

NEWMONT MINING CORP /DE/

Form DEF 14A

March 04, 2011

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement **Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2))**
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

Newmont Mining Corporation

**(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
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- (4) Proposed maximum aggregate value of transaction:
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Newmont Mining Corporation
6363 South Fiddlers Green Circle
Greenwood Village, Colorado 80111 USA

Notice of 2011 Annual Meeting of Stockholders

- Date of Meeting:** Tuesday, April 19, 2011
- Time:** 11:00 a.m., local time
- Place:** Hotel du Pont
11th and Market Streets
Wilmington, Delaware 19801
- Purpose:**
1. Elect directors;
 2. Ratify the Audit Committee's appointment of PricewaterhouseCoopers LLP as Newmont's independent auditors for 2011;
 3. Conduct an advisory vote on the compensation of the named executive officers;
 4. Conduct an advisory vote on the frequency of stockholders votes on executive compensation; and
 5. Transact such other business that may properly come before the meeting.
- Record Date:** February 18, 2011

Under the Securities and Exchange Commission rules, we have elected to use the Internet for delivery of annual meeting materials to our stockholders, enabling us to provide them with the information they need, while lowering the costs of delivery and reducing the environmental impact associated with our annual meeting.

All stockholders are cordially invited to attend the meeting in person. It is important that your shares be represented at the meeting whether or not you are personally able to attend. If you are unable to attend, please promptly vote your shares by telephone or Internet or by signing, dating and returning the enclosed proxy card at your earliest convenience. Voting by the Internet or telephone is fast, convenient, and enables your vote to be immediately confirmed and tabulated, which helps Newmont reduce postage and proxy tabulation costs. **Your vote is important so that your shares will be represented and voted at the meeting even if you cannot attend.**

By Order of the Board of Directors

Jeffrey K. Reeser
Vice President and Secretary

March 4, 2011

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 19, 2011**

**Our Notice of Meeting, Proxy Statement and Annual Report are available at
<http://bnymellon.mobular.net/bnymellon/nem>**

**2011 Proxy Statement
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PROXY STATEMENT

General Information

Notice of Internet Availability of Proxy Materials.

On or about March 10, 2011, we will furnish a Notice of Internet Availability of Proxy Materials to most of our stockholders containing instructions on how to access the proxy materials and to vote online. In addition, instructions on how to request a printed copy of these materials may be found on the Notice. For more information on voting your stock, please see "Voting Your Shares" below. If you received a Notice by mail, you will not receive a paper copy of the proxy materials unless you request such materials by following the instructions contained on the Notice. Your vote is important no matter the extent of your holdings.

Stockholders Entitled to Vote.

The holders of record of the following securities at the close of business on February 18, 2011 are entitled to vote at Newmont Mining Corporation's ("Newmont" or the "Company") 2011 Annual Meeting of Stockholders to be held on Tuesday, April 19, 2011 (the "Annual Meeting"):

common stock of Newmont, par value \$1.60 per share, of which there were 486,564,649 shares outstanding as of the record date; and

exchangeable shares of Newmont Mining Corporation of Canada Limited, a Canadian federal corporation ("Newmont Canada"), of which there were 6,703,999 shares as of the record date entitled to vote pursuant to the terms of the Newmont Special Voting Stock described below.

Voting Your Shares.

Newmont Common Stock. Each share of common stock that you own entitles you to one vote. Your Notice or proxy card shows the number of shares of common stock that you own. You may elect to vote in one of three methods:

By Mail - If you have received or requested a paper copy of the proxy materials, please date and sign the proxy card and return it promptly in the accompanying envelope.

By Internet - If you received a Notice of Internet Availability of Proxy Materials, you can access our proxy materials and vote online. Instructions to vote online are provided in the Notice.

In Person - You may attend the Annual Meeting and vote in person. We will give you a ballot when you arrive. If your stock is held in the name of your broker, bank or another nominee (a "Nominee"), then you must present a proxy from that Nominee in order to verify that the Nominee has not already voted your shares on your behalf.

If you hold Newmont Common Stock at your Broker - If your shares were held in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in "street name" and the Notice or proxy materials, as applicable, are being forwarded to you by that organization. Your voting instruction form from Broadridge or your Notice provides information on how to vote your shares. The

organization holding your account is considered the shareholder of record for purposes of voting at the Annual Meeting.

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If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, the organization that holds your shares may generally vote on routine matters such as ratification of auditors but cannot vote on non-routine matters, which now include matters such as votes for the election of directors and the Say-on-Pay and Say-When-On-Pay proposals. Thus, if the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, that organization will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a broker non-vote.

Newmont Exchangeable Shares. Each Newmont exchangeable share that you own has economic rights (such as the right to receive dividends and other distributions) that are, as nearly as practicable, equivalent to rights of shares of Newmont common stock. Holders of exchangeable shares have a right through a Voting and Exchange Trust Agreement (the Voting Agreement) to vote at stockholders' meetings of Newmont. The exchangeable shares, however, are not shares issued by Newmont and, therefore, a holder of exchangeable shares is not a registered stockholder of Newmont, but is a registered stockholder of Newmont Canada. The exchangeable shares are exchangeable at the option of the holders into the Company's common stock on a one-for-one basis. There are two ways to vote your exchangeable shares:

By Mail - You may vote by signing and returning the enclosed voting instruction form. This form permits you to instruct Computershare Trust Company of Canada, as trustee under the Voting Agreement (the Trustee), to vote at the Annual Meeting. The Trustee holds one share of special voting stock of Newmont (the Newmont Special Voting Stock) that is entitled to vote on all matters on which the shares of the Company's common stock vote. The Newmont Special Voting Stock has a number of votes in respect to the Annual Meeting equal to the lesser of (a) the number of exchangeable shares outstanding on the record date (other than the Company's exchangeable shares held by Newmont or its affiliates), or (b) 10% of the total number of votes corresponding to the common stock then outstanding. Based upon the foregoing, the Trustee will be entitled to cast up to 6,703,999 votes at the Annual Meeting. The Trustee must receive your voting instructions by 5:00 p.m. in Toronto, Ontario, Canada, on April 18, 2011. This will give the Trustee time to tabulate the voting instructions and vote on your behalf. The Trustee will exercise each vote attached to the Newmont Special Voting Stock only on the basis of instructions received from the relevant holders of exchangeable shares. In the absence of instructions from a holder as to voting, the Trustee will not have any voting rights with respect to such exchangeable shares.

In Person - You may attend the Annual Meeting and vote in person. As a holder of exchangeable shares, you may attend the Annual Meeting in person to vote directly the number of votes to which you are entitled under the Voting Agreement. Please refer to the Notice to Exchangeable Shareholders and Voting Instruction Form for additional instructions on voting at the meeting.

Quorum, Tabulation and Broker Non-Votes and Abstentions.

Quorum. The holders of a majority of the outstanding shares of capital stock of the Company entitled to vote at the Annual Meeting must be present in person or represented by proxy in order to constitute a quorum for all matters to come before the meeting. For purposes of determining the presence of a quorum, shares of capital stock of the Company include all shares of common stock and the maximum number of shares of common stock that the Trustee of the Newmont exchangeable shares is entitled to vote at the Annual Meeting.

Tabulating Votes and Voting Results. Votes at the Annual Meeting will be tabulated by two inspectors of election who will be appointed by the Chairman of the meeting and who will not be candidates for election to the Board of Directors. The inspectors of election will treat shares of capital stock represented by a properly signed and returned

proxy as present at the Annual Meeting for purposes of determining a quorum, without regard to whether the proxy is marked as casting a vote or abstaining.

Broker Non-Votes and Abstentions. Abstentions and broker non-votes as to particular matters are counted for purposes of determining whether a quorum is present at the Annual Meeting. Abstentions are counted in tabulations of the votes cast on proposals presented to stockholders, whereas broker non-votes are not counted for purposes of determining whether a proposal has been approved. Abstentions have the same effect as votes against

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proposals presented to stockholders. A broker non-vote occurs when a nominee holding shares for a beneficial owner votes on one proposal, but does not vote on another proposal because the nominee does not have discretionary voting power and has not received instructions to do so from the beneficial owner.

Votes Required to Approve the Proposals.

Proposal	Vote Required
Election of Directors	Majority of votes cast for the Nominees.
Ratification of independent auditors for 2011	Majority of stock present in person or by proxy and entitled to vote on the Ratification.
Advisory vote on compensation of named executive officers	Non-binding advisory vote majority of stock present in person or by proxy and entitled to vote.
Advisory vote on frequency of stockholders votes on executive compensation	Non-binding advisory vote majority of stock present in person or by proxy and entitled to vote.

Election of Directors. Beginning January 1, 2010, brokers, banks and other financial institutions can no longer vote your stock on your behalf for the election of directors if you have not provided instructions on your voting instruction form, by telephone or internet. For your vote to be counted, you must submit your voting instructions to your broker or custodian.

Ratify PricewaterhouseCoopers LLP as the Company's Independent Auditors for 2011. The affirmative vote of a majority of the shares present and entitled to vote, in person or by proxy, at the Annual Meeting is required to ratify the Audit Committee's appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for 2011.

Advisory Votes. Because the votes on these proposals are advisory in nature, they will not (1) affect any compensation already paid or awarded to any named executive officer, (2) be binding on or overrule any decisions by the Board of Directors, (3) create or imply any additional fiduciary duty on the part of the Board of Directors, and (3) restrict or limit the ability of stockholders to make proposals for inclusion in proxy materials related to executive compensation. See Proposal No. 3 Advisory Vote on the Compensation of the Named Executive Officers and Proposal No. 4 Advisory Vote on the Frequency of Stockholders Votes on Executive Compensation for a description of these proposals.

Other Items. If any other items are presented at the Annual Meeting, they must receive an affirmative vote of a majority of the shares present and entitled to vote, in person or by proxy, in order to be approved.

Revocation of Proxy or Voting Instruction Form.

Revocation of Newmont Common Stock Proxy. A stockholder who executes a proxy may revoke it by delivering to the Secretary of the Company, at any time before the proxies are voted, a written notice of revocation bearing a later date than the proxy, or by attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not in and of itself constitute a revocation of a proxy). A stockholder also may substitute another person in place of those persons presently named as proxies. Written notice revoking or revising a proxy should be sent to the attention of the Secretary, Newmont Mining Corporation, at 6363 South Fiddlers Green Circle, Greenwood Village, Colorado 80111 USA.

Revocation of Newmont Exchangeable Shares Voting Instruction Form. A registered holder of Newmont exchangeable shares who has submitted a Voting Instruction Form may revoke the Voting Instruction Form by

completing and signing a Voting Instruction Form bearing a later date and depositing it with the Trustee. No notice of revocation or later-dated Voting Instruction Form, however, will be effective unless received by the Trustee prior to 5:00 p.m., Toronto time, on April 18, 2011.

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A non-registered holder of Newmont exchangeable shares may revoke a Voting Instruction Form at any time by written notice to the intermediary, except that an intermediary is not required to act on a revocation of a Voting Instruction Form that is not received by the intermediary at least ten days prior to the Annual Meeting.

Solicitation Costs.

The cost of preparing and mailing the Notice of Internet Availability of Proxy Materials, requests for proxy materials, and the cost of solicitation of proxies on behalf of the Board of Directors will be borne by the Company. The proxy materials will be mailed to the holders of the Company's common stock, and Newmont exchangeable shares, on March 10, 2011. In addition, solicitation of proxies and voting instruction forms may be made by certain officers and employees of the Company by mail, telephone or in person. The Company has retained Georgeson Inc. to aid in the solicitation of brokers, banks, intermediaries and other institutional holders in the United States and Canada for a fee of \$15,000. All costs of the solicitation will be borne by the Company. The Company also will reimburse brokerage firms and others for their expenses in forwarding proxy materials to beneficial owners of common stock and exchangeable shares.

Notes to Participants in Newmont Employee Retirement Savings Plans.

Participants in the Retirement Savings Plan of Newmont and Retirement Savings Plan for Hourly-Rated Employees of Newmont. If you are a participant in the Retirement Savings Plan of Newmont or Retirement Savings Plan for Hourly-Rated Employees of Newmont (401(k) Plans) and hold the Company's common stock under either of the 401(k) Plans, you will be furnished a Notice of Internet Availability of Proxy Materials containing instructions on how to access the proxy materials and to vote online. In addition, instructions on how to request a printed copy of these materials may be found on the Notice. The 401(k) Plans are administered by Vanguard, as trustee. The trustee, as the stockholder of record of the Company's common stock held in the plans, will vote the shares held for you in accordance with the directions you provide. If you do not vote your shares by 11:59 p.m. Eastern time on April 15, 2011, the Trustee will vote your common shares in the 401(k) Plans in the same proportion as it votes shares as to which directions have been received.

Stockholder Proposals for the 2012 Annual Meeting.

For a stockholder proposal, including a proposal for the election of a director, to be included in the proxy statement and form of proxy for the 2012 Annual Meeting, the proposal must have been received by us at our principal executive offices no later than November 11, 2011. Proposals should be sent to the attention of the Secretary of the Company at 6363 South Fiddlers Green Circle, Greenwood Village, Colorado 80111 USA. We are not required to include in our proxy statement and form of proxy a stockholder proposal that was received after that date or that otherwise fails to meet the requirements for stockholder proposals established by SEC regulations.

In addition, under our By-Laws, stockholders must give advance notice of nominations for directors or other business to be addressed at the 2012 Annual Meeting no later than the close of business on February 17, 2012. The advance notice must be delivered to the attention of the Secretary of the Company at 6363 South Fiddlers Green Circle, Greenwood Village, Colorado 80111 USA.

Voting Results.

The results of the voting at the 2011 Annual Meeting of Stockholders will be reported on Form 8-K and filed with the Securities and Exchange Commission within four business days after the end of the meeting.

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Proposal No. 1 Election of Directors

Voting for Directors.

If you hold your Newmont stock through a broker, bank or other financial institution, your Newmont stock will no longer be voted on your behalf on the election of directors unless you complete and return the voting instruction form or follow the instructions provided to you to vote your stock via telephone or the internet. If you do not instruct your broker, bank or other financial institution how to vote, your votes will be counted as broker non-votes and your shares will not be represented in the election of directors vote at the Annual Meeting.

Majority Vote Standard for the Election of Directors.

Our By-Laws were amended to require that in an uncontested election each director will be elected by a vote of the majority of the votes cast, which means the number of votes cast for a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes to withhold authority, but shall exclude abstentions. Votes will not be deemed cast if no authority or direction is given.

If a nominee for director does not receive the vote of at least a majority of votes cast at the Annual Meeting, it is the policy of the Board of Directors that the director must tender his or her resignation to the Board. In such a case, the Corporate Governance and Nominating Committee will make a recommendation to the Board whether to accept or reject the tendered resignation, or whether other action should be taken, taking into account all of the facts and circumstances. The director who has tendered his or her resignation will not take part in the deliberations. For additional information, our Corporate Governance Guidelines are available on our website at www.newmont.com/our-investors/our-governance.

Director Skills and Qualifications.

In addition to meeting the minimum qualifications set out by the Board of Directors under Director Nomination Process and Review of Director Nominees, each nominee also brings a strong and unique backgrounds and set of skills to the Board, giving the Board, as a whole, competence and experience in a wide variety of areas, including board service, corporate governance, compensation, executive management, private equity, finance, mining, operations, manufacturing, marketing, government, law, international business and health, safety, environmental and social responsibility. The unique background, skills and qualifications that led the Board of Directors and the Corporate Governance and Nominating Committee to the conclusion that each of the nominees should serve as a director for Newmont are set forth in the Nominees section below.

Board of Directors Recommendation.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR ALL OF THE FOLLOWING NOMINEES AND, UNLESS A STOCKHOLDER GIVES INSTRUCTIONS ON THE PROXY CARD TO THE CONTRARY, THE PROXIES NAMED THEREON INTEND SO TO VOTE.

Nominees.

Each of the 10 persons named below is a nominee for election as a director at the Annual Meeting for a term of one year or until his/her successor is elected and qualifies. Unless authority is withheld, the proxies will be voted for the election of such nominees. All such nominees are currently serving as directors of the Company. All such nominees

were elected to the Board of Directors at the last Annual Meeting. If any such nominees cannot be a candidate for election at the Annual Meeting, then the proxies will be voted either for a substitute nominee designated by the Board of Directors or for the election of only the remaining nominees.

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The following table sets forth information as to each nominee for election, including his or her age (as of the Record Date), and background, including his or her principal occupation during the past five years, current directorships, and skills and qualifications, of each nominee:

Glen A. Barton, 71, Retired Chairman and Chief Executive Officer of Caterpillar Inc., having served in that position from 1999 to 2004. Vice Chairman thereof from 1998 to 1999 and Group President from 1990 to 1998.

Director Qualifications:

CEO/Executive Management Skills Experience as former Chairman, Director and Chief Executive Officer of Caterpillar Inc. and other senior executive positions noted above.

Financial Expertise Prior service on the Audit Committee of the Board of Directors of Inco Limited and financial oversight experience in senior executive roles.

International Experience Prior service on the International Committee of the Board of Directors of Valmont Industries, Inc. and experience as a senior executive of an international corporation, Caterpillar Inc.

Compensation Expertise Prior service on the Company's Compensation Committee, including as Chairman, and participation in compensation, benefits and related decisions in senior executive roles. Member on the Valmont Industries, Inc. Compensation Committee, including as acting Chairman.

Board Experience:

Service on the Company's Board of Directors since 2001, including prior service as Lead Director during 2004 to 2007. Prior service on the boards of several other companies, including Inco Limited and Caterpillar Inc., and current director of Valmont Industries, Inc.

Vincent A. Calarco, 68, Non-Executive Chairman of Newmont Mining Corporation from 2008 to present. Former Chairman of Crompton Corporation (now known as Chemtura Corporation), a specialty chemical company, having served in that position from 1996 to 2004. President and Chief Executive Officer thereof from 1985 to 2004.

Director Qualifications:

CEO/Executive Management Skills Experience as Chairman, President and Chief Executive Officer of Crompton Corporation and Non-Executive Chairman of Newmont.

Financial Expertise Experience serving on the Company's Audit Committee and as the Chairman of the Audit Committee of the Board of Directors of Consolidated Edison of New York. Extensive financial oversight experience in senior management roles.

International Experience Extensive senior executive experience working with multinational operations at Crompton Corporation, which has global manufacturing facilities on five continents and conducts business in over 120 countries, as well as experience establishing inter-industry relationships and negotiating product safety regulations as Chairman of several domestic and international chemical industry trade associations.

Operational and Industry Expertise Extensive experience in the chemical industry, a process industry with similar operating characteristics and issues, and prior service on the Board of Directors of a copper mining company, Asarco Corporation.

Compensation Expertise Current service as Chairman of the Compensation Committee of Citadel Plastics and participation in compensation, benefits and related decisions in senior executive roles.

Board Experience:

Service on the Company's Board of Directors since 2000, as well as on the boards of several other companies, including as a current director of Consolidated Edison, Inc. and CPG International Inc., and prior service as a director at Asarco Corporation.

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Joseph A. Carrabba, 58, Chairman, President and Chief Executive Officer of Cliffs Natural Resources Inc., formerly Cleveland-Cliffs Inc, since May 2007. Served as the Company's President and Chief Executive Officer from 2006 to 2007 and as President and Chief Operating Officer from 2005 to 2006. Previously served as President and Chief Operating Officer of Diavik Diamond Mines, Inc. from 2003 to 2005.

Director Qualifications:

CEO/Executive Management Skills Experience as Chairman, President and Chief Executive Officer of Cliffs Natural Resources Inc. and other executive management positions noted above.

Financial Expertise Extensive financial management experience in senior executive roles.

Operational and Industry Expertise Operational experience in the mining industry, including as former President and Chief Operating Officer of Cliffs Natural Resources Inc., former President and Chief Operating Officer of Diavik Diamond Mines, Inc. and former General Manager of Weipa Bauxite Operation of Comalco Aluminum. Awarded a Bachelor's Degree in Geology from Capital University.

International Experience Extensive senior executive experience working with multinational mining operations, including with Cliffs Natural Resources Inc., which has operations in North America, Australia, Latin America and Asia.

Health, Safety, Environmental and Social Responsibility Experience Experience serving on the Company's Operations and Safety Committee and the Environmental and Social Responsibility Committee.

Board Experience:

Service on the Company's Board of Directors since 2007, as well as on the boards of several other companies, including as a current director of Cliffs Natural Resources Inc. and KeyCorp.

Noreen Doyle, 61, Retired First Vice President of the European Bank for Reconstruction and Development (EBRD), having served in that position from 2001 to 2005, and in other executive positions with the EBRD since 1992.

Director Qualifications:

Financial Expertise Extensive experience in banking and finance at Bankers Trust Company and at the EBRD, including experience as head of risk management and head of banking at EBRD. Experience serving on the Company's Audit Committee, including as Chair, and the Audit Committees of the Board of Directors of QinetiQ Group plc and Rexam PLC.

International Experience Extensive senior executive experience working with businesses, global and local, and governments throughout eastern Europe and the former Soviet Union.

Health, Safety, Environmental and Social Responsibility Experience Experience serving on the Company's Environmental and Social Responsibility Committee.

Board Experience:

Service on the Company's Board of Directors since 2005, as well as on the boards of several other companies, including as a current director of Credit Suisse Group, QinetiQ plc and Rexam PLC. Member of advisory panels for Macquarie European Infrastructure Fund and Macquarie Renaissance Infrastructure Fund.

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Veronica M. Hagen, 65, Chief Executive Officer of Polymer Group, Inc. since April 2007. President and Chief Executive Officer of Sappi Fine Paper North America from 2004 to 2007. Executive positions with Alcoa, Inc. since 1998, including Vice President and Chief Customer Officer from 2003 to 2004 and Vice President, Alcoa North American Extrusions from 2001 to 2003.

Director Qualifications:

CEO/Executive Management Skills Experience as Chief Executive Officer of Polymer Group, Inc., and former President and Chief Executive Officer of Sappi Fine Paper North America.

Industry and Operational Expertise Extensive mining industry experience, including in executive positions with Alcoa, Inc., an international aluminum producer, for over 10 years, including as former Vice President and Chief Customer Officer and former Vice President, Alcoa North American Extrusions.

International Experience Extensive senior executive experience including Chief Executive Officer of Polymer Group Inc., a company operating manufacturing facilities in seven countries.

Health, Safety, Environmental and Social Responsibility Experience Experience serving on the Company's Operations and Safety Committee and prior experience on the Environmental and Social Responsibility Committee.

Compensation Expertise Experience serving as a member of the Company's Compensation Committee. Participation in compensation, benefits and related decisions in senior executive roles.

Board Experience:

Service on the Company's Board of Directors since 2005, as well as on the boards of several other companies, including as a current director of Southern Company. Former director of Jacuzzi Brands, Inc.

Michael S. Hamson, 70, Chairman, Hamson Consultants Pty Ltd, a consulting company, since 1987; Joint Chairman and Chief Executive Officer of McIntosh Hamson Hoare Govett Limited (now Merrill Lynch Australia) from 1972 to 1986 and Director and Deputy Chairman of Normandy Mining Limited from 1987 to 2002.

Director Qualifications:

CEO/Executive Management Skills Experience as Chairman, Hamson Consultants Pty Ltd and former Joint Chairman and Chief Executive Officer of McIntosh Hamson Hoare Govett Limited.

Financial Expertise Experience serving on the Company's Audit Committee, the Audit Committee of the Board of Directors of Genesis Emerging Markets Fund Ltd., membership in the Charter Accountants Institute and financial management experience in senior executive roles.

Legal Expertise Extensive experience as practicing lawyer in multiple jurisdictions.

Industry and Operational Expertise Experience as Director and Deputy Chairman of Normandy Mining Limited from 1987 to 2002.

International Experience Extensive senior executive experience working in global banking activities with McIntosh Hamson Hoare Govett Limited.

Board Experience:

Service on the Company's Board of Directors since 2002, as well as on the boards of several other companies, including as a current director of Genesis Emerging Markets Fund Ltd.

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Richard T. O'Brien, 56, President and Chief Executive Officer of Newmont since July 2007. President and Chief Financial Officer of Newmont from April 2007 to July 2007; Executive Vice President and Chief Financial Officer during 2006 and 2007 and Senior Vice President and Chief Financial Officer from 2005 to 2006. Executive Vice President and Chief Financial Officer and Senior Vice President and Chief Financial Officer of AGL Resources from 2001 to 2005.

Director Qualifications:

CEO/Executive Management Skills President and Chief Executive Officer of the Company and other senior executive positions noted above.

Financial Expertise Extensive financial management experience in executive roles, including as President and Chief Financial Officer of the Company and other executive management positions noted above. Experience serving on the Audit Committees of Inergy Holdings, L.P. and Vulcan Materials Company. Awarded a Bachelor of Arts degree in economics from the University of Chicago.

Industry and Operational Experience Over 20 years of broad financial and operational experience in the energy, power and natural resources businesses.

International Experience Extensive senior executive experience working with the Company's multinational mining operations.

Compensation Expertise Participation in compensation, benefits and related decisions in senior executive roles.

Legal Expertise Awarded a Doctor of Jurisprudence degree from Lewis and Clark College, Northwestern School of Law.

Board Experience:

Service on the Company's Board of Directors since 2007, as well as on the boards of several other companies, including as a current director of Inergy Holdings, L.P. and Vulcan Materials Company.

John B. Prescott, 70, Chairman of QR National Limited (QR) (formerly known as QR Limited and Queensland Rail since 2006). Retired Chairman of ASC Pty Ltd from 2000 to 2009. Retired executive of The Broken Hill Proprietary Company Limited (now BHP Billiton Ltd (BHP)), and Managing Director and Chief Executive Officer thereof from 1991 to 1998.

Director Qualifications:

CEO/Executive Management Skills Experience as Chairman of QR, and other executive management positions noted above.

Financial Expertise Extensive financial management experience in executive roles and served on the Audit Committee of the Board of Directors of QR.

Industry and Operational Experience Experience in the mining industry as a senior executive with BHP, a natural resource company, and as a former director of Normandy Mining Limited, a mining company.

International Experience Extensive senior executive experience working with multinational mining operations.

Compensation Expertise Experience serving on the Company's Compensation Committee and participation in compensation, benefits and related decisions in senior executive roles. Managing Director of BHP. Member of Compensation committees of ASC Pty Ltd and QR.

Health, Safety, Environmental and Social Responsibility Experience Experience serving on the Company's Operations and Safety Committee, including as Chairman, and on the Environmental and Social Responsibility Committee.

Board Experience:

Service on the Company's Board of Directors since 2002, as well as on the boards of several other companies, including prior service as a director at ASC Pty Ltd, BHP and Normandy Mining Limited.

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Donald C. Roth, 67, Managing Partner of EMP Global LLC, an international private equity firm, since 1992. Member of Advisory Committee to the National Treasury Management Agency, Republic of Ireland, since 1990. Vice President and Treasurer of the World Bank from 1988 to 1992.

Director Qualifications:

Financial Expertise Extensive financial management experience in various roles, including as former Vice President and Treasurer of the World Bank, as Chairman of the Audit Committee of Ireland's National Pension Reserve Fund, and other executive management positions noted in the table above.

International Experience Extensive experience in international investment banking and capital markets.

Compensation Expertise Experience serving as a member of the Company's Compensation Committee, including as Chairman. Participation in compensation, benefits and related decisions in senior executive roles.

Board Experience:

Service on the Company's Board of Directors since 2004, as well as on the boards of several other companies, including as a current director of ISEQ Exchange Traded Fund Public Limited Company (Ireland).

Simon R. Thompson, 51, Executive for the Anglo American group from 1995 to 2007; Executive Director of Anglo American plc from 2005 to 2007; Non-Executive Director of AngloGold Ashanti Ltd (South Africa) from 2004 to 2008; and Non-Executive Director of United Company Rusal (Russia) from 2007 to 2009.

Director Qualifications:

Financial Expertise Over 15 years experience in merchant and investment banking and financial management experience in executive roles. Service on the Audit Committee of the Boards of Directors of AMEC plc and Sandvik AB.

International Experience Extensive experience in international investment banking, as well as multinational mining experience with Anglo American, which operates in Africa, Europe, South and North America, Australia and Asia.

Industry and Operational Experience Over 15 years experience in the mining industry, including as former Chief Executive of Anglo Base, the base metals mining division of Anglo America, and other positions noted in the table above. Awarded a Masters Degree in Geology from Oxford University.

Health, Safety, Environmental and Social Responsibility Expertise Experience acting as Chairman of the Health, Safety and Environment committee of United Company Rusal and Chairman of the Compliance and Ethics committee of AMEC plc. Serves on the Company's Operations and Safety Committee and as Chairman of the Environmental and Social Responsibility Committee. Member of Remuneration Committee of AMEC plc in 2010.

Board Experience:

Service on the Company's Board of Directors since 2008, as well as on the boards of several other companies, including as the current Non-Executive Director of AMEC plc (United Kingdom) and Sandvik AB (Sweden).

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Director Nomination Process and Review of Director Nominees.

We have established a process for identifying and nominating director candidates that has resulted in the election of a highly-qualified and dedicated Board of Directors. The following is an outline of the process for nomination of candidates for election to the Board: (a) the Chief Executive Officer, the Corporate Governance and Nominating Committee or other members of the Board of Directors identify the need to add new Board members, with careful consideration of the mix of qualifications, skills and experience represented on the Board of Directors; (b) the Chairman of the Corporate Governance and Nominating Committee coordinates the search for qualified candidates with input from management and other Board members; (c) the Corporate Governance and Nominating Committee engages a candidate search firm to assist in identifying potential nominees, if it deems such engagement necessary and appropriate; (d) selected members of management and the Board of Directors interview prospective candidates; and (e) the Corporate Governance and Nominating Committee recommends a nominee and seeks full Board endorsement of the selected candidate, based on its judgment as to which candidate will best serve the interests of Newmont's stockholders.

The Board of Directors has determined that directors should possess the following minimum qualifications: (a) the highest personal and professional ethics, integrity and values; (b) commitment to representing the long-term interest of the stockholders; (c) broad experience at the policy-making level in business, government, education, technology or public interest; and (d) sufficient time to effectively fulfill duties as a Board member. The Corporate Governance and Nominating Committee considers any candidates submitted by stockholders on the same basis as any other candidate. Any stockholder proposing a nomination should submit such candidate's name, along with curriculum vitae or other summary of qualifications, experience and skills to the Secretary, Newmont Mining Corporation, 6363 South Fiddlers Green Circle, Greenwood Village, Colorado 80111 USA.

Newmont considers diversity, age and skills in deciding on nominees. The Corporate Governance and Nominating Committee considers a broad range of diversity, not limited to merely race, gender or national origin, but considering all relevant background and experience. We consider this through discussions at the Corporate Governance and Nominating Committee meetings. In evaluating a director candidate, the Corporate Governance and Nominating Committee considers factors that are in the best interests of the Company and its stockholders.

Independence of Directors.

The Board affirmatively determines the independence of each director and each nominee for election as director. For each individual deemed to be independent, the Board has determined (a) that there is no relationship with the Company, or (b) the relationship is immaterial. The Board has considered the independence standards of the New York Stock Exchange and adopted more stringent categorical independence standards described below.