

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

A. PURPOSE

The Compensation Committee is appointed by the Board of Directors of the Company (the “Board”) to discharge the responsibilities of the Board relating to compensation of the Company’s executive officers, as well as to oversee the Board’s evaluation of such officers. The Compensation Committee is also responsible for periodically reviewing and approving the Company’s philosophy regarding executive compensation and reviewing or issuing certain disclosures and reports for inclusion in the Company’s Annual Report on Form 10-K or annual proxy statement, in accordance with applicable rules and regulations.

B. STRUCTURE AND MEMBERSHIP

1. Number. The Compensation Committee shall consist of at least two (2) members of the Board.
2. Membership Qualifications. Each member of the Compensation Committee shall be an “independent director” as affirmatively determined by the Board in accordance with the applicable rules of the New York Stock Exchange. In making “independence” determinations, the Board must consider all factors specifically relevant to determining whether a director has a material relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a compensation committee member, including but not limited to:
 - (a) The source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and
 - (b) Whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

In addition, at least two (2) members of the Compensation Committee shall qualify as an “outside director” as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder (“Section 162(m)”) and as “non-employee” directors as such term is defined from time to time in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”).

3. Chair. Unless the Board elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Compensation Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board, upon the recommendation of the Nominating and Governance Committee. The Board

may remove members of the Compensation Committee from such committee, with or without cause.

C. AUTHORITY AND RESPONSIBILITIES

General

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

Compensation Matters

2. CEO Compensation. The Compensation Committee shall annually review and approve goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Compensation Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years. The CEO may not be present during voting or deliberations of the Compensation Committee during which his or her compensation is discussed or determined.

3. Executive Officer Compensation. The Compensation Committee also shall at least annually review and make recommendations to the Board as to the compensation of the Company's executive officers other than the CEO, including salary, bonus, and incentive compensation levels, deferred compensation, executive perquisites, equity compensation (including awards to induce employment), severance arrangements, change-in-control benefits, and other forms of executive officer compensation. In connection with its review and approval of executive officer compensation, the Committee shall oversee evaluation of the performance of the executive officers. No executive officer may be present during voting or deliberations of the Compensation Committee during which his or her compensation is discussed or determined.

4. Plan Recommendations and Approvals. The Compensation Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans, as well as the number of options to be reserved each fiscal year for grant to employees. The Compensation Committee shall review and approve all equity compensation plans and amendments. With respect to incentive-based compensation arrangements, the Compensation Committee shall review such arrangements and determine whether such plans encourage excessive risk-taking. The Compensation Committee shall make an assessment, at least annually, of any material risk posed by any compensation program, including consideration of any compensation policies and practices that could mitigate any such risk.

5. Incentive Plan Administration. The Compensation Committee shall exercise all rights, authority, and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase, and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder, and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by a plan

or resolution of the Board, the Compensation Committee shall not be authorized to amend any such plan.

6. Director Compensation. The Compensation Committee shall periodically review and make recommendations to the Board with respect to director compensation, including director compensation guidelines.

7. Compensation Discussion and Analysis; Compensation Committee Report. The Compensation Committee shall review and discuss with management the Compensation Discussion and Analysis (the “CD&A”) required to be included in the Company’s proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included. The Compensation Committee shall annually issue a committee report on executive compensation in accordance with Item 407(e)(5) of Regulation S-K for inclusion in the Form 10-K or a proxy or information statement of the Company, as the case may be.

Other Matters

8. Succession Planning. The Compensation Committee shall assist the Nominating and Governance Committee with respect to succession planning for the CEO, other senior executives, and other key personnel within the Company.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate. The Compensation Committee shall meet at least once every year without the presence of any members of management.

2. Subcommittees. The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member). Such subcommittee shall also be composed of “independent directors” in accordance with the New York Stock Exchange and shall adopt a charter outlining such subcommittee’s duties and obligations. In the event that each member of the Compensation Committee does not qualify as a “non-employee director,” as such term is defined from time to time in Rule 16b-3, and an “outside director,” as such term is defined from time to time in Section 162(m), the Compensation Committee shall create a subcommittee consisting of at least two members of the Compensation Committee who are “non-employee directors” and “outside directors,” which subcommittee will have sole responsibility with respect to the approval of (i) all transactions between the Company and an officer or director of the Company involving a grant, award, or other acquisition of securities from the Company (other than a Discretionary Transaction, as defined in Rule 16b-3) and (ii) all compensation subject to Section 162(m).

3. Reports to Board. The Compensation Committee shall report regularly to the Board.

4. Charter. The Compensation Committee shall at least annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Consultants and Advisers. The Compensation Committee shall have the sole authority to retain and/or terminate (or obtain the advice of) any compensation consultant, independent legal counsel, or any other adviser (referred to herein as a “Committee Adviser”) to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the Committee Adviser’s independence from management, including the following:

- (a) The provision of other services to the Company by the person that employs the Committee Adviser;
- (b) The amount of fees received from the Company by the Committee Adviser’s employer, as a percentage of the total revenue of the Committee Adviser’s employer;
- (c) The policies and procedures of the Committee Adviser’s employer that are designed to prevent conflicts of interest;
- (d) Any business or personal relationship of the Committee Adviser with a member of the Compensation Committee;
- (e) Any stock of the Company owned by the Committee Adviser; and
- (f) Any business or personal relationship of the Committee Adviser or the Committee Adviser’s employer with an executive officer of the Company.

The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Committee Adviser retained by the Compensation Committee, and shall have sole authority to approve fees and the other terms and conditions of retention of any Committee Adviser. The Compensation Committee shall also have authority to commission compensation surveys or studies as the need arises. The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any Committee Adviser retained by the Compensation Committee.

6. Investigations. The Compensation 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 adviser of the Company to meet with the Compensation Committee or any advisers engaged by the Compensation Committee.

7. Annual Self-Evaluation. At least annually, the Compensation Committee shall evaluate its own performance.

8. Additional Powers. The Compensation Committee shall take such other actions or 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.