



SHAREHOLDER ENGAGEMENT		
Date Effective: August 9, 2022	Date Revised: N/A	Policy No. CGI_LEG_POL_007
Department: Legal		Author: Legal
Approved by: Centerra Board of Directors		

GENERAL

1. Purpose of this Policy

Centerra Gold Inc. (“**Centerra**”) recognizes the importance of engaging in constructive and meaningful communications with its owners, Centerra’s shareholders, as part of its oversight and direction of the company. The purpose of this policy (the “**Policy**”) is to further Centerra’s board of directors’ (the “**Board**”) commitment to transparency and to facilitate open and sustained communication and engagement with shareholders consistent with Centerra’s Disclosure and Insider Trading Policy and its obligations to provide fair and accurate disclosure and maintain effective disclosure controls and procedures in accordance with applicable laws.

2. Shareholder Communications

Centerra seeks to regularly engage with shareholders through a variety of channels, including through its management information circular, quarterly reports, annual information form, news releases, web site and presentations at its annual meeting of shareholders as well as at news conferences, analysts’ conferences, and industry conferences. Centerra also holds media conference calls for year-end operating results and certain major corporate developments by way of webcasts after they are publicly disclosed and are accessible for a reasonable period through archived material posted on Centerra’s web site.

In particular, Centerra’s (i) corporate governance practices, discussion and analysis of executive and Board compensation, pay for performance philosophy and views on proposals submitted by shareholders for consideration are generally communicated annually in Centerra’s management information circular, and (ii) communications regarding its business, operations, financial results and strategy are generally provided by senior management periodically throughout the year at various conferences, conference calls, webcasts and by news releases.

3. Management - Shareholder Engagement

Management is principally responsible for shareholder communications and engagement, and as prescribed by the Disclosure and Insider Trading Policy, Centerra's CEO and his designates are Centerra's official spokesperson. Shareholders who wish to engage and communicate with management may do so by contacting the Investor Relations department at the following address:

Mailing Address: Centerra Gold Inc.
1 University Avenue, Suite 1500
Toronto, Ontario, Canada M5J 2P1
Attention: Director, Investor Relations

Phone: (416) 204-1953

Email: toby.caron@centerragold.com

4. Board - Shareholder Engagement

Centerra's Disclosure and Insider Trading Policy generally limits the authority to speak on behalf of Centerra, or communicate with investors, analysts and media, to Centerra's CEO and those individuals designated as "Spokespersons" by the CEO. Notwithstanding the foregoing, and in order to provide timely and meaningful feedback to the Board and to facilitate transparent and direct engagement between shareholders and the Board, members of the Board may meet with Centerra shareholders, shareholder organizations and governance groups, provided they first notify Centerra's Disclosure Committee. The intent of these discussions is for the Board to listen to Centerra shareholders and to explain publicly available material information, provided that all such discussions are subject to the overriding obligation not to make selective disclosure of a material fact or material change. At least two members of the Board or a member of the Board and a Spokesperson will be present at any such meeting with Centerra shareholders, shareholder organizations and governance groups in accordance with this Policy.

Generally, appropriate topics for discussion between members of the Board and Centerra shareholders may include:

- (a) Board and committee structure and composition (including diversity, tenure and independence);
- (b) Board, committee or director performance;
- (c) Board and executive succession planning;
- (d) CEO performance;
- (e) Corporate governance practices and disclosures;
- (f) Oversight of Centerra's strategy, environmental, social and sustainability stewardship and risk management framework; and
- (g) General Board oversight (including auditing, audit quality and internal controls).

Topics that are operational in nature or relate generally to Centerra’s business, operations, financial results, strategy and similar matters are most appropriately addressed by Centerra management.

The Board has designated the Corporate Secretary as its agent to receive and review communications and meeting requests addressed to the Board, any Board committee or any individual director. Shareholders may address communications to Board members as follows (marking the communication “Confidential – Board-Shareholder Engagement”):

Mailing Address: Centerra Gold Inc.
1 University Avenue, Suite 1500
Toronto, Ontario, Canada M5J 2P1

Attention: Corporate Secretary

Email: Yousef.Rehman@centerragold.com

The Chair of the Board, together with the Corporate Secretary and the Chair of the appropriate Board committee, as applicable, will consider each appropriate request and determine how to proceed. Board members, at their discretion, will be supported as necessary by management or other Centerra employees when communicating with Centerra shareholders. Any engagement with shareholders will be limited to an agenda and those shareholder representatives agreed to in advance, and are subject to compliance with all applicable laws and Centerra’s Disclosure and Insider Trading Policy, including restrictions regarding selective disclosure.

The Board has right to decline requests for such meetings for any reason it deems appropriate, including where the proposed topics are not appropriate and in order to limit the number of such meeting requests to a reasonable level and prioritize acceptances based on the interests of all Centerra shareholders.