

HOCHSCHILD MINING PLC

NOTICE OF ANNUAL GENERAL MEETING

FRIDAY, 15 MAY 2015 AT 9.30AM



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.

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LETTER FROM THE CHAIRMAN

HOCHSCHILD MINING PLC

(INCORPORATED AND REGISTERED IN ENGLAND AND WALES NO. 05777693)

Registered Office:
23 Hanover Square
London W1S 1JB

14 April 2015

DEAR SHAREHOLDER

I am pleased to invite you to attend the ninth Annual General Meeting (the "AGM") of Hochschild Mining plc (the "Company") which will be held at 9.30am on Friday, 15 May 2015 at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ.

The business to be conducted at the meeting is set out in the Notice of AGM on pages 4 and 5 which is followed by some explanatory notes on each of the proposed resolutions.

This year we are seeking approval for those matters that we routinely put to shareholders at the AGM including renewal of the authority granted by shareholders to call a shareholders' meeting (other than an AGM) on no less than 14 clear days' notice as set out in Resolution 17.

Voting at the AGM will be conducted by way of poll vote in keeping with the Company's usual practice. In addition, in compliance with new requirements under the Listing Rules that apply to the Company for the first time at the forthcoming AGM, the resolutions seeking the re-election of the Company's independent Directors (Resolutions 4, 5, 6, 9 and 11) will only be passed if approved by both (i) a majority of all votes cast and (ii) a majority of the votes cast but excluding the votes lodged by me. Biographical details of the independent Directors are provided on pages 36 and 37 of the 2014 Annual Report and Accounts and further information with respect to each one is provided in the explanatory notes from page 8 of this document.

The Directors regard the AGM as a valuable opportunity for shareholders to communicate with their Board and we welcome your participation and support.

Your Board considers that the proposals described in this document are likely to promote the success of the Company for the benefit of shareholders as a whole and unanimously recommends shareholders to vote in favour of the resolutions proposed.

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

I would encourage shareholders to exercise their right to vote on the business of the meeting by completing and submitting the Form of Proxy in accordance with the accompanying instructions or, alternatively, by visiting www.capitashareportal.com.

I look forward to seeing you at the AGM.

EDUARDO HOCHSCHILD
Chairman

NOTICE OF 2015 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE NINTH ANNUAL GENERAL MEETING OF HOCHSCHILD MINING PLC (THE 'COMPANY') WILL BE HELD AT 9.30AM ON FRIDAY, 15 MAY 2015 AT THE OFFICES OF LINKLATERS LLP, ONE SILK STREET, LONDON EC2Y 8HQ TO CONSIDER THE FOLLOWING RESOLUTIONS OF WHICH RESOLUTIONS 1 TO 14 WILL BE PROPOSED AS ORDINARY RESOLUTIONS AND RESOLUTIONS 15 TO 17 WILL BE PROPOSED AS SPECIAL RESOLUTIONS.

ORDINARY RESOLUTIONS

- 1 THAT, the audited accounts of the Company for the year ended 31 December 2014, together with the Directors' Report and the Auditors' Report thereon be received.
 - 2 THAT, the Directors' Remuneration Report (excluding the Directors' Remuneration policy set out on pages 56 to 66 of the report) for the year ended 31 December 2014 be approved.
 - 3 THAT, the Directors' Remuneration policy, the full text of which is contained in the Directors' Remuneration Report for the year ended 31 December 2014, as set out on pages 56 to 66 of the report be approved.
 - 4 THAT, Graham Birch be re-elected as a Director of the Company.
 - 5 THAT, Enrico Bombieri be re-elected as a Director of the Company.
 - 6 THAT, Jorge Born Jr be re-elected as a Director of the Company.
 - 7 THAT, Ignacio Bustamante be re-elected as a Director of the Company.
 - 8 THAT, Roberto Dañino be re-elected as a Director of the Company.
 - 9 THAT, Sir Malcolm Field be re-elected as a Director of the Company.
 - 10 THAT, Eduardo Hochschild be re-elected as a Director of the Company.
 - 11 THAT, Nigel Moore be re-elected as a Director of the Company.
 - 12 THAT, Ernst & Young LLP be re-appointed as auditors of the Company (the 'Auditors') until the conclusion of the next general meeting at which accounts are laid before the Company.
 - 13 THAT, the Audit Committee of the Company be authorised to set the remuneration of the Auditors.
- 14 THAT, the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the '2006 Act') to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares:
 - 14.1 up to an aggregate nominal amount of £30,640,697
 - 14.2 comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £30,640,697 in connection with an offer by way of a rights issue

such authorities to apply in substitution for all previous authorities and to expire at the end of the next Annual General Meeting or on 30 June 2016, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of this Resolution 'rights issue' means an offer to:

 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

SPECIAL RESOLUTIONS

- 15 THAT, subject to the passing of Resolution 14 above, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash:
 - 15.1 pursuant to the authority given by paragraph 14.1 of Resolution 14 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act in each case:
 - (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £9,192,209; and
 - 15.2 pursuant to the authority given by paragraph 14.2 of Resolution 14 above in connection with a rights issue, as if Section 561(1) of the 2006 Act did not apply to any such allotment;

such power to expire at the end of the next Annual General Meeting or on 30 June 2016, whichever is earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the Directors may allot equity securities under such offer or agreement as if the power had not ended.

For the purposes of this Resolution:

- (i) 'rights issue' has the same meaning as in Resolution 14 above;
- (ii) 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of Ordinary Shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- (iii) references to an allotment of equity securities shall include a sale of treasury shares; and
- (iv) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

16 THAT, the Company be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the 2006 Act to make one or more market purchases (as defined in Section 693 of that Act) of Ordinary Shares of £0.25 each in the capital of the Company provided that:

- 16.1 the maximum aggregate number of Ordinary Shares authorised to be purchased is 36,768,836 (representing an amount equal to 10 per cent of the Company's issued ordinary share capital as at 7 April 2015);
- 16.2 the minimum price which may be paid for an Ordinary Share is £0.25 per Ordinary Share;

16.3 the maximum price which may be paid for an Ordinary Share is an amount equal to the higher of (i) 105 per cent. of the average of the closing price of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such Ordinary Share is contracted to be purchased or (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003);

16.4 this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2016 or, if earlier, 30 June 2016 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

17 THAT, a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By Order of the Board

R D BHASIN
Company Secretary
14 April 2015

Hochschild Mining plc
Registered Office:
23 Hanover Square
London
W1S 1JB

NOTES TO THE NOTICE OF AGM

- 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 AGM. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the AGM 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 AGM 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 PXS, 34 Beckenham Road, Beckenham BR3 4TU, 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, in each case, not less than 48 hours before the time of the holding of the AGM 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 6pm on 13 May 2015 shall be entitled to attend and vote at the AGM in respect of the number of Ordinary Shares registered in their name at that time. Changes to the register of members after 6pm on 13 May 2015 shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- 6 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM 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). 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 Copies of (i) the Letters of Appointment between the Company and its Non-Executive Directors; and (ii) the service contract of the Chief Executive Officer; will be available for inspection at the registered office of the Company and at the offices of Linklaters LLP at One Silk Street, London EC2Y 8HQ, United Kingdom during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) until the date of the AGM and also on the date and at the place of the AGM from 15 minutes prior to the commencement of the meeting until the conclusion thereof.

- 9 Members should note that, under Section 527 of the 2006 Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on its website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM for the financial year beginning 1 January 2012; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning 1 January 2012 who ceases to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the 2006 Act. Where the Company is required to place a statement on its website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on its website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required to publish on its website under Section 527 of the 2006 Act.
- 10 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 7 April 2015, which is the latest practicable date before the publication of this document, is 367,688,367, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 7 April 2015 is 367,688,367.
- 11 Any member with special needs wishing to attend the AGM should contact the Company's London office on +44 (0) 20 3714 9040, so that appropriate arrangements can be made.
- 12 Persons who are not members of the Company will not be admitted to the AGM 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 AGM (see notes 1 and 2 above).
- 13 Members should note that doors to the AGM will open at 9am.
- 14 Please note that, for security reasons, all hand luggage may be subject to examination prior to entry being granted to the AGM. Cameras, tape recorders, laptop computers and similar equipment may not be taken into the AGM.
- 15 We ask all those present at the AGM 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.
- 16 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.
- 17 Any member attending the AGM 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.
- 18 A copy of this notice, and other information required by Section 311A of the 2006 Act, can be found at www.hochschildmining.com.
- 19 Each of the resolutions 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.

EXPLANATORY NOTES ON RESOLUTIONS

RESOLUTION 1

ANNUAL REPORT AND ACCOUNTS

The first item of business is the receipt, by shareholders, of the 2014 accounts together with the Directors' Report and the Auditor's Report. The accounts are prepared in accordance with International Financial Reporting Standards.

RESOLUTIONS 2 AND 3

DIRECTORS' REMUNERATION REPORT

The Directors' Remuneration Report comprises:

- a statement by Jorge Born Jr, Chairman of the Company's Remuneration Committee;
- the annual report on remuneration, which sets out payments made in the financial year ended 31 December 2014; and
- the Directors' Remuneration policy in relation to future payments to the directors and former directors.

The statement by the Chairman of the Company's Remuneration Committee and the annual report on remuneration will, as in the past, be put to an annual advisory shareholder vote by ordinary resolution.

The Directors' Remuneration policy, which sets out the Company's forward-looking policy on directors' remuneration (including the approach to exit payments to directors), is subject to a binding shareholder vote by ordinary resolution at least every three years.

The Directors' Remuneration Report is set out in full in the Annual Report on pages 55 to 79.

Resolution 2 is the ordinary resolution to approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration policy. Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any director.

Resolution 3 is the ordinary resolution to approve the Directors' Remuneration policy which is set out in the Directors' Remuneration Report in the Annual Report on pages 56 to 66.

Once the Directors' Remuneration policy has been approved, all payments by the Company to the directors and any former directors must be made in accordance with the policy (unless a payment has been separately approved by a shareholder resolution). If the Company wishes to change the Directors' Remuneration policy, it will need to put the revised policy to a

shareholder vote again before it can implement the new policy. The policy, which was approved by shareholders at the 2014 Annual General Meeting, is broadly unchanged but has been updated, amongst other things, to include details of the Restricted Share Plan which was approved by shareholders at the EGM in December 2014 and to reflect Eduardo Hochschild's Non-Executive role with effect from 1 January 2015. Further details on the changes to the policy can be found on page 56 of the Annual Report. Unless there are any changes to the policy, it is not envisaged that it will be submitted for shareholder approval until the Company's AGM in 2018 as required by the Companies Act 2006.

RESOLUTIONS 4 TO 11

ANNUAL ELECTION OF DIRECTORS

In line with the recommendation of the UK Corporate Governance Code, each Board member who has previously been elected is retiring at the AGM and submits himself for re-election by shareholders.

Full biographical details of the Directors can be found on pages 36 and 37 of the 2014 Annual Report and Accounts.

Under the Listing Rules, Eduardo Hochschild (through his control of Pelham Investment Corporation's shareholding) is classed as a "controlling shareholder" of the Company. This means that the independent non-executive directors of the Company must be elected or re-elected by a majority of the votes cast by the 'independent shareholders' of the Company' as well as by a majority of the votes cast by all the shareholders. The 'independent shareholders' of the Company means all the shareholders of the Company other than Eduardo Hochschild and entities he controls. Therefore, the resolutions for the re-election of the independent non-executive directors (Resolutions 4, 5, 6, 9 and 11) will be taken on a poll and the votes cast by the independent shareholders and by all the shareholders will be calculated separately. Such resolutions will be passed only if a majority of the votes cast by the independent shareholders are in favour, in addition to a majority of the votes cast by all the shareholders being in favour.

Under the Listing Rules, if a resolution to re-elect an independent non-executive director is not approved by a majority vote of both the shareholders as a whole and the independent shareholders, a further resolution may be put forward to be approved by the shareholders as a whole

at a meeting which must be held more than 90 days after the date of the first vote but within 120 days of the first vote.

Accordingly, if any of Resolutions 4, 5, 6, 9 and 11 is not approved by a majority vote of the Company's independent shareholders at the AGM, the relevant Director(s) will be treated as having been re-elected only for the period from the date of the AGM until the earlier of (i) the close of any general meeting of the Company, convened for a date more than 90 days after the AGM but within 120 days of the AGM, to propose a further resolution to re-elect him, (ii) the date which is 120 days after the AGM and (iii) the date of any announcement by the Board that it does not intend to hold a second vote. In the event that the Director's re-election is approved by a majority vote of all shareholders at a second meeting, the Director will then be re-elected until the next AGM.

The following information is provided in compliance with Listing Rule 13.8.17R (1) in relation to the Company's independent Directors who are seeking re-election at the AGM.

For the purposes of this section, a "Relevant Party" means each of Hochschild Mining plc, the Directors of Hochschild Mining plc, any *controlling shareholder* of Hochschild Mining plc and any associate of a *controlling shareholder* of Hochschild Mining plc (the italicised terms having the same meanings given to them in the Listing Rules of the Financial Conduct Authority).

Graham Birch

GB1. Details of any existing or previous relationship, transaction or arrangement with a Relevant Party

- Graham Birch was, until his retirement in 2009, a Director of Blackrock Commodities Investment Trust plc, and Manager of Blackrock's World Mining Trust and Gold and General Unit Trust. Blackrock has been, since the Company's listing in 2006 and continues to be one of Hochschild Mining plc's largest shareholders; and
- Mr Birch serves on the Board of Petropavlovsk Plc as a Non-Executive Director, together with Sir Malcolm Field.

GB2. Reasons why Director is considered to be effective

Given Mr Birch's prior experience as a fund manager investing in the mining sector, he provides insight into the investor's perspective with respect to the Company's corporate and financial strategies. In

addition, his academic background in geology is a valuable resource for the Board in appraising the Company's exploration activities and results. In keeping with the Company's usual approach, the board evaluation process undertaken in 2014 sought the opinion of Board members on the performance of their fellow Directors which concluded that Mr Birch continues to make a significant and valued contribution to the Board.

GB3. How the Director is considered to be independent

Taking all relevant factors into consideration, including as described in GB1 above, the Board has concluded that Mr Birch is independent of character and judgement, and that there are no relationships or circumstances which are likely to affect, or could appear to affect, his judgement.

GB4. Process of Selection

Having been known to the Company since its IPO in 2006, Mr Birch was invited to join the Board in light of his relevant professional skill base.

Enrico Bombieri

EB1. Details of any existing or previous relationship, transaction or arrangement with a Relevant Party

None

EB2. Reasons why Director is considered to be effective

The Board benefits greatly from Mr Bombieri's knowledge of corporate finance given his extensive career in investment banking. He has made significant contributions to the Company's financing strategy and, in addition, is a valued member of the Company's Audit Committee. In keeping with the Company's usual approach, the board evaluation process undertaken in 2014 sought the opinion of Board members on the performance of their fellow Directors which concluded that Mr Bombieri continues to make a significant and valued contribution to the Board.

EB3. How the Director is considered to be independent

Taking all relevant factors into consideration, including as described in EB1 above, the Board has concluded that Mr Bombieri is independent of character and judgement, and that there are no relationships or circumstances which are likely to affect, or could appear to affect, his judgement.

EB4. Process of Selection

Mr Bombieri was invited to join the Board in 2012 to ensure the continued presence of a professional with corporate financial

experience following the retirement of Dionisio Romero.

Jorge Born Jr

JB1. Details of any existing or previous relationship, transaction or arrangement with a Relevant Party

As previously disclosed in past Annual Report and Accounts, Mr Born served on an advisory board of one of the Group's companies prior to the Company's listing in 2006.

JB2. Reasons why Director is considered to be effective

Mr Born has extensive experience gained from a number of senior executive positions both internationally and in his native Argentina where the Company has its only non Peruvian operation. The Board benefits from Mr Born's experience in general and in particular his insight with regards to managing the Group's exposure to geo-political risk and developing the Latin American growth strategy in general. In keeping with the Company's usual approach, the board evaluation process undertaken in 2014 sought the opinion of Board members on the performance of their fellow Directors which concluded that Mr Born continues to make a significant and valued contribution to the Board.

JB3. How the Director is considered to be independent

Taking all relevant factors into consideration, including as described in JB1 above, the Board has concluded that Mr Born is independent of character and judgement, and that there are no relationships or circumstances which are likely to affect, or could appear to affect, his judgement.

JB4. Process of Selection

Mr Born was appointed in preparation for the Company's listing in 2006 following the short listing of candidates by the Chairman with support from the Company's professional advisers.

Sir Malcolm Field

MF1. Details of any existing or previous relationship, transaction or arrangement with a Relevant Party

Sir Malcolm Field serves on the Board of Petropavlovsk Plc as a Non-Executive Director, together with Graham Birch.

MF2. Reasons why Director is considered to be effective

Sir Malcolm Field brings a wealth of experience having occupied senior Board positions of listed companies in the UK including WH Smith plc and Scottish and

Newcastle plc. Sir Malcolm has insight into the operation and governance frameworks of companies with a UK listing. In keeping with the Company's usual approach, the board evaluation process undertaken in 2014 sought the opinion of Board members on the performance of their fellow Directors which concluded that Sir Malcolm continues to make a significant and valued contribution to the Board.

MF3. How the Director is considered to be independent

Taking all relevant factors into consideration, including as described in MF1 above, the Board has concluded that Sir Malcolm is independent of character and judgement, and that there are no relationships or circumstances which are likely to affect, or could appear to affect, his judgement.

MF4. Process of Selection

Sir Malcolm was appointed in preparation for the Company's listing in 2006 following the short listing of candidates by the Chairman with support from the Company's professional advisers.

Nigel Moore

NM1. Details of any existing or previous relationship, transaction or arrangement with a Relevant Party

None

NM2. Reasons why Director is considered to be effective

Mr Moore brings expertise in relation to financial reporting and risk management given his long standing career with Ernst & Young where he was a partner for over 30 years. This is of particular benefit to the Group Mr Moore's role as Chairman of the Audit Committee. In addition, Mr Moore serves as a Non-Executive Director (and in one case as Chairman) of a number of other UK listed companies and therefore contributes to the evolution of the Company's governance processes. In keeping with the Company's usual approach, the board evaluation process undertaken in 2014 sought the opinion of Board members on the performance of their fellow Directors which concluded that Mr Moore continues to make a significant and valued contribution to the Board.

NM3. How the Director is considered to be independent

Taking all relevant factors into consideration, the Board has concluded that Mr Moore is independent of character and judgement, and that there are no relationships or circumstances which are likely to affect, or could appear to affect, his judgement.

EXPLANATORY NOTES ON RESOLUTIONS CONTINUED

NM4. Process of Selection

Mr Moore was appointed in preparation for the Company's listing in 2006 following the short listing of candidates by the Chairman with support from the Company's professional advisers.

RESOLUTION 12**RE-APPOINTMENT OF AUDITORS**

The Company is required, at each general meeting at which accounts are presented, to appoint auditors to hold office until the next such meeting. Ernst & Young LLP has indicated its willingness to continue in office. The Board, on the recommendation of the Audit Committee, recommends the re-appointment of Ernst & Young LLP to hold office until the next meeting at which accounts are laid. Accordingly, Resolution 12 will, if passed, re-appoint Ernst & Young LLP as auditors to the Company (the "Auditors").

RESOLUTION 13**REMUNERATION OF THE AUDITORS**

Resolution 13 seeks shareholder consent for the Company's Audit Committee to set the remuneration of the Auditors.

RESOLUTION 14**AUTHORITY TO ALLOT SHARES**

The purpose of Resolution 14 is to renew the Directors' power to allot shares. The authority will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £30,640,697, which is equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 7 April 2015.

The authority in paragraph 14.2 will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £30,640,697, which is equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 7 April 2015.

This is in line with corporate governance guidelines.

At 7 April 2015, the Company did not hold any shares in treasury.

This routine shareholder authority is being sought by the Directors as it is considered desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place when considered appropriate. If the resolution is passed, the authority will

expire on the earlier of 30 June 2016 and the end of the AGM in 2016. In the light of the increased volatility in precious metal prices, the Board constantly monitors the options open to it to secure the availability of financial resources. These options may include the issuance of equity in the appropriate circumstances.

RESOLUTION 15**DISAPPLICATION OF PRE-EMPTION RIGHTS**

If the Directors wish to allot new shares or other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme) company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of paragraph 15.1 of Resolution 15 is to authorise Directors to allot new shares or sell treasury shares pursuant to the authority given by paragraph 14.1 of Resolution 14 for cash (i) in connection with a pre-emptive offer or (ii) otherwise up to a nominal value of £9,192,209, equivalent to 10 per cent of the total issued ordinary share capital of the Company as at 7 April 2015, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 15:

- (i) in excess of an amount equal to 5 per cent of the total issued ordinary share capital of the Company excluding treasury shares; or
- (ii) in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company excluding treasury shares within a rolling three-year period, without prior consultation with shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The purpose of paragraph 15.2 of Resolution 15 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph 14.2 of Resolution 14, or sell treasury shares, for cash in connection with a rights issue

without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with corporate governance guidelines.

The Board considers the authority in Resolution 15 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions. As stated earlier with respect to Resolution 14, in the light of the increased volatility in precious metal prices, the Board constantly monitors the options open to it to secure the availability of financial resources. These options may include the issuance of equity in the appropriate circumstances.

RESOLUTION 16**AUTHORITY TO BUY SHARES**

Under Section 701 of the 2006 Act ("Section 701") the directors of a company may make market purchases of that company's shares if authorised to do so by shareholders. The Directors believe that granting such approval would be in the best interests of shareholders in allowing them the flexibility to react promptly to circumstances requiring market purchases.

Accordingly, Resolution 16, which will be proposed as a special resolution, will, if passed, give the Directors authority to make one or more market purchases of the Company's shares under Section 701. The authority contained in this resolution will be limited to 36,768,836 Ordinary Shares having an aggregate nominal value of £9,192,209 which represents 10 per cent of the issued ordinary share capital of the Company as at 7 April 2015. The upper and lower limits on the price which may be paid for those shares are set out in the resolution itself.

Pursuant to the 2006 Act, shares purchased under this authority may be held as treasury shares. The Company may purchase and hold shares as treasury shares up to a maximum amount equal to 15 per cent of the nominal value of the issued Ordinary Shares at that time, rather than cancelling them. Shares held in treasury do not carry voting rights and no dividends will be paid on any such shares. Shares held in treasury in this way can be sold for cash or cancelled, either immediately or at a point in the future, or be used for the purposes of an employee share scheme. This would allow the Company to manage its capital base more effectively.

The Board has no present intention of exercising this authority. Shares will only be repurchased if the Directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

This authority will expire on the earlier of 30 June 2016 and the Company's AGM in 2016.

RESOLUTION 17 GENERAL MEETINGS

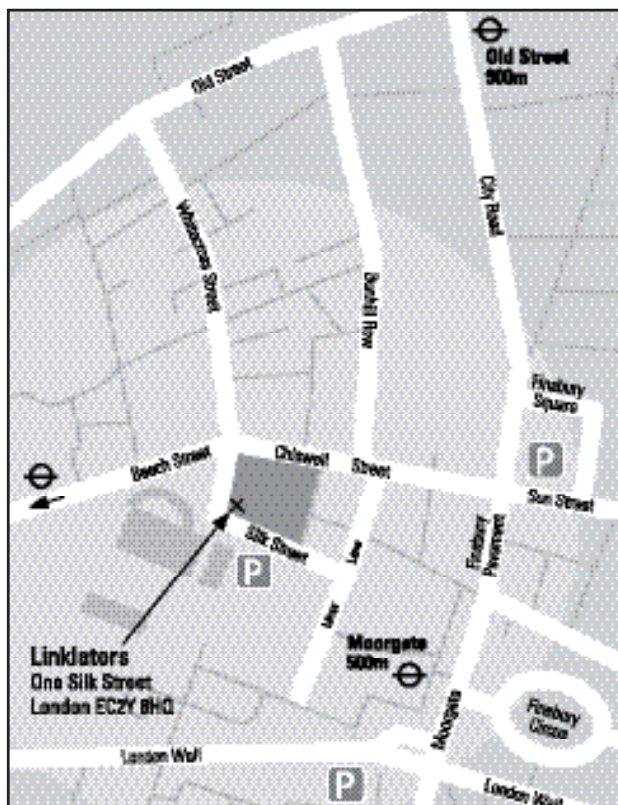
This resolution is proposed in the light of the implementation of the Shareholder Rights Directive in August 2009. The regulations implementing this Directive increased the notice period for general meetings of the Company to 21 days unless shareholders have approved the calling of meetings on 14 days' notice. AGMs will continue to be held on at least 21 clear days' notice. This resolution seeks to renew the authority granted at last year's AGM.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

INFORMATION ON THE AGM VENUE

LOCATION

The 2015 AGM is being held at the offices of Linklaters LLP, the location of which is shown on the map below.



Transport details: How to get there by tube, train and car

NEAREST TUBE STATION
Moorgate or Barbican

NEAREST TRAIN STATION
Liverpool Street

AIRPORTS

London/Heathrow – LHR
Leave Heathrow Airport precinct in the direction of the M4. At the M4 turn left away from London and at the next junction leave the M4 and join the M25 heading North. At junction 16 of the M25 leave the M25 and join the M40/A40 going towards London. Follow the A40 along Marylebone Road, Euston Road and at King's Cross interchange follow signs for the City along Pentonville Road and City Road. At Finsbury Square turn right into Chiswell Street and Silk Street is the fourth turning on the left.

London/Gatwick – LGW

Leave Gatwick precinct heading towards the M23. Follow the M23/A23 towards London and at the Oval cricket ground join the A3. At the Elephant & Castle roundabout go on to Newington Causeway and continue straight on to cross London Bridge. Fork right into Gracechurch Street and then turn left into London Wall, right into Moorgate and left into Chiswell Street. Silk Street is the fourth turning on the left.

London/City Airport – LCY

From City Airport, follow the sign for Docklands. Pass the docks and follow the River. Drive west towards Westminster. At the Tower of London, turn right into the Minories then first left into Dukes Place and follow the road onto London Wall. Turn right into Moorgate and left into Chiswell Street. Silk Street is the fourth turning on the left.

SHAREHOLDER INFORMATION

PROXY VOTING

Shareholders are requested to complete and submit their Form of Proxy, whether or not they intend to attend the AGM.

Please complete, sign and return the form as soon as possible in accordance with the instructions printed on it. The Form of Proxy should be returned to Capita Asset Services as soon as possible, but in any event by no later than 9.30am on Wednesday, 13 May 2015. Alternatively, you may submit your proxy online at www.capitashareportal.com. CREST members wishing to use the CREST electronic appointment service are referred to note 6 of the Notice of AGM on page 7. Completion and return of the Form of Proxy will not prevent shareholders from attending in person and voting at the meeting should they subsequently decide to do so.

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): 0871 664 0300
(Calls cost 10p per minute plus network extras, lines are open 8.30am-5.30pm Mon-Fri)

Telephone (from overseas):
+44 20 8639 3399

Fax: +44 (0)1484 600 911

Enquiries relating to the administration of holdings of the Company's shares, such as change of address, change of ownership or dividend payments, should be directed to Capita at the address and telephone number above. Any queries from shareholders in Peru should be addressed to:

José Augusto Palma, General Counsel
Compañía Minera Ares
Calle La Colonia No.180
Urb. El Vivero
Santiago de Surco
Lima
Telephone: +511 317 2000

2015 Calendar

2015 half-year results announced:
August 2015

Financial year end:
31 December 2015