

Governance

- Maintained **100% independent board committees**, all directors independent except for the CEO.
 - Met 11 times**, with the board meeting independent of management at all meetings.
 - Recognized as the **highest ranking Canadian gold mining company** in the *Globe and Mail’s* annual corporate governance survey.
- Continued our focused succession program bringing in **seven new directors since 2015**, keeping the board vital and enabling effective succession planning.
 - Maintained board diversity target of **33% women directors**.
 - Average director tenure is **6 years, down from 9.4 years** in 2017.

Corporate Governance at a Glance

pg			pg		
Board Composition			Voting		
Size of board	9	•	Annual director elections	yes	
Independent directors	8		Majority voting for directors	yes	27
Average age of board	61		Annual vote on executive compensation	yes	63
Average tenure of board (number of years)	6		Policies and Charters		
Separate Chair/CEO	yes	129	Code of business conduct and ethics	yes	• 130
Number of women	3	134	Diversity policy for directors	yes	• 134
Number of men	6	134	Corporate governance guidelines	yes	•
Committee Independence			Shareholder engagement policy	yes	•
Audit and risk	100%	•	Charters for board committees	yes	•
Human resources and compensation	100%	•	Overboarding policy	yes	•
Corporate governance and nominating	100%	•	Interlocking policy	yes	•
Corporate responsibility and technical	100%	•	Retirement policy for directors ⁽²⁾	yes	• 141
Requirements and Assessments			Professional Development		
Term limit for directors ⁽¹⁾	yes	141	Board orientation programs	yes	135
Director stock ownership requirements	yes	45	Director education programs	yes	135
Annual review of director independence	yes	145			
Annual board and committee evaluations	yes	133			
Annual director evaluations	yes	133			

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1. In February 2015, the board adopted the director service limits policy that limits the term for directors to 10 years, subject to mandatory retirement at age 73. The 10 year term limit commences from the later of the date the term policy became effective or the date on which a director is first appointed or elected to the board, with the possibility of one 5 year extension, for a total term not exceeding 15 years, if such director has strong performance reviews and is re-elected to the board.
2. Unless otherwise determined by the board, no person shall be appointed or elected as a director after that person has reached 73 years of age.

Board Nominees Overview

As Kinross shareholders you are being asked to cast your vote for nine directors. The following table provides an overview of the 2022 nominees. Detailed biographical information can be found on pages 32 to 40.

Directors’ expertise

Name	Independent	Director Since	Age	Expertise																	Committees		Attendance at board meetings
				Managing, Leading Growth	International	Senior Officer	Operations	Mining, Global Resource Industry	Information Technology	Human Resources	Investment Banking, Mergers	Financial Literacy	Communications, Investor/Public Relations	Corp Responsibility, Sustainable Development	Government Relations	Governance/Board	Legal	Environment and Social	Corporate Governance + Nominating	Corporate Responsibility + Technical	Human Resources + Compensation	Audit + Risk	
Ian Atkinson	•	2016	72	•	•	•	•	•			•	•	•	•	•	•		•	•	•	•		100%
Kerry Dyte	•	2017	62	•	•	•	•	•			•	•	•	•		•	•		•			•	100%
Glenn Ives	•	2020	61	•	•	•	•	•	•	•	•	•		•	•	•					•	•	100%
Ave Lethbridge	•	2015	60	•		•	•		•	•		•		•	•			•	•		•		100%
Elizabeth McGregor	•	2019	45	•	•	•		•	•		•	•				•				•		•	100%
Catherine McLeod-Seltzer	•	2005	62	•	•	•	•	•			•	•	•	•	•	•		•		•	•		100%
Kelly Osborne	•	2015	65	•	•	•	•	•			•	•	•	•	•	•		•	•	•			100%
Paul Rollinson		2012	60	•	•	•	•	•			•	•	•	•	•			•					100%
David Scott	•	2019	60	•	•	•		•			•	•	•							•		•	100%

Our board of directors’ expertise

 9 members with expertise in managing and leading growth .	 3 members with expertise in information technology .	 6 members with expertise in government relations .
 8 members with international expertise.	 8 members with expertise in investment banking and mergers .	 7 members with expertise in corporate responsibility and sustainable development .
 9 members with experience being a senior officer .	 9 members with experience in financial accounting and reporting .	 6 members with expertise in governance .
 7 members with expertise in operations .	 6 members with expertise in communications, investor and public relations .	 5 members with expertise in managing environmental and social issues .
 8 members with expertise in mining and global resource industries .		