

# Notice of Extraordinary General Meeting

This document is important and requires your immediate attention

If you are in any doubt about the contents of this document you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising in connection with shares and other securities. If you have sold or otherwise transferred all of your shares in Hochschild Mining plc (the "Company") please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

**Hochschild Mining plc**  
(incorporated and registered in England and Wales No. 05777693)

Registered Office:  
17 Cavendish Square  
London  
W1G 0PH

28 April 2017

Dear Shareholder

## Extraordinary General Meeting ("EGM") on Monday, 15 May 2017 at 9am

We write to inform you that Hochschild Mining plc (the "Company") will be holding an EGM at 9am on Monday, 15 May 2017 at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ.

The Company's Annual Report and Accounts for the year ended 31 December 2016 (the "2016 Annual Report"), which was published on 5 April 2017, included a recommendation by the Directors to pay a final dividend in respect of the year of 1.38 US cents per Ordinary Share, subject to shareholders' approval at the Annual General Meeting ("AGM") to be held on 11 May 2017.

The Company's notice of AGM omitted to include the requisite ordinary resolution seeking shareholders' approval to the final dividend. We are therefore giving notice of an EGM for shareholders to vote on this ordinary resolution. If the resolution is approved, the final dividend will be paid on 17 May 2017 to shareholders who appeared on the register of members at the close of business on 21 April 2017 and therefore in line with the timetable that has been previously announced.

The formal notice of the EGM, which contains the proposed resolution, is set out on page 2 which is followed by some explanatory notes.

Voting at the EGM will be conducted by way of a poll vote in keeping with the Company's usual practice.

### Recommendation

The Board believes that the passing of the resolution will promote the success of the Company for the benefit of shareholders as a whole and unanimously recommends shareholders to vote in favour of the proposed resolution.

Those Directors who hold Ordinary Shares in the Company intend to vote their shares in favour of the resolution.

### Action to be taken

Shareholders are requested to exercise their right to vote on the proposed resolution by completing and submitting the Form of Proxy in accordance with the accompanying instructions or, alternatively, by visiting [www.capitashareportal.com](http://www.capitashareportal.com).

Please note that all proxy votes and appointments, whether postal or electronic, must be received by the Registrar no later than 9am on Thursday, 11 May 2017.

Yours sincerely,

**Raj Bhasin**  
**Company Secretary**  
For and on behalf of Hochschild Mining plc

# Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of Hochschild Mining plc (the “Company”) will be held at 9am on Monday, 15 May 2017 at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ to consider and, if thought fit, passing the following ordinary resolution.

## Ordinary resolution

THAT, a final dividend for the financial year ended 31 December 2016 of US\$0.0138 per Ordinary Share be approved.

By Order of the Board

**R D Bhasin**  
**Company Secretary**

28 April 2017

Hochschild Mining plc  
Registered Office:  
17 Cavendish Square  
London  
W1G 0PH

Registered in England and Wales  
Registered number: 05777693

## Explanatory notes

### Additional information about the proposed resolution

This section contains an explanation of the resolution to be put to the EGM. The resolution is an ordinary resolution, meaning it requires more than half the votes cast to be in favour of the resolution to be passed.

### Approval of final dividend

The Company paid an interim dividend of 1.38 US cents per Ordinary Share in September 2016. The Board recommends a final dividend of 1.38 US cents per Ordinary Share, bringing the total dividend for the year to 2.76 US cents per Ordinary Share. Subject to approval by shareholders, the final dividend will be paid on 17 May 2017 to shareholders who appeared on the register of members at the close of business on 21 April 2017.

## Notes to the Notice of EGM

1. A member is entitled to appoint another person as his or her proxy to exercise all or any of his rights to attend and to speak and vote on his or her behalf at the EGM. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the EGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. To appoint more than one proxy please follow the notes contained in the proxy form.
2. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("2006 Act") ("Nominated Persons"). Nominated Persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
3. A Form of Proxy is enclosed. Completion and return of a Form of Proxy will not prevent a member from subsequently attending the EGM and voting in person.
4. To appoint a proxy either (a) the Form of Proxy and any power of attorney or other authority under which it is signed (or a duly certified copy of any such authority) must be deposited with the Company's registrars, Capita Asset Services ("Capita"), at PXS1, 34 Beckenham Road, Beckenham BR3 4ZF, United Kingdom or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with note 6 below or (c) the proxy appointment must be made by visiting [www.capitashareportal.com](http://www.capitashareportal.com), in each case, not less than 48 hours before the time of the holding of the EGM or any adjournment thereof.
5. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755), the Company specifies that only those shareholders registered on the register of members of the Company at close of business on Thursday, 11 May 2017 shall be entitled to attend and vote at the EGM in respect of the number of Ordinary Shares registered in their name at that time. Changes to the register of members after close of business on Thursday, 11 May 2017 shall be disregarded in determining the rights of any person to attend and vote at the EGM.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the EGM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message must, in order to be valid, (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him or her by other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
8. Holders of Ordinary Shares are entitled to attend and vote at general meetings of the Company. The total number of issued Ordinary Shares in the Company on 26 April 2017, which is the latest practicable date before the publication of this document, is 507,232,310 carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 26 April 2017 is 507,232,310.
9. Any member with special needs wishing to attend the EGM should contact the Company's London office on +44 (0) 20 3709 3260, so that appropriate arrangements can be made.
10. Persons who are not members of the Company will not be admitted to the EGM unless prior arrangements have been made with the Company. Investors holding Ordinary Shares through nominees are welcome to attend provided that they bring proof of their holding with them to the EGM (see notes 1 and 2 above).
11. Members should note that doors to the EGM will open at 8.45am.
12. Please note that, for security reasons, all hand luggage may be subject to examination prior to entry being granted to the EGM. Cameras, tape recorders, laptop computers and similar equipment may not be taken into the EGM.

13. We ask all those present at the EGM to facilitate the orderly conduct of the meeting and the Company reserves the right, if orderly conduct is threatened by a person's behaviour, to require that person to leave.
14. Members may not use any electronic address provided in this Notice (or in any related documents including the Chairman's letter and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
15. Any member attending the EGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. A copy of this notice, and other information required by Section 311A of the 2006 Act, can be found at [www.hochschildmining.com](http://www.hochschildmining.com).
17. The resolution to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

### Shareholder enquiries

The Company's share register is maintained by:

Capita Asset Services  
The Registry  
34 Beckenham Road  
Beckenham Kent  
BR3 4TU

Telephone (from UK): 0371 664 0300  
(Calls charged at the standard geographic rate and will vary by provider. Lines are open 9.00am-5.30pm Mon-Fri excluding public holidays in England and Wales)

Telephone (from overseas):  
+44 371 664 0300  
(Calls charged at the applicable international rate)

Fax: +44 (0)1484 601512