

CORECIVIC, INC.
(THE “COMPANY”)
AUDIT COMMITTEE CHARTER
(Adopted by the Board of Directors effective December 7, 2017)

A. Purpose

The purpose of the Audit Committee (the “Committee”) is to assist the Company’s Board of Directors’ (the “Board of Directors”) oversight of:

- the integrity of the Company’s financial statements;
- the Company’s systems of internal accounting and financial controls;
- the Company’s compliance with legal and regulatory requirements;
- the independent auditor’s qualifications and independence;
- the performance of the Company’s internal audit function and independent auditors; and
- to prepare the report the rules of the Securities and Exchange Commission (the “SEC”) require be included in the Company’s annual proxy statement.

B. Structure and Membership

1. Number. The Committee shall consist of at least three members of the Board of Directors.
2. Independence. Each member of the Committee shall meet the applicable independence and qualification requirements of the New York Stock Exchange (“NYSE”) and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including all rules and regulations promulgated thereunder.
3. Financial Literacy. Each member of the Committee shall be financially literate, as such qualification is interpreted by the Board of Directors in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. At least one member of the Committee must have accounting or related financial management expertise, as the Board of Directors interprets such qualification in its business judgment. Unless otherwise determined by the Board of Directors (in which case disclosure of such determination shall be made in the Company’s SEC periodic reports), at least one member of the Committee shall be an “audit committee financial expert” (as defined by applicable SEC rules).

4. Compensation. The compensation of Committee members shall be as determined by the Board of Directors. No member of the Committee may receive any compensation from the Company other than director and committee fees.
5. Selection and Removal. Members of the Committee and a Committee Chair shall be appointed by the Board of Directors, upon the recommendation of the Company's Nominating and Governance Committee. No member of the Committee may serve on the audit committee of more than two other public companies, unless the Board of Directors determines that such simultaneous audit committee service would not impair the ability of such member to effectively serve on the Committee (in which case disclosure of such determination shall be made in the Company's annual proxy statement). The Board of Directors may remove members of the 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 and the independent auditor, in accordance with its business judgment. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements. The authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Committee to plan or conduct any audit, to determine or certify that the Company's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles or applicable law, or to guarantee the independent auditor's report.

Oversight of Independent Auditors

2. Selection. The Committee shall be directly responsible for appointing, evaluating, and, when necessary, terminating the independent auditor. The Committee may, in its discretion, seek stockholder ratification of the independent auditor it appoints.
3. Independence and Qualifications. At least annually, the Committee shall assess the independent auditor's independence and qualifications and present its conclusions to the Board of Directors. In connection with this assessment, the Committee shall obtain and review a report by the independent auditor describing all relationships between the independent auditor and the Company, including the disclosures required by applicable requirements of the Public Company Accounting Oversight Board ("PCAOB"). The Committee shall further consider

whether, in order to ensure continuing auditor independence, there should be regular rotation of the independent audit firm (in addition to rotation of the auditor's lead partner, as required by law). The Committee shall engage in an active dialogue with the independent auditor concerning any disclosed relationships or services that might impact the objectivity and independence of the auditor and present its conclusions to the Board of Directors.

4. Quality-Control Report. The Committee shall obtain and review with the independent auditor at such times as it deems appropriate, but in no event less than annually, a report describing the firm's internal quality control procedures and any material issues raised by the most recent internal quality control reviews, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issue.
5. Auditor Compensation. The Committee shall be directly responsible for setting the compensation of the independent auditor. The Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of the independent auditor established by the Committee.
6. Preapproval of Services. The Committee shall preapprove all auditing services, which may entail providing comfort letters in connection with securities underwritings, and non-audit services (subject only to approval subsequent to performance of certain limited *de minimus* non-audit services as permitted by the Exchange Act) to be provided to the Company by the independent auditor. The Committee shall cause the Company to disclose in its SEC periodic reports and proxy statements the approval by the Committee of any non-audit services to be performed by the independent auditor and the fees billed by the independent auditor for audit and non-audit services (in the manner and to the extent required by applicable SEC rules).
7. Oversight. The independent auditor shall report directly to the Committee and the Committee shall be directly responsible for oversight of the work of the independent auditor, including resolution of any known disagreements between Company management and the independent auditor regarding financial reporting. In connection with its oversight role, the Committee shall, from time to time as appropriate:
 - obtain and review the reports required to be made by the independent auditor pursuant to the Exchange Act regarding:
 - critical accounting policies and practices and financial statement presentations, including any significant changes in the Company's adoption or application of accounting principles;

- alternative treatments of financial information within generally accepted accounting principles (“GAAP”) that have been discussed with Company management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
 - other material written communications between the independent auditor and Company management, such as any management letter or schedule of unadjusted differences.
- review with the independent auditor:
 - audit problems or difficulties the independent auditor encountered in the course of the audit work and management’s response, including any restrictions on the scope of the independent auditor’s activities or on access to requested information and any significant disagreements with management;
 - major issues as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of material control deficiencies;
 - analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and
 - the effect of regulatory and accounting initiatives, as well as off balance sheet structures, on the financial statements of the Company.

Review of Audited Financial Statements

8. Discussion of Audited Financial Statements. The Committee shall meet to review and discuss with the Company’s management and independent auditor the Company’s audited annual financial statements, including the Company’s specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and the matters required to be discussed under auditing standards established from time to time by the PCAOB.

9. Recommendation to the Board of Directors Regarding Financial Statements. The Committee shall consider whether it will recommend to the Board of Directors that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K.
10. Audit Committee Report. The Committee shall prepare or cause to be prepared for inclusion where necessary in a proxy or information statement of the Company relating to an annual meeting of stockholders at which directors are to be elected (or special meeting or written consents in lieu of such meeting), the audit committee report required by the SEC.

Review of Other Financial Disclosures

11. Independent Auditor Review of Interim Financial Statements. The Committee shall direct the independent auditor to use its best efforts to perform all reviews of interim financial information prior to disclosure by the Company of such information and to discuss promptly with the Committee and the Company's Chief Financial Officer any matters identified in connection with the auditor's review of interim financial information which are required to be discussed under auditing standards established from time to time by the PCAOB. The Committee shall direct management to advise the Committee in the event that the Company proposes to disclose interim financial information prior to completion of the independent auditor's review of interim financial information.
12. Earnings Releases. The Committee shall review and discuss generally the types of information disclosed or the type of presentation used in the Company's earnings press releases (including any use of "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies.
13. Quarterly Financial Statements. The Committee shall meet to review and discuss with the Company's management and independent auditor the Company's quarterly financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Controls and Procedures

14. Oversight. The Committee shall coordinate the Board of Director's oversight of the Company's internal accounting controls and the Company's disclosure controls and procedures. The Committee shall receive and review the reports of the CEO and CFO required by the Sarbanes-Oxley Act of 2002, as amended ("Sarbanes-Oxley) and the Exchange Act (*i.e.*, the Certification of Disclosure in Annual and Quarterly Results) prior to their submission to the SEC. The Committee shall also receive and review the independent auditor's attestation and report on management's assessment of the Company's internal controls required

to be provided with the Company's annual report by Sarbanes-Oxley and the rules of the SEC prior its submission to the SEC.

15. Internal Audit Function. The Committee shall coordinate the Board of Director's oversight of the performance of the Company's internal audit function.
16. Risk Management. The Committee shall discuss the Company's policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which the Company's exposure to risk is handled. The Committee shall consider the Company's major financial risk exposures, including, but not limited to, review of material pending legal proceedings involving the Company and other contingent liabilities. The Committee shall discuss the Company's policies and procedures regarding compliance with laws and regulations. The Board of Directors has established a Risk Committee for the purpose of, among other things, assisting the Board of Directors in its oversight of the Company's assessment and management of key enterprise risks, in accordance with such policies and procedures as reviewed and approved by the Committee. In the performance of its risk management responsibilities, the Committee Chair and other members of the Committee shall attend meetings of the Risk Committee when feasible, receive reports of the Risk Committee's activities provided to the Board of Directors and, on an annual basis, invite the Chair the Risk Committee to report on its activities at a meeting of the Committee.
17. Hiring Policies. The Committee shall establish policies regarding the hiring of employees or former employees of the Company's independent auditors.
18. Procedures for Complaints. The Committee shall establish procedures for: (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
19. Related Party Transactions. The Committee shall establish policies and procedures for the review, approval or ratification of related party transactions. The Committee shall be responsible for the administration and oversight of such policies and procedures. The Committee shall periodically, at least annually, review and assess "ongoing" related party transactions to determine if such transactions remain appropriate or should otherwise be modified or terminated.
20. Additional Powers. The Committee shall take such other actions and have such other duties as may be required by law, assigned by the Company's Bylaws or Corporate Governance Guidelines, or delegated from time to time by the Board of Directors.

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 periodically meet separately with each of: (i) the independent auditor; (ii) Company management; and (iii) the Company's internal auditors. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances. Any decision of a subcommittee to preapprove audit or non-audit services shall be presented to the full Committee at its next scheduled meeting.
3. Reports to Board. The Committee shall report regularly to the Board of Directors. Such reports shall include, without limitation, any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the Company's internal audit function.
4. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
5. Written Affirmation to NYSE. On an annual basis, no later than one month after the Company's Annual Meeting of Stockholders, and after each change in the composition of the Committee, the Committee shall direct the Company to prepare and provide to the NYSE such written confirmations regarding the membership and operation of the Committee as the NYSE rules require.
6. Other Independent Advisors. The Committee shall have the authority to engage such independent legal, accounting, 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 of Directors, to cause the Company to pay the compensation of such advisors as established by the Committee.
7. 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.
8. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.