



BOARD AND SENIOR MANAGEMENT DIVERSITY POLICY

INTRODUCTION

Pan American Silver Corp. (the “**Company**”, “**Pan American**”, “**us**” or “**we**”) is an international silver mining company, with its primary business operations spread across North and South America. Pan American’s geographic breadth is further complemented by our regional and local diversity. As such, we enjoy a multi-faceted and multi-cultural work force that brings a wide array of experience, knowledge, background, culture and heritage to our business.

To us, diversity celebrates all of the varied characteristics that make individuals unique from one another. Whether diversity refers to such attributes as gender, ethnicity, age, race, religion, disability, cultural and socio-economic background, nationality, sexual orientation, language, educational background, or expertise, we believe supporting and increasing diversity will generate tangible benefits for our business. Diversity encourages varied perspectives and an enhanced ability to critically evaluate how we operate our Company and interact with our various stakeholders. Awareness and promotion of our diversity also fosters an inclusive work environment where individuals are treated fairly and with respect and are given equal opportunity to develop and advance. These attributes also assist us in integrating international business standards and practices into all of our operations, while being mindful of regional and local norms. In an ever-changing global environment, we believe that the benefits from diversity are key components in our long-term success.

The Company has developed an ***Inclusion & Diversity Policy*** that deals with diversity within the organization broadly, however, we also consider it important to have diversity amongst our senior management team and our board of directors (the “**Board**”) and we have developed this policy to emphasize our commitment to diversity at those levels.

SCOPE AND OBJECTIVE

This policy (the “**Diversity Policy**”) provides a basic framework within which the Company will consider the principle of diversity when recruiting, developing and appointing our senior management team¹ and our Board members, with the goal of having talented, knowledgeable persons with diverse experiences, backgrounds and perspectives guiding the Company.

COMPOSITION AND BUILDING DIVERSITY

The composition of our senior management team and the Board will ultimately reflect the particular skills, knowledge and experience that are required to effectively run our business. As such, recruitment,

¹ For the purposes of this Diversity Policy, the senior management team consists of persons in at least a director level position within the Company.



development and appointments for our senior management team and the Board will be primarily merit-based, with a particular focus on the functional expertise of the individual and their expected contributions to the Company. However, in addition to assessing the merits of any candidate against the expertise desired by the Company, due consideration will also be given to the present level of diversity within the leadership of the Company and the positive impact further diversity might have on the Company and its business. Gender diversity, in addition to racial or ethnic diversity, will be accorded particular attention when considering Board appointments with a view to increasing the representation of women and racially or ethnically diverse people amongst the Company's leadership. The Company's objectives are to maintain representation by women on the Board of at least 30% and to have at least one Board member who is racially or ethnically diverse.

IMPLEMENTATION, MONITORING AND REPORTING

Pursuant to its Charter, the Nominating and Governance Committee of the Board (the "**N&G Committee**") will have the most direct impact on developing diversity amongst Board members as a result of its oversight responsibilities on Board composition and function, and with regard to the nomination of candidates to fill Board vacancies. The N&G Committee is also responsible for reporting to the Board on governance matters, including diversity, and in doing so, may recommend any additional steps it deems appropriate in that regard.

The Chief Executive Officer (the "**CEO**") is responsible for providing executive leadership necessary to ensure the long-term success of the Company and, together with the Human Resources and Compensation Committee (the "**HRC Committee**"), to manage the succession planning process and make recommendations to the Board for the appointment of the Company's senior management team. As such, the CEO and the HRC Committee will encourage diversity in the senior management team by recognizing diversity as a key consideration when recruiting, hiring and promoting persons into senior management positions. Our Global Code of Ethical Conduct and our corporate policy against workplace bullying and harassment also support diversity and the maintenance of an inclusive work environment free from harassment and discrimination.

Nothing in this Diversity Policy shall be construed to condone engagement in actions that would violate any anti-discrimination, equal employment or other applicable laws or regulations.

REVIEW OF THIS POLICY

The N&G Committee will conduct a review of this Diversity Policy at least biennially and will report annually on the Company's adherence to this policy. In connection with such review, the N&G Committee will consider the effectiveness of the Company's approach to diversity and will recommend to the Board any changes that it thinks appropriate. The N&G Committee will also be responsible for reviewing the Company's public disclosure with respect to diversity.