

**CORECIVIC, INC.**  
**(THE “COMPANY”)**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**  
(Adopted by the Board of Directors effective December 13, 2018)

**A. PURPOSE**

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) is to:

- Identify individuals qualified to become members of the Board, consistent with such criteria as approved by the Board from time to time or as set forth in the Company’s Corporate Governance Guidelines (the “Guidelines”);
- Recommend to the Board the persons to be nominated by the Board for election as directors and to fill any vacancies on the Board and the persons for appointment to Board committees;
- Develop and recommend to the Board, and from time to time evaluate, the Guidelines and otherwise take a leadership role in shaping and evaluating the corporate governance of the Company; and
- Oversee the evaluation of the Board and the executive management team of the Company.

**B. STRUCTURE AND MEMBERSHIP**

1. Number. The Committee shall consist of at least three members of the Board. Any member of the Committee may resign at any time by giving written notice of his or her resignation to the Chair.
2. Independence. Except as otherwise permitted by the applicable rules of the New York Stock Exchange, each member of the Committee shall be an “independent director” as determined in accordance with the applicable rules of the New York Stock Exchange.
3. Compensation. The compensation of Committee members shall be as determined by the Board or any committee thereof.
4. Selection and Removal. Members of the Committee and the Committee Chair shall be appointed by the Board. The Board may remove members of the Committee from such committee, with or without cause.

## C. AUTHORITY AND RESPONSIBILITIES

### General

1. The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

### Board and Committee Membership

2. Selection of Director Nominees. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee shall be responsible for (i) identifying and evaluating individuals qualified to become Board members, (ii) recommending, prior to any meeting where an election of directors is to be held, to the Board the persons to be nominated by the Board for election or reelection as directors, including any nominees submitted by stockholders in accordance with the provisions of the Company's bylaws and (iii) recommending, after a vacancy has arisen or a director has submitted his or her resignation, to the Board the persons to be appointed to fill such vacancies.
3. Criteria for Selecting Directors. The Board's criteria for selecting directors are as set forth in the Guidelines. The Committee shall use such criteria and the principles set forth in such Guidelines to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on at least an annual basis, (a) the organization of the Board in terms of Board procedures, size and membership, and (b) the composition of the Board in terms of independence, expertise, experience and special knowledge required for the effective discharge of the Board's responsibilities, and recommend to the Board any changes the Committee believes appropriate or desirable.
4. Majority Vote Withhold Policy. In accordance with the Company's Majority Withhold Vote policy, as set forth in the Guidelines, the Committee shall evaluate the appropriateness of continued Board membership of any director who, in an uncontested election, receives a greater number of votes "against" than votes "for" his or her election and make a recommendation to the Board as to the action, if any, it deems appropriate to be taken with respect to the voting results.
5. Search Firms. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
6. Selection of Committee Members and Chairs. The Committee shall be responsible for reviewing with the Board, on at least an annual basis, the structure and membership of the Board committees, and will recommend to the Board any changes the Committee believes appropriate or desirable. In addition, the Committee shall be responsible for

recommending to the Board the directors to be appointed to each committee of the Board as well a chair for each committee.

7. Report Regarding Committee Functions and Communications Between Security Holders and Boards of Directors. The Committee shall be responsible for the preparation of the disclosures required by Schedule 14A of the Securities Exchange Act of 1934, as amended, to be included in the Company's proxy statement relating to Committee functions and communications between the Company's stockholders and the Board. The Committee also shall be responsible for reviewing periodically, and at least on an annual basis, the Company's policies and procedures underlying such disclosures and, where the Committee deems it appropriate, recommending to the Board changes to such policies and procedures.

#### **Corporate Governance**

8. Corporate Governance Guidelines. The Committee shall, from time to time as it deems appropriate, but not less than annually, review and reassess the adequacy of the Guidelines and recommend any proposed changes to the Board for approval.
9. Other Corporate Governance Matters. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

#### **Evaluation of the Board; Succession Planning**

10. Evaluation of the Board and Committees. The Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and be responsible for preparation of an assessment of the Board's performance, to be discussed with the Board.
11. Succession of Senior Executives. The Committee of the Board shall be responsible for working with the Chief Executive Officer, the Chairman, and the Compensation Committee to plan for Chief Executive Officer succession, as well as to develop plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence and to ensure that adequate succession plans are in place for other members of the Company's executive management and other key personnel within the Company. Succession planning may be reviewed more frequently by the Committee as it deems warranted.

#### **D. PROCEDURES AND ADMINISTRATION**

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Committee shall be entitled to form and delegate any or all of its responsibilities to one or more subcommittees (including a subcommittee consisting of a single member) to the extent consistent with the Company's charter, bylaws, the Guidelines and the applicable law and rules of markets in which the Company's securities then trade.
3. Reports to the Board. The Committee shall report regularly to the Board regarding the activities of the Committee, including any recommendations to the Board.
4. Charter. The Committee shall periodically review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee, or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance, including its compliance with this charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee.
8. Additional Powers. In addition to the powers and responsibilities expressly delegated to the Committee in this charter, the Committee shall take such other actions or have such other duties as may be required by law, assigned by the Company's bylaws or the Guidelines, or delegated from time to time by the Board.