2020 Governance Highlights

- Maintained **100% independent board committees,** with all directors independent except for the CEO.
- Met 13 times, with the board meeting independent of management at all meetings.
- Recognized as the **highest ranking Canadian 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 board vital and enabling effective succession planning.
- Maintained board diversity target of **33% women directors.**
- Continued to lower average director tenure to **5 years from 9.4 years** in 2017.

Corporate Governance at a Glance

Page numbers align with Kinross' 2021 Management Information Circular.

			pg
Board Composition			
Size of board	9	•	
Independent directors	8		
Average age of board	60		
Average tenure of board (number of years)	5		
Separate Chair/CEO	yes		128
Number of women	3		132
Number of men	6		132
Committee Independence			
Audit and risk	100%	•	
Human resources and compensation	100%	•	
Corporate governance and nominating	100%	•	
Corporate responsibility and technical	100%	•	
Requirements and Assessments			
Term limit for directors [1]	yes		138
Director stock ownership requirements	yes		47
Annual review of director independence	yes		141
Annual board and committee evaluations	yes		131
Annual director evaluations	yes		131

			pg
Voting			
Annual director elections	yes		
Majority voting for directors	yes		25
Annual vote on executive compensation	yes		64
Policies and Charters			
Code of business conduct and ethics	yes	•	129
Diversity policy for directors	yes	•	132
Corporate governance guidelines	yes	•	
Shareholder engagement policy	yes	•	
Charters for board committees	yes	•	
Overboarding policy	yes	•	
Interlocking policy	yes	•	
Retirement policy for directors [2]	yes	•	138
Professional Development			
Board orientation programs	yes		134
Director education programs	yes		134

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1. In December 2014, the board adopted the director service limits policy that limits the term for directors to 10 years, subject to the 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

The following table provides an overview of Kinross' 2021 board nominees. Detailed biographical information can be found on page 34 to 42 of Kinross' 2021 Management Information Circular.

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	71	•	•	•	•	•			•		•	•	•	•		•	•	•	•		92%
Kerry Dyte	•	2017	61	•	•	•	•	•			•	•	•	•		•	•		•			•	100%
Glenn Ives	•	2020	60	•	•	•	•	•	•	•	•	•		•	•	•					•	•	100%
Ave Lethbridge	•	2015	59	•		•	•		•	•		•		•	•			•	•		•		100%
Elizabeth McGregor	•	2019	44	•	•	•		•	•		•	•				•				•		•	100%
Catherine McLeod-Seltzer	•	2005	61	•	•	•	•	•			•		•	•	•	•		•		•	•		100%
Kelly Osborne	•	2015	64	•	•	•	•	•			•		•	•	•	•		•	•	•			100%
Paul Rollinson		2012	59	•	•	•	•	•			•	•	•	•	•			•					100%
David Scott	•	2019	59	•	•	•		•			•	•	•							•		•	100%

Our board of directors' expertise

9 members with expertise in **managing and leading growth.**

8 members with **international** expertise.

9 members with experience being a **senior officer.**

7 members with expertise in **operations**.

8 members with expertise in **mining and global resource industries.**

3 members with expertise in **information technology.**

8 members with expertise in **investment banking and mergers.**

6 members with experience in **financial accounting** and **reporting.**

6 members with expertise in **communications, investor and public relations.**

7 members with expertise in **corporate responsibility and sustainable development.**

6 members with expertise in **government relations.**

6 members with expertise in **governance.**

5 members with expertise in **managing environmental and social issues.**