

EXHIBIT E

**May 1, 2023 Riot Platforms, Inc. Proxy
Statement, excerpted (cover and pages 22-23)**

[TABLE OF CONTENTS](#)

**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, as Amended

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 under Section 240.14a-12

RIOT PLATFORMS, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required
- ☐ Fee paid previously with preliminary materials:
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

TABLE OF CONTENTS**DIRECTOR COMPENSATION**

It is the Board's practice to maintain a fair and straightforward non-employee director compensation program that is also designed to be competitive with director compensation programs of the Company's peers. The Compensation Committee periodically reviews the type and form of compensation paid to our non-employee directors in consultation with independent compensation consultants the Committee engages from time to time and recommends, for approval by the Board, the amount and form of director compensation. In recommending changes to the Company's director compensation package, the Compensation Committee reviews market data provided by independent compensation consultants and considers whether any changes in director compensation are required to enable the Company to retain talented Board members, who, as members of the Board, are responsible for setting the Company's strategic vision, overseeing its growth and development, and in alignment with its stockholders' interests.

Board members who are also our employees receive no compensation for their service as Board members. Our directors who also served as executive officers, Messrs. Yi and Les, did not receive additional compensation for their services as directors for the year ended December 31, 2022.

Director Stock Ownership Guidelines

We believe stock ownership by our non-employee directors aligns their interests with the interests of our stockholders. Accordingly, our Board has established Stock Ownership Guidelines (the "Guidelines") for our non-employee directors who receive equity grants as part of their compensation for serving as such. Such guidelines are expressed as a multiple of each director's annual cash retainer. It is anticipated that each director should be able to achieve these Guidelines within five (5) years of the effective date of the Guidelines, January 10, 2022, or if newly appointed to the Board, within five (5) years of joining the Board.

Equity Compensation

On September 27, 2022, the Company converted all unvested shares of restricted stock units ("RSUs") into an equal number of restricted shares of Riot common stock ("RSAs"). Generally, on the date of each annual general meeting of stockholders, each of our non-employee directors is granted RSAs, subject to any interim adjustments authorized by the Compensation Committee and approved by the Board. The RSAs granted to non-employee directors vest in quarterly installments beginning on the first quarter following the date of grant (on the same day of the month as the date of grant) subject to continued service through each vesting date. Directors who are appointed mid-year receive a pro-rated RSA grant based on the number of months between their appointment date and the date of our next annual general meeting of stockholders.

TABLE OF CONTENTS**Director Compensation Table**

The compensation paid or awarded for 2022, denominated in U.S. Dollars, to our directors, as of December 31, 2022 is set forth in the table below.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)⁽¹⁾	All Other Compensation (\$)	Total (\$)
Benjamin Yi⁽²⁾	-	-	-	-
Jason Les⁽³⁾	-	-	-	-
Hubert Marleau⁽⁴⁾	100,000	1,012,267	-	1,112,267
Hannah Cho⁽⁵⁾	100,000	1,012,267	-	1,112,267
Lance D'Ambrosio⁽⁶⁾	100,000	1,012,267	-	1,112,267

(1) The "Stock Awards" column reflects the aggregate grant date fair value for RSAs granted during the fiscal year ended December 31, 2022, computed in accordance with FASB ASC Topic 718. See Note 12 to our consolidated financial statements included in our 2022 Annual Report on Form 10-K for details as to the assumptions used to determine the grant date fair value of the restricted stock awards. The aggregate number of stock awards outstanding at fiscal year ended December 31, 2022 is 13,808,925, including 12,774,724 unvested shares, as reported in our 2022 Annual Report on Form 10-K.

(2) Mr. Yi currently serves as our Executive Chairman, making him an executive officer of the Company. He received no additional compensation for his services as a director of the Board in 2022.

(3) On February 8, 2021, Mr. Les was appointed as our Chief Executive Officer and received no additional compensation for his services as a director on the Board for 2022.

(4) Mr. Marleau currently serves as an independent director on our Board and as Chair of its Governance Committee. Stock awards includes 12,500 shares of RSUs granted at a fair value of \$20.09, as of January 10, 2022, and 111,441 shares of RSAs granted at a fair value of \$6.83, as of September 27, 2022 issued under the Company's 2019 Equity Plan pursuant to equity award agreements between Mr. Marleau and the Company as compensation for Mr. Marleau's service as a director for the fiscal year ending December 31, 2023. Pursuant to the equity award agreement, such grants were eligible to vest in four quarterly installments convertible into shares of our common stock, on a one-for-one basis and such RSAs are eligible to vest, if at all, in four equal quarterly tranches after the grant date.

(5) Ms. Cho currently serves as an independent director on our Board and as Chair of its Compensation Committee. Stock awards includes 12,500 RSUs granted at a fair value of \$20.09, as of January 10, 2022, and 111,441 shares of RSAs granted at a fair value of \$6.83, as of September 27, 2022 issued under the Company's 2019 Equity Plan pursuant to an equity award agreement between Ms. Cho and the Company as compensation for Ms. Cho's service as a director for the fiscal year ending December 31, 2023. Pursuant to the equity award agreement, these grants were eligible to vest in four quarterly installments convertible into shares of our common stock, on a one-for-one basis and such RSAs are eligible to vest, if at all, in four equal quarterly tranches after the grant date.

(6) Mr. D'Ambrosio currently serves as an independent director on our Board and as Chair of its Audit Committee. Stock awards includes 12,500 RSUs granted at a fair value of \$20.09, as of January 10, 2022, and 111,441 shares of RSAs granted at a fair value of \$6.83, as of September 27, 2022 issued under the Company's 2019 Equity Plan pursuant to an equity award agreement between Mr. D'Ambrosio and the Company, as amended, as compensation for Mr. D'Ambrosio's service as a director for the fiscal year ending December 31, 2023. Pursuant to the equity award agreement, these grants were eligible to vest in four quarterly installments convertible into shares of our common stock, on a one-for-one basis and such RSAs are eligible to vest, if at all, in four equal quarterly tranches after the grant date.