical businesses through her positions with BP plc and project management experience as director of Wood plc and Amec Foster Wheeler plc

Sebastian Edwards



Age 67
Director since 2007

Mexico

Experience

- Henry Ford II Professor of International Business Economics at the Anderson Graduate School of Management at the University of California, Los Angeles (UCLA) from 1996 to present
- Co-Director of the National Bureau of Economic Research's Africa Project from 2009 to present
- Chief Economist for Latin America at the World Bank Group from 1993 to 1996
- Taught at IAE Universidad Austral in Argentina and at the Kiel Institute from 2000 to 2004
- Member of the Board of Moneda Asset Management, an investment management firm in Chile
- Member of the Board, Centro de Estudios Publicos, Chile

Education

- Mr. Edwards earned an *Ingeniero Comercial* degree and became a *Licenciado en Economia* at the Universidad Católica de Chile and earned a MA and PhD in economics from the University of Chicago.

Expertise

- As a professor of International Business, as well as through various positions relating to Latin American economies, Mr. Edwards brings to the Board international, government, economic and financial experience, all of which are beneficial to the Board, which operates in an industry that is subject to macro-economic trends and events.

Randolph E. Gress



Age 65
Director since 2013

Mexico & Canada

Experience

- Retired Chairman, from November 2006 until January 2016, and former director, from August 2004 until January 2016, and Chief Executive Officer, from 2004 until December 2015, of Innophos Holdings, Inc., a leading international producer of performance-critical and nutritional specialty ingredients for the food, beverage, dietary supplements, pharmaceutical and industrial end markets
- Various positions with Rhodia SA, a group that specializes in fine chemistry, synthetic fibers and polymers, from 1997 to 2004, including Global President of Specialty Phosphates and Vice President and General Manager of the North American Sulfuric Acid and Regeneration businesses
- Various roles at FMC Corporation, from 1982 to 1997, including Corporate Strategy and various manufacturing, marketing and supply chain positions

Education

- Mr. Gress earned a B.S.E. in Chemical Engineering from Princeton University and earned an M.B.A. from Harvard University.

Expertise

- Mr. Gress is a seasoned industrial executive with a wide range of international, mergers & acquisitions, capital markets, operations, strategic planning, financial/accounting, government/regulatory and legal experience as well as mining experience (phosphates with Rhodia S.A. and various minerals with FMC Corporation).

Mitchell J. Krebs



Age 49
Director since 2011

Mexico

Experience

- President and Chief Executive Officer of Coeur Mining, Inc., since 2011. Mr. Krebs joined Coeur in 1995 after spending several years in the investment banking industry in New York. Mr. Krebs held various positions in the corporate development department, including Senior Vice President of Corporate Development. In March 2008, Mr. Krebs was named Chief Financial Officer, a position he held until being appointed President and CEO
- Member of the Board of Directors of Kansas City Southern Railway Company since May 2017 (Audit Committee; Finance Committee)
- Member of the Board of the National Mining Association (Executive Committee; Chair of Audit and Finance Committee; Chair of ESG Task Force)
- Executive Committee member and past President of The Silver Institute

Education

- Mr. Krebs holds a B.S. in Economics from the Wharton School at the University of Pennsylvania and an M.B.A. from Harvard University

Expertise

- Mr. Krebs brings leadership, industry, capital markets, mergers & acquisitions, and strategic planning experience, as well as his in-depth knowledge of Coeur through the high-level management positions he has held with Coeur over the years.

Eduardo Luna



Age 75
Director since 2018

Mexico

Experience

- Member of the Board of Directors of Wheaton Precious Metals Corp., a precious metals streaming company, since 2004, Chairman of the Board of Directors, from 2004 to 2009, interim Chief Executive Officer, from October 2004 to April 2006, and Executive Vice President from 2002 to 2005
- Chairman of the Board of Directors of Rochester Resources Ltd., a junior natural resources company with assets in Mexico
- Former member of the Board of Directors of DynaResource, Inc., an exploration stage precious metals company, and special advisor to the president of its wholly-owned Mexican subsidiary, from March 2017 to July 2019
- Chairman of the Advisory Board of the Faculty of Mines at the University of Guanajuato
- Director of Minas de Bacís, a private mining company with operations in Mexico, since 2018
- Director of Avantti Medi Clear, a private company, since 2010
- Former member of the Board of Directors of Primero Mining Corp., a precious metals mining company, from 2008 to 2016, also holding several senior management roles during that period, including Executive Vice President and President (Mexico), and President and Chief Operating Officer
- Executive Vice President of Goldcorp Inc., from March 2005 to September 2007
- President of Luismin, S.A. de C.V., from 1991 to 2007

Education

- Mr. Luna earned a B.S in Mining Engineering from Universidad de Guanajuato, an M.B.A. from Instituto Tecnologico de Estudios Superiores de Monterrey and an Advanced Management Degree from Harvard University.

Expertise

- Mr. Luna brings extensive mining industry, executive leadership, public company board, project development/management and cyclical business experience through his roles with Luisman, Goldcorp, Primero and Wheaton, among others, as well as experience with Mexican government relations and regulatory matters, which is particularly valuable given the significance to Coeur of the Palmarejo complex.

Jessica L. McDonald



Age 52
Director since 2018

British Columbia, Canada

Experience

- Member of the Board of Directors of Hydro One Limited, an electricity transmission and distribution utility serving the Canadian province of Ontario, since August 2018
- Former Chair of Board of Directors of Canada Post Corporation, the national postal service of Canada, from December 2017 to July 2020, and interim President and CEO from April 2018 to March 2019
- Fomer member of the Board of Directors of Trevali Mining Corporation, a Canadian zinc-focused base metals mining company, from October 2017 to March 2020 and served as Chair from March 2019 to March 2020.
- President and CEO from 2014 to 2017 of the British Columbia Hydro and Power Authority, a provincial Crown Corporation that operates generation, transmission and distribution infrastructure to deliver electricity to customers in British Columbia, Canada
- Member of the Board of Directors of the Greater Vancouver Board of Trade since 2016
- Former member of the Board of Directors of Insurance Corporation of British Columbia from 2014 to 2016
- Fomer Chair of the Board of Directors of Powertech Labs, one of the largest testing and research laboratories in North America, from 2014 to 2017
- Former member of the Board of Directors of Powerex Corp., a key participant in energy trading markets in North America from 2014 to 2017
- Executive Vice President of Heenan Blaikie Management Ltd. from 2010 to 2013
- Various positions in the British Columbia, Canada, government, including as Deputy Minister to the Premier, Cabinet Secretary and Head of the British Columbia Public Service from 2005 to 2009
- Named to Canada's Top 100 Most Powerful Women Hall of Fame
- Appointed to the Member Council of Sustainable Development Technology Canada
- Fellow at Stanford University, Center for Energy Policy and Finance, from 2017 to 2018

Education

- Ms. McDonald earned a B.A degree from the University of British Columbia.
- Ms. McDonald also holds an ICD.D Designation from the Institute of Corporate Directors at the Rotman School of Management, University of Toronto.
- Ms. McDonald received the National Association of Corporate Directors Cybersecurity Oversight Certificate in 2020.

Expertise

- Ms. McDonald brings extensive leadership, project development/management, and health, safety and environmental experience, including as the President and CEO of British Columbia Hydro and Power Authority and various prominent roles with the British Columbia government and as a director of several companies. Ms. McDonald's experience with British Columbia government relations and regulatory matters is particularly relevant in light of Coeur's Silvertip silver-zinc-lead mine in British Columbia.

John H. Robinson



Age 70
Director since 1998

Experience

- Chairman of Hamilton Ventures LLC, a venture capital firm, since founding the firm in 2006
- Member of the Board of Directors of Alliance Resource Management GP, LLC, which acts as the general partner for Alliance Resource Partners, L.P., a publicly-traded coal mining company
- Member of the Board of Directors of Olsson Associates, an engineering consulting firm
- Former member of the Board of Directors of Federal Home Loan Bank of Des Moines, financial services cooperative, from 2007 to 2019
- CEO of Nowa Technology, Inc., a development and marketing of environmentally sustainable wastewater treatment technology company, from 2013 to 2014
- Former Chairman of EPC Global, Ltd., an engineering staffing company, from 2003 to 2004
- Former Executive Director of Amey plc, a British business process outsourcing company, from 2000 to 2002
- Vice Chairman of Black & Veatch Inc., an engineering and construction, from 1998 to 2000. Mr. Robinson began his career at Black & Veatch and was Managing Partner prior to becoming Vice Chairman

Education

- Mr. Robinson earned a Master of Science degree in Engineering from the University of Kansas and is a graduate of the Owner-President-Management Program at the Harvard Business School.

Expertise

- As a senior corporate executive in the engineering and consulting industries, and a director in the resource extraction and financial industries, Mr. Robinson brings to the Board leadership, project development/management, industry, cyclical business and capital markets experience. Mr. Robinson also brings to the Board U.S. public company board experience and expertise in executive compensation and leadership development.

J. Kenneth Thompson



Age 69
Director since 2002

Alaska

Experience

- President and Chief Executive Officer of Pacific Star Energy LLC, a privately held firm that is a passive holder of oil lease royalties in Alaska, from September 2000 to present, including, from 2004 to present, royalties held by Alaska Venture Capital Group LLC from its prior oil and gas exploration and development activities
- Chairman of the Board of Pioneer Natural Resources Company, a large independent oil and gas company
- Presiding (Lead) Director of the Board of Directors of Tetra Tech, Inc., an engineering consulting firm
- Member of the Board of Directors of Alaska Air Group, Inc., the parent corporation of Alaska Airlines and Horizon Air
- Executive Vice President of ARCO's Asia Pacific oil and gas operating companies in Alaska, California, Indonesia, China and Singapore from 1998 to 2000
- President and Chief Executive Officer of ARCO Alaska, Inc., the oil and gas producing division of ARCO based in Anchorage, from June 1994 to January 1998
- Corporate Vice President leading ARCO's oil & gas research and technology center from 1993-94 which included research in various geoscience disciplines, engineering technologies and environmental sciences. He also had oversight of the Information Technology department, the computing center and IT security
- Selected in 2019 as one of the 100 most influential corporate directors by the National Association of Corporate Directors

Education

- Mr. Thompson earned a B.S. degree and Honorary Professional Degree in Petroleum Engineering from the Missouri University of Science & Technology

Expertise

- Through Mr. Thompson's various executive positions, including the role of Chief Executive Officer, he brings to the Board leadership, risk management, project development/management, engineering, strategic planning, natural resources/extractive industry and extensive health, safety and environmental experience. Mr. Thompson also has government and regulatory experience through his work in other highly-regulated industries such as the oil and gas, energy, and airline industries, and possesses extensive U.S. public company board experience.
  Mr. Thompson's experience in the oil and gas and airline industries also provide extensive experience with cyclical businesses.

Meeting Attendance

Our Board met nine times during 2020. Each incumbent director who served in 2020 attended at least 90% of the aggregate meetings of the Board and committees on which he or she served. We have a policy that encourages directors to attend each annual meeting of stockholders, absent extraordinary circumstances. Each director then serving attended the 2020 Annual Meeting.

Committees of the Board of Directors

Each of the following Board committees functions under a written charter adopted by the Board, copies of which are available on the Corporate Governance page of our website, currently *www.coeur.com/company/corporate-governance/*, and to any stockholder who requests them.

The current members, responsibilities and the number of meetings held in 2020 of each of these committees are shown below:

Audit Committee

Committee Members

Linda L. Adamany, Chair
Sebastian Edwards
Eduardo Luna
Jessica L. McDonald

Number of meetings in 2020: 6

Key Responsibilities

Reviewing and reporting to the Board with respect to the oversight of various auditing and accounting matters and related key risks, including:

- The selection and performance of our independent registered public accounting firm;
- The planned audit approach;
- The nature of all audit and non-audit services to be performed;
- Accounting practices and policies;
- Oversight of the compliance program including compliance with the Company's Code of Business Conduct and Ethics and whistleblower reporting framework; and
- The performance of the internal audit function.

Independence and Financial Literacy

- The Board has determined that each member of the Audit Committee is independent as defined by the NYSE listing standards and Coeur's independence standards, which are included as part of Coeur's Corporate Governance Guidelines, as well as additional, heightened independence criteria under the NYSE listing standards and SEC rules applicable to Audit Committee members.
- All members of the Audit Committee satisfy the NYSE's financial literacy requirement.
- The Board has determined that Ms. Adamany is an Audit Committee Financial Expert (as defined by SEC rules), as a result of her knowledge, abilities, education and experience.

Audit Committee Financial Expert

Compensation and Leadership Development Committee

Committee Members

John H. Robinson, Chair
Sebastian Edwards
Randolph E. Gress
Robert E. Mellor

Number of meetings in 2020: 6

Key Responsibilities

- Approving, together with the other independent members of the Board, the annual compensation for our CEO.
- Approving the annual compensation of the non-CEO executive officers.
- Reviewing and making recommendations to the Board with respect to compensation of the non-employee directors, our equity incentive plans and other executive benefit plans.
- Overseeing risk management of our compensation programs and executive succession planning.
- Overseeing leadership development, including goal development, planning and assessment of progress against individual development goals and plans.
- Reviewing with management the Company's human capital management, including matters such as diversity and inclusion, corporate culture, talent development and retention.

Independence

- The Board has determined that each member of the CLD Committee is independent as defined by the NYSE listing standards and Coeur's independence standards, which are included as part of Coeur's Corporate Governance Guidelines, as well as additional, heightened independence criteria under the NYSE listing standards applicable to the CLD Committee members and Section 16 rules.

Nominating and Corporate Governance

Committee Members

Robert E. Mellor, Chair
Randolph E. Gress
John H. Robinson
J. Kenneth Thompson

Number of meetings in 2020: 4

Key Responsibilities

- Identifying and recommending to the Board nominees to serve on the Board.
- Establishing and reviewing corporate governance guidelines.
- Reviewing and making recommendations to the Board and oversee risk management with respect to corporate governance matters.
- Oversee CEO succession planning.

Independence

- The Board has determined that each member of the NCG Committee is independent as defined by the NYSE listing standards and Coeur's independence standards, which are included as part of Coeur's Corporate Governance Guidelines.

Environmental, Health, Safety and Corporate Responsibility

Committee Members
J. Kenneth Thompson, Chair
Linda L. Adamany
Eduardo Luna
Jessica L. McDonald

Number of meetings in 2020: 4

Key Responsibilities

Reviewing the Company's EHSCR policies and management systems, as well as the scope of the Company's potential EHSCR risks and liabilities, including with respect to:

- Environmental permitting, compliance and stewardship;
- Employee and contractor safety and health;
- Corporate social responsibility and community relations;
- Compliance with EHSCR laws, rules and regulations; and
- Oversight of ESG initiatives, including goal setting, data collection, disclosures and reporting frameworks.

Independence

- The Board has determined that each member of the EHSCR Committee is independent as defined by the NYSE listing standards and Coeur's independence standards, which are included as part of Coeur's Corporate Governance Guidelines.

Executive Committee

Committee Members

Robert E. Mellor, Chair
Mitchell J. Krebs
John H. Robinson
J. Kenneth Thompson

Number of meetings in 2020: 4

Key Responsibilities

- Acting in place of the Board on limited matters that require action between Board meetings.
- During 2020, the Executive Committee received updates from management about topics such as major projects, COVID-19 impacts and strategic initiatives between Board meetings.

Board Leadership and Independent Chairman

One of our Board's key responsibilities is to evaluate and determine its optimal leadership structure so as to provide independent oversight of management. The Board understands that there is no single, generally accepted approach to providing Board leadership, and that given the dynamic and competitive environment in which we operate, the right Board leadership structure may vary. The Board and NCG Committee review the structure of Board and Company leadership as part of its annual review of the Board succession planning process. Our Board has determined that an independent, non-executive Chairman is currently the optimal leadership structure. Currently, Mr. Mellor serves as independent Chairman of the Board. Mr. Krebs serves as President, CEO and Director.

Director Independence

The Board has determined that each director, other than Mr. Krebs, our President and CEO, is independent within the meaning of applicable NYSE listing standards and rules and our independence standards, which are included as part of our Corporate Governance Guidelines and that Mr. Sandoval was independent during the portion of 2020 when he served on the Board. The Board has further determined that the Audit Committee, CLD Committee, NCG Committee and EHSCR Committee are composed solely of independent directors, and members of the Audit and CLD Committees satisfy additional, heightened independence criteria applicable to members of those committees under the NYSE listing standards and SEC rules. Consequently, independent directors directly oversee such important matters as our financial statements, executive compensation, the selection and evaluation of directors and the development and implementation of our corporate governance programs and ESG programs and compliance.

In determining the independence of directors, the Board (with the assistance of the General Counsel and based upon the recommendation of the NCG Committee) undertakes an annual review of the independence of all non-employee directors. Each non-employee director annually provides the Board with information regarding the director's business and other relationships with Coeur and its affiliates, and with senior management and their affiliates, to enable the Board to evaluate the director's independence. In the course of the annual determination of the independence of directors, the Board (with the assistance of the General Counsel and based upon the recommendation of the NCG Committee) evaluates all relevant information and materials, including any relationships between Coeur and any other company where one of our non-employee directors also serves as a director. The Board considered Mr. Thompson's board service for Alaska Air Group, Inc. and Tetra Tech, Inc., with whom Coeur conducted business in 2020 involving amounts that are immaterial to Coeur and each other company. Moreover, Mr. Thompson did not influence, or receive any material direct benefit from, those business relationships.

In particular, the Board considered the potential impact of the longer tenures on the independence of Messrs. Mellor, Robinson, Thompson and Edwards. Each director has significant experience serving Coeur in different economic environments, through multiple business and commodity cycles, and under multiple management teams, which provides them with experience and perspective that is highly valuable in providing strong leadership to a company in our industry. See "Board Composition and Refreshment" on page 11. Accordingly, the Board has determined that each is independent because each satisfies all applicable legal and stock exchange criteria for independence and continues to be an effective director who fulfills his responsibilities with integrity and independence of thought.

Related Person Transactions

Our Related Person Transactions Policy includes written policies and procedures for the review, approval or ratification of related person transactions. As more fully explained in this policy, any transaction in which a related person has a material interest, other than transactions involving aggregate amounts less than $120,000, must be approved or ratified by the NCG Committee. The policies apply to all executive officers, directors, more than 5% stockholders and their immediate family members. Since the beginning of 2020, there were no related person transactions under the relevant standards that would require disclosure.

We take the following steps with regard to related person transactions:

- On an annual basis, each director and executive officer of the Company completes a detailed questionnaire that requires disclosure of any transaction, arrangement or relationship with us during the last fiscal year in which the director or executive officer, or any member of his or her immediate family, had a direct or indirect material interest.
- Each director and executive officer is expected to promptly notify our legal department of any direct or indirect interest that such person or an immediate family member of such person had, has or may have in a transaction in which we participate.
- Any reported transaction that our legal department determines may qualify as a related person transaction is referred to the NCG Committee.
- The Company monitors its accounts payable, accounts receivable and other databases to identify any other potential related person transactions that may require disclosure.

In determining whether or not to approve or ratify a related person transaction, the NCG Committee may take such action as it may deem necessary or in the best interests of the Company and may take into account the effect of any related person transaction on independence status of a director.

Meetings of Non-Management Directors

Non-management members of the Board, all of whom are also independent directors, regularly hold executive sessions at Board meetings without members of management being present. Mr. Mellor, the independent Chairman of the Board, presides over each such meeting.

Director Education and Development

Continuing education is provided for all directors through board materials and presentations, discussions with management, visits to our sites and other sources. In 2020, directors were provided concentrated educational and development programs at Board meetings and through online training opportunities covering fiduciary obligations and communications best practices, among other matters. Several of our directors also attended programs focused on topics that are relevant to their duties as a director, including cyber risk oversight, corporate governance, ethics, diversity, ESG topics, audit matters, economics, culture, crisis management, executive compensation, political and regulatory risks and developments in the U.S., Mexico and Canada, and board best practices. In addition, Mr. Mellor served on a panel as part of *Corporate Board Member's* ESG Board Forum conference in September 2020.

Policy Regarding Director Nominating Process

The NCG Committee has adopted a policy pursuant to which a stockholder who has owned at least 1% of our outstanding shares of common stock for at least two years may recommend a director candidate that the committee will consider when there is a vacancy on the Board either as a result of a director resignation or an increase in the size of the Board. Such recommendation must be in writing addressed to the Chairman of the NCG Committee at our principal executive offices and must be received by the Chairman at least 120 days prior to the anniversary date of the release of the prior year’s proxy statement. Although the NCG Committee has not formulated any specific minimum qualifications that it believes must be met by a nominee that the NCG Committee recommends to the Board, the NCG Committee will take into account the factors discussed under “Director and Nominee Experience and Qualifications” on page 10. The NCG Committee would evaluate any stockholder nominee according to the same criteria as a nominee from any other source.

Management Succession Planning and Talent Development

The Board oversees the recruitment, development, and retention of our senior executives. Significant focus is placed on succession planning both for key executive roles and also deeper into the organization. In-depth discussions occur multiple times per year in meetings of the Board, CLD Committee and NCG Committee, including in executive sessions to foster candid conversations. The full Board receives an annual presentation from Mr. Krebs, our CEO, and Ms. Schouten, our Senior Vice President, Human Resources, showing detailed succession plans for each executive and senior leadership position as well as the general managers for each operating mine and their senior leadership teams. These succession plans include development plans and readiness assessments for succession candidates. The CLD Committee receives regular presentations from Mr. Krebs and Ms. Schouten on the progress each executive has made on his or her individual development plans. These presentation materials result from a structured evaluation process by and under the leadership of Ms. Schouten which includes one-on-one discussions with key leaders around the Company about their teams and high-potential employees. Directors have regular and direct exposure to senior leadership and high-potential employees during Board and committee meetings and through other informal meetings and events held during the year.

Our focused succession planning enables us to timely identify internal and external candidates for key roles within the organization. During early 2020, as work ramped up on two strategically critical, long-term development projects, the POA 11 expansion project at the Rochester mine (please see “CD&A Summary—Company Performance” on page 55 for more information) and the evaluation of a potential expansion and restart of operations at the Silvertip mine, Mr. Krebs, in consultation with the Board, assessed that we should have a dedicated executive to lead these initiatives. As a result, we created a new role of Chief Development Officer and appointed Terrence F. Smith, then the Senior Vice President, Operations, to that position. Our succession planning process helped identify Mr. Smith as having the background and skills necessary for this new role. This transition created a need for a new Operations leader. Again, our succession planning process supported the decision to recruit externally for this role, which led to the hire of Michael Routledge as Senior Vice President and Chief Operating Officer in June 2020.

Board Oversight of Long-Term Strategy and Capital Allocation

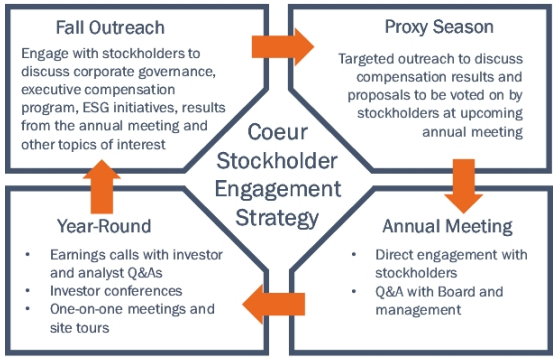
A significant amount of time is dedicated to strategy at each regular Board meeting, a focused review of strategy occurs annually, and the Board considers alignment of key initiatives with the Company’s strategy and capital allocation framework when approving significant actions. Our management team and Board integrate sustainability risks and opportunities into long-term strategy and capital allocation. Examples include our strategic priority to operate only in favorable jurisdictions from a legal certainty and rule of law perspective, constructing and operating lower-risk tailings storage facilities, actively promoting strong relationships with all stakeholders to support social license to operate, and actively managing our human capital to develop and attract the high-caliber talented workforce we need to succeed. In addition, the Board regularly invites leading investment banking firms and equity research analysts in our sector, precious metals research analysts and other subject matter experts to present to the Board to provide insights on the industry and the broader economy to consider in setting and overseeing long-term strategy. The Board actively oversees and provides constructive feedback on development of strategy and execution of key strategic initiatives through a combination of channels, including:

- during dedicated discussions on formal Board agendas,
- during executive sessions both with the CEO and among independent directors only,
- through its committees in regard to matters subject to committee oversight (such as the CLDC in regard to alignment of compensation programs with long-term strategy and value-creation, the EHSCR Committee in regard to ESG initiatives, including related to climate change, the NCGC in regard to Board refreshment and diversity and maintaining peer-leading corporate governance practices, and the Audit Committee in regard to financial risk management, maintaining a strong compliance program and cybersecurity), and
- through one-on-one discussions between directors and the CEO to leverage individual directors' unique perspectives and experiences by applying them to the Company's particular strategic opportunities and challenges.

We believe our Board's approach to oversight and counseling management is effective and provides a framework for sound strategy development and strategic decision-making.

Stockholder Outreach and Engagement

We view our relationship with stockholders as a critical part of our corporate governance profile. Among other things, proactive engagement with our stockholders helps us to understand expectations for our performance, maintain transparency, and shape corporate governance and executive compensation policies.



Each year, we launch two main outreach efforts, one in the spring in conjunction with proxy season and one in the fall. Our independent directors are also available to engage with stockholders, either directly or as part of our regular stockholder engagement program. In 2020, we contacted all institutional stockholders who owned at least 0.15% of our aggregate outstanding shares of common stock (as of June 30, 2020), representing approximately 58% of outstanding shares of our common stock, and engaged with all stockholders who responded to our invitation to discuss corporate governance, executive compensation and ESG matters. This led to focused discussions with the stockholders who accepted our invitation, which gave us valuable feedback on key issues and specific elements of our programs. Stockholder feedback is reported to and discussed with our Board and relevant committees. In recent years, stockholder feedback has supported a range of actions, including setting specific, objective long-term ESG targets, enhancing ESG disclosures including SASB and GRI-aligned reporting, incorporating ESG factors into our long-term business strategy, and increasing the proportion of incentive compensation linked to ESG factors. We also acted upon feedback on topics such as Board gender diversity and refreshment and proxy access. The CLD Committee's introduction of measures tied to ROIC and major project execution into the performance share program in 2020 aligns with feedback from stockholders that measures should tie to key drivers of long-term stockholder value.

We believe our proactive engagement approach has resulted in constructive feedback and input from stockholders and we intend to continue these efforts.

Corporate Governance Guidelines and Code of Business Conduct and Ethics

The Board has adopted Corporate Governance Guidelines and the Code in accordance with NYSE corporate governance standards. We believe our Code, aligns with our purpose statement of *"We Pursue a Higher Standard"* by expecting all of our directors, officers and employees to seek and deliver a higher standard of honesty, ethics and integrity in every aspect of our business and throughout our organization. Copies of our Corporate Governance Guidelines and Code are available on the Corporate Governance page of our website, *www.coeur.com/company/corporate-governance/*, and to any stockholder who requests them. To the extent required under applicable rules, we have previously provided, and intend to provide in the future, amendment information to these documents and any waivers from our Code by posting to our website.

Responsibility

At Coeur, *We Pursue a Higher Standard* by striving to uphold our core values:



At the Board level, the EHSCR Committee primarily oversees ESG activities and receives an update on progress on ESG initiatives at every meeting. Each of the Board's other committees also exercises oversight for some aspects of our ESG activities. During 2020, the EHSCR Committee received updates on key environmental, health and safety and community relations strategies, performance and risks as well as emerging ESG reporting trends and investor expectations on ESG topics.

With the oversight of the EHSCR Committee and Board, we made substantial progress against our 2020 goals and priorities, which will culminate in the release of the 2020 Responsibility Report in the second quarter of 2021.

Our ESG priorities during 2020 included:

- Building on our peer-leading corporate governance and emphasis on clear, transparent disclosure by maintaining a best-in-class governance profile and further improving our proxy statement after being awarded "best proxy statement, small cap" in 2019 and "best proxy statement, mid cap" in 2020 by Corporate Secretary magazine;
- Publishing an inaugural Responsibility Report with specific, objective ESG goals, and disclosures aligned with SASB and GRI standards;
- Conducting a gap assessment of current disclosures compared to the TCFD framework and developing plans to begin reporting in-line with TCFD recommendations in the 2020 Responsibility Report;
- Developing company-wide GHG reduction targets for inclusion in the 2020 Responsibility Report;
- Achieving or making progress on our short- and long-term ESG goals, such as reducing permit discharge exceedances by at least 15% in 2020 and reducing TRIFR by at least 7.5% on a 3-year average basis;
- Enhancing our Diversity, Equity and Inclusion initiatives to foster an inclusive workplace that supports diversity and reflects the communities where we operate;
- Conducting a company-wide community relations assessment and strategic planning exercise; and
- Continuing to engage with stockholders about ESG issues to ensure our initiatives, priorities and reporting are aligned with the information that is important to them.

Governance

Governance continues to be the most important factor considered by ESG-focused investors according to a recent survey by ISS ESG, the responsible investment arm of Institutional Shareholder Services ("ISS"), Coeur maintains best-in-class governance practices, as evidenced by our corporate governance score of "1" issued by ISS, which is the highest possible score. In 2019 and 2020, our Board and governance team were recognized with multiple awards exemplifying how *We Pursue a Higher Standard*.

- *National Association of Corporate Directors* 2020 Directorship 100, Robert E. Mellor, Chairman of the Board, and 2019 Directorship 100, J. Kenneth Thompson, Director and Chair of the EHSCR Committee
- Winner of *cfi.co*, Best Miner Governance, North America
- Winner of the 2020 *Corporate Secretary Magazine* Corporate Governance Awards for Best Proxy Statement (mid-cap) for the second consecutive year (small-cap proxy award in 2019)
- Finalist for the 2019 and 2020 *Corporate Secretary Magazine* Corporate Governance Awards Best for Compliance & Ethics Program (small to mid-cap)
- *Crain's Chicago* Notable General Counsel List (2019), Casey Nault, SVP, General Counsel and Secretary
- *Crain's Chicago* Notable Leaders in HR List, Emilie Schouten, SVP, Human Resources (2019 and 2020)

Environmental

Coeur remains committed to best-in-class environmental performance. We ***Protect*** our environment and communities, ***Develop*** plans that guide sustainable mineral production and ***Deliver*** environmental best practices.

In our 2019 Responsibility Report published in April 2020, we committed to (1) conducting a gap assessment of climate-related disclosures during 2020 with a goal of enhancing disclosures in 2021 and (2) setting an organization-wide greenhouse gas emissions reduction target by 2021. We achieved these goals, and in our 2020 Responsibility Report to be published in the second quarter of 2021 we will begin reporting in-line with TCFD recommendations and share our emissions reduction targets.

For 2021, we also plan to conduct a scenario analysis that aligns with the 1.5-degree Celsius Paris goal and will allow Coeur to better identify transitional and physical risks and opportunities over the short-, medium- and long-term. The results will inform business strategy moving forward.

Our compensation programs are aligned with our commitment to environmental performance. In 2020, the CLD Committee increased the portion of the AIP opportunity tied to environmental performance (which has been a part of our compensation program, with significant weightings, for over a decade) from 7.5% to 10%, choosing reduction in permit discharge exceedances as the 2020 measure. For the year, we achieved a 52% reduction compared to 2019.

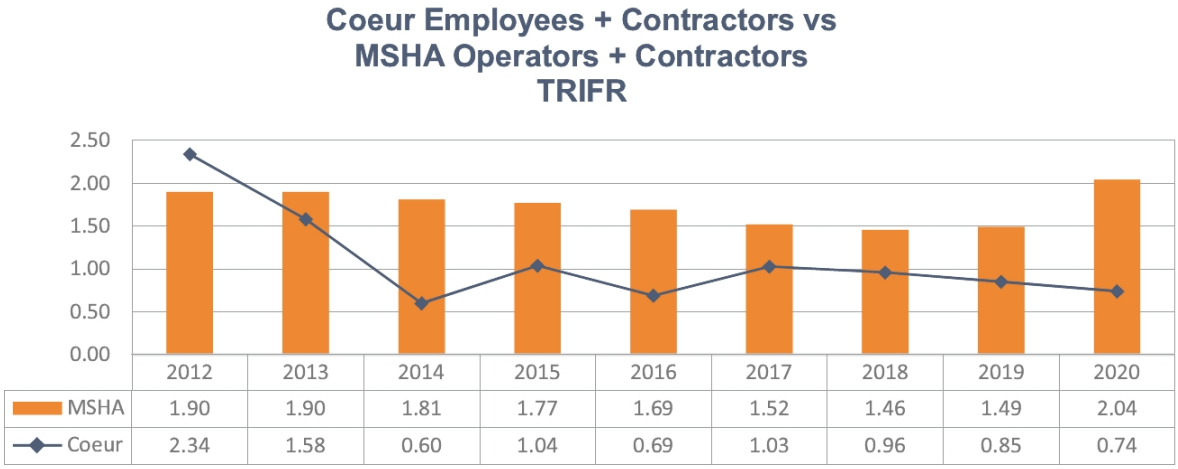
More information about our environmental strategies and performance is available in the Responsibility section of our website (http://www.coeur.com/responsibility/responsibility-overview/). The information on our website is not, and shall not be deemed to be, a part of this Proxy Statement or incorporated into any other filings we make with the SEC.

Social Responsibility – People

At Coeur, we believe in cultivating a culture of safety among our employees and contractors that includes enhancing processes to reduce exposure to unsafe situations and promotes well-being. Whether it is exposure to physical injury or illness, the health and safety of our people, families, contractors and the communities where we operate remains a core value and top priority. We are proudly certified under the *CORESafety* program through the National Mining Association ("NMA"). Our safety approach is not focused on merely avoiding injury, we believe in a more comprehensive approach that includes proactively identifying and addressing hazards, exposures and risks. Our strategy has four key components that are expected of employees and contractors at every level:

- **Reduce exposure** through formal risk assessments and predictive identification of high-risk tasks which then form the basis of standard operating procedures to make those tasks safe
- **Recognize hazards** from before work begins through completion to identify and create mitigating controls
- **Investigate incidents** to determine a root cause and implement practices to prevent future occurrences
- **Communicate effectively** across the organization to drive engagement at all levels and focus on achieving safe outcomes

Despite the unprecedented challenges posed by COVID-19 during 2020, our strong safety culture and sustained health and safety efforts and focus resulted in significant year-over-year improvements in worker safety. We reduced companywide employee and contractor TRIFR, a key safety measure in our industry, by 9.5% measured on a 3-year rolling average, exceeding our 2020 target of a 7.5% reduction. Demonstrating alignment of our key health and safety priorities with incentive compensation, this TRIFR reduction goal was one of the performance metrics of our 2020 AIP, with a 10% weighting. Our 2020 performance of 0.74 injury incidents per 200,000 hours worked is 64% lower than the industry average published by the Mine Safety and Health Administration ("MSHA") of 2.04 and is 68% lower than our injury rate in 2012, illustrating a long-term trend in health and safety improvement at Coeur.



	2012	2013	2014	2015	2016	2017	2018	2019	2020
MSHA	1.90	1.90	1.81	1.77	1.69	1.52	1.46	1.49	2.04
Coeur	2.34	1.58	0.60	1.04	0.69	1.03	0.96	0.85	0.74

Our established health and safety integrated management system allowed us to quickly and effectively react to the COVID-19 pandemic. We developed and implemented action plans to limit exposure and support our employees, contractors and the communities near our operations so that we could continue to operate in a safe and responsible manner, using tools such as comprehensive testing, contact tracing, technology integration and increased

communications. Coeur's health and safety response to COVID-19 was recognized for its innovation and leadership by the *CORESafety* initiative of the NMA in December 2020. Looking forward, aspects of Coeur's industry-leading response strategy will be leveraged to enhance our health and safety programs.

Our innovative approach to safety was recognized in 2019 by the *Verdantix* Environment Health & Safety Innovation Award in Metals, Mining & Natural Resources for successful integration of "internet-of-things" devices with safety management software to increase efficiency, reduce silos and barriers and create a system that supports safe outcomes and business success.

Social Responsibility - Communities

Coeur has and continues to contribute to the long-term economic viability of the communities surrounding our five mining operations and other locations where Coeur maintains a presence. Our efforts have a lasting positive impact beyond the life of our mines.

In 2020, Coeur conducted an internal assessment and strategic planning effort related to our community relations programs across the organization. The vision that guides our strategy and future initiatives is to maintain strong relations with partner communities and other local stakeholders, with a focus on mutual long-term prosperity. The effort resulted in a company-wide strategy with specific milestones to be accomplished by each site over the next few years, which we expect will further align our approaches across locations, leverage best practices and strengthen our relationships with the communities where we operate.

Areas of focus for our **community partnerships** include:

- Making a positive short- and long-term direct and indirect financial impact on local and regional economies through local hiring and sourcing, volunteering and donating
- Partnering with and engaging community members through community involvement and outreach activities



We are proud that, since 2018, we have hired an average of 60% of our employees from communities local to our operations and offices, expanding our direct and indirect positive economic impact in our communities. In 2020, we continued regular engagement with stakeholders across local communities and partnered with organizations to meet needs in these communities. In addition, we partnered with these stakeholders and organizations to identify and respond to specific needs in response to the COVID-19 pandemic. Examples of our 2020 activities are shown in the map above.

For more information on corporate responsibility strategies and performance, visit the Responsibility page of our website. The information on our website is not, and shall not be deemed to be, a part of this Proxy Statement or incorporated into any other filings we make with the SEC.

Human Capital Management

Our leadership principles are the foundation we use to navigate employee success



Effective human capital management at Coeur is critical to achieving our strategic goals and driving long-term value for our stockholders. We seek to recruit employees at all levels who embody our principles through safe and ethical conduct. We invest in evaluating and developing our talent by providing meaningful feedback and training and believe that transparent, robust succession planning allows for progression and career growth, positioning the next generation of leaders to be ready to step up when needed. We believe retention and development offerings such as above-market rewards and front-line supervisor training are competitive advantages. We deliver high-quality jobs and career opportunities to our local communities and educate the next generation about careers in mining at Coeur. Our pledge to support the *CEO ACTION for Diversity & Inclusion* initiative publicly affirms Coeur's existing practice to promote and maintain equity among all employees.



Robust Succession Planning

From the operations to the boardroom, we conduct robust succession planning from the bottom to the top of the organization annually, by employing specific talent diagnostics and skill development needs. High potential performers and diversity discussions along with action plans are reviewed with leadership on a quarterly basis. Our Board oversees the recruitment, development and retention of our senior executives. Significant focus is placed on succession planning both for key executive roles and also deeper into the organization. In-depth discussions occur multiple times per year in meetings of the Board, CLD Committee and NCGC, including in executive sessions to foster candid conversations. Directors have regular and direct exposure to senior leadership and high-potential employees during Board and committee meetings and through other informal meetings and events held during the year.

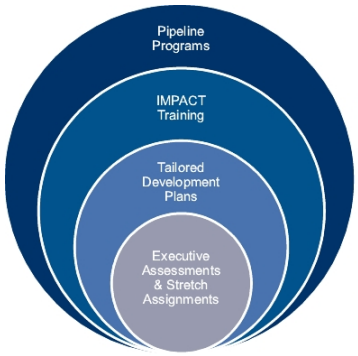
Culture Assessment

We are focused on regular evaluation of our culture. In 2019, we invited all employees to participate in a culture assessment by completing an anonymous survey, and we plan to conduct another assessment in 2021 which will include questions as to how COVID-19 and our response, including remote work for corporate employees, has impacted our culture. Employee participation in 2019 exceeded industry benchmarks and feedback was reviewed by the management team and our Board of Directors. The management team also reviewed the results with employees at each of our operations through facilitated discussions to gain additional insight into the feedback. We developed site-specific action plans to address feedback and monitor progress in the future. The results of the assessment confirmed our belief that we have an ethical, safe and proud workforce and also highlighted areas for improvement. We have developed strategies to address these areas for improvement. Highlights of the survey results demonstrated our safe, ethical and proud culture:

- 93% feel safe performing their jobs
- 92% feel comfortable reporting unsafe conditions or practices
- 91% believe that Coeur is committed to minimizing its impact on the environment
- 90% are proud to work at Coeur

Employee Development

Recognizing the critical value of our human capital, we invest in the development of our employees at all levels of the organization. Our pipeline programs, leadership training, tailored development plans and executive assessments provide our employees with resources to achieve their career aspirations and provide Coeur with the human capital needed to execute our strategy. We provide opportunities for employees to participate in IMPACT Training, an intensive year-long training program we created for front-line supervisors throughout our organizational structure to focus on safety leadership and mining as a business. Through IMPACT training, we have invested over 15,250 cumulative hours of leadership training and personal development in almost 100 employees.



Pipeline Programs:
- Local Scholarships and apprentice programs with trade schools
- International Summer Intern Program (12 schools; 25 interns; 50% female)
- Coeur Development Program (CDP) 18-month rotation program

IMPACT Training
- Year-long 3 session training launched for front-line supervisors
- 3 sessions with Safety Leadership: Self, Team and Mining as a Business
- 20 participants per cohort, 360 baseline to measure results

Tailored Development Plans
- Annual goal setting process includes development goals
- Development opportunities beyond courses and classes
- Coaching to connect development plans with career aspirations

Executive Assessments & Stretch Assignments
- Executive Assessment provides clear development areas
- Stretch assignments and key CEO interaction is critical for succession
- 360 Assessment providing feedback on Coeur Leadership Principals with emphasis on being an inclusive leader

We periodically solicit feedback on each member of our executive team. We believe this feedback is important to maintaining a strong culture by effectively assessing leadership performance and development, increasing accountability, facilitating succession planning and identifying areas for improvement and change. 360-degree reviews were conducted for each member of our executive team in 2019, asking employees of varying seniority levels with whom each executive works to provide anonymous feedback. The results of these 360-degree reviews informed individual AIP goals in 2020 for executives. We plan to conduct 360-degree reviews for the executive team again during 2021.

iMPACT

Diversity & Inclusion

Our President & CEO, Mitchell Krebs, is the first and only precious metals mining CEO to sign the *CEO ACTION for Diversity & Inclusion* pledge. This pledge highlights Coeur's continuing commitment to fostering a diverse and inclusive workforce, evidenced by programs such as Coeur Heroes that has provided over 87 career opportunities to current and former US Military personnel. Fifty percent of our independent Board members have indicated that they are diverse (gender or ethnic). While we continue to increase our overall female population, 66% of our female employees are in manager or higher level positions. Partnerships with organizations like the *National Society of Black Engineers* and *Women in Mining* are providing further avenues for recruiting diverse talent.

CEO ACT!ON FOR DIVERSITY & INCLUSION

COEUR HEROES

SEEK

EDUCATION FOUNDATION



Local Hires

Investing in our local communities extends beyond financial support. Since 2018, we have hired an annual average of 60% of our new hires from local communities. During 2020, we provided over 45 apprenticeships, over 140 scholarships and worked with organizations such as *By the Hand Club* in Chicago and *The Lowry Foundation* in Winnemucca, Nevada, to educate youth in local communities about career opportunities in mining. Providing career opportunities to local community members and participating in community initiatives creates a closer connection between our operations and local stakeholders and communities.



Rewards & Wellness

As part of our fundamental need to attract and retain talent, we regularly evaluate our compensation, benefits and employee wellness offerings. We have determined that our average employee earns over 40% more than the average employee in their local markets according to industry benchmarking. Over 93% of U.S. employees are enrolled in our medical benefit plan, and over 90% of U.S. employees contribute to our 401(k) plan. Supplemental healthcare is provided above government requirements in both Canada and Mexico. We were a leader in the mining industry by providing domestic partner benefits in 2017 and participation has increased 125% since introduction.

Policy Regarding Stockholder and Other Interested Person Communications with Directors

Stockholders and other interested persons desiring to communicate with a director, the independent directors as a group or the full Board may address such communication to the attention of our Corporate Secretary, 104 South Michigan Avenue, Suite 900, Chicago, Illinois 60603, and such communication will be forwarded to the intended recipient or recipients.

Compensation Consultant Disclosure

The CLD Committee retained Semler Brossy for the 2020 compensation year to provide information, analyses and advice regarding executive and director compensation, as described below. Semler Brossy is a compensation consulting firm specializing in executive compensation consulting services and reports directly to the CLD Committee.

Semler Brossy provided the following services for the CLD Committee during 2020 and early 2021:

- Evaluated our executive officers' base salary, annual incentive and long-term incentive compensation, and total direct compensation relative to the competitive market;
- Advised the CLD Committee on executive officer target award levels within the annual and long-term incentive program and, as needed, on actual compensation actions;
- Assessed the alignment of our executive compensation levels relative to our compensation philosophy;
- Briefed the CLD Committee on executive compensation trends among our peers and the broader industry; and
- Evaluated our non-employee director compensation levels and program relative to the competitive market.

At the CLD Committee's direction, Semler Brossy provided the following additional services for the CLD Committee during 2020 and in early 2021:

- Advised on the design of our annual and long-term incentive awards, described in "Compensation Discussion and Analysis", and
- Assisted with the preparation of the Compensation Discussion and Analysis for this proxy statement.

In the course of conducting its activities, Semler Brossy attended all six meetings of the CLD Committee during 2020 and presented its findings and recommendations for discussion.

The decisions made by the CLD Committee are its responsibility and may reflect factors and considerations other than the information and recommendations provided by Semler Brossy or any other advisor to the CLD Committee. Semler Brossy reported directly to the CLD Committee following its appointment as the Committee's independent consultant and provided no services during such time to Coeur other than executive and nonemployee director compensation consulting

services at the direction or with the consent of the CLD Committee. Semler Brossy has no other direct or indirect business or relationships with Coeur or any of its affiliates and no current business or personal relationships with members of the CLD Committee or our executive officers. In addition, in its agreement with the CLD Committee, Semler Brossy agreed to inform the Chair of the CLD Committee if any potential conflicts of interest arise that could cause Semler Brossy's independence to be questioned, and not to undertake projects for management except at the request or with the prior consent of the CLD Committee Chair and as an agent for the CLD Committee.

In March 2021, the CLD Committee considered the following six factors with respect to Semler Brossy: (i) the provision of other services to Coeur by Semler Brossy; (ii) the amount of fees received from Coeur by Semler Brossy, as a percentage of the total revenue of Semler Brossy; (iii) the policies and procedures of Semler Brossy that are designed to prevent conflicts of interest; (iv) any business or personal relationship of Semler Brossy with a member of the CLD Committee; (v) any Coeur stock owned by Semler Brossy; and (vi) any business or personal relationship of Semler Brossy with any of our executive officers. After considering the foregoing factors, the CLD Committee determined that Semler Brossy was independent and that the work of Semler Brossy with the CLD Committee for the 2020 compensation year did not raise any conflicts of interest.

Risk Oversight

The Board is responsible for overseeing management's mitigation of the major risks facing Coeur, including but not limited to:

- Management succession planning
- Major project execution
- Cybersecurity
- Public policy and regulatory changes
- Strategic asset portfolio optimization
- Health, safety, environmental and social responsibility risks
- Commodity price volatility
- Balance sheet management and access to capital

In addition, the Board has delegated oversight of certain categories of risk to the Audit Committee, the EHSCR Committee, the CLD Committee and the NCG Committee.

Committee	Oversight Role
Audit	► Reviews with management and the independent auditor compliance with legal and regulatory requirements, with a focus on legal and regulatory matters related to internal controls, accounting, finance and financial reporting and contingent liabilities ► Discusses policies with respect to risk assessment and risk management, and risks related to matters including the Company's financial statements and financial reporting processes, compliance, and information technology and cybersecurity ► Oversees the process for determining and monitoring the independence of the independent auditor, reviews non-GAAP measures included in the Company's financial statements, SEC filings, press releases and other investor materials ► Oversees the implementation of new accounting standards and reviews with the independent auditor critical audit matters expected to be described in the independent auditor's report ► Oversees the Company's compliance program including compliance with the Company's Code of Business Conduct and Ethics and whistleblower reporting framework ► Reviews the internal audit annual plan and reviews the results of the internal audit program, including significant reports to management prepared by internal audit staff and management's responses thereto

Committee	Oversight Role
EHSCR	► Reviews the effectiveness of our ESG programs and performance, including, but not limited to our compliance with environmental and safety laws and the impact of climate change on the Company and its operations ► Reviews our strategies for mitigating material health, safety, environmental and community risks, and trends in related performance data
CLD	► Responsible for approving compensation for executive officers that includes performance-based award opportunities that promote retention and support growth and innovation without encouraging or rewarding excessive risk. For a discussion of the CLD Committee's assessments of compensation-related risks, see "Compensation and Leadership Development Committee Role in Risk" below ► Oversees human capital management matters, including (i) succession planning for executives, including the CEO in conjunction with the NCG Committee, (ii) other executives' progress against development plans as part of its leadership development oversight scope and (iii) diversity, equity and inclusion, corporate culture and talent development and retention
NCG	► Oversees risks related to our corporate governance, including Board and director performance, director and CEO succession, and the review of Coeur's Corporate Governance Guidelines and other governance documents ► Oversees CEO succession planning in conjunction with the CLD Committee

In performing their oversight responsibilities, each of these committees periodically discusses with management and provides guidance regarding our policies with respect to risk assessment and risk management and reports to the Board regularly on matters relating to the specific areas of risk the committee oversees.

Throughout the year, the Board and relevant committees each receive reports from and engage with management regarding major risks and exposures facing Coeur and the steps management has taken to monitor and control such risks and exposures. The Board also dedicates a portion of each meeting to reviewing and discussing specific risk topics in greater detail and providing input and counseling management on risk mitigation and compliance enforcement.

Our management team takes a holistic and proactive approach to managing the cybersecurity risks inherent in all deployments of technology in our business. Cybersecurity is overseen by our Board and Audit Committee, and regular engagement with the Board and Audit Committee on this topic reflects the dynamic and fast-changing landscape of cybersecurity risk. The management team provides cybersecurity updates to the Audit Committee at least quarterly, and the Board receives a comprehensive update on cybersecurity risks and mitigation strategies at least annually. We seek to mitigate cybersecurity risk through a multipronged approach:

- **Awareness** – Educating employees about their role in protecting against cyberattacks through regular trainings that prepare employees to identify and address cybersecurity risks
- **Technology** – Deploy leading technology to protect our networks and defend against attacks
- **Investment** – Invest in proactive mitigation strategies
- **Planning** – Develop and maintain robust response plans to deal with cyberattacks of all magnitudes
- **Global Policy** – Develop and enforce cybersecurity policies and controls consistently across the organization

In recent years, we have enhanced cybersecurity through formation of a cross-functional committee composed of key members of the management team, refreshed and improved our cybersecurity incident response plan, conducted a simulated cybersecurity incident response tabletop exercise, implemented multi-factor authentication for information technology devices used by our employees and upgraded our virtual private network. We also maintain a cybersecurity insurance policy that plays an integral part in our cybersecurity response plan and ensures we have technical, legal and forensic resources at our disposal should we experience a major cybersecurity breach.

Compensation and Leadership Development Committee Role in Risk

The CLD Committee conducts an annual analysis of the current risk profile of our compensation programs, including a review of the primary design features of our compensation programs and the process for determining executive and employee compensation. This annual exercise has identified numerous ways in which our compensation programs are structured to mitigate risk, including:

- the structure consisting of both fixed and variable compensation that rewards both annual and long-term performance;
- the balance between long- and short-term incentive programs, with greater weight placed on long-term programs;
- the use of caps or maximum amounts in our incentive programs;
- the use of multiple performance metrics under our incentive plans;
- a heavier weighting toward overall corporate performance for cash-based incentive plans;
- time-based vesting for equity-based awards (including performance share awards) to promote retention; and
- strict and effective internal controls.

In addition, Coeur has a clawback and forfeiture policy providing for the recovery, repayment or recoupment of incentive payments to (i) executive officers (as defined under SEC rules) in certain instances involving financial restatements and (ii) Company officers in certain circumstances involving misconduct, which further mitigates risk. The CLD Committee, together with the Board, oversees the administration of the clawback and forfeiture policy. Based on this review, the CLD Committee concluded that our compensation programs do not create risks that are reasonably likely to have a material adverse effect on us.

Compensation and Leadership Development Committee Interlocks and Insider Participation

None of the members of the CLD Committee during 2020 or as of the date of this proxy statement is or has been an officer or employee of Coeur, and no executive officer of Coeur served on the compensation committee or board of any company that employed any member of the CLD Committee or Board during that time.

Audit and Non-Audit Fees

Grant Thornton LLP served as our independent registered public accounting firm for the fiscal year ended 2020. The following table presents fees for professional services rendered by Grant Thornton for 2020 and 2019.

	2020	2019
Audit Fees[(1)]	$1,363,229	$1,487,192
Audit-Related Fees	$ —	$ —
Tax Fees	$ —	$ —
All-Other Fees	$ —	$ —

(1) Audit fees were primarily for professional services related to the audits of the consolidated financial statements and internal controls over financial reporting, review of our consolidated financial statements included in our Quarterly Reports on Form 10-Q, comfort letters, consents, and other services related to SEC matters.

None of the services described above was approved by the Audit Committee under the *de minimis* exception provided by Rule 201(c)(7)(i)(C) under Regulation S-X.

Audit Committee Policies and Procedures for Pre-Approval of Independent Auditor Services

The Audit Committee has policies and procedures requiring pre-approval by the Audit Committee of the engagement of our independent auditor to perform audit services, as well as permissible non-audit services. The nature of the policies and procedures depend upon the nature of the services involved, as follows:

Service	Description
Audit Services	The annual audit services engagement terms and fees are subject to the specific pre-approval of the Audit Committee. Audit services include the annual financial statement audit, required quarterly reviews, subsidiary audits and other procedures required to be performed by the auditor to form an opinion on our financial statements, and such other procedures including information systems and procedural reviews and testing performed in order to understand and place reliance on the systems of internal control. Other audit services may also include statutory audits or financial audits for subsidiaries and services associated with SEC registration statements, periodic reports and other documents filed with the SEC or used in connection with securities offerings.
Audit-Related Services	Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of our financial statements or that are traditionally performed by the independent auditor. Audit-related services are subject to the specific pre-approval of the Audit Committee. Audit-related services include, among others, due diligence services relating to potential business acquisitions/dispositions; accounting consultations relating to accounting, financial reporting or disclosure matters not classified as audit services; assistance with understanding and implementing new accounting and financial reporting guidance from rulemaking authorities; financial audits of employee benefit plans; agreed-upon or expanded audit procedures relating to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters; and assistance with internal control reporting requirements.
Tax Services	Tax services are subject to the specific pre-approval of the Audit Committee. The Audit Committee will not approve the retention of the independent auditor in connection with a transaction the sole business purpose of which may be tax avoidance and the tax treatment of which may not be supported by the Internal Revenue Code and related regulations.
All Other Services	Pre-approval by the Audit Committee is required for those permissible non-audit services that it believes are routine and recurring services, would not impair the independence of the auditor and are consistent with the SEC's rules on auditor independence.

Our Chief Financial Officer is responsible for tracking all independent auditor fees against the budget for such services and reports at least annually to the Audit Committee. The Audit Committee Chair has been delegated pre-approval authority to address any approvals for services requested between Audit Committee meetings.

AUDIT COMMITTEE REPORT

The Audit Committee, which consists of Linda L. Adamany (Chair), Sebastian Edwards, Eduardo Luna and Jessica L. McDonald, is governed by its charter, a copy of which is available on the Corporate Governance page of our website http://www.coeur.com/company/corporate-governance/. The Board has determined that Linda L. Adamany is an "audit committee financial expert" within the meaning of rules adopted by the SEC. All of the members of the Audit Committee are "independent" as defined in the rules of the SEC applicable to audit committee members and the listing standards of the New York Stock Exchange.

The Audit Committee assists the Board in fulfilling its responsibilities to stockholders with respect to our independent auditors, our internal audit function, our corporate accounting and reporting practices, and the quality and integrity of our financial statements and reports. The Audit Committee is responsible for the appointment, compensation and oversight of the work of our independent auditors and internal audit function.

The Audit Committee discussed with our independent auditors the scope, extent and procedures for the 2020 audit. On a quarterly basis, the Audit Committee meets separately with the Company's independent registered public accounting firm,

Grant Thornton LLP, without management present, and the Company's internal auditors, to discuss the results of their audits and reviews, the cooperation received by the auditors during the audit examination, their evaluations of the Company's internal controls over financial reporting, and the overall quality of the Company's financial reporting. The Committee also meets separately with the Company's Chief Financial Officer and General Counsel quarterly and with the Company's Chief Executive Officer from time to time. Following these separate discussions, the Audit Committee meets in executive session.

The Audit Committee is also responsible for establishing procedures for the receipt, retention and treatment of complaints we receive regarding accounting, internal accounting controls or auditing matters, including the confidential, anonymous submission of complaints by our employees, received through established procedures, of concerns regarding questionable accounting or auditing matters. Reference is made to the Audit Committee's charter for additional information as to the responsibilities and activities of the Audit Committee.

Management is primarily responsible for our financial statements, reporting process and systems of internal controls. In ensuring that management fulfilled that responsibility, the Audit Committee reviewed and discussed with management the audited financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2020. Discussion topics included the quality and acceptability of accounting principles, the reasonableness of significant judgments, including impairments, the clarity of disclosures in the financial statements, and an assessment of the work of the independent auditors.

The independent auditors are responsible for expressing an opinion on the conformity of the audited financial statements with generally accepted accounting principles. The Audit Committee reviewed and discussed with the independent auditors their judgments as to the quality and acceptability of our accounting principles and such other matters as are required to be discussed under applicable standards of the PCAOB and the SEC. In addition, the Audit Committee received from the independent auditors the written disclosures and the letter as required by applicable requirements of the PCAOB regarding the independent auditors' communications with the Audit Committee concerning independence, discussed with the independent auditors their independence from us and our management, and considered the compatibility of non-audit services with the auditors' independence.

Grant Thornton LLP reported to the Audit Committee that:

- there were no disagreements with management;
- it was not aware of any consultations about significant matters that management discussed with other auditors;
- no major issues were discussed with management prior to Grant Thornton LLP's retention;
- it received full cooperation and complete access to our books and records;
- it was not aware of any material fraud or likely illegal acts as a result of its audit procedures;
- there were no material weaknesses identified in its testing of our internal control over financial reporting; and
- there were no known material misstatements identified in its review of our interim reports.

Based on the reviews and discussions described above, the Audit Committee recommended to the Board (and the Board subsequently approved) the inclusion of the audited financial statements in the Annual Report on Form 10-K for the fiscal year ended December 31, 2020 for filing with the SEC.

In addition, the Audit Committee selected Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021. The Board is recommending to our stockholders that they ratify and approve the selection of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021.

Audit Committee of the Board of Directors
LINDA L. ADAMANY, Chair
SEBASTIAN EDWARDS
EDUARDO LUNA
JESSICA L. MCDONALD

Proposal No. 2: Ratification of Appointment of Independent Registered Public Accounting Firm for 2021

The Board of Directors recommends a vote FOR the appointment of Grant Thornton LLP

What am I voting for?

- Ratifying the selection of Grant Thornton LLP as the independent auditor of our consolidated financial statements and our internal control over financial reporting for 2021

The Audit Committee, which consists entirely of independent directors, is recommending approval of its appointment of Grant Thornton LLP as our independent registered public accounting firm for the year ending December 31, 2021. Grant Thornton LLP served as the Company's independent registered public accounting firm for each fiscal year beginning with the fiscal year ended December 31, 2016, and Grant Thornton LLP's tenure was considered by the Audit Committee in its assessment of Grant Thornton LLP's independence.

As a matter of good corporate governance, a resolution will be presented at the Annual Meeting to ratify the appointment by the Audit Committee of Grant Thornton LLP to serve as our independent registered public accounting firm for the year ending December 31, 2021. Representatives of Grant Thornton LLP are expected to be present virtually at the Annual Meeting and will have the opportunity to make a statement, if they desire to do so, and are expected to be available to respond to appropriate questions.

The Board has put this proposal before the stockholders because the Board believes that seeking stockholder ratification of the appointment of the independent registered public accounting firm is good corporate practice. If the appointment of Grant Thornton LLP is not ratified, the Audit Committee will evaluate the basis for the stockholders' vote when determining whether to continue the firm's engagement.

Proposal No. 3: Approval of Amendment to Coeur Mining, Inc. 2018 Long-Term Incentive Plan

The Board of Directors recommends a vote FOR the approval of the First Amendment to the Coeur Mining, Inc. 2018 Long Term Incentive Plan

What am I voting for?

- Approve the First Amendment to the Coeur Mining, Inc. 2018 Long-Term Incentive Plan

On March 5, 2018, Coeur's Board adopted the Coeur Mining, Inc. 2018 Long-Term Incentive Plan (the "2018 LTIP"), and Coeur's stockholders approved the 2018 LTIP on May 8, 2018. On March 8, 2021, Coeur's Board adopted an amendment to the 2018 LTIP (the "First Amendment"), which increases the number of shares available for issuance under the 2018 LTIP, and recommended submitting the First Amendment to stockholders for approval. Adoption of the First Amendment is necessary to increase the share pool available for equity-based compensation and allow us to be able to continue delivering a majority of total direct compensation to executives in the form of equity incentives directly aligned with stockholders. The adoption of the First Amendment is contingent upon approval by stockholders at the Annual Meeting. The Board believes our interests are best advanced by providing equity-based incentives to certain individuals responsible for our long-term success by encouraging such persons to remain in the service of Coeur and to align the financial objectives of such individuals with those of our stockholders.

We currently administer our equity-based compensation programs under the 2018 LTIP. We also have equity awards outstanding under the Coeur Mining, Inc. 2015 Long-Term Incentive Plan and the Coeur d'Alene Mines Corporation 2005 Non-employee Directors' Equity Incentive Plan (the "**Prior Plans**"). No shares otherwise remain available for issuance for future awards under the Prior Plans.

The First Amendment, if approved, will provide for the issuance of up to 18,711,208 shares pursuant to awards granted on or after January 1, 2021, which as of the record date represents approximately 7.69% of Coeur's outstanding common stock and represents an increase of 16,700,000 shares from the number of shares available for issuance pursuant to new awards under the 2018 LTIP as of January 1, 2021.

Features of the 2018 LTIP

- **Share Counting Formula**. Shares issued pursuant to stock options and stock appreciation rights will count against the number of shares available for issuance under the 2018 LTIP on a one-for-one basis, whereas each share issued pursuant to all other awards will count against the number of shares available for issuance under the 2018 LTIP as 1.5 shares.
- **Limitation on Share Recycling**. Shares surrendered for the payment of the exercise price or withholding taxes under stock options or stock appreciation rights, shares subject to stock appreciation rights not issued upon net settlement of such awards, and shares repurchased in the open market with the proceeds of an option exercise, may not again be made available for issuance under the 2018 LTIP.
- **No Automatic Single-Trigger Vesting Acceleration**. The 2018 LTIP does not provide for automatic acceleration of the vesting of outstanding awards upon the occurrence of a change in control or other corporate transactions so long as such awards are assumed and continued in connection with such transaction. The 2018 LTIP does provide for double-trigger vesting acceleration in the event of a termination of employment without cause within two years following the occurrence of a change in control.
- **No Discounted Stock Options or SARs**. All stock option and stock appreciation rights ("SAR") awards under the 2018 LTIP must have an exercise or base price that is not less than the fair market value of the underlying common stock on the date of grant.
- **No Repricing**. Other than in connection with a corporate transaction affecting Coeur, the 2018 LTIP prohibits any repricing of stock options or SARs without stockholder approval.
- **No Reload Stock Options**. Stock options under the 2018 LTIP will not be granted in consideration for and will not be conditioned upon the delivery of shares to Coeur in payment of the exercise price or tax withholding obligation under any other stock option.
- **Independent Committee**. The 2018 LTIP is administered by the CLD Committee, which is composed entirely of independent directors.

Why You Should Vote for the First Amendment to the 2018 LTIP

The Board recommends that our stockholders approve the First Amendment because it believes appropriate equity incentives are important to attract and retain high caliber employees and non-employee directors, to link incentive rewards to company performance, to encourage employee and director ownership in Coeur, and to align the interests of participants with those of our stockholders. The approval of the First Amendment will enable us to continue to provide such incentives; without approval we may face challenges attracting and retaining the people we need to achieve our future business objectives. If the First Amendment is not approved, we may need to increase our use of cash compensation, which may negatively impact our liquidity and desired alignment with stockholder interests that the 2018 LTIP has been designed to achieve.

Company Considerations

When approving the First Amendment, the Board and the CLD Committee considered various factors:

- Potential Dilution
- Burn Rate
- Overhang
- Historical Grant Practices

The sections below explain these four considerations:

Potential Dilution.

Coeur measures annual dilution as the total number of shares subject to equity awards granted less cancellations and other shares returned to the reserve, divided by total common shares outstanding at the end of the year. Our total annual dilution under our existing equity incentive plans for 2020 was 1.1% and our three-year average annual dilution for the three most recently completed years was 0.8%.

Burn Rate.

We actively manage our long-term dilution by reviewing our burn rate at least annually. Burn rate is another measure of dilution that shows how rapidly a company is depleting its share reserve for equity compensation plans. Burn rate differs from annual dilution, because it does not take into account cancellations and other shares returned to the reserve. Please see the table below for our historic burn rate under the 2018 LTIP:

Time Period	Options Granted	Full-Value Shares Granted	Total Granted = Options + Full-Value Shares	Weighted Average Number of CSO[(a)]	Burn Rate
2020		3,020,587	3,020,587	240,802,619	1.3%
2019	—	2,532,590	2,532,590	218,811,826	1.2%
2018	14,310	1,870,111	1,884,421	188,606,110	1.0%

(a) "**CSO**" means "common shares outstanding".

The three-year average burn rate (calculated from 2018 to 2020) is 1.1%.

Overhang.

An additional metric that we use to measure the cumulative impact of our equity program is overhang (number of shares subject to equity awards outstanding but not exercised or settled, plus number of shares available to be granted, divided by total common shares outstanding at the end of the year). Our overhang as of December 31, 2020 was 3.0%. If the First Amendment is approved, our overhang as of that date would increase to 8.7%.

Historical Grant Practices.

In 2018, 2019 and 2020 Coeur made equity award grants under the 2018 LTIP totaling approximately 1.9 million shares, 2.5 million shares and 3.0 million shares, respectively. We estimate, based on historical grant dates, that the availability of 18,711,208 shares under the 2018 LTIP for awards granted after January 1, 2021 would provide a sufficient number of shares to enable us to continue to make awards at historical average annual rates for approximately five years. In approving the share pool increase under the First Amendment, we determined that reserving shares sufficient for approximately five years of new awards at historical grant rates is in line with the practice of our peer public companies.

The following are the factors that were material to the evaluation of the Board and CLD Committee, in determining acceptable levels of dilution: competitive data from relevant peer companies, the current and future accounting expense associated with our equity award practices, and the influence of stockholder advisory firms like ISS. Our equity programs are revisited at least annually and assessed against these (and other) measures.

Key Data

The table immediately below includes information regarding all of our outstanding equity awards and shares available for future awards under our equity plans and equity award agreements as of December 31, 2020. Shares remain available for issuances of future awards under the 2018 LTIP, and no shares remain available for issuances of future awards under the Prior Plans.

Outstanding stock options(1)	222,273
Outstanding restricted stock awards	2,724,724
Outstanding performance shares(2)	2,335,102
Total shares subject to outstanding awards as of December 31, 2020(2)	5,282,099
Proposed shares available for future awards under the 2018 LTIP(3)	18,711,208

(1) These outstanding stock options had a weighted average exercise price of $15.44 and a weighted average remaining term of 3.1 years, in both cases, as of December 31, 2020.

(2) Based on then-current projections for payout under performance shares for which the performance period had not ended prior to December 31, 2020.

(3) This amount does not include 222,273 shares that are subject to outstanding stock options that have previously been granted.

Summary of the 2018 LTIP

A copy of the First Amendment is attached as Appendix B to this Proxy Statement. The material terms of the 2018 LTIP, assuming the approval of the First Amendment, are summarized below. This summary of the 2018 LTIP is not intended to be a complete description of the 2018 LTIP and is qualified in its entirety by the actual text of the 2018 LTIP, which is filed as Exhibit 99.1 to the Registration Statement on Form S-8 filed with the SEC on May 8, 2018.

Key Change

The First Amendment increases the number of shares which may be issued pursuant to awards under the 2018 LTIP, as well as the aggregate number of shares that may be issued with respect to the exercise of incentive stock options after January 1, 2021 to 18,711,208. In all other respects, the terms of the 2018 LTIP will remain unchanged upon the approval of the First Amendment.

Purpose

The purpose of the 2018 LTIP is to advance our interests by providing for the grant to participants of stock-based and other performance-based compensation.

Eligibility

The CLD Committee selects participants from among employees and directors of Coeur, its subsidiaries and its affiliates. Eligibility for options intended to be incentive stock options ("**ISOs**") is limited to employees of Coeur or certain affiliates. As of December 31, 2020, approximately 136 employees and eight non-employee directors are eligible to participate in the 2018 LTIP.

Share Reserve

Subject to stockholder approval, the maximum number of shares of common stock that may be issued pursuant to awards granted under the 2018 LTIP on or after January 1, 2021 is 18,711,208, plus any shares of common stock subject to awards made under the Prior Plan as of January 1, 2021 that subsequently cease to be subject to such awards (other than by reason of exercise or settlement of the awards to the extent they are exercised for or settled in nonforfeitable shares of common stock). Any shares of common stock issued pursuant to options or stock appreciation rights under the 2018 LTIP will be counted against this limit on a one-for-one basis and any shares of common stock issued pursuant to awards under the 2018 LTIP other than options or stock appreciation rights will be counted against the above limit as 1.5 shares for every one share issued pursuant to such award. The share reserve is subject to adjustments to reflect stock dividends, stock splits or combination of shares, recapitalization or other changes in our capital structure and certain transactions as provided in the 2018 LTIP.

Shares of common stock issued under the 2018 LTIP may be authorized but unissued shares of common stock or previously issued common stock acquired by Coeur. Shares of common stock underlying awards which expire or

otherwise terminate, or become unexercisable without having been exercised or which are forfeited to or repurchased by us due to failure to vest will again become available for grant under the 2018 LTIP. Additionally, shares that are withheld by Coeur in satisfaction of tax withholding with respect to an award other than stock options or SARs, and any shares of common stock underlying awards settled in cash will also become available for grant under the 2018 LTIP. Any shares of common stock that again become available for grant shall be added back as one share if such shares were subject to options or stock appreciation rights, and as 1.5 shares if such shares were subject to awards other than options or stock appreciation rights.

Notwithstanding the foregoing, shares of common stock subject to an award may not again become available for grant under the 2018 LTIP (and will not be added to the 2018 LTIP in respect of awards under the Prior Plan) if such shares are: (i) shares that were subject to a stock-settled stock appreciation right and were not issued upon the net settlement or net exercise of such stock appreciation right, (ii) shares delivered to or withheld by Coeur to pay the exercise price of an option, (iii) shares delivered to or withheld by Coeur to pay the withholding taxes related an option or stock appreciation right, or (iv) shares repurchased on the open market with the proceeds of an option exercise.

Administration

The 2018 LTIP is administered by the CLD Committee, which has the authority to, among other things, interpret the 2018 LTIP, determine eligibility for, grant and determine the terms of awards under the 2018 LTIP, and to do all things necessary or appropriate to carry out the purposes of the 2018 LTIP. The CLD Committee's determinations under the 2018 LTIP are conclusive and binding.

Individual Limits

The maximum number of shares for which awards may be granted under the 2018 LTIP to any person in any calendar year is 1,500,000 shares. The maximum cash amount payable pursuant to an incentive opportunity granted in any calendar year to any person under the 2018 LTIP is $10,000,000. These individual award limits apply to both awards granted after such approval of the 2018 LTIP and to awards outstanding as of the date of such approval.

Under the 2018 LTIP, the aggregate number of shares that may be subject to awards granted during any calendar year to any one non-employee director (other than the Chairman of the Board) cannot exceed that number of shares having a fair market value on the date of grant equal to $200,000. Under the 2018 LTIP, the aggregate number of shares that may be subject to awards granted during any calendar year to the Chairman of the Board or Lead Director cannot exceed that number of shares having a fair market value on the date of grant equal to $400,000.

The maximum number of shares of common stock that may be issued in satisfaction of the exercise or surrender of ISOs granted under the 2018 LTIP after January 1, 2021 is 18,711,208 shares.

Types of Awards

The 2018 LTIP provides for grants of options, SARs, restricted stock, restricted stock units, performance shares, and incentive opportunities. Dividend equivalents may also be provided in connection with awards under the 2018 LTIP, except in the case of an award of options or SARs, for which dividend equivalents will not be provided. In no event will dividend equivalents become payable prior to the vesting of the underlying award to which such dividend equivalents relate.

Stock Options and SARs: The 2018 LTIP provides for the grant of ISOs, non-qualified stock options ("NSOs"), and SARs. The exercise price of an option, and the base price against which a SAR is to be measured, may not be less than the fair market value (or, in the case of an ISO granted to a ten percent stockholder, 110% of the fair market value) of a share of common stock on the date of grant. Our CLD Committee determines when stock options or SARs become exercisable and the terms on which such awards remain exercisable. Stock options and SARs will generally have a maximum term of ten years.

Restricted Stock: A restricted stock award is an award of common stock subject to forfeiture restrictions.

Restricted Stock Units: A restricted stock unit award is denominated in shares of common stock and entitles the participant to receive stock or cash measured by the value of the shares in the future.

Performance Shares: A performance share is an award of restricted stock or restricted stock units that are subject during specified periods of time to such performance conditions and terms.

Incentive Opportunities: An incentive opportunity is an award denominated in cash pursuant to which the participant may become entitled to receive an amount based on satisfaction of such performance criteria established for a specified performance period.

Repricing Prohibited

The CLD Committee may not authorize the amendment of any outstanding stock option or SAR to reduce the exercise or base price, and no outstanding stock option or SAR may be cancelled in exchange for other awards, or cancelled in exchange for stock options or SARs having a lower exercise or base price, or cancelled in exchange for cash, without the approval of our stockholders. However, this prohibition does not apply in connection with an adjustment involving a corporate transaction or event as provided in the 2018 LTIP.

Vesting

The vesting of any award granted under the 2018 LTIP will occur when and in such installments and/or pursuant to the achievement of such performance criteria, in each case, as the CLD Committee, in its sole and absolute discretion, shall determine.

Termination of Service

The CLD Committee determines the effect of termination of employment or service on an award.

Qualifying Performance Criteria

The 2018 LTIP provides that grants of performance shares may be made based upon, and subject to achieving, "performance objectives" over a specified performance period, which may include the following performance criteria, or derivations of such criteria, either individually, alternatively or in any combination, applied to either Coeur as a whole or to a business unit or subsidiary, either individually, alternatively or in any combination, and measured either annually or cumulatively over a period of years, on an absolute basis or relative to a pre-established target, to previous years' results or to a designated comparison group, either based upon United States Generally Accepted Accounting Principles ("GAAP") or non-GAAP financial results, in each case as specified by the CLD Committee: (i) earnings per share (actual or targeted growth); (ii) economic valued added ; (iii) net income after capital costs; (iv) net income (before or after taxes); (v) return measures (including return on average assets, return on capital, return on equity, or cash flow return measures); (vi) stock price (including growth measures and total stockholder return); (vii) expense targets; (viii) margins; (ix) production levels; (x) cost performance measures, including but not limited to cash and/or all-in sustaining costs of production, and/or costs applicable to sales (in each case on a per ounce, per ton, aggregate or other basis); (xi) earnings before interest, tax, depreciation, and amortization; (xii) capital budget targets; (xiii) budget target measures; (xiv) earnings before interest and taxes ; (xv) revenue; (xvi) cash flow (including operating cash flow); (xvii) reserve replacement; (xviii) resource levels, including but not limited to growth in reserves and resources either on an aggregate or per share basis; (xix) statistical health, safety and/or environmental performance; (xx) growth in gross investments ; (xxi) net asset value (or growth therein); and (xxii) such other criteria as the CLD Committee shall approve.

Transferability

Awards under the 2018 LTIP may not be transferred except by will or by the laws of descent and distribution, unless (for awards other than ISOs) otherwise provided by the CLD Committee.

Change in Control

Unless otherwise expressly provided for in an award agreement or another contract, including an employment agreement, in the event of an involuntary termination without cause (as defined in the 2018 LTIP) within 24 months following a Change in Control (as defined in the 2018 LTIP), the following shall occur: (i) outstanding stock options and stock appreciation rights shall become fully vested and may be exercised for a period of 12 months following such termination; (ii) outstanding awards subject to qualifying performance criteria, as described above, shall be converted into the right to receive a payment based on performance through a date of the Change in Control, and (iii) outstanding restricted stock and/or restricted stock units (other than those described in clause (ii)) shall become fully vested. In the event of a Change in Control in which the acquiring or surviving company in the transaction does not assume or continue outstanding awards upon the Change in Control, immediately prior to the Change in Control, all awards that are not assumed or continued shall be treated as follows effective immediately prior to the Change in Control: (i) outstanding options or stock appreciation rights shall become fully vested and exercisable; (ii) outstanding awards subject to qualifying performance criteria, as described above, shall be converted into the right to receive a payment based on performance through a date of the Change in Control (as determined by the CLD Committee); and (iii) outstanding restricted stock and/or restricted stock units (other than those described in clause (ii)) shall become fully vested.

Adjustment

In the event of certain corporate transactions (including, but not limited to, a stock dividend, stock split or combination of shares, recapitalization or other change in our capital structure), the CLD Committee will make appropriate adjustments to the maximum number of shares that may be delivered under the individual limits included in the 2018 LTIP, and will also make appropriate adjustments to the number and kind of shares of stock or securities subject to awards, the exercise prices of such awards or any other terms of awards affected by such change. The CLD Committee may also make the

types of adjustments described above to take into account distributions to stockholders and events other than those listed above if it determines that such adjustments are appropriate to avoid distortion in the operation of the 2018 LTIP.

Term

No awards will be made after the tenth anniversary of the 2018 LTIP's approval by our stockholders at the Annual Meeting, but previously granted awards may continue beyond that date in accordance with their terms. However, grants of ISOs may not be granted after March 5, 2028.

Amendment and Termination

The CLD Committee may amend the 2018 LTIP or outstanding awards, or terminate the 2018 LTIP as to future grants of awards, except that the CLD Committee will not be able alter the terms of an award if it would affect materially and adversely a participant's rights under the award without the participant's consent (unless expressly provided in the 2018 LTIP or reserved by the CLD Committee at the time of grant). Stockholder approval will be required for any amendment to the extent such approval is required by law, including the Code or applicable stock exchange requirements.

U.S. Tax Consequences

The following is a brief description of the anticipated federal income tax treatment that generally will apply to awards granted under the 2018 LTIP, based on federal income tax laws in effect on the date of this proxy statement. The exact federal income tax treatment of awards will depend on the specific circumstances of the grantee. No information is provided herein with respect to estate, inheritance, gift, state, or local tax laws, although there may be certain tax consequences upon the receipt or exercise of an award or the disposition of any acquired shares under those laws. Grantees are advised to consult their personal tax advisors with regard to all consequences arising from the grant or exercise of awards, and the disposition of any acquired shares.

Incentive Stock Options

Pursuant to the 2018 LTIP, employees may be granted options which are intended to qualify as ISOs under the provisions of Section 422 of the Code. Generally, the optionee is not taxed and we are not entitled to a deduction on the grant or the exercise of an ISO. If the optionee sells the shares acquired upon the exercise of an ISO ("ISO Shares") at any time after the later of (a) one year after the date of transfer of shares to the optionee pursuant to the exercise of such ISO and (b) two years after the date of grant of such ISO (the "ISO holding period"), then the optionee will recognize capital gain or loss equal to the difference between the sales price and the exercise price paid for the ISO Shares, and we will not be entitled to any deduction. However, if the optionee disposes of the ISO Shares at any time during the ISO holding period, then (a) the optionee will recognize capital gain in an amount equal to the excess, if any, of the sales price over the fair market value of the ISO Shares on the date of exercise, (b) the optionee will recognize ordinary income equal to the excess, if any, of the lesser of the sales price or the fair market value of the ISO Shares on the date of exercise, over the exercise price paid for the ISO Shares, (c) the optionee will recognize capital loss equal to the excess, if any, of the exercise price paid for the ISO Shares over the sales price of the ISO Shares, and (d) we will generally be entitled to a deduction in an amount equal to the amount of ordinary income recognized by the optionee.

Nonqualified Stock Options

The grant of a nonqualified stock option ("NSO") is generally not a taxable event for the optionee. Upon exercise of the option, the optionee will generally recognize ordinary income in an amount equal to the excess of the fair market value of the stock acquired upon exercise of the NSO ("NSO Shares") over the exercise price of such option, and we will be entitled to a deduction equal to such amount. A subsequent sale of the NSO Shares generally will give rise to capital gain or loss equal to the difference between the sales price and the sum of the exercise price paid for such shares plus the ordinary income recognized with respect to such shares.

Stock Appreciation Rights

A grantee is not taxed on the grant of a stock appreciation right. On exercise, the grantee recognizes ordinary income equal to the cash or the fair market value of any shares received. We are entitled to an income tax deduction in the year of exercise in the amount recognized by the grantee as ordinary income.

Restricted Stock, Restricted Stock Units, Performance Shares

Grantees of restricted stock, restricted stock units, and performance shares do not recognize income at the time of the grant. When the award vests or is paid, grantees generally recognize ordinary income in an amount equal to the fair market value of the stock or units at such time, and we will receive a corresponding deduction. However, no later than 30 days after a participant receives an award of restricted stock, the participant may elect to recognize taxable ordinary income in an amount equal to the fair market value of the shares at the time of receipt. Provided that the election is made in a timely manner, when the restrictions on the shares lapse, the participant will not recognize any additional income. If

the participant forfeits the shares to us (e.g., upon the participant's termination prior to vesting), the participant may not claim a deduction with respect to the income recognized as a result of the election. Dividends paid with respect to unvested shares of restricted shares generally will be taxable as ordinary income to the participant at the time the dividends are received.

Section 409A

Section 409A imposes an additional 20% income tax, plus, in some cases, a further income tax in the nature of interest, on nonqualified deferred compensation that does not comply with deferral, payment-timing and other formal and operational requirements specified in Section 409A and related regulations and that is not exempt from those requirements. Stock options and SARs granted under the 2018 LTIP are intended to be exempt from Section 409A. The 2018 LTIP gives the CLD Committee the flexibility to prescribe terms for other awards that are consistent with the requirements of, or an exemption from, Section 409A.

Certain Change of Control Payments

Under Section 280G of the Code, the vesting or accelerated exercisability of options or the vesting and payments of other awards in connection with a change of control of a corporation may be required to be valued and taken into account in determining whether participants have received compensatory payments, contingent on the change in control, in excess of certain limits. If these limits are exceeded, a substantial portion of amounts payable to the participant, including income recognized by reason of the grant, vesting or exercise of awards, may be subject to an additional 20% federal tax and may be non-deductible to Coeur.

Section 162(m)

Due to the Tax Cuts and Jobs Act, there is no longer a performance-based exception to the $1,000,000 deduction limitation under Section 162(m) of the Code. As such, awards granted under the 2018 LTIP may not be exempt from the limits on deductibility under Section 162(m).

Existing Plan Benefits

The following table contains information regarding the number of shares subject to all options and other equity awards granted under the 2018 LTIP since its adoption in 2018 through December 31, 2020.

Name & Principal Position	# of Shares Covered by Options	# of Shares Covered by Other Awards
Mitchell J. Krebs President and Chief Executive Officer	—	1,391,495
Thomas S. Whelan Senior Vice President and Chief Financial Officer	—	324,928
Casey M. Nault Senior Vice President, General Counsel and Secretary	—	541,212
Michael Routledge Senior Vice President and Chief Operating Officer	—	206,295
Terrence F. Smith Senior Vice President and Chief Development Officer	—	268,958
Hans Rasmussen Senior Vice President, Exploration	—	389,229
All Current Executive Officers as a Group	—	3,254,851
All Current Non-Employee Members of the Board as a Group	—	437,844
All Current Non-Executive Employees as a Group (Excluding Executive Officers and Board Members)	—	3,122,117

Awards under the 2018 LTIP will be granted at the discretion of our CLD Committee. We cannot currently predict the future benefits or amounts that will be received under the 2018 LTIP by our executive officers, nonemployee directors or other employees.

Equity Compensation Plan Information

The following table sets forth information as of December 31, 2020 regarding the Company's equity compensation plans.

Plan Category	Number of shares to be issued upon exercise of outstanding options, warrants and rights(a)	Weighted-average exercise price of outstanding options, warrants and rights(b)	Number of shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)(1))
Equity compensation plans approved by security holders	222,273	15.44	2,233,481
Equity compensation plans not approved by security holders	—	—	—
Total	222,273	15.44	2,233,481

(1) Amounts include 2,335,102 performance shares that cliff-vest three years after the date of grant if certain market and performance criteria are met, if the recipient remains an employee of the Company and subject to approval of the CLD Committee.

Required Vote

Approval of the First Amendment requires the vote of a majority of votes cast (i.e., the First Amendment will be approved if the number of votes cast "for" the First Amendment exceeds the number of votes cast "against" it). Under Delaware law, abstentions and broker non-votes are not counted as votes cast. However, for purposes of approval of the First Amendment under NYSE rules, abstentions are treated as votes cast, and, therefore, will have the same effect as a vote "against" the proposal; broker non-votes are not considered votes cast, and, therefore, will have no effect on this proposal.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

Name	Age	Current Position with Coeur	Since	Joined Coeur
Mitchell J. Krebs	49	President, Chief Executive Officer & Director	2011	1995
Thomas S. Whelan	51	Senior Vice President & Chief Financial Officer	2019	2019
Michael Routledge	50	Senior Vice President & Chief Operating Officer	2020	2020
Casey M. Nault	49	Senior Vice President, General Counsel & Secretary	2015	2012
Hans J. Rasmussen	61	Senior Vice President, Exploration	2016	2013
Emilie C. Schouten	42	Senior Vice President, Human Resources	2018	2013
Kenneth J. Watkinson	52	Vice President, Corporate Controller & Chief Accounting Officer	2018	2013

Mitchell J. Krebs, President, Chief Executive Officer & Director



Age: 49

- *Mitchell J. Krebs* was appointed President, Chief Executive Officer and member of the Board of Directors of Coeur Mining, Inc. in July 2011. Prior to that, Mr. Krebs served as Senior Vice President and Chief Financial Officer from March 2008 to July 2011; Treasurer from July 2008 to March 2010; Senior Vice President, Corporate Development from May 2006 to March 2008; Vice President, Corporate Development from February 2003 to May 2006.
- Mr. Krebs first joined Coeur in August 1995 as Manager of Acquisitions after spending two years as an investment banking analyst for PaineWebber Inc.
- Mr. Krebs holds a Bachelor of Science in Economics from The Wharton School at the University of Pennsylvania and a Master of Business Administration from Harvard University. Mr. Krebs also serves as a member of the board of directors of Kansas City Southern Railway Company since May 2017 (Audit Committee; Finance Committee). His is a member of the Board of National Mining Association (Executive Committee; Chair of Audit and Finance Committee, Chair of ESG Task Force) and a past President of The Silver Institute.

Thomas S. Whelan, Senior Vice President & Chief Financial Officer



Age: 51

- *Thomas S. Whelan* was appointed Senior Vice President and Chief Financial Officer in January 2019.
- Prior to joining Coeur, Mr. Whelan served as CFO of Arizona Mining Inc. from September 2017 to August 2018, when the company was acquired by South32 Limited. Previously, Mr. Whelan served as CFO for Nevsun Resources Ltd. from January 2014 to August 2017.
- Mr. Whelan is a chartered professional accountant and was previously a partner with the international accounting firm Ernst & Young (“EY”) LLP where he was the EY Global Mining & Metals Assurance sector leader, the leader of the EY Assurance practice in Vancouver and previously EY’s Canadian Mining & Metals sector leader. Mr. Whelan graduated with a Bachelor of Commerce from Queen’s University.

Michael Routledge, Senior Vice President & Chief Operating Officer



Age: 50

- *Michael Routledge* was appointed Senior Vice President and Chief Operating Officer in June 2020.
- Mr. Routledge has over 20 years' experience with Rio Tinto Group, a multinational metals and mining corporation, in various roles beginning in 1987, including as the Chief Operating Officer (2011-2012) and Vice President HSE, Projects & Operational Value (2012-2014) of the Kennecott Utah Copper mine. He also served as the Chief Operating Officer of Asahi Refining, a provider of precious metal assaying, refining and bullion products, from 2015 to 2017. As the Senior Director of Operational Excellence at Anagold Madencilik, a subsidiary of Alacer Gold Corp., a gold producer which merged with SSR Mining Inc. in the fall of 2020, from 2017 to 2020, Mr. Routledge designed and implemented an operational excellence program for the Çöpler District in Turkey. Most recently, Mr. Routledge served as the Vice President of Major Projects and Studies of Alacer Gold Corp. from February 2020 to May 2020 when he accepted his current position with Coeur.
- Mr. Routledge received an undergraduate degree from the University of Sunderland, England in Electrical and Control Engineering and received his MBA with a focus on business and strategic transformation from Henley Management College in England.

Casey M. Nault, Senior Vice President, General Counsel & Secretary



Age: 49

- *Casey M. Nault* was appointed Senior Vice President, General Counsel and Secretary in January 2015. Mr. Nault was appointed as Vice President and General Counsel upon joining Coeur in April 2012 and was appointed Secretary in May 2012.
- Mr. Nault has over 20 years of experience as a corporate and securities lawyer, including prior in-house positions with Starbucks Corporation and Washington Mutual, Inc. and law firm experience with Gibson, Dunn & Crutcher. His experience includes securities compliance and SEC reporting, corporate governance and compliance, mergers and acquisitions, public and private securities offerings and other strategic transactions, general regulatory compliance, cross-border issues, land use and environmental issues, and overseeing complex litigation.
- Mr. Nault has a B.A. in Philosophy from the University of Washington and received his law degree from the University Southern California Law School.

Hans J. Rasmussen, Senior Vice President, Exploration



Age: 61

- *Hans J. Rasmussen* was appointed Senior Vice President, Exploration in January 2016. Mr. Rasmussen was appointed Vice President, Exploration upon joining Coeur in September 2013.
- Mr. Rasmussen has many years of experience in the mining business, 16 years of which were with senior producers Newmont Mining and Kennecott/Rio Tinto, as well as serving as a consultant for senior producers such as BHP, Teck-Cominco and Quadra Mining. From 2004 to 2013, he was an officer or served on the Board of Directors of several junior public exploration companies with gold and silver projects in Quebec, Nevada, Argentina, Chile, Colombia, Peru, and Bolivia, including as President and Chief Executive Officer of Colombia Crest Gold Corp. from 2007 to 2013. Mr. Rasmussen has served on the Board of Directors of Atex Resources Inc. (formerly known as Colombia Crest Gold Corp.) since 2006.
- Mr. Rasmussen has a Master of Science in Geophysics from the University of Utah and Bachelor of Science degrees in Geology and Physics from Southern Oregon University.

Emilie C. Schouten, Senior Vice President, Human Resources



Age: 42

- *Emilie C. Schouten* was named Senior Vice President, Human Resources in May 2018. She joined Coeur in 2013 as the Director of Talent Acquisition and Development. Ms. Schouten assumed leadership of our HR organization in January 2016 and was appointed Vice President, Human Resources in May 2016. She was one of the first hired when Coeur moved the headquarters to Chicago and therefore, was instrumental in hiring the new team and implementing the performance management system for the Company.
- Ms. Schouten has nearly 20 years of experience in Human Resources, starting her career in General Electric, where she graduated from GE's Human Resources Leadership Program. After 6 years as a HR Manager with GE, her division was acquired by the world's largest electrical distribution company, Rexel, and Ms. Schouten went on to become the Director of Training and Development.
- Ms. Schouten earned a B.A. in Sociology from Michigan State University and a M.S. in Industrial Labor Relations from University of Wisconsin-Madison.

Kenneth J. Watkinson, Vice President, Corporate Controller & Chief Accounting Officer



Age: 52

- *Ken Watkinson* was appointed Chief Accounting Officer in February 2018. He was named Vice President, Corporate Controller in March 2017. He joined Coeur in September 2013 as Director of Financial Reporting.
- Mr. Watkinson came to Coeur from HSBC North America where he managed SEC reporting for HSBC USA, Inc. He previously served as Senior Manager of SEC Reporting for Baxter International Inc. and Manager of Consolidations and Reporting for Kraft Foods, Inc.
- Mr. Watkinson is a Certified Public Accountant and holds a Bachelor of Science in Accounting from Northeastern Illinois University.

SHARE OWNERSHIP

The following table sets forth information, as of the close of business on March 10, 2021 (except as otherwise noted), concerning the beneficial ownership of our common stock by (i) each beneficial holder of more than 5% of our outstanding shares of common stock, (ii) each of our current directors and director nominees, (iii) each of our Named Executive Officers, or NEOs, listed in the 2020 Summary Compensation Table on page 80, and (iv) by all of our current directors and executive officers as a group.

Stockholder	Shares Beneficially Owned	Percent of Outstanding
Van Eck Associates Corp.	24,984,752(1)	10.26%
The Vanguard Group, Inc.	22,735,537(2)	9.34%
BlackRock, Inc.	21,480,623(3)	8.82%
Mitchell J. Krebs	1,239,970(4)	*
Robert E. Mellor	185,233	*
J. Kenneth Thompson	178,167	*
Randolph E. Gress	167,427	*
John H. Robinson	153,567	*
Linda L. Adamany	138,147	*
Sebastian Edwards	111,053(5)	*
Eduardo Luna	55,886	*
Jessica L. McDonald	28,364(5)	*
Hans J. Rasmussen	304,223(4)	*
Casey M. Nault	270,870(4)	*
Thomas S. Whelan	260,560(6)	*
Terrence F. Smith	135,703(4)	*
Michael Routledge	82,518	*
All current executive officers and directors as a group (15 persons)	3,338,583(4)	1.37%

* Holding constitutes less than 1% of the outstanding shares on March 10, 2021 of 243,475,757.

(1) As of December 31, 2020, based on information contained in a Schedule 13G/A filed on February 10, 2021, Van Eck Associates Corporation had sole voting and dispositive power over 24,984,752 shares. The shares are held within mutual funds and other client accounts managed by Van Eck Associates Corporation, one of which individually owns more than 5% of the outstanding shares. The address for Van Eck Associates Corporation is 666 Third Ave. – 9th Floor, New York, New York 10017

(2) As of December 31, 2020, based on information contained in a Schedule 13G/A filed on February 10, 2021, The Vanguard Group, Inc. had sole voting power over zero shares, shared voting power over 237,210 shares, sole dispositive power over 22,300,521 shares and shared dispositive power over 435,016 shares. The address for the Vanguard Group, Inc. is 100 Vanguard Blvd., Malvern, PA 19355.

(3) As of December 31, 2020, based on information contained in a Schedule 13G/A filed on January 29, 2021, Blackrock, Inc. had sole voting power over 21,066,590 shares and sole dispositive power over 21,480,623 shares. The address for Blackrock, Inc. is 55 E. 52nd St., New York, NY 10055.

(4) Holdings include the following shares which may be acquired upon the exercise of options outstanding under the 1989/2003/2015 Long-Term Incentive Plans and exercisable within 60 days of March 10, 2021: Mitchell J. Krebs — 53,118 shares; Casey M. Nault — 18,207 shares; Terrence F. Smith – 7,042; Hans J. Rasmussen – 5,598; and all current directors and executive officers as a group — 76,923 shares.

(5) Excludes 9,944 and 27,522 restricted stock units (“RSUs”) for Mr. Edwards and Ms. McDonald, respectively. Each RSU represents a contingent right to receive one share of Company common stock, which will be delivered on the 60th day after separation from Board service.

(6) Includes 6,000 shares held in a college savings plan for Mr. Whelan's daughter.

COMPENSATION DISCUSSION AND ANALYSIS

This CD&A describes the components of our executive compensation program, provides a discussion of our executive compensation philosophy, the program's elements, policies and practices, and the impact of Company performance on compensation results. It also describes how and why the CLD Committee of the Board arrived at specific 2020 executive compensation decisions and the factors the CLD Committee considered in making those decisions.

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Our 2020 NEOs:

Mitchell J. Krebs President and Chief Executive Officer	**Thomas S. Whelan** Senior Vice President and Chief Financial Officer
Casey M. Nault Senior Vice President, General Counsel and Secretary	**Michael Routledge** Senior Vice President and Chief Operating Officer
Terrence F. Smith Senior Vice President and Chief Development Officer	**Hans J. Rasmussen** Senior Vice President, Exploration

CD&A Summary

Who We Are

Coeur is a U.S.-based, well-diversified, growing precious metals producer with five wholly-owned operations: the Palmarejo gold-silver complex in Mexico, the Rochester silver-gold mine in Nevada, the Kensington gold mine in Alaska, the Wharf gold mine in South Dakota and the Silvertip silver-zinc-lead mine in British Columbia. In addition, the Company has interests in several precious metals exploration projects in North America. Coeur is headquartered in Chicago, Illinois and employs approximately 2,000 people companywide.



Our Strategy

Coeur's strategy is to maximize cash flow by building and maintaining a balanced portfolio of high-quality precious metals assets in low-risk jurisdictions through exploration, operational execution and selective acquisitions.

2020 Macroeconomic Environment

Our business is highly dependent on the market prices of gold and silver, commodities that are actively traded and frequently experience significant price volatility. Macroeconomic conditions during 2020 and the three-year period from 2018-2020 significantly impacted our business results, stockholder returns and, as a result, executive compensation.

Over the three years ended December 31, 2020, U.S. equity markets posted strong overall gains. Through most of this period, major indices such as the Dow Jones Industrial Average and S&P 500 repeatedly registered record highs. During the same three-year period, London Bullion Market Association gold and silver prices increased 46% and 57%, respectively. Despite the overall price appreciation, both metals experienced significant volatility, weakening significantly in the first half of 2020 to multi-year lows before outperforming during the second half of the year.

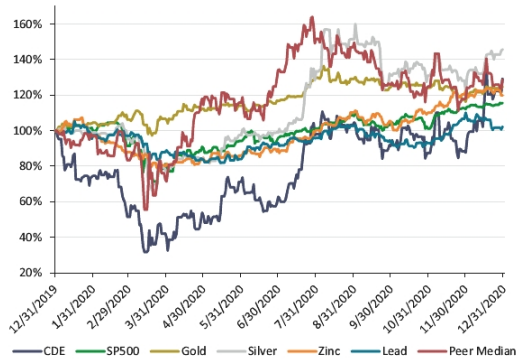
Period-high prices for gold and silver were registered in August and September 2020, respectively, supported by unprecedented levels of global fiscal and monetary stimulus as well as growing geopolitical risks and economic uncertainty in response to COVID-19. By contrast, growing concern around trade tensions and fears of slowing global growth due to COVID-19 acted as headwinds for base metals. Zinc and lead prices trended downward before testing multi-year lows in 2019 and early 2020, which was a primary cause for the decision to temporarily suspend active mining and processing operations at Silvertip, before rebounding in the spring and continuing to strengthen for much of 2020. During the three-year period of 2018-2020, peak-to-trough spot prices of London Metal Exchange-grade zinc and lead decreased 51% and 41% respectively.

As the first table below shows, Coeur's and its peers'(1) stock prices generally moved in tandem with gold and silver prices during this three-year period. Due to a variety of factors, Coeur's stock price tends to be more highly levered to changes in metals prices than our peers, which means that in times of rising metals prices, Coeur's stock tends to outperform our peers (e.g., in the second half of 2020), while we tend to underperform peers in times of weakening metals prices (e.g., in the first half of 2020).

2018 – 2020 (1)



2020(1)



(1) See "Peer Group" on page 63 for more information.

Company Performance

During 2020, the Company proactively addressed the unexpected challenges created by COVID-19 while continuing to operate safely and responsibly to deliver improved year-over-year financial performance, advance key strategic initiatives, reduce Total Debt and strengthen the balance sheet, advance strategic long-term capital projects at our existing mines and complete the largest exploration program in the Company's history. Our performance is further highlighted below.

Strong performance at our gold operations and higher metals prices during the second half of the year resulted in the third consecutive year of improved OCF and FCF, and we advanced key organic growth projects

CONTINUED STRONG ENVIRONMENTAL HEALTH & SAFETY RESULTS

Coeur's commitment to *Pursue a Higher Standard* led to another year of improved safety and environmental performance. We continued a multi-year trend of companywide reduction in employee and contractor TRIFR, realizing a 9.5% reduction on a three-year trailing average basis, an 11% YOY reduction and a 68% reduction in 2020 compared with 2012. We also achieved a YOY 52% reduction in permit discharge exceedances.

INNOVATIVE AND EFFECTIVE RESPONSE TO COVID-19

Our strong culture allowed us to navigate the challenges presented by the COVID-19 pandemic. We implemented robust health and safety protocols to protect our workforce, their families and the communities where we operate, while also minimizing disruptions to our business. In the second quarter, Palmarejo temporarily suspended active mining and processing activities in accordance with a broad COVID-related government decree. Palmarejo safely ramped down production in response to the decree and then safely ramped back up after the decree was lifted for precious metals mining. We continued to pay Palmarejo employees their full salaries and benefits during the government-mandated shut-down.

STRONG OPERATIONAL PERFORMANCE

Despite the impacts to production driven by increased health and safety protocols across the organization (including Palmarejo) in response to COVID-19, Coeur achieved consolidated and site-level full-year production guidance for both gold and silver, producing 355,678 gold ounces and 9.7 million silver ounces. We delivered unit costs within or below guidance at three of four sites and on a Companywide basis, and consolidated capital expenditures, exploration and general and administrative expenses were also below or within guidance ranges.

IMPROVED FINANCIAL PERFORMANCE

The Company reported revenue of $785.5 million, net income of $25.6 million and adjusted EBITDA of $263.4 million. Revenue and adjusted EBITDA increased 10% and 51%, respectively, YOY. OCF and FCF of $148.7 million and $49.4 million represented YOY increases of $56.8 million and $57.3 million, respectively. These notable year-over-year improvements reflect strong operational performance and the benefit of higher precious metals prices during the second half of the year. The Kensington and Wharf mines both generated record annual OCF.

KEY MILESTONES IN ROCHESTER POA 11 EXPANSION	The Company made significant progress on the POA 11 expansion project at the Rochester mine, which is expected to reposition Rochester as a cornerstone asset. During 2020, the Company received key permits for the project, advanced engineering and procurement work, began early-stage construction and began establishing project-specific infrastructure. In December, Coeur announced further details of the expansion in an updated technical report, including an 18-year, reserve-based mine life and plans for average annual silver and gold production of more than 8 million oz and 80,000 oz, respectively, and average annual FCF of over $100 million, for the initial 10 years following the expansion. Together with lower expected operating costs, these improvements are projected to lead to significantly higher cash flow.
STRENGTHENED BALANCE SHEET	We completed several important initiatives to reduce debt, strengthen the balance sheet and bolster liquidity. In April, we established a $100 million at-the-market equity offering program to provide additional liquidity, if needed, in response to uncertainty regarding COVID-19. As of December 31, 2020, no shares had been sold under the program. We also increased the capacity of the RCF by $50 million to $300 million and repaid all outstanding borrowings under the RCF as of year-end. During the first quarter of 2021, we successfully refinanced our senior notes, extending the maturity date to 2029, reducing the interest rate and adding additional cash to the balance sheet. We also extended the term of the RCF by three years to 2025. These initiatives further bolstered our balance sheet and liquidity, providing additional resources and flexibility to fund the Rochester expansion and other key strategic initiatives.
RECORD EXPLORATION PROGRAM	We completed the largest exploration program in Company history, investing approximately $50.6 million(1) and drilling approximately 783,200 feet, which represented YOY increases of 68% and 49%, respectively.
GROWTH IN MINERALIZATION	The 2020 exploration program drove strong reserve and mineralization growth, including a 22% and 42% companywide increase in our gold and silver reserves, respectively, and a significant increase in Silvertip's base of silver, zinc and lead measured and indicated mineralized material.(2)
PROGRESS TOWARDS SILVERTIP EXPANSION	During the first quarter of 2020, the Company temporarily suspended mining and processing activities at Silvertip as a result of a deterioration of zinc and lead market conditions as well as ongoing operating challenges primarily related to the processing facility. During 2020, the Company completed a pre-feasibility study to evaluate a potential mill expansion to improve the economics of the operation and invested in the largest and most successful exploration program in the history of the property which drove YOY increases in silver, zinc and lead measured and indicated mineralized material of 50%, 45% and 50%, respectively. In 2021, the Company plans to continue evaluating the potential expansion and restart of Silvertip and to release the results of an updated technical report in the second half of the year.
MONETIZATION OF NON-CORE ASSETS	We opportunistically monetized our remaining shares of Metalla Royalty & Streaming Ltd. during the course of the year, resulting in net proceeds of approximately $28.8 million, representing a $19.3 million and 203% gain on the shares sold during 2020, which were acquired as consideration for the sale of certain non-core assets in 2017.

(1) Exploration investment includes expensed and capitalized exploration.

(2) Year-end 2020 reserves and mineralized material as published by Coeur on February 17, 2021.

Alignment of 2020 Compensation

As highlighted below, the results of our executive compensation programs for 2020 and the three-year period ended December 31, 2020 were aligned with our operational and financial performance and stockholder returns.

Strong performance from gold operations, improvements in safety and environmental performance, exploration success and solid gold and silver unit costs drove a 121% corporate AIP score and 51% payout for three-year PSUs

	2020 Performance	2020 Compensation Result
Actual Pay Compared to Target	► Strong gold production and costs were partially offset by lower production and higher costs at our Rochester mine in Nevada, while health and safety performance on key metrics exceeded targets; significant exploration success drove increases in reserves and mineralized material 38% increase in stock price during the 2018 to 2020 performance period.	► 2020 Corporate AIP score of **121%** of target ► Three-year PSUs paid out **at 51% of target** ► Actual three-year performance-linked compensation for the CEO was **18% higher** than target, aligned with the **38% increase** in our stock price
LTIP – Performance Shares	► Below-target overall performance	► **51% overall payout** of PSU award for the 2018-2020 performance period:
	► **0.26% increase** in reserves and measured and indicated mineralized material per share from continuing operations of during the 2018-2020 performance period	► **101% payout** of PSUs linked to growth of reserves and measured and indicated mineralized material per share from continuing operations (50% weighting)
	► Despite increasing OCF during the performance period, three-year OCF per share growth was below threshold due primarily to issuances of shares during the period including for financing transactions and acquisitions that have not yet generated cash flow because they are development properties	► **Zero payout** of PSUs linked to three-year OCF per share (50% weighting)
	► Relative TSR performance in the third quartile	► No TSR modifier impact
LTIP – Restricted Shares	► 28% one-year stock price increase in 2020	► Restricted shares granted in 2020 constituted 40% of the total LTIP award to NEOs. These shares will vest over three years, subject to continuing employment, with realized value aligned with long-term stockholder value creation

	2020 Performance	2020 Compensation Result
AIP	► Strong operational performance, particularly in light of COVID-related challenges, resulted in better-than-target performance for gold production and gold unit costs	► **121% overall payout** of portion of AIP tied to strategic corporate annual objectives
	► Above target performance for employee and contractor safety incident rate and a 52% reduction in permit discharge exceedances	► **200%** and **126% payout**, respectively, for AIP metrics tied to environmental and safety performance
	► Gold production of 105% of target and gold and silver unit costs at 97% and 100% of target, respectively	► **200%**, **130%** and **100% payout**, respectively, for gold production, gold CAS and silver CAS
	► Adjusted EBITDA performance at 98% of target due to strong gold production and gold and silver unit costs, partially offset by below-target silver production	► **95% payout** for adjusted EBITDA
	► Below target silver production due primarily to underperformance at Rochester	► **Zero payout** for silver production

Our Executive Compensation Program

Our CLD Committee continues to drive strong pay-for-performance alignment in our executive compensation program and ties a substantial portion of executive compensation to the achievement of annual and long-term strategic objectives. As described below, we seek to continuously refine and improve our executive compensation program and practices to ensure consistency with this philosophy.

What We Do	What We Do Not Do
► Pay for performance with strong alignment of realized pay to TSR	► No hedging Coeur stock
► Proactive stockholder outreach with meaningful compensation program changes made based on feedback	► No pledging Coeur stock
► AIP metrics drive stockholder value, with rigorous goals tied to Board-approved budget and safety and environmental objectives	► No excise tax gross-ups, tax gross-ups on perquisites or tax gross-ups applicable to change-in-control and severance payments
► Majority of equity compensation in the form of performance shares with three-year cliff vesting tied to rigorous value-driving internal performance metrics, with relative TSR as a modifier	► No holding Coeur stock in margin accounts
► Majority of compensation “at-risk”	► No employment contracts for NEOs other than CEO
► Independent compensation consultant	► No re-pricing of stock options or SARs without stockholder approval
► Modest perquisites	► No “single trigger” cash severance based solely upon a change-in-control of the company
► “Double trigger” equity acceleration upon a change-in-control	
► Stock ownership guidelines for our directors and executive officers, including 6x base salary for CEO	
► Clawback policy covering both financial restatements and misconduct	
► Annual stockholder “say on pay” vote	
► 100% of CEO AIP based on Company goals	

Executive Compensation Program Philosophy

Our executive compensation program aligns with our strong pay-for-performance philosophy and ties a substantial portion of executive compensation to the achievement of annual and long-term strategic objectives. The objectives of our executive compensation program are to:

- Drive performance against critical strategic goals designed to create long-term stockholder value
- Pay our executives at a level and in a manner that attracts, motivates and retains top executive talent

We believe these compensation objectives directly drive achievement of our long-term strategic objectives, including continuous improvement in safety and environmental performance, lowering costs, increasing cash flow, increasing reserves and mineralized material and completing major expansion projects on time, on budget and delivering intended results.

We analyze target total direct compensation (base salary, target annual incentive, and target equity award value) relative to our peers. Specific opportunities are established based on factors such as executive’s scope and breadth of roles performed, experience in position, performance and other factors deemed relevant by the CLD Committee. The CLD Committee formally reviews and evaluates every pay action versus the 25th, 50th and 75th percentile of peers, but does not tie individual compensation decisions to specific target percentiles.

Our compensation program is designed to include multiple elements with varying characteristics which allows us to retain strong talent and reward performance for achievement of both short-term and long-term goals. The CLD Committee determines the appropriate mix of these compensation elements in consultation with an independent compensation consultant and with appropriate input from management.

Site leadership and certain members of the corporate management team receive restricted shares under the LTIP that vest over a three-year period, promoting alignment with long-term stockholder value. All employees participate in our AIP or a similar cash incentive program with operational, safety and environmental metrics designed to promote the success of our business and which vary based on the role of the employee:

- Corporate employees support the goals and objectives of our NEOs and participate in the AIP with the same metrics as our NEOs, along with an individual performance component.
- Leadership and managers at our operations participate in the AIP, modified to promote the achievement of site-specific goals aligned with overall Company strategy, including the execution of key projects and a significant component tied to safety and environmental performance, with those goals and projects forming part of the Company's broader comprehensive strategy to create long-term stockholder value.
- Hourly employees at our operations participate in cash incentive programs designed to drive achievement of core operational performance and site-specific goals, such as production, safety and environmental goals, which are key to our business of producing precious metals safely and responsibly.

Similar to our NEO compensation program, our compensation programs at all levels of the Company are intended to attract and retain talented employees who can drive achievement of our strategic objectives and while supporting our core values and culture. To that end, we regularly benchmark with industry peers and, where appropriate, the general market, to ensure we are offering competitive compensation and appropriate premiums for remote and camp assignments in line with industry standards.

2020 Direct Compensation Elements

Compensation Component	Objective	Key Features
Base salary	► Provide a fixed base pay for performance of core job responsibilities ► Attract and retain highly skilled individuals	► Initial levels and annual adjustments are based on positioning relative to the market and experience of the executive
AIP	► Performance-based and "at risk" ► Drive achievement of annual Company financial, operational, environmental and safety goals and, for NEOs other than the CEO, individual executive performance and development goals	► Cash payments based on Company and individual performance, with a high percentage weighted on Company performance (100% in the case of the CEO)
LTIP	► Performance-based and "at risk" ► Align executive and stockholder interests, drive the creation of long-term stockholder value, attract and retain talented executives	► Mix of 60% performance shares and 40% time vesting restricted stock ► Restricted stock vests ratably over three years ► Performance shares cliff-vest after a three-year performance period, based on growth in reserves and mineralized material, return on invested capital, and achievement of critical milestones related to two major expansion projects

A substantial majority of the components of the 2020 executive compensation program is variable and “at risk”, demonstrating our strong pay-for-performance alignment.

Direct Compensation Component	Performance Based	Value Linked to Stock Price	Value Not Linked to Stock Price	% of CEO Target Pay	% of NEO Target Pay (Average)	
Base Salary			●	19%	25%	Fixed
Annual Incentive Plan	●		●	24%	22%	Variable and “at risk”
Restricted Stock		●		23%	21%	
Three-Year PSUs	●	●		34%	32%	

The variable components of our 2020 executive compensation program are also aligned with our strategic objectives and purpose statement.

PROTECT 	We are focused on safeguarding the safety and health of our employees and protecting the environments where we operate.	TRIFR % Reduction	AIP 20%
	Our AIP rewards outstanding health, safety and environmental performance to reflect this commitment.	% Reduction in Permit Discharge Exceedances	
DEVELOP 	We endeavor to develop quality resources, grow and enhance our assets, pursue new opportunities, develop and grow our people, and build a solid technical foundation.	Three-Year Growth in Reserves and Mineralized Material	PSUs(1) 35%
	Our LTIP award structure drives performance against these goals by tying a portion of our performance shares to increases in our reserves and other mineralized material, whether at our existing operations or through the acquisition of new properties and assets, and to completing key capital projects on-time and on-budget.	Achievement of Milestones for Strategically Critical Long-Term Projects(2) (New)	PSUs(1) 30%
	Our AIP encourages development of our executives and employees by rewarding exemplary individual performance and growth.	Individual Component of AIP, except CEO	Varies by NEO
DELIVER 	We strive to deliver impactful results through teamwork and act with integrity.	Costs Applicable to Sales & Adjusted EBITDA	AIP 55%
	Both our AIP and LTIP reward achievement of operational and financial objectives and creation of long-term stockholder value, tying payouts to achieving production, cost and adjusted EBITDA targets, and effectively deploying capital.	Three-Year Return on Invested Capital (New)	PSUs(1) 35%
	Our clawback policy holds our executives accountable to act with integrity and in accordance with applicable laws in achieving the goals linked to our compensation programs.	Production	AIP 25%

(1) The three internal performance share metrics are subject to a relative TSR modifier that adjusts payouts +/- 25% for top or bottom quartile performance compared to peers.

(2) Tied to achievement of Rochester and Silvertip expansion projects (split 20% Rochester and 10% Silvertip) and year-end 2022 net asset values for Rochester and Silvertip.

2020 Total Direct Compensation Targets

Named Executive Officer	Fixed Compensation	Variable Compensation		
	Base Salary	Long-Term Equity Incentives	Annual Incentives	Total Variable
Mitchell J. Krebs, President, Chief Executive Officer & Director	$725,000	$2,175,000	$906,250	**$3,081,250**
Thomas S. Whelan, Senior Vice President & Chief Financial Officer(1)	$375,000	$ 787,500	$375,000	**$1,162,500**
Casey M. Nault, Senior Vice President, General Counsel & Secretary	$375,000	$ 843,750	$375,000	**$1,218,750**
Michael Routledge, Senior Vice President & Chief Operating Officer(2)	$375,000	$ 843,750	$375,000	**$1,218,750**
Terrence F. Smith, Senior Vice President & Chief Development Officer	$350,000	$ 665,000	$262,500	**$ 927,500**
Hans J. Rasmussen, Senior Vice President, Exploration	$325,000	$ 617,500	$243,750	**$ 861,250**

(1) 2020 LTIP grants to NEOs were calculated based on NEO base salary at the date of grant. Mr. Whelan received a mid-year base salary increase to $375,000.

(2) Mr. Routledge was hired and became a NEO on June 1, 2020. Target base salary and AIP are annualized. Actual base salary and AIP paid pro-rated to employment start date. See the Summary Compensation Table on page 80 for more details.

Results of 2020 Stockholder Advisory Vote on Executive Compensation

At our 2020 Annual Meeting, we received support from over 93% of votes cast on the Company's "say-on-pay" proposal, the fourth straight year in which we received at least 90% support for the "say-on-pay" proposal. We believe this high level of support reflects an understanding by our stockholders of how our executive compensation practices are aligned with creation of long-term stockholder value, and the changes that our CLD Committee has made to our executive compensation practices in recent years in alignment with stockholder feedback. Our CLD Committee considered our 2020 "say-on-pay" proposal result as part of the overall context for its 2020 executive compensation decisions.

Select Compensation Program Changes for 2020 and 2021

Two new performance share metrics were introduced for the 2020 LTIP award: three-year ROIC and achievement of milestones related to the Rochester and Silvertip expansion projects, which are both strategically critical long-term projects. The 2020 LTIP awards also include shares of restricted stock and performance shares tied to growth in reserves and mineralized material. Each element of the 2020 LTIP award is described in greater detail below. The 2021 performance share award similarly will be allocated among each of three-year ROIC, three-year growth in reserves and mineralized material, achievement of POA 11 milestones at Rochester and Silvertip expansion and re-start milestones. 2021 AIP will consist of the same components as 2020 except for the environmental component which will measure both decrease in significant spills and decrease in permit discharge exceedances.

	2020	2021
AIP	► Safety and environmental components increased to 20% of total corporate AIP ► Environmental component measured decrease in permit discharge exceedances	► Environmental component will reward decreases in both permit discharge exceedances and significant spills
LTIP	Performance share award composed of: ► 35% - Three-year ROIC ► 35% - Three-year growth in reserves and mineralized material ► 20% - Achievement of milestones linked to POA 11 expansion ► 10% - Achievement of milestones linked to Silvertip restart/expansion *TSR modifier (+/- 25%) for top or bottom quartile TSR performance relative to peers*	► Performance share award composed of: ► Three-year ROIC ► Three-year growth in reserves and mineralized material ► Achievement of milestones linked to POA 11 expansion ► Achievement of milestones linked to Silvertip restart/expansion *TSR modifier (+/- 25%) for top or bottom quartile TSR performance relative to peers*

Competitive Market Assessment

The CLD Committee annually reviews the compensation of executives relative to the competitive market, based on assessments prepared by its independent compensation consultant. In preparing this assessment, our compensation consultant analyzes publicly disclosed compensation data from our peer group (see “Peer Group” below). The consultant also uses specific industry surveys as a supplement to proxy research. Management, together with the consultant, assists the Committee by providing data, analyses and recommendations regarding the Company’s executive compensation practices and policies.

2020 Peer Group

The CLD Committee establishes peer groups to help make executive pay decisions and to measure TSR against our competitors. Our peer group for 2020 is listed below and consisted solely of precious metals and mining companies with revenues generally between 0.3 and 3.0 times our revenues which are predominately headquartered in North America.

2020 Peer Company	Revenue[1] ($ millions)	Market Cap[1] ($ millions)	Corporate Headquarters
Agnico-Eagle Mines Ltd.	2,495	14,731	Canada
Alamos Gold Inc.	683	3,062	Canada
B2Gold Corp.	1,156	5,346	Canada
Centerra Gold	1,375	3,033	Canada
Detour Gold Corporation[2]	842	4,460	Canada
Eldorado Gold Corporation	618	1,653	Canada
First Majestic Silver Corp.	364	3,262	Canada
Hecla Mining Co.	673	1,716	United States
Hochschild Mining	756	934	United Kingdom
IAMGOLD Corporation	1,065	2,270	Canada
New Gold Inc.	631	774	Canada
OceanaGold Corporation	651	1,587	Australia
Pan American Silver Corp.	1,351	6,448	Canada
Royal Gold Inc.	419	8,019	United States
SSR Mining Inc.	607	3,073	Canada
Tahoe Resources Inc.[3]	N/A	N/A	United States
Yamana Gold Inc.	1,612	4,885	Canada
Median:	719	3,068	

	Revenue[1] ($ millions)	Market Cap[1] ($ millions)	Corporate Headquarters
Coeur Mining, Inc.	712	1,943	United States

(1) Revenues are for the 2019 fiscal year. Market cap is calculated as of December 31, 2019 based on the outstanding shares for each peer publicly disclosed as of the date of calculation.

(2) Acquired in 2020 by Kirkland Lake Gold Ltd.

(3) Acquired in 2019 by Pan American Silver Corp.

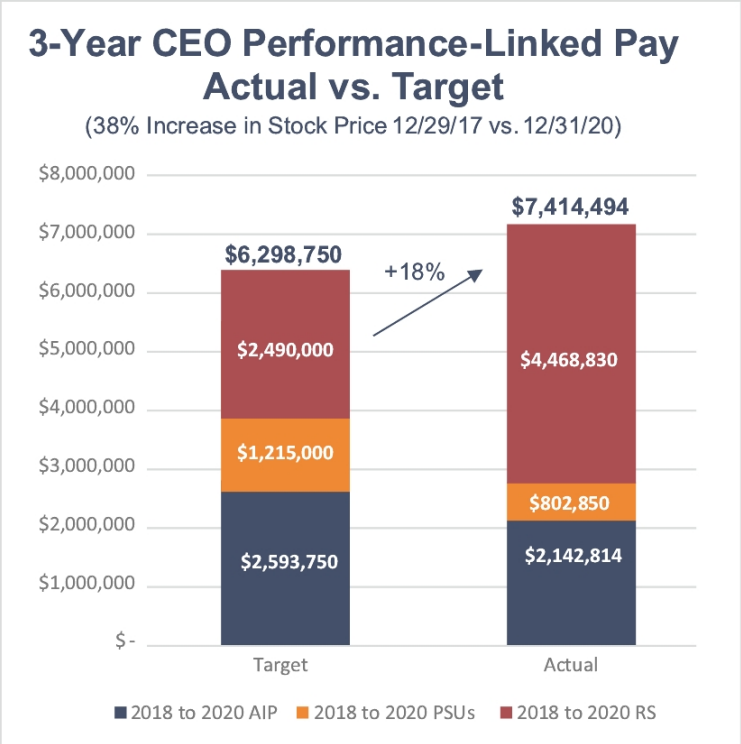
2020 Executive Compensation – Actual Pay Compared to Target

Our NEO compensation program is structurally designed to be a strong performance-based program. In the case of the CEO, 81% of his target compensation is performance-based or "at-risk", and only 19% is fixed, delivered through base salary.

To manage the performance-based and "at-risk" compensation program, which includes AIP, PSUs and restricted stock, we evaluate NEO compensation by examining the target value of compensation (the value on date of grant) and the actual value received (the value on date of receipt by the NEO). We believe that by understanding each of these values in relation to Company performance, we can establish and verify a strong pay-for-performance relationship that is both motivational and retentive.

Target Value. The three-year target value for performance and "at-risk" elements is equal to (1) the 2018-2020 target annual incentive, plus (2) the grant date target value of PSUs for the 2018-2020 performance period, plus (3) target value of restricted stock granted in 2018, 2019 and 2020. This is shown in the bar chart below. The CEO's target value of compensation for "at-risk" and performance-based elements was $6,298,750 for the 2018-2020 performance period.

Actual Value. The three-year actual value is equal to (1) the 2018-2020 actual annual incentive earned, plus (2) the value of the PSUs for the 2018-2020 performance period that paid out in early 2021, valued as of December 31, 2020, the last date of the performance period, plus (3) the value of restricted stock granted in 2018, 2019 and 2020, valued as of December 31, 2020, including shares not yet vested. The CEO's actual value of compensation from performance-based and "at-risk" elements was $7,414,494, 18% higher than the target value. The chart does not include base salary since it is not variable, "at-risk" or performance-based.



Alignment with Performance. During the three-year 2018-2020 period, our CEO received 18% higher than target for performance-based "at-risk" elements of our compensation program. During this same period, our stock price increased by 38%. We believe this demonstrates alignment of pay and performance.

2020 Executive Compensation Results

2020 NEO Performance & Compensation

Base Salary

Market and internal pay equity-driven salary increases for certain NEOs

The CLD Committee approved the following base salaries for 2020, with the increases driven by market data in alignment with our compensation philosophy.

Named Executive Officer	2020 Base Salary	2019 Base Salary	Percentage Increase
Mitchell J. Krebs, President, Chief Executive Officer & Director	$725,000	$675,000	7.4%
Thomas S. Whelan, Senior Vice President & Chief Financial Officer	$375,000	$330,000	13.6%
Casey M. Nault, Senior Vice President, General Counsel & Secretary	$375,000	$375,000	0%
Michael Routledge, Senior Vice President & Chief Operating Officer	$375,000	N/A(1)	N/A
Terrence F. Smith, Senior Vice President & Chief Development Officer	$350,000	$293,750	19.1%
Hans J. Rasmussen, Senior Vice President, Exploration	$325,000	$300,000	8.3%

(1) Mr. Routledge was hired and became a NEO on June 1, 2020.

Annual Incentive Plan

2020 AIP: Target Levels Consistent with Market and Experience in Role

Our AIP is designed to drive creation of stockholder value through achievement of annual financial and operational goals. We also reward executives other than the CEO for the achievement of individual goals within their functional areas, living up to our values and showing their commitment to our purpose statement: *We Pursue a Higher Standard*.

AIP Target Opportunities

Under our AIP, each executive has a target award opportunity expressed as a percentage of base salary established at the beginning of each year. 2020 target award opportunities were determined based on desired market positioning, the individual executive's role, scope of responsibility and ability to impact our performance.

Named Executive Officer	Target AIP Opportunity (% of Salary) 2020	2019	Reason for YOY Change
Mitchell J. Krebs	125%	125%	N/A
Thomas S. Whelan	100%	75%	More closely align with other executive officers
Casey M. Nault	100%	100%	N/A
Michael Routledge(1)	100%	N/A	N/A
Terrence F. Smith	75%	60%	More closely align with other executive officers
Hans J. Rasmussen	75%	75%	N/A

(1) Mr. Routledge was hired and became a NEO on June 1, 2020.

Actual awards can range from 0% to 200% of the target award, based on our Company performance relative to corporate AIP objectives and the performance of each individual executive (other than the CEO) relative to individual goals. The CEO's AIP opportunity is based 100% on corporate objectives. Because mine plans drive our budgets, and mine plans vary year-to-year in terms of tonnage, grade and other factors, from time to time our performance targets for a given year may be lower than the prior year and may not appear to reflect improvement or increased rigor over the prior year. For example, when a mine plan is moving through a lower grade zone, despite strong execution, lower production, higher unit

costs and lower adjusted EBITDA compared to the prior year may occur. We strive to increase average overall grade over the long-term, but the grades of mineralized material are inherently variable and a life of mine involves mining through zones of higher and lower grade. Our annual goals and targets are designed to reflect year-over-year variances in our mine plans.

2020 Company AIP Performance Measures and Weights

At the beginning of each year the CLD Committee approves AIP performance measures, weightings and targets, along with threshold, target and maximum performance and payout levels, based on the Board-approved budget and internal forecasts. These goals and targets are designed to be rigorous and require strong execution in-line with budget and other critical objectives. After the end of the year, the CLD Committee reviews performance against the goals prior to certifying results and approving payouts. Once the performance measures and goals are set, they are not subject to change for that plan year without the specific approval of the CLD Committee.

The 2020 AIP corporate performance measures complement the measures used for performance share awards in driving achievement of multi-year strategic initiatives directly aligned to the creation of long-term stockholder value. The CLD Committee selected the 2020 AIP metrics shown below based on the following considerations and objectives:

- Align with our business objectives and strategic priorities;
- Transparency to investors and executives;
- Incentivize profitable production growth, not growth for growth's sake;
- Balance financial and operational performance; and
- Reflect our commitment to safe and environmentally responsible operations.

Measure	Weight	Minimum(1)	Target(1)	Maximum(1)
Gold Production (ounces)	15%	≥90% of Target	325.8K	≥105% of Target
Silver Production (ounces)	10%	≥85% of Target	10.9M	≥107.5% of Target
Gold CAS per ounce(2)	15%	≤120% of Target	$927	≤90% of Target
Silver CAS per ounce(2)	10%	≤120% of Target	$11.61	≤90% of Target
Adjusted EBITDA(3)	30%	≥80% of Target	$242.4M	≥110% of Target
Safety & Environmental Performance				
Reduction in Companywide TRIFR(4)	10%	Maintain 2019 performance	7.5% reduction from 2019	≥15% reduction from 2019
Decrease in Permit Discharge Exceedances(5)	10%	No increase in Permit Exceedances from 2019	15% reduction from 2019 level	≥25% reduction from 2019 level

(1) Payouts for each measure are 50% for "Minimum", 100% for "Target" and 200% for "Maximum". Payouts are interpolated for performance between minimum and maximum. As discussed below, "Target" for gold and silver production and CAS, and for Adjusted EBITDA, was adjusted to exclude budgeted Palmarejo contribution for the second quarter of 2020 due to a Mexican government shut-down decree related to COVID-19 that impacted Palmarejo during that quarter.

(2) Our CAS per silver ounce and gold ounce metrics each measure performance against a target based on the Board-approved budget set at the beginning of the year. In setting the goal and evaluating performance against it, items that arise during the year that were not contemplated by the budget, including variances between the actual realized metals prices and budget prices, whether having a positive or negative impact, are not factored into the calculation in order to ensure a consistent assessment of performance against budget. Please see "Appendix A – Certain Additional Information" for reconciliations of GAAP to non-GAAP financial measures included in this section.

(3) Our adjusted EBITDA metric measures performance against a target based on the Board-approved budget set at the beginning of the year. In setting the goal and evaluating performance against it, items that arise during the year that were not contemplated by the budget, including variances between actual realized metals prices and budgeted prices, whether having a positive or negative impact, are not factored into the calculation in order to ensure a consistent assessment of performance against budget.

(4) TRIFR performance is measured using a three-year rolling average for employees and contractors working at the Company's sites. The three-year rolling average for the current period (2018-2020) is compared with the three-year rolling average for the prior period (2017-2019). The CLD Committee determined that a three-year rolling average is a better representation of performance and removes periodic variability. The CLD Committee has discretion to adjust payout for significant adverse events outside of the prescribed metric.

(5) Permit discharge exceedances means exceedances of allowable concentration limits of specified elements in discharge water under our operating permits.

In light of the unexpected circumstances and challenges presented by the COVID-19 pandemic during 2020, the CLD Committee received regular updates from management and allocated significant time to considering what, if any, changes to the 2020 executive compensation program were appropriate in response. Early in the second quarter of 2020, the Mexican government required Palmarejo to temporarily suspend active mining and processing activities in accordance with a general COVID-related decree applicable to all non-essential industries. After the Mexican government later clarified that precious metals mining was an essential industry, Coeur began taking steps to restart active mining, processing and exploration activities. The temporary suspension lasted approximately 45 days. Due to the complexities of ramping up while adhering to strict COVID-19 health and safety protocols, including safely bringing back employees, implementing appropriate social distancing protocols, mining enough ore before re-starting the mill to assure a steady throughput and other factors, production did not return to pre-decree levels until very late in the second quarter, and the operation continued to be impacted by worker availability shortages thereafter due to government mandated COVID-19 restrictions. As a result, nearly the entire second quarter consisted of ramping down active mining operations, the approximately 45-day pause in mining and processing, and gradually ramping back up. The CLD Committee determined it appropriate to adjust 2020 AIP targets and results for gold and silver production, gold and silver CAS per ounce and adjusted EBITDA by removing budgeted and actual results from Palmarejo during the second quarter to account for the impact of the government-mandated shut-down decree in Mexico. These changes do not impact 2021 AIP goals and targets and are reflected in the table above and the AIP results below. In determining that this constituted a non-recurring, one-time event that warranted an adjustment, the CLD Committee took into account the following factors:

- The adjustment applies to all employees participating in the AIP, and rewards the entire organization for outstanding performance in 2020 including delivering a solid year of overall results in the face of unprecedented challenges caused by the pandemic;
- The Company did not lay off or furlough any employees as a result of COVID-19, and continued to pay Palmarejo employees their full salaries and benefits during the government-mandated shut-down;
- Palmarejo continued to operate its medical clinic, offering free health care to members of the local community throughout the shut-down;
- The period of shut-down and related ramp-down and ramp-up periods were not due to any action of the Company or failure of the Company to implement and maintain rigorous COVID-19 health and safety protocols, but instead were the result of a blanket shut-down order applicable to all precious metals mining companies. This distinguishes this adjustment from other COVID-19-related impacts that were not adjusted for, including downtime at Kensington due to positive COVID cases that resulted in the loss of approximately 5,000 ounces of gold production, and higher employee costs due to paid quarantine time, extended rotations and related overtime and other COVID-19-driven impacts; and
- Strong one-year TSR of 28%, demonstrating that a positive adjustment to AIP remains aligned with stockholder returns.

Individual AIP Objectives

In addition to Company metrics, specific individual objectives are developed for each executive other than the CEO at the beginning of the year. 2020 AIP award percentages based on individual performance were 20% for Messrs. Whelan, Nault and Routledge, 30% for Mr. Smith and 70% for Mr. Rasmussen, reflecting an emphasis on specific exploration-related goals. The specific objectives for each executive support our strategic objectives, reflect each executive's individual responsibilities, and can be grouped into the following broad categories:

- Major project and operational execution, including strategic transformation
- Mitigation of risk
- Enhancement of each executive's responsibilities
- Support of Coeur's values regarding worker safety and health, social, environmental and corporate responsibility
- A commitment to the talent development and retention of our employees
- Continued personal development and adherence to Company culture and behavior

Many of the individual objectives established for the executives can be reviewed against objective and quantifiable Company results, in particular, those described under “Company Performance” beginning on page 55 of this Compensation Discussion and Analysis, which helps to ensure executive accountability for Company performance. Other objectives, however, are subjective by nature, which requires discretion and judgment by the CLD Committee to assess performance.

2020 AIP Corporate Objectives

Achievement of 121% on corporate metrics due to strong gold production, lower unit costs and significant improvements in safety and environmental metrics, despite below-target silver production

Metric	2020 Target(1)	2020 Performance	Performance (% of target)	Payout (% of target)	Weight	Weighted Payout (% of target)
Gold Production (ounces)	325.8K	340.5K	105%	200%	15%	30.0%
Silver Production (ounces)	10.9M	8.7M	80%	0%	10%	0.0%
Gold CAS per ounce	$927	$895	97%	130%	15%	19.5%
Silver CAS per ounce	$11.61	$11.65	100%	100%	10%	10.0%
Adjusted EBITDA	$242.4M	$238.0M	98%	95%	30%	28.5%
Reduction in company-wide TRIFR(2)	7.5% reduction from 2019	9.5% reduction	126%	126%	10%	12.6%
Decrease in Permit Discharge Exceedances	15% reduction from 2019	52% reduction	347%	200%	10%	20.0%
Total						121%

(1) Targets adjusted for Palmarejo 2020 second quarter as described above

(2) Three-year rolling average

If the CLD Committee had not adjusted the 2020 AIP results as described above, the Company would have achieved a 15% payout for gold production and a 25% payout for Adjusted EBITDA. The achievement of other objectives would have remained unchanged. The unadjusted overall corporate achievement would have been 102% of target. Although the Company score would have been above target even without the Palmarejo adjustment, the CLD Committee determined the adjustment was appropriate for the reasons outlined above, notably the exceptional performance at all levels of the organization during an extremely challenging year, the fact that Palmarejo was impacted by a blanket government shut-down decree and strong stockholder returns in 2020 demonstrated by 28% one-year TSR.

2020 AIP Individual Performance and Payouts

As noted above, the CEO’s AIP is based entirely on corporate performance. Individual performance for other NEO’s ranged from 100%-150% of target as shown in the table below.

For 2020, based on Company and individual NEO performance achievement as a percentage of target and the performance weights described above, the CLD Committee approved the following annual incentive payments to the NEOs. 2020 AIP payouts were significantly higher YOY for the five NEOs who received an AIP payment in 2019 reflecting significantly higher achievement of corporate goals (121% vs. 67% of target) as well as base salary increases and increases in AIP target as a percentage of base salary for some NEOs.

Named Executive Officer	2020 Base Salary	2020 Target AIP %	Company % Weighting	Individual % Weighting	2020 Individual % Amount*	2020 AIP Payout	% Change from 2019
Mitchell J. Krebs, President & Chief Executive Officer	$725,000	125%	100%	0%	N/A	$1,096,563	+94%

Named Executive Officer	2020 Base Salary	2020 Target AIP %	Company % Weighting	Individual % Weighting	2020 Individual % Amount*	2020 AIP Payout	% Change from 2019
Thomas S. Whelan, Senior Vice President & Chief Financial Officer	$375,000	100%	80%	20%	125%	$456,750	+140%
Casey M. Nault, Senior Vice President, General Counsel & Secretary	$375,000	100%	80%	20%	150%	$475,500	+61%
Michael Routledge, Senior Vice President & Chief Operating Officer	$375,000	100%	80%	20%	125%	$266,438(1)	N/A(1)
Terrence F. Smith, Senior Vice President, Chief Development Officer	$350,000	75%	70%	30%	100%	$301,088	+94%
Hans J. Rasmussen, Senior Vice President, Exploration	$325,000	75%	30%	70%	135%	$318,825	+71%

(1) Mr. Routledge was hired and became a NEO on June 1, 2020. Actual payout pro rated based on pro rated 2020 salary of $218,750.

Long-Term Equity Incentive Awards

The primary purpose of our long-term equity incentive awards is to align the interests of our executives with those of our stockholders by rewarding executives for creating long-term stockholder value. Long-term incentives also assist in retaining our executive team.

2020 Grants of Long-Term Incentive Compensation

Consistent with prior years, in 2020 executive awards were composed of 60% performance shares and 40% restricted stock. The CLD Committee believes that this mix provides alignment with stockholder interests and balances incentive and retention objectives, while minimizing share dilution.

Target long-term incentive award values for each executive in 2020 were determined based on desired market positioning, the individual executive's role, scope of responsibility and ability to impact overall Company performance.

		2020 LTIP Grant			
Named Executive Officer	2019 LTIP Grants % of Salary	% of Salary	Target $Amount	YOY Change of Target %	Reason
Mitchell J. Krebs	300%	300%	$2,175,000	None	N/A
Thomas S. Whelan(1)	225%	225%	$ 787,500	None	N/A
Casey M. Nault	225%	225%	$ 843,750	None	N/A
Michael Routledge(2)	N/A	225%	$ 843,750	N/A	N/A
Terrence F. Smith	150%	190%	$ 665,000	+27%	Closer align with other executives
Hans J. Rasmussen	190%	190%	$ 617,500	None	N/A

(1) 2020 LTIP grants to NEOs were calculated based on NEO base salary at the date of grant. Mr. Whelan received a mid-year base salary increase to $375,000.

(2) Mr. Routledge was hired and became a NEO on June 1, 2020.

The number of shares of restricted stock granted in 2020 was determined by dividing the total grant value by the closing market price per share of our common stock on the New York Stock Exchange on the trading day after the CLD

Committee approved the awards. Beginning with the performance shares granted in 2020 and applicable to all future LTIP awards, the CLD Committee adopted a new approach which will calculate share awards using the average closing price over the prior 60 trading days. The CLD Committee determined that this approach was appropriate to smooth out volatility in daily stock price changes, which can be significant and materially impact the number of shares granted from day to day.

2020 Restricted Stock Grant

In 2020, restricted stock represented 40% of the target long-term equity incentive award value granted to NEOs. Restricted stock aligns executives' interests with those of stockholders via actual share ownership, and vesting requirements promote retention and continuity in our senior leadership team. Restricted stock also provides value to the executives even with a declining share price, which may occur due to general market or industry-specific forces that are beyond the control of the executives (for example, a drop in the market prices of gold and silver). Holders of restricted stock may, if the CLD Committee so determines, receive dividends, if any, and exercise voting rights on their restricted stock during the period of restriction. Restricted stock grants generally vest ratably over three years beginning on the first anniversary of the grant.

The following diagram illustrates the design and structure of the restricted stock awards:

February 24, 2020	February 24, 2021	February 24, 2022	February 24, 2023
Grant of Restricted Shares	1/3 Vest	1/3 Vest	1/3 Vest

2020 Performance Share Grants

In 2020, performance shares represented 60% of the target long-term incentive award value. To the extent they are earned based on achievement of performance goals, awards are generally settled in Coeur stock. The performance share opportunity granted in 2020 was tied to Company achievement of four internal goals that drive creation of long-term stockholder value. Performance against these goals generally is measured over a three-year performance period ending December 31, 2022.

2020 Performance Share Grant

Performance Share Award	3-Year ROIC	3-Year Growth in Silver Equivalent Reserves & Resources	Rochester POA 11 Expansion	Silvertip Restart/Expansion
Overall Weighting	35%	35%	20%	10%

Overall rTSR Modifier +/- 25%

The following illustrates the design and structure of the internal metric-based performance share grants tied to internal metrics:

Q4 2019	Q1-Q2 2020	2020	2021	2022	Q1 2023
CLD Committee formulates performance measures and payout targets. PSU opportunity is awarded to NEOs		**Measurement of PSU Metrics:** ► 3-year ROIC ► 3-year growth in reserves and mineralized material ► Opportunity for achievement of milestones for Rochester expansion ► Opportunity for achievement of milestones tied to Silvertip restart/expansion			► Milestone date of final milestone related to Rochester expansion ► If threshold performance is achieved for one or more metrics, the award is paid in Company stock. TSR modifier applied for top or bottom quartile relative TSR performance

► ***Three-Year Return on Invested Capital – 35% of 2020 Performance Share Opportunity***

Coeur's management team is focused on deploying capital efficiently and effectively to drive long-term returns for stockholders. In 2020, the CLD Committee introduced the three-year ROIC metric as a core element of our performance share program. The introduction of the ROIC metric reflects feedback from stockholders and aligns with our plan design philosophy that performance share metrics should tie to key drivers of long-term stockholder value. ROIC is determined by dividing three-year adjusted EBIT from our four operating assets (Palmarejo, Rochester, Kensington and Wharf) by investment in those assets during the performance period. EBIT for the three-year performance period is calculated by adding depreciation, depletion, asset retirement obligation accretion and inventory adjustments to cumulative adjusted EBITDA for the performance period. Adjusted EBITDA is a non-GAAP financial measure presented in our financial statements used by management to understand results from our business. Investment for each operating mine is equal to total debt plus total equity of the entity that owns the mine minus cash held by the entity. Investment will be measured at the beginning of the performance period and at the end of each of the three calendar years of the performance period, and the final result will be the average of these four numbers. In addition, EBIT will be calculated by holding pricing constant, using the prices incorporated in the Company's strategic plan, to hold management accountable for achieving the intended benefits of our capital investments as presented for Board approval without benefiting from or being penalized by changes in metals prices, which are beyond our control.

The target for the ROIC metric is tied to achieving returns on investment for operating mines set out in the Board-approved strategic plan, which is updated and approved by the Board on an annual basis. Because the strategic plan represents an "upside" case which assumes, among other factors, the conversion of a significant portion of mineralized material into reserves, the CLD Committee determined that achieving the ROIC outcome implied in the strategic plan warranted an above-target payout. For the 2020-2022 performance period, the CLD Committee approved the following performance and payout targets which tie to expected ROIC from our four operating mines:

Payout Target	25%	50%	75%	100%	125%	150%	175%	200%
Performance Target	Target -5%	Target -4%	Target -3%	Target -2%	Target -1%	14.4%	Target +1%	Target +2%

A new operation acquired during the performance period will be incorporated on a pro forma basis if returns from the operation are expected to begin during the performance period, in which case investment in the operation, for purposes of calculating ROIC, will be incorporated pro rata with the expected returns to avoid penalizing the calculation by including the full amount of the investment. Similarly, in the event of a divestiture of a mine included in the ROIC metric during the performance period, the CLD Committee will exclude the divested asset from the calculation and adjust the target accordingly. Finally, in the event of an impairment in an operating asset during the performance period, the total investment for the relevant operation will not be reduced by the impairment amount for purposes of calculating ROIC.

► ***Three-Year Growth in Reserves and Mineralized Material – 35% of 2020 Performance Share Opportunity***

Growth in reserves and mineralized material is critical to ensure that we replace ounces mined each year and grow resources to extend mine lives, which we believe will drive stockholder value. Reserves and measured and indicated mineralized material may also decline due to falling metals prices, as previously economic grades are rendered uneconomic. This further aligns performance with stockholders. Reflecting different levels of confidence based on category of reserve or mineralized material, growth in reserves and mineralized material is measured on a gross basis, weighted as follows to reflect varying levels of confidence for each category:

- proven and probable reserves - 100%
- measured and indicated mineralized material - 75%
- inferred mineralized material - 50%

Reserves and mineralized material is calculated on an AgEqOz basis with equivalence to be determined based on assumed prices for gold, silver, lead and zinc on December 31, 2019 and December 31, 2022 to calculate reserves and mineralized material. Targets will automatically adjust to exclude any discontinued operations or other sold assets during the measurement period. In addition, if the Company completes any single acquisition that results in an increase to Companywide proven and probable reserves, measured and indicated mineralized material and inferred mineralized material by more than 30% calculated using the weightings described above, the CLD Committee shall have the discretion to make an adjustment to the payout as it deems appropriate which may take the form of an increase in the performance target and/or a reduction in the payout to reflect the impact of such an acquisition.

These performance shares will pay out at target for meeting expectations, maximum for exceeding expectations by 60% or more, and at threshold for performance at 70% of target, subject to CLD Committee discretion for certain acquisitions as described above. The CLD Committee determined the following target for the three-year growth in reserves and mineralized material award:

Payout Target	25%	50%	75%	100%	125%	150%	175%	200%
Performance Target	30% Decrease	20% Decrease	10% Decrease	Target (AgEqOz)	15% Increase	30% Increase	45% Increase	60%+ Increase
Target	657M	751M	845M	939M	1,080M	1,221M	1,362M	1,503M

► ***Project-Based Award: Rochester Mine POA 11 Expansion – 20% of 2020 Performance Share Opportunity***

The POA 11 expansion project at the Rochester mine is expected to transform Rochester into a cornerstone asset for the Company by significantly increasing annual silver and gold production, more than doubling planned annual crusher throughput capacity and improving silver recoveries. Completion of the project is expected to significantly increase Rochester's mine life and cash flow. The CLD Committee created a performance share opportunity linked to this project to further align the compensation of our NEOs with the success of a project that is expected to unlock significant long-term value for our stockholders. The POA 11 expansion project award measures achievement of five objective milestones that have been determined to be critical to overall project success. When a milestone is achieved on or before the identified milestone date, the related portion of the performance share opportunity will be considered earned, but payout of such portion of performance shares will not occur until the end of the performance period. For example, 15% of the target opportunity for this award was earned when the Company filed an updated 43-101 compliant technical report for the POA 11 expansion project in December of 2020. Each NEO must also meet continued service requirements through the three-plus year performance period before receiving a payout of performance shares. The CLD Committee retains discretion to award PSUs below the maximum value of the milestones in cases of delayed achievement of a milestone or milestone performance below expectation.

Rochester POA 11 Milestones	Milestone Date	Max Value of Milestone
Obtain board authorization (Achieved)	June 30, 2020	10%
File updated 43-101 technical report (Achieved)	December 31, 2020	15%
Complete Stage VI Leach Pad	December 31, 2022	50%
Commission project on time and budget	March 31, 2023	50%
Project net asset value ("NAV") measured at milestone date(1)	December 31, 2022	25% - NAV equal to target set in 2020 Board authorization of project 50% - NAV ≥ 5% above target 75% - NAV ≥ 10% above target

(1) Shares awarded for NAV milestone interpolated between achievement levels and capped at 75%.

► ***Project-Based Award: Expansion and/or Restart of Operations at the Silvertip Mine – 10% of 2020 Performance Share Opportunity***

The Company's decision during the first quarter of 2020 to temporarily suspend mining and processing activities at Silvertip was driven by the goal of maximizing the long-term value of the operation. Significantly unfavorable conditions in the zinc and lead markets, combined with operating challenges primarily related to the processing facility, led to the temporary suspension, but management remains confident in the underlying fundamentals of the operation, which have been further bolstered by a successful 2020 exploration campaign and prefeasibility study results indicating the potential for an economically attractive expansion project. Due to the anticipated value to stockholders of successfully restarting operations at Silvertip, including a possible expansion of the processing facility, the CLD Committee created a performance share award tied to achievement of key milestones related to the restart and expansion of Silvertip. The CLD Committee believes this award creates further alignment between a key driver of long-term value for our stockholders and the compensation of our NEOs. The Silvertip restart/expansion project-based award measures achievement of four

objective milestones that are central to overall project success. When a milestone is achieved on or before the identified milestone date, the related portion of the performance share opportunity will be considered earned, but payout of such portion of performance shares will not occur until the end of the performance period. For example, 25% of the target opportunity for this award was earned when pre-feasibility engineering study was substantially completed during the third quarter of 2020. Each NEO must also meet continued service requirements through the three-year performance period before receiving a payout of performance shares.

Silvertip Restart/Expansion Milestones	Milestone Date	Max Value of Milestone
Substantial completion of pre-feasibility engineering study (achieved)	September 30, 2020	25%
Obtain board authorization to proceed with project	December 31, 2021	50%
Commence dry commissioning of expanded mill	December 31, 2022	50%
Project net asset value ("NAV") measured at milestone date(1)	December 31, 2022	25% - NAV equal to target set in Board authorization of project 50% - NAV ≥ 5% above target 75% - NAV ≥ 10% above target

(1) Shares awarded for NAV milestone interpolated between achievement levels and capped at 75%.

TSR Modifier

Awards paid out for achievement of one or more of the above performance share metrics for the 2020-2022 performance period will be subject to a TSR modifier which will adjust the payout +/-25% for TSR performance in the top or bottom quartile, respectively, of our peer group. Performance is measured using the average of the last 60 trading days of 2019 compared to the last 60 trading days of 2022. By including TSR as a modifier instead of a primary metric, the CLD Committee has sought to increase NEO focus on the drivers of TSR. However, the inclusion of TSR as a modifier maintains alignment with stockholders by ensuring top and bottom quartile results materially impact payout.

Payouts for 2018-2020 Performance Shares

The 2018-2020 performance shares paid out at 51% of target reflecting achievement of 101% of target for growth in reserves and measured and indicated mineralized material per share and below-threshold achievement of the operating cash flow per share metric, and no impact from the relative TSR modifier. The tables below illustrate our performance for the share award opportunity covering the 2018-2020 performance period.

► ***Three-Year Change in Operating Cash Flow Per Share (2018-2020 Performance Period)***

Result: Zero payout for OCF per share driven by below-target operating cash flow performance—particularly during 2018 and 2019 due in part to lower metals prices—and an increase in shares outstanding during the performance period

Payout Target	0%	25%	50%	75%	100%	125%	150%	200%
Performance Target	>15% Decrease	15% Decrease	10% Decrease	5% Decrease	Target	5% Increase	10% Increase	15%+ Increase
Target (OCF per share)(1)	<$0.95	$0.95	$1.01	$1.06	$1.12	$1.17	$1.23	$1.29
Result	**$0.62 (44.64% Decrease)**							

(1) Based on average shares of common stock outstanding during 2017. See calculations of target ratio in table below

In millions except per share data	2017	2020
Operating Cash Flow	$201.3	$ 148.7
Average Shares Outstanding	180.1	240.8
Operating Cash Flow per Share	$ 1.12	$ 0.62
% Increase/(Decrease)		**-44.64%**

No performance shares were awarded to applicable NEOs under this performance share metric in the first quarter of 2021 for the 2018-2020 performance period.

► ***Three-Year Change in Reserves and Measured and Indicated Mineralized Material Per Share (2018-2020 Performance Period)***

Result: Payout at 101% due to 0.26% increase in the metric over the three-year performance period. Growth in reserves and measured and indicated mineralized material during the performance period was partially offset by an increase in shares outstanding over the performance period

Payout Target	**0%**	**25%**	**50%**	**75%**	**100%**	**125%**	**150%**	**200%**
Performance Target	>15% Decrease	15% Decrease	10% Decrease	5% Decrease	Target	5% Increase	10% Increase	15%+ Increase
Target (ounces per share)(1)	<3.31	3.31	3.50	3.69	3.89	4.08	4.28	4.47
Coeur	**3.90 (0.26% Increase)**							

(1) Based on total proven and probable reserves and measured and indicated mineralized material, on an AgEqOz basis using assumed silver-to-gold, -lead and -zinc ratios of 60:1, 0.05:1 and 0.06:1, respectively, divided by shares of common stock outstanding as of December 31, 2017. See calculations of target ratio in table below.

In millions except per share data	2017	2020
Ounces of AgEq Reserves	721.5M	950.7M
Shares Outstanding at Year-End	185.6M	243.8M
Ounces of AgEq Reserves + Measured and Indicated Mineralized Material per Share	3.89	3.90
% Increase/(Decrease)		**+0.26%**

Named Executive Officer*	**Target Performance Shares at Grant Date**	**Value at Target**	**# of Performance Shares Awarded**	**Value Realized at Award Date**
Mitchell J. Krebs	76,801	$567,559	77,570	$660,896
Casey M. Nault	32,001	$236,480	32,320	$275,366
Hans J. Rasmussen	21,618	$159,757	21,835	$186,034

* Each of Mr. Whelan, Mr. Routledge and Mr. Smith became an NEO after the 2018 grant and did not have any awards for this period.

TSR Modifier

For the 2018-2020 performance period, TSR performance was 1.53%, which ranked 13 of 18 peer companies, or 28.68%. During the 2018-2020 performance period, two members of our peer group, Tahoe Resources Inc. and Detour Gold Corporation, were acquired. For purposes of the relative TSR calculation, the returns of these companies were fixed at the

date of acquisition. As a result, the TSR modifier was not applied to the performance shares earned by our NEOs during the performance period.

Timing of Long-Term Incentive Awards

The CLD Committee typically approves annual long-term incentive grants to our executives in the first quarter. We set the grant date of the 2020 restricted stock awards to be three trading days following the release of year-end 2019 earnings, because the grant price was a single day's closing stock price, the trading day before the grant date. Beginning with the grant date of the 2020 performance share awards, which occurred in May 2020, the CLD Committee adopted a policy of calculating restricted stock and performance share grant prices based on a 60-trading day trailing average basis, and awards are no longer timed with the release of material, non-public information.

Benefits and Perquisites

The primary purpose of providing benefits and limited perquisites to our executives is to provide a market-competitive total compensation package to attract and retain executive talent. The CLD Committee intends the type and value of benefits and perquisites offered to be market competitive. Details of the benefits and perquisites provided to our NEOs are disclosed in the "All Other Compensation" column of the 2020 Summary Compensation Table set forth in this proxy statement.

Termination of Employment/Severance and Change-in-Control Arrangements

Executive and Officer Severance Policies; CEO Employment Agreement

We maintain an Executive Severance Policy to have a uniform program and reduce the number of individual employment and change-in-control agreements with executive officers. All NEOs are covered by this policy, other than Mr. Krebs, whose severance and change-in-control benefits are covered in an employment agreement, and Mr. Smith, who is covered under our officer severance policy. Under the Executive Severance Policy, CEO employment agreement and officer severance policy, as applicable, each NEO is covered by an arrangement to provide certain benefits payable in the event of qualifying terminations of employment in connection with a change-in-control. The CLD Committee believes that these arrangements provide reasonable compensation in the unique circumstances of a change-in-control that is not provided by our other compensation programs. The CLD Committee believes change-in-control benefits, if structured appropriately, minimize the distraction caused by a potential change-in-control transaction and reduce the risk of key executives resigning from Coeur before a change-in-control transaction closes. The CLD Committee also believes that these provisions motivate executives to make decisions in the best interests of stockholders should a transaction take place by providing executives with the necessary job stability and financial security during a change-in-control transaction (and the subsequent period of uncertainty) to help them remain focused on managing the Company rather than on their own personal employment. The CLD Committee believes that all of these objectives serve the stockholders' interests.

Under the Executive Severance Policy, CEO employment agreement and officer severance policy, as applicable, each NEO is also entitled to certain benefits payable in the event of qualifying terminations of employment not in connection with a change-in-control. The CLD Committee believes these arrangements enhance our ability to attract and retain executives by providing market competitive severance benefits for involuntary, not-for-cause terminations of employment.

Double-Trigger Change-in-Control Vesting Acceleration under LTIP

Our equity awards provide for "double-trigger" accelerated vesting of equity awards in connection with a change-in-control, which requires a qualifying termination of employment in addition to a change-in-control. The accelerated vesting of equity awards is described in additional detail in the section titled "Potential Payments Upon Termination or Change-In-Control" as set forth in this proxy statement.

Other Compensation Arrangements and Policies

The CLD Committee has established additional policies so our overall compensation structure is responsive to stockholder interests and competitive with the market. These specific policies are outlined below.

Stock Ownership Guidelines

We have adopted minimum stock ownership guidelines for our executive officers and non-employee directors as shown in the table below:

Position	Stock Ownership Guideline
CEO	6x base salary
CFO/COO/GC	4x base salary
Other Section 16 Executive Officers	2x base salary
Non-Employee Directors	5x base annual director cash retainer

Unvested shares of time-vesting restricted stock or restricted stock units count toward satisfying the guideline, but unexercised stock options and unvested performance shares do not. Non-employee directors have the option to defer receipt of their annual stock retainer by receiving deferred stock units. The implied value of such deferred stock units counts toward satisfying the stock ownership guideline. Newly appointed executives and directors are subject to a 5-year phase in period to meet the applicable ownership requirements. The CLD Committee has determined that each director and executive officer has either met the applicable level of stock ownership required or is still within the compliance period under these guidelines.

Insider Trading and Hedging Policy

Our insider trading policy prohibits all employees and directors from engaging in hedging or other transactions with derivative securities tied to Coeur's common stock. This prohibition applies to trading in Coeur-based put and call option contracts and transacting in straddles and similar transactions, except holding and exercising options or other derivative securities granted under Coeur's equity incentive plans. The policy also prohibits directors and executive officers from holding Coeur securities in a margin account or pledging Coeur securities as collateral for a loan.

Clawback and Forfeiture Policy

Coeur has adopted a clawback and forfeiture policy providing for the recovery of incentive compensation in certain circumstances. Under the policy, if the Board determines that there has been a restatement due to material noncompliance with a financial reporting requirement, then the Board will seek recovery of all incentive payments that were made to executive officers, and all performance-based equity awards granted to executive officers that vested, in each case, on the basis of having met or exceeded performance targets in grants or awards made after December 18, 2012 during the fiscal year prior to the filing of the Current Report on Form 8-K announcing the restatement. If the payments or vesting would have been lower had they been calculated based on the restated results, and if the relevant executive officers are found personally responsible for the restatement, as determined by the Board. The policy also allows the CLD Committee (or the Board in the case of the CEO) to cancel or require the repayment, recoupment or recovery of incentive payments or equity awards granted to any officer of the Company in the event of misconduct by such officer, including fraud, embezzlement, conduct that causes the Company significant reputational or financial harm, breach of Company policies, including the Code of Business Conduct and Ethics and willful misconduct that results in a termination for cause.

DIRECTOR COMPENSATION

For 2020, outside directors received an annual retainer of $180,000, of which half was paid in cash and half was paid in common stock. The Board maintains share ownership guidelines for directors, calling for directors to hold the equivalent of five times their annual base cash retainer in common stock. The Company pays additional retainers to the independent Board Chairman and to each committee Chair. Mr. Krebs, our CEO, does not receive any compensation for his service as a director. Director fees are pro-rated for directors who serve for partial years. We do not pay meeting fees. During the third quarter of 2020, the Board approved an increase in the annual retainer for the chair of the Nominating and Corporate Governance Committee to $15,000 from $10,000 to align with market trends.

Board and Committee Retainers in Effect as of December 31, 2020

Annual Common Stock Retainer	$ 90,000
Annual Cash Retainer	$ 90,000
Independent Chairman Annual Retainer	$150,000
Audit Committee Chair Annual Retainer	$ 25,000
Compensation and Leadership Development Committee Chair Annual Retainer	$ 25,000
Environmental, Health, Safety and Corporate Responsibility Committee Chair Annual Retainer	$ 25,000
Nominating and Corporate Governance Committee Chair Annual Retainer	$ 15,000

The following table sets forth information regarding the compensation received by each of the Company's outside directors during the year ended December 31, 2020.

Name	Fees Earned or Paid in Cash ($)[(a)]	Stock Awards ($)[(b)]	Total ($)[(c)]
Robert E. Mellor	251,250	90,000	341,250
Linda L. Adamany	115,000	90,000	205,000
Sebastian Edwards	90,000	90,000	180,000
Randolph E. Gress	90,000	90,000	180,000
Eduardo Luna	90,000	90,000	180,000
Jessica McDonald	90,000	90,000	180,000
John H. Robinson	115,000	90,000	205,000
Brian E. Sandoval[(d)]	67,500	90,000	157,500
J. Kenneth Thompson	115,000	90,000	205,000

Explanatory Notes:

(a) The aggregate dollar amount of all fees paid in cash during 2020 for services as a director, including annual retainer fees, committee and/or chairmanship fees.

(b) The assumptions used to calculate the valuation of the awards are set forth in Note 15 to the Notes to Audited Consolidated Financial Statements in Coeur's Annual Report. Stock is granted in full shares which may not equal exactly the stock portion of the retainer.

(c) As of December 31, 2020, none of our outside directors held outstanding unvested or unexercised equity awards as all prior stock options have expired and director stock awards are now fully vested upon grant.

(d) On October 12, 2020, Mr. Sandoval resigned from the Board. Mr. Sandoval's new position as President of the University of Nevada, Reno, does not allow him to serve on corporate boards, which was the reason for his resignation. His compensation reflects his service through this date.

COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE REPORT

The Compensation and Leadership Development Committee of the Board has reviewed and discussed the above Compensation Discussion and Analysis with management and, based on such review and discussion, has recommended to the Board that the Compensation Discussion and Analysis be included in our proxy statement and our Annual Report.

Compensation and Leadership Development Committee of the Board of Directors

JOHN H. ROBINSON, Chairman
SEBASTIAN EDWARDS
RANDOLPH E. GRESS
ROBERT E. MELLOR

Proposal No. 4: Advisory Resolution to Approve Executive Compensation

The Board of Directors recommends a vote FOR the advisory resolution to approve executive compensation

What am I voting for?

- We are asking our stockholders to vote on an advisory resolution to approve the compensation paid to our named executive officers for 2020.

Our 2020 compensation program reflects our pay-for-performance philosophy and alignment with stockholder returns. We continue to tie a significant portion of CEO and NEO compensation to both short and long-term Company performance objectives and executive compensation outcomes reflect this philosophy:

- Strong operational performance at our primary gold operations, disciplined cost performance and higher metals prices during the second half of the year, partially offset by below-target production at Rochester, resulted in strong financial performance, including YOY increases in revenue, OCF and adjusted EBITDA of 10%, 62% and 51%, respectively, and a 28% one-year increase in Coeur's stock price
- AIP for the CEO and other NEOs for Company performance paid out above target, including 121% achievement of corporate goals, reflecting strong operational, financial, health and safety performance, and at or above-target payout of the individual component for all NEOs reflecting, in part, the Company's financial and operational successes while navigating unprecedented COVID-related challenges
- Payout of performance shares to NEOs for the 2018-2020 performance share opportunity at 51% of target, reflecting: zero payout for the OCF per share metric due to an increase in outstanding shares during the performance period despite improving OCF performance; 101% payout for the growth in reserves and mineralized material per share metric reflecting strong mineralization growth offset in part by share issuances during the performance period; and no impact of the relative TSR modifier

We urge stockholders to read the "Compensation Discussion and Analysis" beginning on page 52 of this proxy statement, which details how our executive compensation policies and procedures are designed to achieve our compensation objectives, as well as the 2020 Summary Compensation Table and other related compensation tables and narrative, beginning on page 80 of this proxy statement, which provide detailed information on the compensation of our NEOs.

An advisory stockholder vote on the frequency of stockholder votes to approve executive compensation is required to be held at least once every six years. After considering the vote of stockholders at the 2017 Annual Stockholders' Meeting and other factors, the Board determined to hold advisory votes on the approval of executive compensation annually until the next advisory vote on frequency occurs. Therefore, we expect to conduct the next advisory vote on the approval of the compensation paid to our NEOs at our next annual stockholders' meeting in 2022. In accordance with Section 14A of the Securities Exchange Act of 1934 (the "Exchange Act"), and as a matter of good corporate governance, we are asking stockholders to approve the following advisory resolution at the Annual Meeting:

RESOLVED, that the stockholders of Coeur Mining, Inc. (the "Company") approve, on an advisory basis, the compensation of the Company's Named Executive Officers disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables, notes and narrative in the Proxy Statement for the Company's Annual Meeting.

This advisory resolution, commonly referred to as a "say-on-pay" resolution, is non-binding on the Board. Although non-binding, the Board and the CLD Committee will review and consider the voting results when making future decisions regarding our executive compensation programs.

2020 EXECUTIVE COMPENSATION INFORMATION

2020 Summary Compensation Table

Set forth below is information regarding compensation earned by or paid or awarded to our NEOs—the persons serving as our CEO, CFO, the other three most highly compensated executive officers during 2020 and one additional officer, Terrence F. Smith, in accordance with Item 402(a)(3)(iv) of Regulation S-K, because he was not serving as an executive officer as of December 31, 2020. Other than in the cases of Mr. Whelan, Mr. Routledge and Mr. Smith, who became NEOs in 2019, 2020 and 2020, respectively, compensation information has been provided for each NEO for the years ended December 31, 2020, 2019 and 2018.

Name and Principal Position	Year	Salary ($)	Bonus ($)[a]	Stock Awards ($)[b]	Option Awards ($)	Non-Equity Incentive Plan Compensation Earnings ($)[c]	Change in Nonqualified Deferred Compensation Earnings ($)[d]	All Other Compensation ($)[e]	Total ($)
Mitchell J. Krebs President, Chief Executive Officer & Director	2020	725,000	0	2,136,136	0	1,096,563	0	121,209	4,078,908
	2019	675,000	0	2,147,770	0	565,313	0	89,552	3,477,635
	2018	675,000	0	1,945,126	0	480,938	0	100,422	3,201,486
Thomas S. Whelan Senior Vice President & Chief Financial Officer[f]	2020	365,972	0	773,426	0	456,750	0	73,242	1,669,390
	2019	330,000	0	787,510	0	187,110	0	222,627	1,527,247
Casey M. Nault Senior Vice President, General Counsel & Secretary	2020	375,000	0	828,669	0	475,500	0	44,729	1,723,898
	2019	375,000	0	894,904	0	294,750	0	27,547	1,592,201
	2018	375,000	0	810,463	0	181,688	0	38,839	1,405,991
Michael Routledge Senior Vice President, Chief Operating Officer[f]	2020	218,750	75,000	913,887	0	266,438	0	26,759	1,500,834
Terrence F. Smith Senior Vice President, Chief Development Officer[f]	2020	350,000	0	653,117	0	301,088	0	37,597	1,341,802
Hans J. Rasmussen Senior Vice President, Exploration	2020	325,000	0	606,465	0	318,825	0	41,617	1,291,907
	2019	300,000	0	604,550	0	186,975	0	29,481	1,121,006
	2018	300,000	0	547,512	0	144,180	0	29,352	1,021,044

Explanatory Notes:

(a) Mr. Routledge received a one-time sign-on bonus of $75,000 upon commencement of his employment with the Company.

(b) Set forth below is the aggregate grant date fair value of stock awards, as calculated in accordance with FASB ASC 718, granted in 2020. The assumptions used to calculate the valuation of the awards are set forth in Note 15 to the Notes to Consolidated Financial Statements in Coeur's Annual Report.

Named Executive Officer	Restricted share award[1] ($)	Performance share award[2] ($)
Mr. Krebs	869,996	1,266,140
Mr. Whelan	314,998	458,428

Named Executive Officer	Restricted share award[1] ($)	Performance share award[2] ($)
Mr. Nault	337,495	491,174
Mr. Routledge	429,919	483,968
Mr. Smith	265,999	387,117
Mr. Rasmussen	246,999	359,466

(1) The restricted share awards vest one-third on the first, second and third anniversaries, respectively, of the date of grant.

(2) Performance share awards cliff-vest based on the attainment of performance goals over a three-year period. The actual value to the NEO of the performance share portions of the grant depends on the extent to which certain performance criteria are met over the three-year period as explained in “Compensation Discussion and Analysis”. The grant date fair value of the 2020 performance shares at target is shown in the above table, while the value of these 2020 grants at the time of grant assuming the maximum level of performance was achieved is as follows: for Mr. Krebs $4,144,909; for Mr. Whelan $1,500,736; for Mr. Nault $1,607,936; for Mr. Routledge $1,584,346; for Mr. Smith $1,267,290; and for Mr. Rasmussen $1,176,768.

(c) Includes amounts paid under the AIP. Please refer to the discussion in “Compensation Discussion and Analysis — 2020 Executive Compensation Results — AIP”.

(d) Participants in our Deferred Compensation Plan do not receive preferential or above-market plan earnings.

(e) All other compensation, includes perquisites and amounts paid or accrued under termination arrangements. Mr. Krebs received a vehicle allowance of $21,699 during 2020. Mr. Krebs, Mr. Whelan, Mr. Nault, Mr. Routledge, Mr. Smith and Mr. Rasmussen received excess group term life insurance valued at $810, $1,242, $810, $725, $810 and $2,322, respectively, for 2020. Mr. Krebs, Mr. Nault and Mr. Rasmussen received executive disability insurance coverage whose premiums were $6,219, $2,264 and $3,564, respectively, for 2020. The Company paid premiums of $6,816 for executive life insurance coverage for Mr. Krebs. Mr. Krebs, Mr. Nault, and Mr. Smith received transit benefits valued at $2,205, $1,470, and $1,435, respectively, for 2020. For 2020, each NEO other than Mr. Routledge received a company matching contribution to the Coeur Mining, Inc. Defined Contribution and 401(k) Plan of $17,100, and Mr. Routledge received a company matching contribution of $13,125. For 2020, each of Mr. Krebs, Mr. Whelan, Mr. Nault, Mr. Smith and Mr. Rasmussen received an additional contribution from the Company into the Deferred Compensation Plan in the amount of $60,319, $17,960, $23,085, $13,211 and $13,619, respectively, which represents 6% of their 2020 compensation in excess of their 2020 401(k) Retirement Plan limit. In addition, each of Mr. Krebs, Mr. Whelan, Mr. Smith and Mr. Rasmussen was provided with an executive physical in 2020 paid for by the Company in the amount of $6,041, $10,362, $5,041 and $5,012, respectively. For 2020, the Company reimbursed Mr. Whelan for tax-adjusted relocation expenses, including tax gross-ups, of $14,111, and tax planning services related to an international relocation in the amount of $12,467. The Company paid for commuting expenses for Mr. Routledge in the amount of $12,909.

(f) Mr. Whelan was not an NEO in 2018. Mr. Routledge became an NEO on June 1, 2020. Mr. Smith was not an NEO in 2018 or 2019. Compensation paid for years in which an executive was not an NEO is not disclosed in the Summary Compensation Table.

2020 Grants of Plan-Based Awards

The following table sets forth information regarding all plan awards that were made to the NEOs during 2020, including incentive plan awards (equity-based and non-equity based) and other plan-based awards. Disclosure on a separate line item is provided for each grant of an award made to a NEO during the year. The information supplements the dollar value disclosure of stock, option and nonstock awards in the 2020 Summary Compensation Table by providing additional details about the awards. Equity incentive-based awards are subject to a performance condition or a market condition as those terms are defined by FASB ASC 718. Non-equity incentive plan awards not subject to FASB ASC 718 and are intended to serve as an incentive for performance to occur over a specified period.

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	Grant Date Fair Value of Stock and Options Award
Named Executive Officer	Grant Date	Threshold ($)[a]	Target ($)[a]	Maximum ($)[a]	Threshold (#)[b]	Target (#)[b]	Maximum (#)[b]	(#)[c]	($)[d]
Mitchell J. Krebs		453,125	906,250	1,812,500					
	5/13/2020				21,251	113,338	283,345		443,152
	5/13/2020				21,250	113,337	283,343		443,148
	5/13/2020				12,143	64,764	161,910		253,227
	5/13/2020				6,072	32,382	80,955		126,614
	2/24/2020							169,921	869,996
Thomas S. Whelan		187,500	375,000	750,000					
	5/13/2020				7,694	41,036	102,590		160,451
	5/13/2020				7,694	41,036	102,590		160,451
	5/13/2020				4,397	23,449	58,623		91,686
	5/13/2020				2,198	11,724	29,310		45,841

Named Executive Officer	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)[c]	Grant Date Fair Value of Stock and Options Award ($)[d]
		Threshold ($)[a]	Target ($)[a]	Maximum ($)[a]	Threshold (#)[b]	Target (#)[b]	Maximum (#)[b]		
	2/24/2020							61,523	314,998
Casey M. Nault		187,500	375,000	750,000					
	5/13/2020				8,243	43,967	109,918		171,911
	5/13/2020				8,243	43,967	109,918		171,911
	5/13/2020				4,711	25,124	62,810		98,235
	5/13/2020				2,355	12,562	31,405		49,117
	2/24/2020							65,917	337,495
Michael Routledge		109,375	218,750	437,500					
	6/3/2020				8,123	43,322	108,305		169,389
	6/3/2020				8,123	43,322	108,305		169,389
	6/3/2020				4,642	24,755	61,888		96,792
	6/3/2020				2,321	12,378	30,945		48,398
	6/3/2020							82,518	429,919
Terrence F. Smith		131,250	262,500	525,000					
	5/13/2020				6,497	34,653	86,633		135,493
	5/13/2020				6,497	34,653	86,633		135,493
	5/13/2020				3,713	19,801	49,503		77,422
	5/13/2020				1,856	9,900	24,750		38,709
	2/24/2020							51,953	265,999
Hans Rasmussen		121,875	243,750	487,500					
	5/13/2020				6,033	32,177	80,443		125,812
	5/13/2020				6,033	32,177	80,443		125,812
	5/13/2020				3,448	18,387	45,968		71,893
	5/13/2020				1,724	9,194	22,985		35,949
	2/24/2020							48,242	246,999

Explanatory Notes:

(a) The applicable range of estimated payouts under the AIP denominated in dollars (threshold, target, and maximum amount). Please refer to the discussion in “Compensation Discussion and Analysis — 2020 Executive Compensation Results — AIP”.

(b) The number of performance shares to be paid out or vested within the applicable range of estimated payouts (threshold at 18.75%, target at 100%, and maximum amount at 250%) as determined by the achievement of specific operational goals over a three-year period or achievement of milestones on or before stated dates with respect to the awards tied to the Rochester Expansion and Silvertip Expansion and, in each case, satisfaction of time-based vesting conditions. Please refer to the discussion in “Compensation Discussion and Analysis — 2020 Executive Compensation Results — Long-Term Equity Incentive Awards”.

(c) This column consists of the annual restricted share grants as described above in the “Compensation Discussion and Analysis — 2020 Executive Compensation Results — Long-Term Equity Incentive Awards”.

(d) Fair Value of stock awards granted on the award date.

Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table

Employment Agreements

Mitchell J. Krebs

On February 5, 2018, Coeur and Mitchell J. Krebs entered into an amended and restated employment agreement amending the terms of Mr. Krebs’s employment as President and Chief Executive Officer. Mr. Krebs’s amended employment agreement provides for an annual base salary subject to adjustment from time to time, plus annual incentive compensation. Mr. Krebs’s employment agreement includes severance and change-in-control provisions, the terms of which are described under “Potential Payments Upon Termination or Change in-Control — Severance and Change-in-

Control Arrangement with Mr. Krebs." The term of Mr. Krebs's employment runs through June 30, 2021, at which time the term will automatically renew for an additional one-year period, ending June 30, 2022, unless terminated or modified by us by written notice, subject to the terms and conditions of the agreement.

Other NEOs

No executive other than Mr. Krebs has an employment agreement, and each is instead covered by our Executive Severance Policy or, with respect to Mr. Smith, our Officer Severance Policy, described under "Potential Payments Upon Termination or Change-in-Control — Severance and Change-in-Control Arrangements with other NEOs".

Outstanding Equity Awards at 2020 Year-End

The following table sets forth information on outstanding option and stock awards held by the NEOs on December 31, 2020, including the number of shares underlying both exercisable and unexercisable portions of each stock option as well as the exercise price and expiration date of each outstanding option.

	Option Awards				Stock Awards			
Named Executive Officer	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable [a]	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)[b]	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)[c]	Equity Incentive Plan Awards: Market or Payable Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)[d]
Mitchell J. Krebs	11,496	0	$27.45	1/3/2021				
	22,631	0	$27.66	1/31/2022				
	30,487	0	$23.90	1/22/2023				
					310,353	$3,212,154		
							716,597	$7,416,779
Thomas S. Whelan					100,499	$1,040,165		
							204,941	$2,121,139
Casey M. Nault	9,036	0	$19.01	5/7/2022				
	9,171	0	$23.90	1/22/2023				
					124,430	$1,287,851		
							289,276	$2,994,007
Michael Routledge					82,518	$ 854,061		
							123,777	$1,281,092
Terrence F. Smith	7,042	0	$ 9.31	3/6/2024				
					85,872	$ 888,775		
							147,727	$1,528,974
Hans J. Rasmussen	5,598	0	$11.88	10/1/2023				
					87,770	$ 908,420		
							202,493	$2,095,803

Explanatory Notes:

(a) Options that expire January 3, 2021 through March 26, 2024 were fully vested as of December 31, 2020.

(b) With respect to the number of restricted shares granted and unvested as of December 31, 2020:

- For Mr. Krebs, a grant of 102,402 restricted shares that vests one-third annually beginning February 5, 2019, a grant of 159,448 restricted shares that vests one-third annually beginning February 5, 2020 and a grant of 169,921 restricted shares that vests one-third annually beginning February 24, 2021.
- For Mr. Whelan, a grant of 58,464 of restricted shares that vests one-third annually beginning February 5, 2020 and a grant of 61,523 restricted shares that vests one-third annually beginning February 24, 2021.

- For Mr. Nault, a grant of 42,667 restricted shares that vests one-third annually beginning February 5, 2019, a grant of 66,437 restricted shares that vests one-third annually beginning February 5, 2020 and a grant of 65,917 restricted shares that vests one-third annually beginning February 24, 2021.
- For Mr. Routledge, a grant of 82,518 restricted shares that vests one-third annually beginning June 3, 2021.
- For Mr. Smith, a grant of 36,798 restricted shares that vests one-third annually beginning February 5, 2019, a grant of 32,480 restricted shares that vests one-third annually beginning February 5, 2020 and a grant of 51,953 restricted shares that vests one-third annually beginning February 24, 2021.
- For Mr. Rasmussen, a grant of 28,824 restricted shares that vests one-third annually beginning February 5, 2019, a grant of 44,881 restricted shares that vests one-third annually beginning February 5, 2020 and a grant of 48,242 restricted shares that vests one-third annually beginning February 24, 2021.

(c) The total number of performance shares and performance units do not vest until the end of the three-year performance period, if at all. Performance shares and performance unit awards that were outstanding as of December 31, 2020 were granted May 9, 2018, February 5, 2019, May 13, 2020 and, for Mr. Routledge, June 3, 2020.

(d) The total fair market value at the end of the fiscal year based on the closing market price of Coeur's common stock on the New York Stock Exchange on December 31, 2020, the final trading day of 2020, of $10.35.

2020 Option Exercises and Stock Vested

The following table sets forth information regarding each exercise of stock options and vesting of restricted stock and performance shares during 2020 for each of the NEOs on an aggregated basis.

	Option Awards		Stock Awards	
Named Executive Officer	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)[a]	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)[b]
Mitchell J. Krebs	—	—	140,747	864,129
Thomas S. Whelan	—	—	19,488	120,046
Casey M. Nault	—		58,644	360,050
Michael Routledge	—	—	—	—
Terrence F. Smith	21,219	$56,689	35,487	197,282
Hans J. Rasmussen	—	—	38,865	238,640

Explanatory Notes:

(a) The aggregate dollar value realized upon exercise of options (i.e., the difference between the market price of the underlying shares at exercise and the exercise price) or upon the transfer of an award for value.

(b) The aggregate dollar value realized upon vesting of restricted stock (i.e., the number of shares times the market price of the underlying shares on the vesting date) or upon the transfer of an award for value.

Pension Benefits and Nonqualified Deferred Compensation

We do not maintain a defined benefit pension program. Effective February 1, 2014, Coeur established the Coeur Mining, Inc. Non-Qualified Deferred Compensation Plan ("Deferred Compensation Plan") for highly compensated employees. The Deferred Compensation Plan allows directors and eligible highly compensated employees the opportunity to defer, on a pre-tax basis, a portion of his or her director fees, base salary, and/or AIP award, as applicable, to a date in the future. Employees can defer 5%-75% of base salary and 5%-75% of AIP award amounts. Directors can defer 5%-75% of director fees. Coeur may also decide to make employer contributions to the account of a participant from time to time. Participants may designate investment funds in which deferred amounts are invested. The net gain or loss on the assets of any such investment funds is used to determine the amount of earnings or losses to be credited to the participant's account. Each participant must elect the time and form of distribution of deferred amounts (together with any earnings or losses credited to such amounts). Subject to certain limitations in the Deferred Compensation Plan, participants elect the frequency of payments and the number of payments to receive at the time of distribution. Participants are always 100% vested in amounts deferred by the participant. Amounts contributed by Coeur to a participant's account vest based upon a schedule or schedules determined by us and communicated to the participant.

Named Executive Officer	Executive Contributions in Last FY ($)[a]	Registrant Contributions in Last FY ($)[b]	Aggregate Earnings in Last FY ($)[c]	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE ($)[d]
Mitchell J. Krebs	—	60,319	158,334	—	1,019,061
Thomas S. Whelan	—	17,960	402	—	5,709
Casey M. Nault	—	23,085	3,804	—	98,138
Michael Routledge	—	—	—	—	—
Terrence F. Smith	—	13,211	55,528	—	305,092
Hans J. Rasmussen	—	13,619	182	—	45,493

Explanatory Notes:

(a) The amount in this column represents fiscal year 2020 deferred compensation, and such amount, if any, has been included in the amount, which is reported in the "Non-Equity Incentive Plan Compensation Earnings" column of the Summary Compensation Table.

(b) The amount in this column is reported in footnote (d) to the All Other Compensation column of the Summary Compensation Table as follows: for 2020, each of Mr. Krebs, Mr. Whelan, Mr. Nault, Mr. Smith and Mr. Rasmussen received an additional contribution from the Company into the Deferred Compensation Plan in the amount of $60,319, $17,960, $23,085, $13,211 and $13,619, respectively. This amount was earned in 2020 but paid during the first quarter of 2020.

(c) The amount in this column is not included in the Summary Compensation Table because plan earnings were not preferential or above-market.

(d) The aggregate balances at last fiscal year-end reported in this table include the following amounts that were previously reported as compensation in the Summary Compensation Table of the Company's proxy statements for prior years:

Named Executive Officer	Amounts Previously Reported ($)
Mitchell J. Krebs	469,669
Thomas S. Whelan	5,307
Casey M. Nault	89,620
Michael Routledge	—
Terrence F. Smith	—
Hans J. Rasmussen	30,339

Potential Payments Upon Termination or Change-In-Control

We have severance and change-in-control arrangements with each of the NEOs currently serving as executive officers that provide for certain benefits payable to the executives in the event of certain qualifying terminations not in connection with a change in control or a change in control followed by the termination of the executive's employment within two years for any reason other than for cause, disability, death, normal retirement or early retirement.

Each of the following constitutes a change in control under our change-in-control arrangements:

- any organization, group or person ("Person") (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) is or becomes the beneficial owner (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of Coeur representing 35% or more of the combined voting power of the then outstanding securities of Coeur;
- during any two-year period, a majority of the members of the Board serving at the effective date of the change-in-control arrangement is replaced by directors who are not nominated and approved by the Board;
- a majority of the members of the Board is represented by, appointed by or affiliated with any Person who the Board has determined is seeking to effect a change in control of Coeur; or
- we are combined with or acquired by another company and the Board determines, either before such event or thereafter, by resolution, that a change in control will occur or has occurred.

The change-in-control arrangements provide that in the event the payment provided would constitute a "parachute payment" under Section 280G of the Internal Revenue Code, the payment will be reduced to the amount that will result in no portion being subject to the excise tax unless such reduction would result in the executive receiving a lower payment than the executive would be entitled to receive and retain on a net after-tax basis if such amount was not reduced.

Severance and Change-in-Control Arrangement with Mr. Krebs

If Mr. Krebs is terminated by Coeur without cause or Mr. Krebs terminates his employment with Coeur for good reason not in connection with a change in control, Mr. Krebs would be entitled to the benefits described below:

- a lump sum equivalent to 2.75 times his base salary and target annual incentive plan award for the year in which the termination occurs; and
- continuation of health care benefits for Mr. Krebs and his dependents for up to one year following the termination.

If a change in control occurs, Mr. Krebs shall be entitled to the benefits described below upon a termination by Coeur without cause or by Mr. Krebs for good reason within the 90 days preceding or two years following the change in control:

- a lump sum equivalent to 2.75 times Mr. Krebs's base salary and target annual incentive plan award for the year in which the change in control occurs; and
- continuation of health care benefits for Mr. Krebs and his dependents for up to two years following the change in control; and
- accelerated vesting of unvested grants of equity, as more fully described in the footnotes to the following table.

Severance and Change-in-Control Arrangements with other NEOs

Mr. Whelan, Mr. Nault, Mr. Routledge and Mr. Rasmussen do not have individual employment agreements or change-in-control agreements but are covered under our Executive Severance Policy or, with respect to Mr. Smith, our Officer Severance Policy.

Under these policies in the event of a termination by Coeur without cause or by the employee for good reason not in connection with a change in control, Mr. Whelan, Mr. Nault, Mr. Routledge, Mr. Smith and Mr. Rasmussen would each be entitled to the benefits described below:

- a lump sum equivalent to two times the executive's base salary and target annual incentive plan award for the year in which the termination occurs (except, with respect to Mr. Smith, who is entitled to a lump sum equivalent to one times his base salary); and
- continuation of health care benefits for the employee and his or her dependents for up to eighteen months following the termination (or up to six months for Mr. Smith).

Under the these policies, if a change in control occurs, Mr. Whelan, Mr. Nault, Mr. Routledge, Mr. Smith and Mr. Rasmussen would be each entitled to the benefits described below upon a termination by Coeur without cause or by the employee for good reason within the 90 days preceding or two years following the change in control:

- a lump sum equivalent to two times the executive's base salary and target annual incentive plan award for the year in which the change in control occurs (except, with respect to Mr. Smith, who is entitled to a lump sum equivalent to one times his base salary and target annual incentive plan award for the year in which the change in control occurs);
- continuation of health care benefits for the employee and his or her dependents for up to 18 months following the change in control (or up to six months for Mr. Smith); and
- accelerated vesting of unvested grants of equity, as more fully described in the footnotes to the following table.

The following table describes the potential payments and benefits under our compensation and benefit plans and arrangements to which the NEOs would be entitled upon certain terminations of employment assuming the triggering event took place after the close of business on December 31, 2020 and the price per share of Coeur's common stock is the closing market price of $10.35 as of that date.

Named Executive Officer	Cash Severance Payments ($)[a]	Continuation of Medical/ Welfare Benefits (present value) ($)[b]	Accelerated Vesting of Equity Awards ($)[c]	Total Termination Benefits ($)
Mitchell J. Krebs				
► Not for cause—Involuntary	4,485,938	21,550	0	4,507,487
► Death & Disability	0	0	10,628,933	10,628,933
► Not for cause—voluntary under age 65	0	0	0	0
► Change in Control, without termination	0	0	0	0
► Termination subsequent to a Change in Control(d)	4,485,938	43,665	6,289,209	10,818,811
Thomas S. Whelan				
► Not for cause—Involuntary	1,500,000	12,106	0	1,512,106
► Death & Disability	0	0	3,161,304	3,161,304
► Not for cause—voluntary under age 65	0	0	0	0
► Change in Control, without termination	0	0	0	0
► Termination subsequent to a Change in Control(d)	1,500,000	18,369	1,748,084	3,266,453
Casey M. Nault				
► Not for cause—Involuntary	1,500,000	23,423	0	1,523,423
► Death & Disability	0	0	4,281,857	4,281,857
► Not for cause—voluntary under age 65	0	0	0	0
► Change in Control, without termination	0	0	0	0
► Termination subsequent to a Change in Control(d)	1,500,000	35,539	2,537,789	4,073,328
Michael Routledge				
► Not for cause—Involuntary	1,500,000	22,508	0	1,522,508
► Death & Disability	0	0	2,135,153	2,135,153
► Not for cause—voluntary under age 65	0	0	0	0
► Change in Control, without termination	0	0	0	0
► Termination subsequent to a Change in Control(d)	1,500,000	33,649	1,281,868	2,815,517
Terrence F. Smith				
► Not for cause—Involuntary	350,000	7,942	0	357,942
► Death & Disability	0	0	2,674,316	2,674,316
► Not for cause—voluntary under age 65	0	0	0	0
► Change in Control, without termination	0	0	0	0
► Termination subsequent to a Change in Control(d)	612,500	7,942	1,292,566	1,913,007
Hans J. Rasmussen				
► Not for cause—Involuntary	1,137,500	23,589	0	1,161,089
► Death & Disability	0	0	3,004,222	3,004,222
► Not for cause—voluntary under age 65	0	0	0	0
► Change in Control, without termination	0	0	0	0
► Termination subsequent to a Change in Control(d)	1,137,500	35,792	1,777,271	2,950,563

Explanatory Notes:

(a) With the exception of Mr. Smith, cash severance payments consist of 2.75 times for Mr. Krebs and 2.0 times for other executives, the sum of annual base salary plus target annual incentive opportunity. For Mr. Smith, cash severance payments consist of 1.0 times base salary in the case of not for cause—involuntary and 1.0 times base salary plus target annual incentive opportunity in the case of termination subsequent to a change-in control.

(b) In the event of a qualifying termination not in connection with a change in control, NEOs except Mr. Smith receive continued payment of employee health care benefits or costs of benefits for up to 12 months. In the event of a change in control and a subsequent qualifying termination of employment within two years following the change in control, NEOs except Mr. Smith receive continued payment of employee health care benefits or costs of benefits for up to 18 months, except in the case of the CEO, in which case the benefits would be available for up to 24 months. In the event of a qualifying termination not in connection with a change in control, Mr. Smith would receive continued payment of employee health care for six months. This column represents the net present value of health plan benefits provided upon termination.

(c) Represents the value of any unvested stock options, restricted stock or other equity awards that were not vested as of the relevant date and whose vesting was accelerated.

- In the event of death or disability, all options, restricted stock grants, and performance share grants would vest 100%, with the performance shares vesting at target. The NEOs would have 12 months from the date of death or disability to exercise their options, except for nonqualified options granted prior to January 22, 2013 which permit up to three years to exercise in the event of disability.
- In the event of a qualifying termination of employment within 90 days prior to and up to two years following a change in control, the NEOs would have up to 12 months from termination to exercise their options, except for incentive stock options granted between January 22, 2013 and May 13, 2015, which permit up to two years to exercise, instead of the usual 3 months. Our equity awards are “double trigger” accelerated vesting upon a change-in-control, meaning stock options and restricted stock will vest 100%, and performance shares will vest pro-rata based on the actual performance achieved up to the date of the change in control, in each case only upon a qualifying termination within 90 days prior to and up to two years after the change in control. For purposes of the above disclosures, the pro-rata achievement of performance targets was estimated using the elapsed time in the performance period occurring prior to the hypothetical change in control, compared to the total length of the performance period.

(d) The severance payments will be reduced to keep the total payments from exceeding the cap imposed by the golden parachute rules of the Internal Revenue Service to the extent that such reduction will, on a net after-tax basis, provide the executive with a greater value than if no reduction was made and the executive paid any 280G-related excise tax payments. No values shown in the table have been reduced.

In the event of death or disability, no special benefits are provided other than the payment of any accrued compensation and benefits under the companywide benefit plans, and the accelerated vesting of equity grants discussed above. Upon an eligible retirement, the NEOs are entitled to accelerated vesting of equity identical to that occurring in the event of death or disability, except that options are generally exercisable for only three months after retirement, except for non-qualified options granted January 22, 2013 or July 1, 2013 which permit up to three years to exercise after retirement. None of the NEOs is currently eligible for retirement.

2020 RATIO OF CEO COMPENSATION TO MEDIAN EMPLOYEE COMPENSATION

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing the following ratio of the annual total compensation of Mr. Krebs, our CEO, to the annual total compensation of our median employee. The pay ratio included in this information is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K.

For 2020, our last completed fiscal year:

- the annual total compensation of our CEO, as reported in the 2020 Summary Compensation Table on page 80 of this proxy statement, was $4,078,908; and
- the annual total compensation of our median compensated employee (other than our CEO) was $57,433.

For 2020, the ratio of the annual total compensation of Mr. Krebs, our CEO, to the annual total compensation of our median compensated employee was 71 to 1

To identify the median of the annual total compensation of all our employees, as well as to determine the annual total compensation of our median employee and our CEO, we took the following steps:

- We determined that, as of December 31, 2020, our employee population consisted of approximately 1,959 individuals with these individuals located in the United States, Canada and Mexico (as reported in Item 1, *Business*, in our Annual Report). This population consisted of our full-time, part-time, and temporary employees.
- To identify the “median employee” from our employee population, we compared the amount of total cash compensation reflected in our payroll records. Total cash compensation includes base salary or hourly wages paid during 2020, as applicable, and amounts paid during 2020 under our AIP and other cash bonus arrangements. We identified our median employee using this compensation measure, which was consistently applied to all our employees included in the calculation.
- Once we identified our median employee, we combined all of the elements of such employee’s compensation for 2020 in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K, resulting in annual total compensation of $57,433. The median employee’s total compensation for 2020 included a contribution of $3,217 to the account of the employee in the Company’s 401(k) Retirement Plan. The Company contributes an amount equal to 100% of up to the first 6% of an employee’s eligible compensation contributed in 2020.
- With respect to the annual total compensation of our CEO, we used the amount reported in the “Total” column of our 2020 Summary Compensation Table on page 80 of this proxy statement and incorporated by reference under Item 11 of Part III of our Annual Report.

GENERAL INFORMATION

When and where is the Annual Meeting?

The 2021 Annual Meeting will be held on Tuesday, May 11, 2021, at 9:30 a.m., Central Time, and will be conducted solely in a virtual format due to continuing public health and travel safety concerns relating to COVID-19. The health and well-being of our employees, Board members and stockholders is our top priority. The Annual Meeting will be conducted as a live audio webcast. We intend to return to in-person annual stockholder meetings in the future once health and safety conditions permit.

How Can I Access the Annual Meeting?

Stockholders can join the Annual Meeting by navigating to www.virtualshareholdermeeting.com/cde2021. Online access to the audio webcast will begin approximately 15 minutes before the start of the Annual Meeting to allow time for you to log-in and test your device's audio system. We encourage you to access the meeting in advance of the designated start time. Stockholders participating in the Annual Meeting will be able to vote their shares electronically during the Annual Meeting and may submit questions during the virtual event using the directions on the meeting website at www.virtualshareholdermeeting.com/cde2021.

Will I Be Able to Participate in the Virtual Annual Meeting?

We have designed the format of the Annual Meeting to ensure that stockholders are afforded the same rights and opportunities to participate as they would have at an in-person meeting. After the business portion of the Annual Meeting concludes and the meeting is adjourned, we expect to hold a Q&A session during which we intend to answer questions submitted during the meeting that are pertinent to the Company and the items being brought before the stockholder vote at the Annual Meeting, as time permits. Our responses to questions properly submitted will be made available to all stockholders on the Annual Meeting website promptly following completion of the Annual Meeting. The Q&A session will be conducted in accordance with the Rules for Conduct of Meeting, which will be available for review at the Annual Meeting at www.virtualshareholdermeeting.com/cde2021. Stockholders participating in the Annual Meeting will be able to vote their shares electronically during the Annual Meeting using the directions on the meeting website. To participate in the Annual Meeting, you will need the 16-digit control number found on your proxy card, voting instruction form or notice of internet availability. If you hold your shares in the name of a broker, bank, trustee or other nominee, you may need to contact your broker, bank, trustee or other nominee for assistance with your 16-digit control number.

Who is entitled to vote at the Annual Meeting? What is the Record Date?

All stockholders of record as of the close of business on the Record Date, March 17, 2021, are entitled to vote at the Annual Meeting and any adjournment or postponement thereof upon the matters listed in the Notice of Annual Meeting. Each stockholder is entitled to one vote for each share held of record on that date. As of the close of business on the Record Date, a total of 243,469,002 shares of our common stock were outstanding.

What is the difference between a stockholder of record and a stockholder who holds in street name?

If your shares of Coeur common stock are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are a stockholder of record, and these proxy materials are being sent directly to you from the Company.

If your shares of Coeur common stock are held in "street name" meaning your shares of Coeur common stock are held in a brokerage account or by a bank or other nominee, you are the beneficial owner of these shares, and these proxy materials are being forwarded to you by your broker, banker or other nominee, who is considered the stockholder of record with respect to such shares. As the beneficial owner of Coeur common stock, you have the right to direct your broker, bank or other nominee on how to vote, and you will receive instructions from your broker, bank or other nominee describing how to vote your shares of Coeur common stock.

How do I inspect the list of stockholders of record?

A list of the stockholders of record as of the Record Date entitled to vote at the Annual Meeting will be available for review on the virtual platform for the Annual Meeting. In addition, stockholders wishing to review the list of stockholders entitled to vote at the Annual Meeting can make arrangements to do so by contacting our Investor Relations department at investors@coeur.com.

Why did I receive a notice in the mail regarding the internet availability of proxy materials?

In accordance with the rules of the SEC, instead of mailing to stockholders a printed copy of our proxy statement, Annual Report and other materials (the “proxy materials”) relating to the Annual Meeting, Coeur may furnish proxy materials to stockholders on the internet by providing a notice of internet availability of proxy materials (the “Notice of Internet Availability”) to inform stockholders when the proxy materials are available on the internet. If you receive the Notice of Internet Availability by mail, you will not receive a printed copy of the proxy materials unless you specifically request one. Instead, the Notice of Internet Availability will instruct you on how you may access and review all of Coeur’s proxy materials, as well as how to submit your proxy, over the internet. **The proxy materials are available at www.proxyvote.com**.

Will I get more than one copy of the notice or proxy materials if multiple stockholders share my address?

When multiple stockholders have the same address, the SEC permits companies and intermediaries, such as brokers, to deliver a single copy of certain proxy materials and the Notice of Internet Availability to them. This process is commonly referred to as “householding”. We do not participate in householding, but some brokers may for stockholders who do not take electronic delivery of proxy materials. If your shares are held in a brokerage account and you have received notice from your broker that it will send one copy of the Notice of Internet Availability or proxy materials to your address, householding will continue until you are notified otherwise or instruct your broker otherwise. If, at any time, you would prefer to receive a separate copy of the Notice of Internet Availability or proxy materials, or if you share an address with another stockholder and receive multiple copies but would prefer to receive a single copy, please notify your broker. We promptly will deliver to a stockholder who received one copy of the Notice of Internet Availability or proxy materials as the result of householding a separate copy upon the stockholder’s written or oral request directed to our investor relations department at (312) 489-5800, Coeur Mining, Inc., 104 South Michigan Avenue, Suite 900, Chicago, Illinois 60603. Please note, however, that if you wish to receive a paper proxy card or other proxy materials for purposes of this year’s Annual Meeting, you should follow the instructions provided in the Notice of Internet Availability.

What does it mean to give a proxy?

The persons named on the proxy card (the “proxy holders”) have been designated by the Board to vote the shares represented by proxy at the Annual Meeting. The proxy holders are officers of Coeur. They will vote the shares represented by each properly executed and timely received proxy in accordance with the stockholder’s instructions, or if no instructions are specified, the shares represented by each otherwise properly executed and timely received proxy will be voted “FOR” each nominee in Proposal 1 and “FOR” Proposals 2, 3 and 4 in accordance with the recommendations of the Board as described in this proxy statement. If any other matter properly comes before the Annual Meeting or any adjournment or postponement thereof, the proxy holders will vote on that matter in their discretion.

How do I vote?

If you are a holder of shares of Coeur common stock, you can vote by telephone or on the internet 24 hours a day through 11:59 p.m. (Central Time) on the day before the Annual Meeting date using the telephone number or visiting the website listed on page 93. If you are submitting a proxy for your shares by telephone or internet, you should have in hand when you call or access the website, as applicable, the Notice of Internet Availability or the proxy card or voting instruction card (for those holders who have received, by request, a hard copy of the proxy card or voting instruction card).

If you have received, by request, a hard copy of the proxy card or voting instruction card, and wish to submit your proxy by mail, you must complete, sign and date the proxy card or voting instruction card and return it in the envelope provided so that it is received prior to the Annual Meeting.

While the Company encourages holders of common stock to vote by proxy, you also have the option of voting your shares of common stock at the Annual Meeting through the virtual platform. If you are a stockholder of record of common stock, you have the right to attend the Annual Meeting and vote at the Annual Meeting, subject to compliance with the procedures described below.

How can I revoke a proxy or change my vote?

If you are a stockholder of record of Coeur common stock, you may change your vote or revoke your proxy at any time prior to the voting at the Annual Meeting:

- by providing written notice to our Corporate Secretary;
- by attending the Annual Meeting and voting in through the virtual platform (your attendance at the Annual Meeting will not by itself revoke your proxy);
- by submitting a later-dated proxy card;
- if you submitted a proxy by telephone or Internet, by submitting a subsequent proxy by telephone or internet; or
- if you are a beneficial owner of Coeur common stock and have instructed a broker, bank or other nominee to vote your shares, you may follow the directions received from your broker, bank or other nominee to change or revoke those instructions.

How many shares must be represented in person or by proxy to hold the Annual Meeting?

A majority of the voting power of all issued and outstanding stock entitled to vote at the Annual Meeting, represented at the meeting in person or by proxy, will constitute a quorum for the transaction of business at the Annual Meeting.

What is a broker non-vote?

A broker non-vote occurs when a broker or other nominee that holds shares on behalf of a street name stockholder does not vote on a particular matter because it does not have discretionary authority to vote on that particular matter and has not received voting instructions from the street name stockholder.

Under the rules of the New York Stock Exchange, if you hold your shares in street name and do not provide voting instructions to the broker, bank or other nominee that holds your shares, the nominee has discretionary authority to vote on routine matters but not on non-routine matters. If you hold your shares in street name, it is critical that you cast your vote if you want it to count for non-routine matters as described in the table below. Broker non-votes and abstentions by stockholders from voting (including brokers holding their clients' shares of record who cause abstentions to be recorded) will be counted towards determining whether or not a quorum is present. However, because broker non-votes and abstentions are not considered "votes cast" under Delaware law, they will have no effect on the approval of any matter. Ratification of auditors is the only routine matter that is up for stockholder vote at this Annual Meeting (and there should be no broker non-votes with respect to this routine matter).

Who will tabulate the vote?

Votes cast by proxy or at the Annual Meeting will be tabulated by the inspectors of election appointed by us for the meeting.

Who bears the cost of this proxy solicitation?

We will bear the cost of soliciting proxies. Proxies may be solicited by directors, officers or regular employees in person or by telephone or electronic mail without special compensation. We have retained Morrow Sodali LLC, Stamford, Connecticut, to assist in the solicitation of proxies. Morrow Sodali LLC's fee will be $8,000, plus out-of-pocket expenses.

Do stockholders have dissenters' rights?

Pursuant to applicable Delaware law, there are no dissenters' or appraisal rights relating to the matters to be acted upon at the Annual Meeting.

Votes Required to Approve the Proposals:

Proposal		Required Vote	Effect of Abstention	Broker Voting(1)
1	Election of nine directors	Majority of votes cast for each of the nominees	None	Broker may **not** vote shares without specific voting instructions. Broker non-votes have no effect on the approval of this proposal.
2	Ratification of independent auditors for 2021	Majority of votes cast for the action	None	Broker may vote shares if you do not provide specific voting instructions. There will be no broker non-votes.
3	Approval of amendment to the Coeur Mining, Inc. 2018 Long-Term Incentive Plan	Majority of votes cast for the action	Against(2)	Broker may **not** vote shares without specific voting instruction. Broker non-votes have no effect on the approval of this proposal.
4	Advisory vote on executive compensation	Majority of votes cast for the action	None	Broker may **not** vote shares without specific voting instructions. Broker non-votes have no effect on the approval of this proposal.

(1) If you are a beneficial holder and do not provide specific voting instructions to your broker, the organization that holds your shares will not be authorized to vote your shares on "non-routine" proposals (Proposals 1, 3 and 4), which would result in "broker non-votes" on these matters.

(2) Under Delaware law, abstentions are not counted as votes cast. However, for purposes of approval of Proposal 2 under NYSE rules, abstentions are treated as votes cast, and, therefore, will have the same effect as a vote "against" the proposal.

YOUR VOTE IS IMPORTANT

Please cast your vote as soon as possible by using one of the following methods:



Online at www.proxyvote.com



Call toll-free from the United States, U.S. territories and Canada via **1-800-690-6903**



Mail your **signed proxy or voting instruction form**



Attend the **Annual Meeting** virtually www.virtualshareholdermeeting.com/cde2021

Your Vote is Important – We will make a charitable contribution of $1 to Hire Heroes USA for every stockholder account that votes. Coeur is committed to recruiting, supporting and integrating current and former members of the military into our operations through our Coeur Heroes program, launched in 2018. Coeur Heroes allows service members to use the special skills they developed during their time of service to help make a difference at our operations.

OTHER MATTERS

Management is not aware of any other matters to be considered at the Annual Meeting. If any other matters properly come before the meeting, the persons named in the enclosed proxy will vote the Proxy in accordance with their discretion.

Cautionary Statement Concerning Forward-Looking Statements

This proxy statement contains numerous forward-looking statements within the meaning of Section 21E of the Exchange Act relating to our gold, silver, zinc and lead mining business, including statements regarding reserve and measured and indicated mineralized material estimates, production levels, cash flow levels, growth, margins, mine lives, exploration efforts, capital expenditures, net asset values, expectations regarding the potential expansion and restart at Silvertip environmental, social and governance (ESG) initiatives, return on invested capital, 2020 Responsibility Report timing and content, the POA 11 expansion project and technical report results at Rochester, mining and processing rates, costs, risk profile, returns, advancement of strategic priorities and COVID-19 mitigation efforts. Such forward-looking statements are identified by the use of words such as “believes,” “intends,” “expects,” “hopes,” “may,” “should,” “plan,” “projected,” “contemplates,” “anticipates” or similar words and involve known and unknown risks, uncertainties and other factors which may cause Coeur’s actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. Factors that could cause actual results to differ materially from those projected in the forward-looking statements include: (i) the risk factors set forth in our Annual Report; (ii) the risk that anticipated production, cost, expenditure and expense levels are not attained; (iii) the risks and hazards inherent in the mining business (including risks inherent in developing large-scale mining projects, environmental hazards, industrial accidents, weather or geologically related conditions); (iv) changes in the market prices of gold, silver, zinc and lead and treatment and refining charges of gold, silver, zinc and lead, and a sustained lower price or higher treatment and refining charge environment; (v) the impact of the COVID-19 pandemic, including disruptions to operations, the need for heightened health and safety protocols to minimize exposure and transmission risk, and disruptions to our vendors, suppliers and the communities where we operate; (vi) the uncertainties inherent in the Company’s production, exploratory and developmental activities, including risks relating to permitting and regulatory delays (including the impact of government shutdowns), ground conditions and grade variability; (vii) any future labor disputes or work stoppages (involving the Company or its subsidiaries or third parties); (viii) the uncertainties inherent in the estimation of gold, silver, zinc and lead mineral reserves and mineralized material; (ix) changes that could result from the Company’s future acquisition of new mining properties or businesses; (x) the loss of access to or insolvency of any third-party smelter to whom the Company markets its production; (xi) the effects of environmental and other governmental regulations and government shut-downs; (xii) the risks inherent in the ownership or operation of or investment in mining properties or businesses in foreign countries; and (xiii) the Company’s ability to raise additional financing necessary to conduct its business, make payments or refinance its debt. Readers are cautioned not to put undue reliance on forward-looking statements. The Company disclaims any intent or obligation to update publicly these forward-looking statements, whether as a result of new information, future events or otherwise.

Stockholder Proposals for the 2022 Annual Stockholders’ Meeting

- Proposals of stockholders intended to be submitted and presented at the 2022 Annual Meeting pursuant to the SEC Rule 14a-8 must be received by our Corporate Secretary, Coeur Mining, Inc., 104 South Michigan Avenue, Suite 900, Chicago, Illinois, no later than the close of business on November 30, 2021 in order for them to be considered for inclusion in the proxy statement for the 2022 Annual Stockholders’ Meeting (the “2022 Annual Meeting”).
- A stockholder wishing to submit a proposal, including a director nomination, to be voted on at the 2022 Annual Meeting under the advance notice provisions included in our Bylaws for our 2022 Annual Meeting, must deliver notice of such proposal or director nomination as applicable, including the information specified in the Bylaws, to our Corporate Secretary at the address indicated above no earlier than the close of business on January 11, 2022 and no later than the close of business on February 10, 2022. If the 2022 Annual Meeting is more than 30 days before or more than 70 days after the anniversary date of the 2021 Annual Meeting, such notice must be delivered to us no earlier than the close of business on the 120th day prior to the meeting and no later than the close of business on the later of the 90th day prior to the meeting or the 10th day following the date on which public announcement of such meeting is first made.
- Our Bylaws permit a stockholder, or a group of up to 20 stockholders, who continuously owned at least 3% or more of our outstanding common stock for at least three years to nominate and include in our proxy materials directors constituting up to the greater of two or 20% of board seats, if the stockholder(s) and the nominee(s) meet the

requirements included in our Bylaws. Notice of director nominations submitted under these proxy access Bylaw provisions must be delivered to our Corporate Secretary at the address indicated above no earlier than the close of business on November 30, 2021 and no later than the close of business on December 30, 2021. If the 2022 Annual Meeting is more than 30 days before or more than 70 days after the anniversary date of the 2021 Annual Meeting, such notice must be delivered to us no earlier than the close of business on the 120th day prior to the meeting and no later than the close of business on the later of the 90th day prior to the meeting or the 10th day following the date on which public announcement of such meeting is first made.

- Failure to comply with the advance notice requirements will permit management to use its discretionary voting authority if and when the proposal is raised at the Annual Meeting without having had a discussion of the proposal in the proxy statement. For purposes of the above-mentioned deadlines, “close of business” shall mean 6:00 p.m. local time at the principal executive offices of the Company on any calendar day, whether or not the day is a business day.

This proxy statement is accompanied by our Annual Report, which includes financial statements for the year ended December 31, 2020. The Annual Report is not to be regarded as part of the proxy solicitation materials.

Any stockholder who would like a copy of our Annual Report, including the related financial statements and financial statement schedules, may obtain one, without charge, by addressing a request to the attention of the Corporate Secretary, Coeur Mining, Inc., 104 South Michigan Avenue, Suite 900, Chicago, Illinois. Our copying costs will be charged if copies of exhibits to the Annual Report are requested. You may also obtain a copy of the Annual Report, including exhibits, from our website, www.coeur.com**, by clicking on “Investor Relations.”**

By order of the Board of Directors,



Casey M. Nault
Senior Vice President,
General Counsel and Secretary
Chicago, IL
March 30, 2021

APPENDIX A
CERTAIN ADDITIONAL INFORMATION

Reconciliation of Non-U.S. GAAP Information

Non-GAAP financial measures are intended to provide additional information only and do not have any standard meaning prescribed by generally accepted accounting principles ("GAAP"). These measures should not be considered in isolation or as a substitute for performance measures prepared in accordance with GAAP.

Adjusted EBITDA Reconciliation

($ thousands)	2020	2019
Net income (loss)	$ 25,627	($341,203)
Income (loss) from discont. ops., net of tax	—	(5,693)
Interest expense, net of capitalized interest	20,708	24,771
Income tax provision (benefit)	37,045	(11,129)
Amortization	131,387	178,876
EBITDA	**$214,767**	**($154,378)**
Fair value adjustments, net	(7,601)	(16,030)
Foreign exchange (gain) loss	2,245	4,346
(Gain) loss on sale of assets and securities	2,484	714
(Gain) loss on debt extinguishment	—	1,282
Interest income on notes receivables	—	(198)
Novation	3,819	—
Silvertip inventory write-down	13,717	64,610
Silvertip temporary suspension costs	7,164	—
Silvertip lease modification	(4,051)	—
Silvertip gain on contingent consideration	(955)	—
COVID-19 costs	15,555	—
Asset retirement obligation accretion	11,754	12,154
Inventory adjustments and write-downs	4,467	9,500
Impairment of long-lived assets	—	250,814
Write-downs	—	1,040
Adjusted EBITDA	**$263,365**	**$173,854**

Consolidated Free Cash Flow Reconciliation (Unaudited)

($ thousands)	2020	2019
Cash flow from operating activities	$148,709	$ 91,880
Capital expenditures	(99,279)	(99,772)
Free cash flow	$ 49,430	($ 7,892)

Gold CAS / oz and Silver CAS / oz

Year Ended December 31, 2020

In thousands (except metal sales, per ounce and per pound amounts)	Palmarejo[1]	Rochester	Kensington	Wharf	Silvertip	Total	Total Excluding Silvertip
Costs applicable to sales, including amortization (U.S. GAAP)	$ 143,983	$ 100,418	$171,204	$102,108	$ 26,580	$ 544,293	$ 517,713
Amortization	(37,603)	(14,306)	(49,477)	(12,473)	(8,923)	(122,782)	(113,859)
Costs applicable to sales	$ 106,380	$ 86,112	$121,727	$ 89,635	$ 17,657	$ 421,511	$ 403,854
Metal Sales							
Gold ounces	93,898	26,257	124,793	94,379		339,327	339,327
Silver ounces	5,426,875	3,054,139		113,790	158,984	8,753,788	8,594,804
Zinc pounds					3,203,446	3,203,446	—
Lead pounds					2,453,485	2,453,485	—
Costs applicable to sales							
Gold ($/oz)	$ 589	$ 1,377	$ 975	$ 923		$ 931	$ 895
Silver ($/oz)	$ 9.41	$ 16.35			NM[2]	$ 12.06	$ 11.65
Zinc ($/lb)					NM[2]		
Lead ($/lb)					NM[2]		

(1) Includes full-year 2020 financial and production results excluding the second quarter of 2020.

(2) Due to the temporary suspension of mining and processing activities these amounts are not meaningful.

Year Ended December 31, 2019

In thousands (except metal sales, per ounce and per pound amounts)	Palmarejo	Rochester	Kensington	Wharf	Silvertip	Total
Costs applicable to sales, including amortization (U.S. GAAP)	$ 201,306	$ 118,246	$170,194	$ 92,969	$ 145,496	$ 728,211
Amortization	(59,379)	(18,041)	(50,592)	(12,280)	(36,738)	(177,030)
Costs applicable to sales	$ 141,927	$ 100,205	$119,602	$ 80,689	$ 108,758	$ 551,181
Metal Sales						
Gold ounces	116,104	36,052	130,495	84,999		367,650
Silver ounces	6,841,380	3,844,556		64,161	1,164,470	11,914,567
Zinc pounds					18,154,521	18,154,521
Lead pounds					16,487,847	16,487,847
Costs applicable to sales						
Gold ($/oz)	$ 685	$ 1,246	$ 917	$ 937		$ 878
Silver ($/oz)[1]	$ 9.13	$ 14.38			31.92	$ 16.69
Zinc ($/lb)					2.34	
Lead ($/lb)					1.76	

(1) Consolidated includes zinc and lead as silver equivalent.

Reserves, Resources and Mineralized Material

Coeur Mining, Inc. is subject to the reporting requirements of the Exchange Act and applicable Canadian securities laws, and as a result we report our mineral reserves according to two different standards. Canadian reporting requirements for disclosure of mineral properties are governed by National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101"). The definitions of NI 43-101 are adopted from those given by the Canadian Institute of Mining, Metallurgy and Petroleum. U.S. reporting requirements, however, are governed by Industry Guide 7 ("Guide 7"). Both sets of reporting standards have similar goals in terms of conveying an appropriate level of confidence in the disclosures being reported but embody different approaches and definitions. Under Guide 7, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made.

In our public filings in Canada and in certain other announcements not filed with the SEC, we disclose measured, indicated and inferred resources, each as defined in NI 43-101, in addition to our mineral reserves. U.S. investors are cautioned that, while the terms "measured mineral resources," "indicated mineral resources" and "inferred mineral resources" are recognized and required by Canadian securities laws, Guide 7 does not recognize them. The estimation of measured resources and indicated resources involve greater uncertainty as to their existence and economic feasibility than the estimation of proven and probable reserves, and therefore U.S. investors are cautioned not to assume that all or any part of measured or indicated resources will ever be converted into Guide 7 compliant reserves. The estimation of inferred resources involves far greater uncertainty as to their existence and economic viability than the estimation of other categories of resources, and therefore it cannot be assumed that all or any part of inferred resources will ever be upgraded to a higher category. Therefore, investors are cautioned not to assume that all or any part of inferred resources exist, or that they can be mined legally or economically.

In this proxy statement and in our other filings with the SEC, we modify our estimates made in compliance with NI 43-101 to conform to Guide 7 for reporting in the United States. In this proxy statement, we use the term "mineralized material" to describe mineralization in mineral deposits that do not constitute "reserves" under U.S. standards. "Mineralized material" is substantially equivalent to measured and indicated mineral resources (exclusive of reserves) as disclosed for reporting purposes in Canada, except that the SEC only permits issuers to report "mineralized material" in tonnage and average grade without reference to contained ounces. We provide disclosure of mineralized material to allow a means of comparing our projects to those of other companies in the mining industry, many of which are Canadian and report pursuant to NI 43-101, and to comply with applicable disclosure requirements. We caution you not to assume that all or any part of mineralized material will ever be converted into Guide 7 compliant reserves.

APPENDIX B
AMENDMENT TO COEUR MINING, INC. 2018 LONG-TERM INCENTIVE PLAN

FIRST AMENDMENT TO THE
COEUR MINING, INC.
2018 LONG-TERM INCENTIVE PLAN

This First Amendment ("First Amendment") to the Coeur Mining, Inc. 2018 Long-Term Incentive Plan (the "Plan") was adopted by the Board of Directors (the "Board") of Coeur Mining, Inc. (the "Company") on March 8, 2021 and shall become effective as of the date on which it is approved by the stockholders of the Company at the Company's 2021 Annual Meeting of Stockholders on May 11, 2021 (the "Amendment Date"). Capitalized terms used in this First Amendment that are not otherwise defined shall have the meaning ascribed to such terms in the Plan.

WHEREAS, the Company maintains the Plan;

WHEREAS, Section 19 of the Plan provides that the Board or the Compensation and Leadership Development Committee of the Board may amend the terms of the Plan to increase the maximum number of shares of Common Stock for which Awards may be granted under the Plan (the "Share Increase Amendment"); provided, that any such amendment must be subject to the approval of the stockholders of the Company;

WHEREAS, the Board has determined that it is in the best interests of the Company and its stockholders to amend the Plan by approving and adopting the Share Increase Amendment, subject to the approval of the stockholders of the Company.

NOW, THEREFORE, BE IT RESOLVED, that the First Amendment is hereby approved and adopted, effective as of the Amendment Date.

1. Section 5(a) of the Plan ("*Aggregate Limits*") is hereby deleted and replaced in its entirety with the following:

   "*Aggregate Limits*. The aggregate number of shares of Common Stock issuable under the Plan pursuant to Awards granted on or after January 1, 2021 shall be equal to 18,711,208 (which represents an increase to the remaining share pool under the Plan as of that date by 16,700,000 shares of Common Stock), plus any shares of Common Stock subject to outstanding awards under the Plan or any Prior Plans as of January 1, 2021 that on or after such date cease for any reason to be subject to such awards (other than by reason of exercise or settlement of the awards to the extent they are exercised for or settled in nonforfeitable shares of Common Stock). Any shares of Common Stock issued pursuant to Options or Stock Appreciation Rights under this Plan shall be counted against this limit on a one-for-one basis and any shares of Common Stock issued pursuant to Awards under this Plan other than Options or Stock Appreciation Rights shall be counted against this limit as 1.5 shares for every one share issued pursuant to such Award. The aggregate number of shares of Common Stock available for issuance under this Plan and the number of shares of Common Stock subject to Awards outstanding at the time of any event described in Section 15 shall be subject to adjustment as provided in Section 15. The shares of Common Stock issued pursuant to Awards granted under this Plan may be shares that are authorized and unissued or shares that were reacquired by the Company, including shares purchased in the open market."

2. The last sentence of Section 5(c) of the Plan ("*Other Limits*") is hereby deleted and replaced in its entirety with the following:

   "The aggregate number of shares of Common Stock that may be issued pursuant to the exercise of Incentive Stock Options granted under this Plan after January 1, 2021 shall not exceed 18,711,208, which number shall be calculated and adjusted pursuant to Section 15 only to the extent that such calculation or adjustment will not affect the status of any option intended to qualify as an Incentive Stock Option under Section 422 of the Code."

3. This First Amendment shall be and, as of the Amendment Date, is hereby incorporated in and forms a part of the Plan.

4. Except as expressly provided herein, all the terms and conditions of the Plan shall remain in full force and effect.

IN WITNESS WHEREOF, this First Amendment to the Coeur Mining, Inc. 2018 Long-Term Incentive Plan is executed as of this _____ day of_____, 2021.

By:_____

Name:_____

Title:_____



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Suite 900
Chicago, Illinois 60603



www.coeur.com



COEUR MINING
INVESTOR RELATIONS

COEUR MINING®
We Pursue a Higher Standard

COEUR MINING, INC.
ATTN: CASEY M. NAULT
104 S. MICHIGAN AVE., SUITE 900
CHICAGO, IL 60603

VOTE BY INTERNET
Before The Meeting - Go to **www.proxyvote.com**

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on May 10, 2021 for shares held directly and by 11:59 P.M. ET on May 6, 2021 for shares held in the Coeur Mining, Inc. 2018 Long-Term Incentive Plan (the "Plan"). Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to **www.virtualshareholdermeeting.com/CDE2021**

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on May 10, 2021 for shares held directly and by 11:59 P.M. ET on May 6, 2021 for shares held in the Plan. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D37738-P50784

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

COEUR MINING, INC.

Company Proposals

The Board of Directors recommends you vote FOR each of the director nominees listed in Proposal 1 below and FOR Proposals 2, 3 and 4 below.

1. Election of nine directors	For	Against	Abstain
1a. Linda L. Adamany	☐	☐	☐
1b. Sebastian Edwards	☐	☐	☐
1c. Randolph E. Gress	☐	☐	☐
1d. Mitchell J. Krebs	☐	☐	☐
1e. Eduardo Luna	☐	☐	☐
1f. Jessica L. McDonald	☐	☐	☐
1g. Robert E. Mellor	☐	☐	☐
1h. John H. Robinson	☐	☐	☐
1i. J. Kenneth Thompson	☐	☐	☐

	For	Against	Abstain
2. Ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for 2021.	☐	☐	☐
3. Approval of amendment to the Coeur Mining, Inc. 2018 Long Term Incentive Plan to increase the number of common shares reserved for issuance under the Plan by 16.7 million.	☐	☐	☐
4. Advisory resolution to approve executive compensation.	☐	☐	☐

Note: Such other business as may properly come before the meeting or any adjournment thereof.

HIRE HEROES USA

Vote your shares, and we will donate $1 to Hire Heroes USA for every stockholder who votes

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Stockholders' Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

D37739-P50784

COEUR MINING, INC.
Annual Stockholders' Meeting
May 11, 2021 at 9:30 AM, CDT
This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Mitchell J. Krebs or, in his absence Casey M. Nault, or either of them, as proxies, each with the power to appoint their substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of COEUR MINING, INC. that the stockholder(s) is/are entitled to vote at the Annual Stockholders' Meeting to be held by virtual means at www.virtualshareholdermeeting.com/CDE2021 at 9:30 AM, CDT, on May 11, 2021, and any adjournment or postponement thereof.

As always, we encourage you to vote your shares prior to the annual meeting.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations. Whether or not direction is made, this proxy, when properly executed, will be voted in the discretion of the proxy holders upon such other business as may properly come before the Annual Stockholders' Meeting or any adjournment or postponement thereof (including, if applicable, on any matter which the Board of Directors did not know would be presented at the Annual Stockholders' Meeting by a reasonable time before the proxy solicitation was made and for the election of a person to the Board of Directors if any nominee named in Proposal 1 becomes unable to serve or for good cause will not serve).

Continued and to be signed on reverse side