

**CORECIVIC, INC.**  
**(THE “COMPANY”)**

**RISK COMMITTEE CHARTER**

(Adopted by the Board of Directors effective December 14, 2023)

**A. Purpose**

The purpose of the Risk Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in:

- providing and coordinating Board oversight of the Company’s assessment and management of key enterprise risks;
- reviewing and providing oversight of the Company’s ethics and compliance program, including:
  - establishing and reviewing Company-wide standards for compliance;
  - investigating and reviewing complaints alleging significant concerns with the Company’s compliance with contracts and applicable federal, state, and local laws and regulations;
  - overseeing compliance audits; and
  - overseeing the implementation of operational reforms, which will be implemented and monitored by management in the legal and operations departments;
- overseeing the Company's quality assurance internal operational audit program;
- reviewing public policy and other issues and trends facing the Company that could impact the Company’s business operations, public reputation and performance; and
- promoting a compliance culture by setting a consistent, appropriate tone at the top of the Company.

**B. Structure and Membership**

1. Number. The Committee shall consist of at least three members of the Board, including at least one (1) member of the Audit Committee or at least one (1) member of the Audit Committee shall attend a majority of the Risk Committee meetings.
2. Independence. Each member of the Committee shall be “independent directors” as determined in accordance with *Board Composition and Selection; Membership*

*Criteria – Board Composition – Director Independence* of the Company's Corporate Governance Guidelines.

3. Compensation. The compensation of Committee members shall be as determined by the Board.
4. Selection and Removal of Chair and Members. Members of the Committee and the Committee Chair shall be appointed by the Board, upon the recommendation of the Company's Nominating and Governance Committee. The Chair of the Committee shall be an independent director with relevant experience in law, corporate compliance, academia, regulatory or governmental affairs, or service on the board of directors of a highly regulated company, and the Chair shall be approved by the independent members of the Board. The Board 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, in accordance with its business judgment. Risk assessment and risk management are the responsibility of the Company's management. Similar to the Audit Committee, the Committee has only an oversight and review role and, in fulfilling that role, relies on reviews and reports from management and advisors.

**Risk Oversight**

2. The Committee shall coordinate the Board's oversight of the Company's assessment and management of its key enterprise risks.
3. The Committee shall review and discuss with management the Company's risk appetite and tolerance and the Company's significant enterprise risks and shall provide oversight with respect to the steps management is taking to assess and manage such risks, the adequacy of the Company's resources to fulfill its risk management responsibilities and the Company's risk management culture.
4. The Committee shall oversee the Company's risk identification, risk tolerance, risk assessment and management practices associated with technology, intellectual property and operations, such as (a) the quality, adequacy and effectiveness of the Company's data security, privacy, and technology policies, procedures, and internal controls (b) cybersecurity and cyber incident response, and (c) business continuity and disaster recovery planning and capabilities (collectively "information security").

With respect to information security matters, in addition to reviewing the Company's approach to risk assessment and mitigation, the Committee shall

periodically (a) review any related insured risk management program, (b) meet with the Company's Chief Information Officer to discuss cybersecurity and information technology risk programs, activities, opportunities and developments, (c) review the budget allocated to information security, (d) review periodic independent assessments of the Company's information security programs, and (e) review periodic internal reports with respect to cybersecurity and information technology related issues.

5. The Committee shall review and discuss with management selected topics relating to risk oversight and management, to the extent deemed necessary by the Committee or as determined by the Board, including:
  - the Company's Environmental, Social and Governance Reporting Program, making recommendations to the Board or to management as deemed necessary, and overseeing publication of the Company's Environmental, Social and Governance Report;
  - the Company's policies and practices relating to the care and treatment of the inmate, detainee and resident populations in facilities owned or managed by the Company, including areas identified in the Company's Human Rights Policy Statement;
  - the Company's compliance and auditing systems regarding operational performance and government contract compliance;
  - material pending legal proceedings and investigations involving the Company and other contingent liabilities;
  - the Company's insurance policies and coverages; and
  - the Company's disclosure of risk information in filings with the Securities and Exchange Commission (including the Company's Annual Report on Form 10-K).

### **Ethics and Compliance Program**

6. The Committee shall review and provide oversight with respect to the Company's ethics and compliance program and policies, including its Code of Ethics and Business Conduct in light of the applicable rules of the NYSE, and coordinate the Board's oversight of the Company's compliance with legal, regulatory and contract compliance.
7. The Company's chief ethics and compliance officer shall report directly to the Chair of the Committee and to the Chief Executive Officer. The Committee shall review the responsibilities of and shall be consulted regarding hiring and termination decisions relating to, the Company's chief ethics and compliance officer.

## **Public Affairs**

8. The Committee shall review and discuss with management public policy and other issues and trends of significance that could affect the Company's business operations, public reputation and performance.
9. The Committee shall review and discuss with management the Company's policies and practices that relate to the Company's public reputation, to the extent deemed necessary by the Committee or as determined by the Board, including:
  - the Company's public relations strategy and the manner in which the Company conducts its public relations activities;
  - the Company's government relations strategy and the manner in which the Company conducts its government relations activities;
  - the Company's policies and practices with respect to community relations and charitable organizations (including contributions) and activities;
  - the Company's practices with respect to corporate social responsibility and sustainability; and
  - stockholder proposals in connection with the Company's annual meeting of stockholders relating to government relations, corporate responsibility and public interest matters.

## **Contract Compliance Oversight**

10. The Committee shall review and provide oversight with respect to the Company's contract compliance program and policies and coordinate the Board's oversight of the Company's contract compliance, to the extent deemed necessary by the Committee or as determined by the Board, including:
  - preparing a report, on at least an annual basis, to be presented to the Board which includes an analysis of the Company's contract and regulatory adherence policies to ensure compliance with all laws, regulations, and Federal Bureau of Prisons ("BOP") prison contracts;
  - overseeing the establishment of training programs for employees of the Company to ensure familiarity with the contracts pursuant to which they perform their duties, as well as any local, state, or federal regulations which the employees must satisfy;
  - overseeing the establishment of Company-wide compliance programs to ensure that Company employees are aware of and comply with the Company's contracts and any local, state, and federal laws relevant to these contracts;

- reviewing, at least annually, a cumulative report on the material risks identified through facility operational compliance audits undertaken by the Quality Assurance Division (“QAD”). This report will include an analysis of material compliance risks associated with each audit with an overall unsatisfactory rating;
- reviewing, at least annually, a report on the material compliance issues facing the Company and the steps taken to address them;
- reviewing reports on material litigation and governmental investigations involving the Company, including the conduct at issue, and whether it reflects a regulatory or compliance issue at the Company;
- providing, at least annually, a report of material compliance issues;
- meeting with the internal QAD auditor and General Counsel on a biannual basis to discuss compliance and any related issues;
- conducting compliance audits and supervision of acquired companies, acting expeditiously to adopt appropriate compliance and regulatory policies for each acquired company by using reasonable best efforts to ensure that all Company policies and procedures, including those related to compliance, regulatory, and legal, that in the view of the Compliance or Legal Departments warrant application to the acquired company, are implemented within twelve (12) months after each company is acquired; and
- overseeing an evaluation of the Company’s internal messaging to employees regarding its commitment to behavior and practices that comply with the law and the Company’s contracts, as well as its efforts to promote a compliant culture by setting a consistent, appropriate tone at the top of the Company.

**D. Procedures and Administration**

1. Meetings. The Committee shall meet as often as it deems necessary, but not less than quarterly, to perform its responsibilities. The Committee shall periodically meet separately with management. The Committee shall keep minutes of each Committee meeting and such other records of its meetings as it shall deem appropriate, and copies of such minutes shall be provided to the Audit Committee.
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.
3. Reports to Board. The Committee shall provide a full report to the Board at least annually and otherwise report regularly to the Board on matters relating to its areas of responsibility as set forth in this Charter, including, without limitation, any issues that arise with respect to the Company’s enterprise risks that have the potential to significantly impact the Company’s ability to execute its strategic priorities,

maintain its public reputation and achieve its performance goals, and on matters relating to the Company's compliance with legal or regulatory requirements and contracts. The Committee shall prepare a yearly overview of its activities generally for inclusion in the Company's annual report or proxy statement.

4. Coordination with other Committees. The Committee shall coordinate (via meetings or overlap of membership) with the Audit Committee and other Board committees with respect to any risk oversight or review activities within the responsibilities of such committees. The Committee shall ensure that members of the Audit Committee and other Board committees are invited to attend meetings of the Committee. Annually, the Committee Chair shall report on the Committee's activities at a meeting of the Audit Committee.
5. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
6. Independent Advisors. The Committee shall have the sole authority to retain and terminate (or obtain the advice of) any consultant, independent legal counsel, or any other advisor (referred to herein as a "Committee Advisor") to assist it in the performance of its duties. Such Committee Advisor may be regular advisors to the Company. In exercising its authority to retain a Committee Advisor, the Committee shall take into consideration all factors relevant to the Committee Advisor's independence from management, including the following: (a) the provision of other services to the Company by the person that employs the Committee Advisor; (b) the amount of fees received from the Company by the Committee Advisor's employer, as a percentage of the total revenue of the Committee Advisor's employer; (c) the policies and procedures of the Committee Advisor's employer that are designed to prevent conflicts of interest; (d) any business or personal relationship of the Committee Advisor with a member of the Committee; (e) any stock of the Company owned by the Committee Advisor; and (f) any business or personal relationship of the Committee Advisor or the Committee Advisor's employer with an executive officer of the Company. Any such Committee Advisor will be retained at the Company's expense and report directly to the Committee on such engagements. The Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such Committee 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.
9. 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 Corporate Governance Guidelines, or delegated from time to time by the Board.