



C-Corp Conversion & Capital Allocation Strategy

August 5, 2020

Forward-Looking Statements

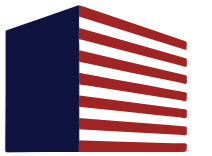


As defined within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, certain statements herein may be considered forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from the statements made.

Factors that could cause operating and financial results to differ are described in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission ("SEC") on February 20, 2020, as well as in other documents filed with the SEC. These include, but are not limited to, the risks and uncertainties associated with: the duration of the federal government's denial of entry at the United States southern border to asylum-seekers and anyone crossing the southern border without proper documentation or authority in an effort to contain the spread of the novel coronavirus, or COVID-19; government and staff responses to staff or residents testing positive for COVID-19 within public and private correctional, detention and reentry facilities, including the facilities we operate; the location and duration of shelter in place orders and other restrictions associated with COVID-19 that disrupt the criminal justice system, along with government policies on prosecutions and newly ordered legal restrictions that affect the number of people placed in correctional, detention, and reentry facilities; general economic and market conditions, including, but not limited to, the impact governmental budgets can have on our contract renewals and renegotiations, per diem rates, and occupancy; fluctuations in our operating results because of, among other things, changes in occupancy levels, competition, contract renegotiations or terminations, increases in costs of operations, fluctuations in interest rates, and risks of operations; our ability to obtain and maintain correctional, detention, and residential reentry facility management contracts because of reasons including, but not limited to, sufficient governmental appropriations, contract compliance, negative publicity and effects of inmate disturbances; changes in the privatization of the corrections and detention industry, the acceptance of our services, the timing of the opening of new facilities, and the commencement of new management contracts (including the extent and pace at which new contracts are utilized), as well as our ability to utilize available beds; changes in government policy, legislation and regulations that affect utilization of the private sector for corrections, detention, and residential reentry services, in general, or our business, in particular, including, but not limited to, the continued utilization of the South Texas Family Residential Center by U.S. Immigration and Customs Enforcement, or ICE, under terms of the current contract, and the impact of any changes to immigration reform and sentencing laws (Our company does not, under longstanding policy, lobby for or against policies or legislation that would determine the basis for, or duration of, an individual's incarceration or detention.); our ability to successfully identify and consummate future development and acquisition opportunities and our ability to successfully integrate the operations of our completed acquisitions and realize projected returns resulting therefrom; our ability to meet and maintain qualification for taxation as a real estate investment trust, or REIT, for years the Company elected REIT status; whether revoking our REIT election and our revised capital allocation strategy can be implemented in a cost effective manner that provides the expected benefits, including facilitating our planned debt reduction initiative and planned return of capital to shareholders; our ability to identify and consummate the sale of certain non-core assets at attractive prices; our ability, following the revocation of our REIT election, to identify and initiate service opportunities that were unavailable under the REIT structure; and the availability of debt and equity financing on terms that are favorable to us, or at all.

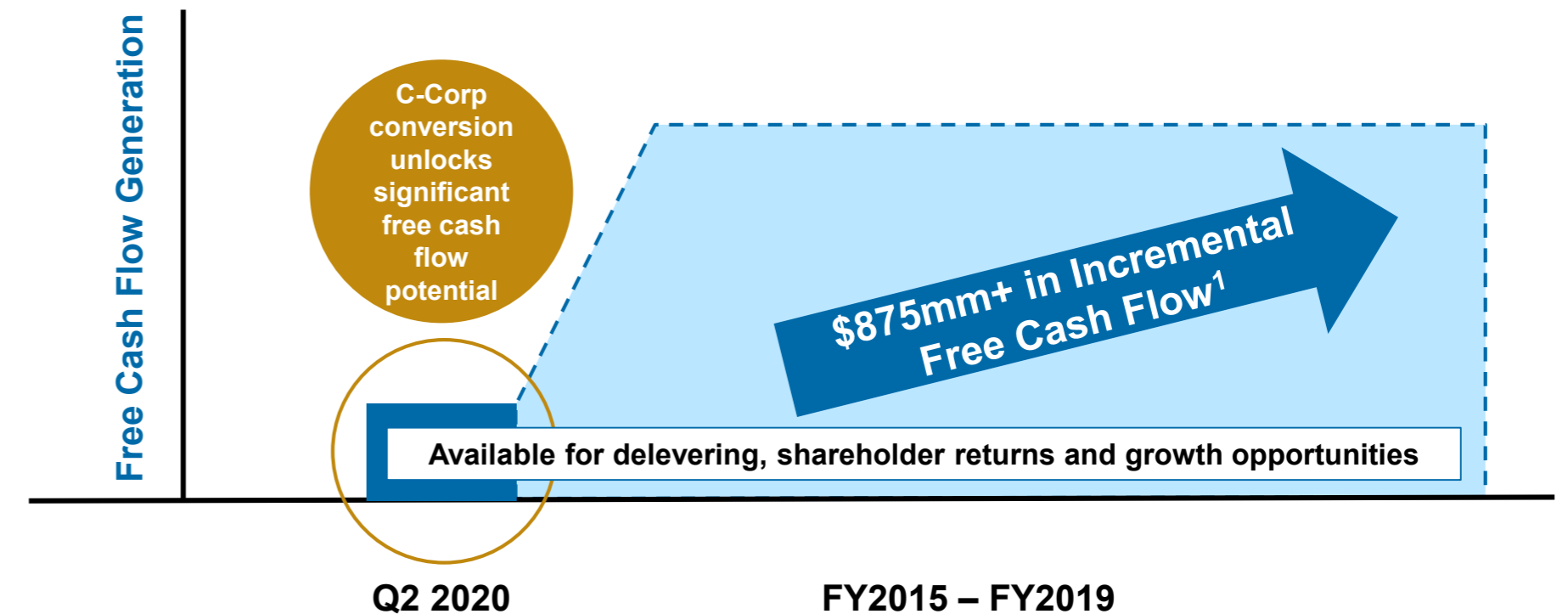
The Company does not undertake any obligation to publicly release or otherwise disclose the result of any revisions to forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

CoreCivic Will Revoke its REIT Election, Become a Taxable C-Corp and Pursue a New Capital Allocation Strategy

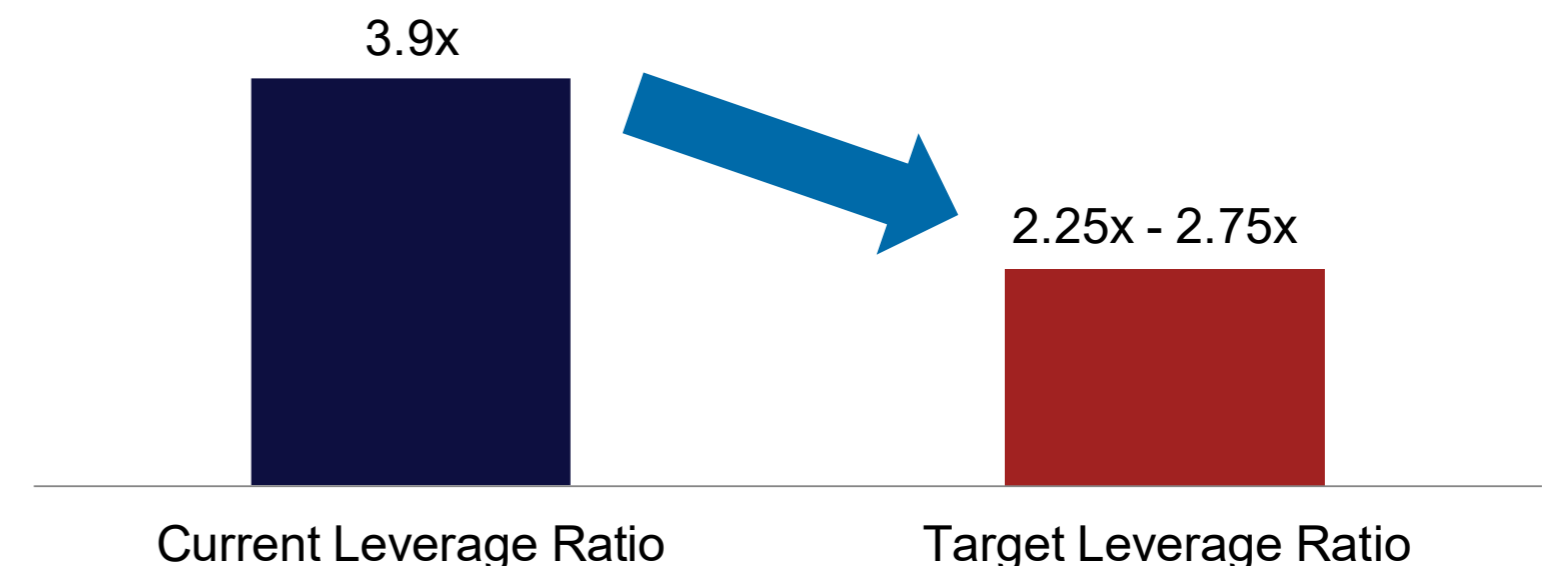


- Company will convert from a REIT to C-Corp effective January 1, 2021
 - Dividends paid to date are likely sufficient to meet REIT distribution requirements for 2020
 - Cash dividends discontinued
 - Existing REIT requirements and limitations, including those established by the Company's organizational documents, will remain in place until January 1, 2021
- C-Corp structure will strengthen balance sheet, create shareholder value and expand growth opportunities
 - Accelerates deleveraging and ultimately a refinancing of the Company's bank facility that matures in 2023
 - Lowers cost of capital by reducing reliance on expensive capital markets financing
 - Unlocks significant free cash flow to create shareholder value via repaying debt, repurchasing stock, and internally funding capital expenditures
 - Eliminates REIT constraints, which will open growth channels in complementary non-real estate business lines
- CoreCivic plans to evaluate the sale of certain non-core real estate assets
 - NOI of \$30mm for portfolio could generate \$150mm+ in net proceeds (after related debt repayment)
 - Proceeds would potentially accelerate the implementation of the revised capital allocation strategy
 - Expect sales to be consummated late 2020 or early 2021

CONVERSION CREATES SUBSTANTIAL FREE CASH FLOW FOR CAPITAL MANAGEMENT

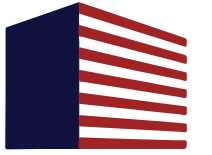


SIGNIFICANT CAPACITY TO DELEVER



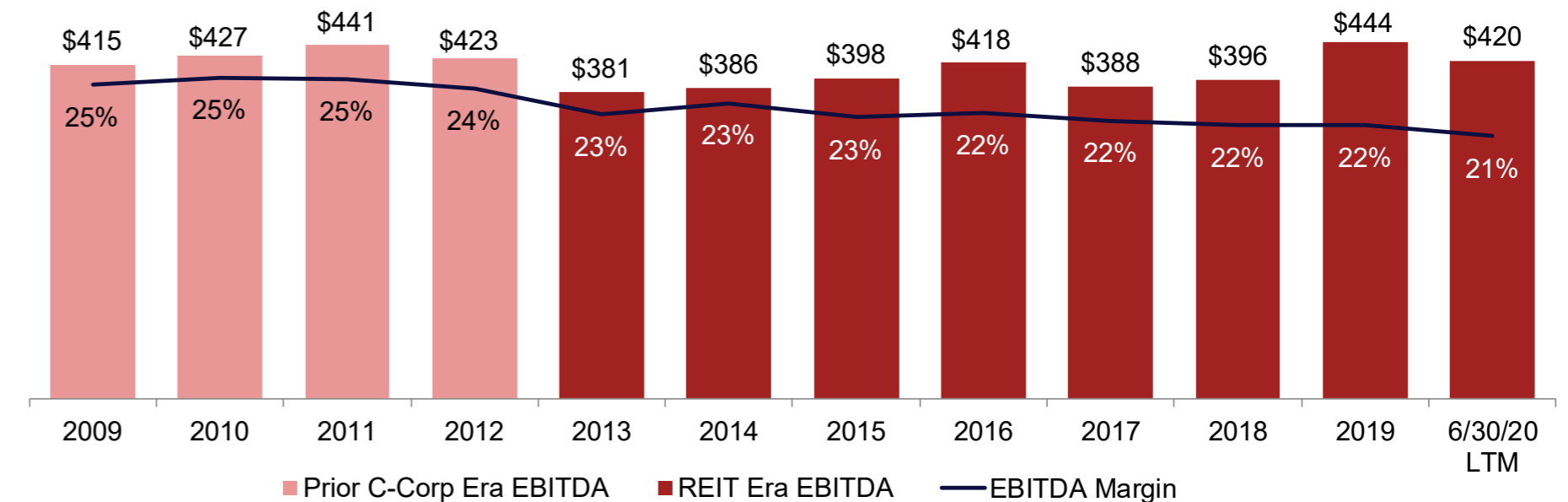
¹ Incremental free cash flow calculated as annual dividends less assumed 28.5% tax rate on annual pre-tax income; historical analysis includes cumulative impact from FY2015 – FY2019

Extensive History of Durable Cash Flows, but Dividend Payments Contributed to Higher Leverage

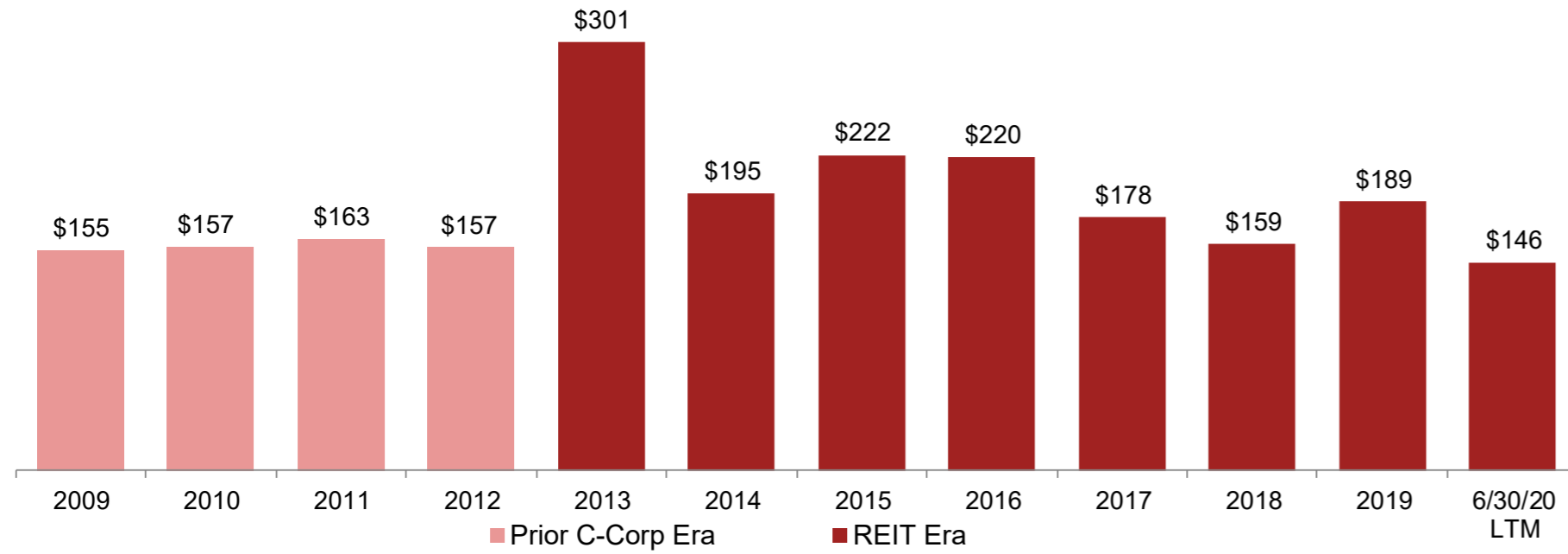


- Long term stable cash flows from government partners due to essential, mission critical infrastructure and valued services
 - 40 year track record of providing government solutions with significant pipeline for growth across the Safety, Properties and Community segments
 - Strong fundamental demand from investment grade federal and state partners; 99% of EBITDA comes from partners rated AA - or better
 - 95% retention rate in long-dated contracts with average tenure of 25 years for top ten customers
- Largest private owner of real estate utilized by government agencies with nearly 19mm square feet of real estate
- Between 2009 – 2011 during the prior C-Corp era, the Company bought back over \$500mm in common stock without increasing leverage

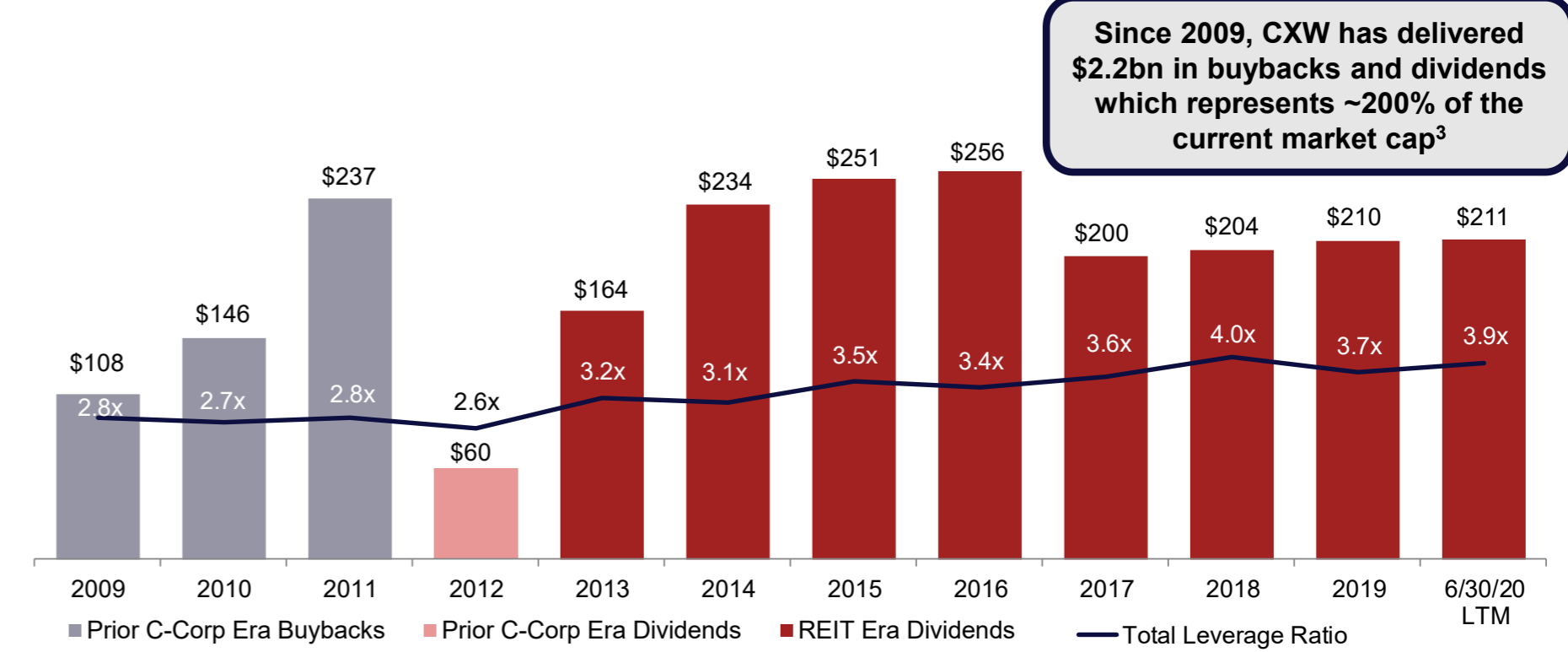
ADJUSTED EBITDA (\$MM)¹



NET INCOME (\$MM)²

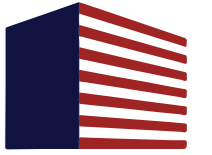


STOCK BUYBACKS, DIVIDENDS AND LEVERAGE (\$MM)



Since 2009, CXW has delivered \$2.2bn in buybacks and dividends which represents ~200% of the current market cap³

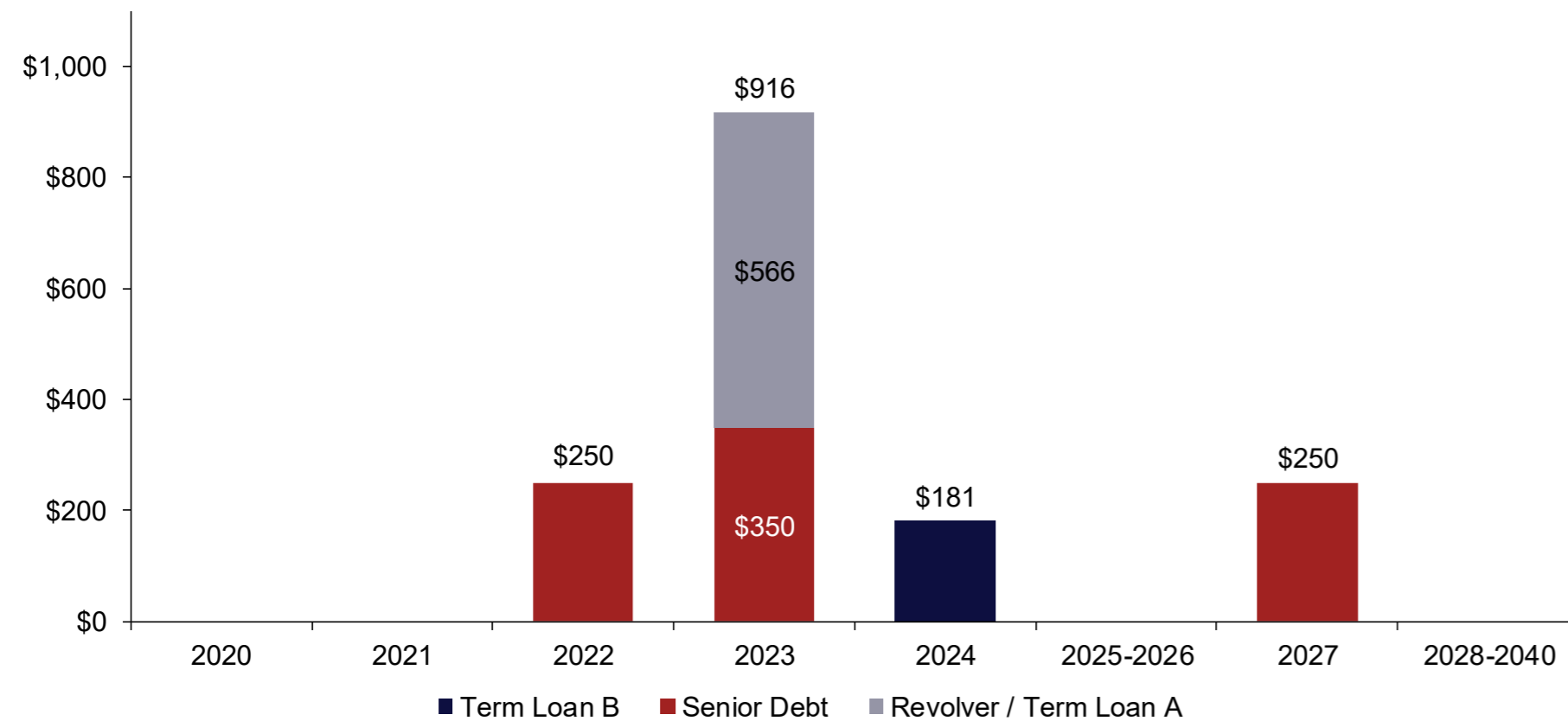
Source: Company Management
 Note: Total leverage ratio calculated using total net debt excluding non-recourse debt; EBITDA adjusted for unrestricted subsidiaries
 1. For reconciliation of the non-GAAP figures, Adjusted EBITDA to Net Income, the most directly comparable GAAP measure, see the Appendix to this presentation
 2. 2013 Net Income includes \$138mm income tax benefit for reversal of deferred taxes due to REIT conversion
 3. Market cap as of 8/4/2020



Retained Capital Can be Used to Pay Down Debt and Buy Back Stock

Cash available for reallocation includes ~\$200mm from foregone annual common dividends, net proceeds expected from potential sale of non-core real estate assets, and reduced liquidity buffer required for C-Corp structure

DEBT MATURITY SCHEDULE AS OF JUNE 30, 2020¹ (\$MM)

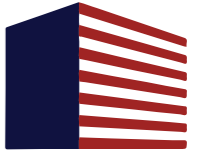


- Revolver, Term Loan A and Term Loan B debt can all be repaid any time at par
 - \$50mm of revolver draw repaid after quarter ended June 30, 2020
- \$600mm of bond debt maturing in next three years
 - CoreCivic’s current bond debt yields are trading between ~5.5% and 7.5%

COMPELLING REPURCHASE OPPORTUNITY²

	SNL U.S. REIT Equity Index ⁵	CoreCivic Current / Tax Adjusted	CoreCivic Quarterly Avg. Since REIT Conversion in 2013
Price / Normalized FFO Multiple ^{2,3}	<u>22.9x</u>	<u>3.9x / 4.6x</u>	<u>10.4x</u>
EV / Adj. EBITDA Multiple ²	<u>13.5x</u>	<u>7.2x</u>	<u>10.8x</u>
Price / Earnings Multiple ^{3,4}	<u>37.3x</u>	<u>6.3x / 8.8x</u>	<u>14.7x</u>

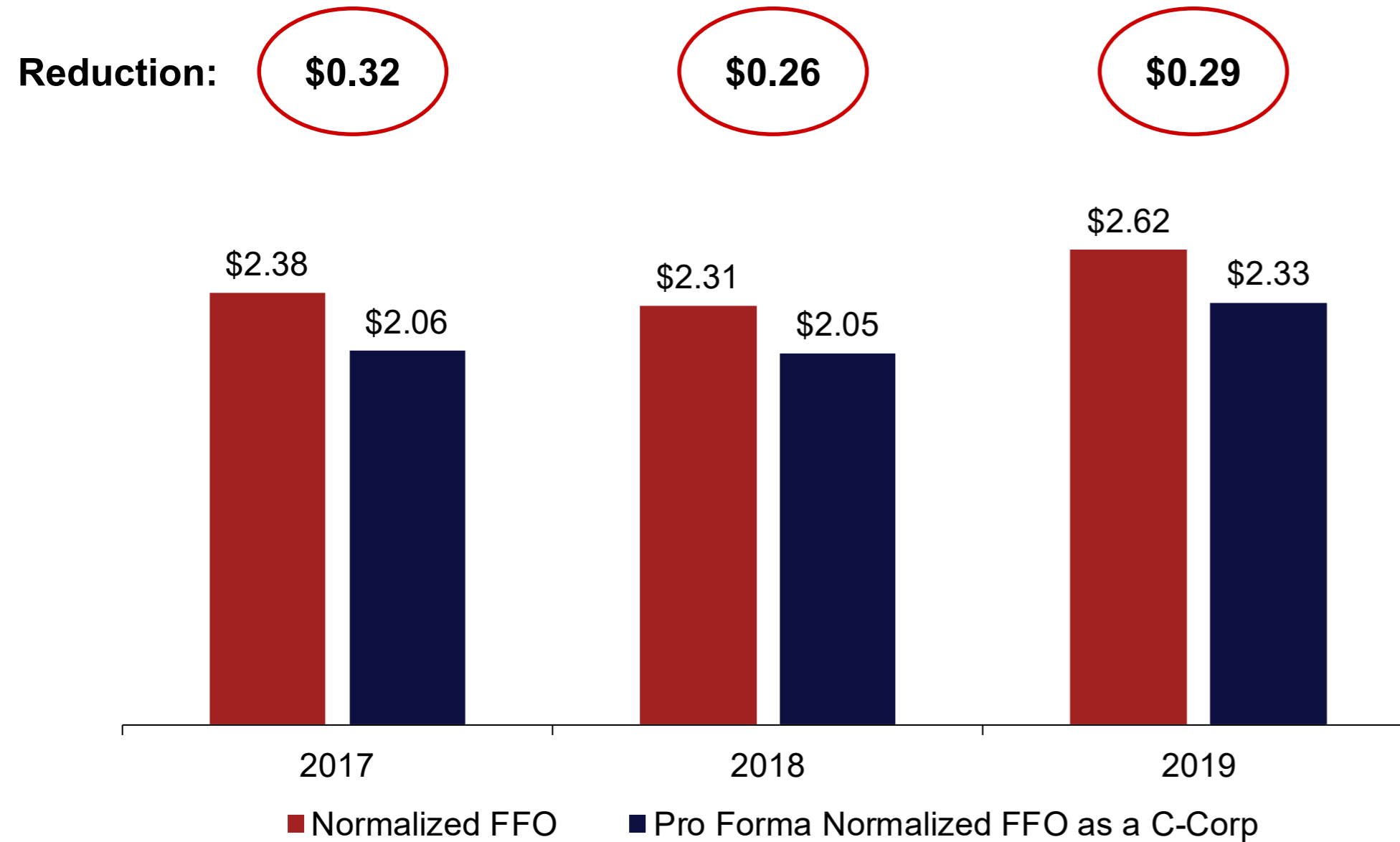
1. Revolver / Term Loan A balance net of cash from \$250mm revolver draw
 2. Capital IQ; market data as of 8/4/2020; multiples based on LTM financials; current financials for the calculations were the following: LTM normalized FFO of \$286mm, LTM Adj. EBITDA of \$420mm
 3. Calculation shown for illustrative purposes; LTM normalized FFO and adj. net income adjusted assuming an illustrative tax rate of 29%
 4. Calculated using TTM adj. net income and price per share at end of each quarter
 5. Current multiples shown for the SNL U.S. REIT Equity Index



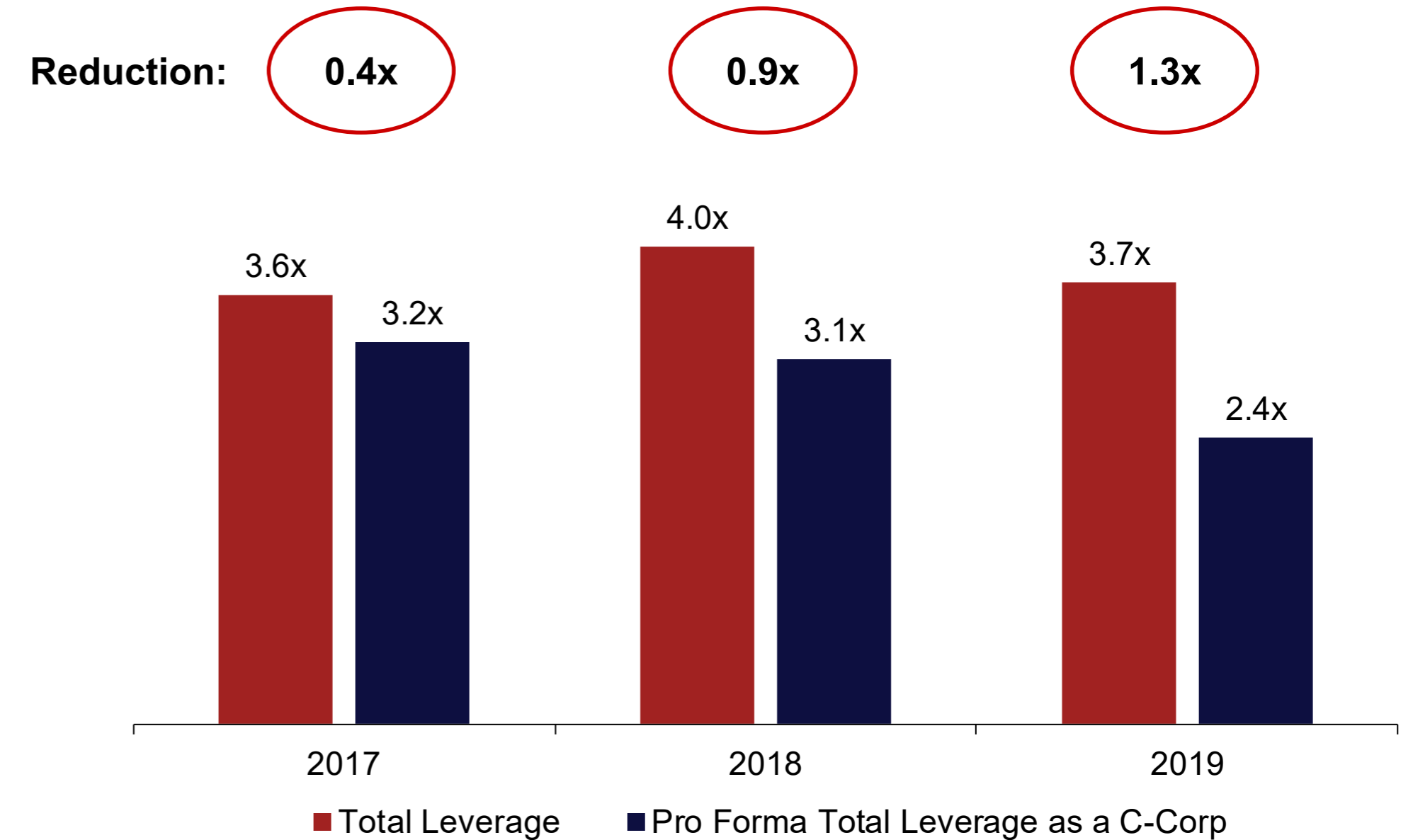
Illustrative Historical Capacity to Delever as a C-Corp

Significant potential to delever using current earnings power at a modest additional tax cost

NORMALIZED FFO (\$ PER SHARE)



TOTAL LEVERAGE RATIO

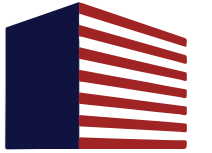


Source: Company Management

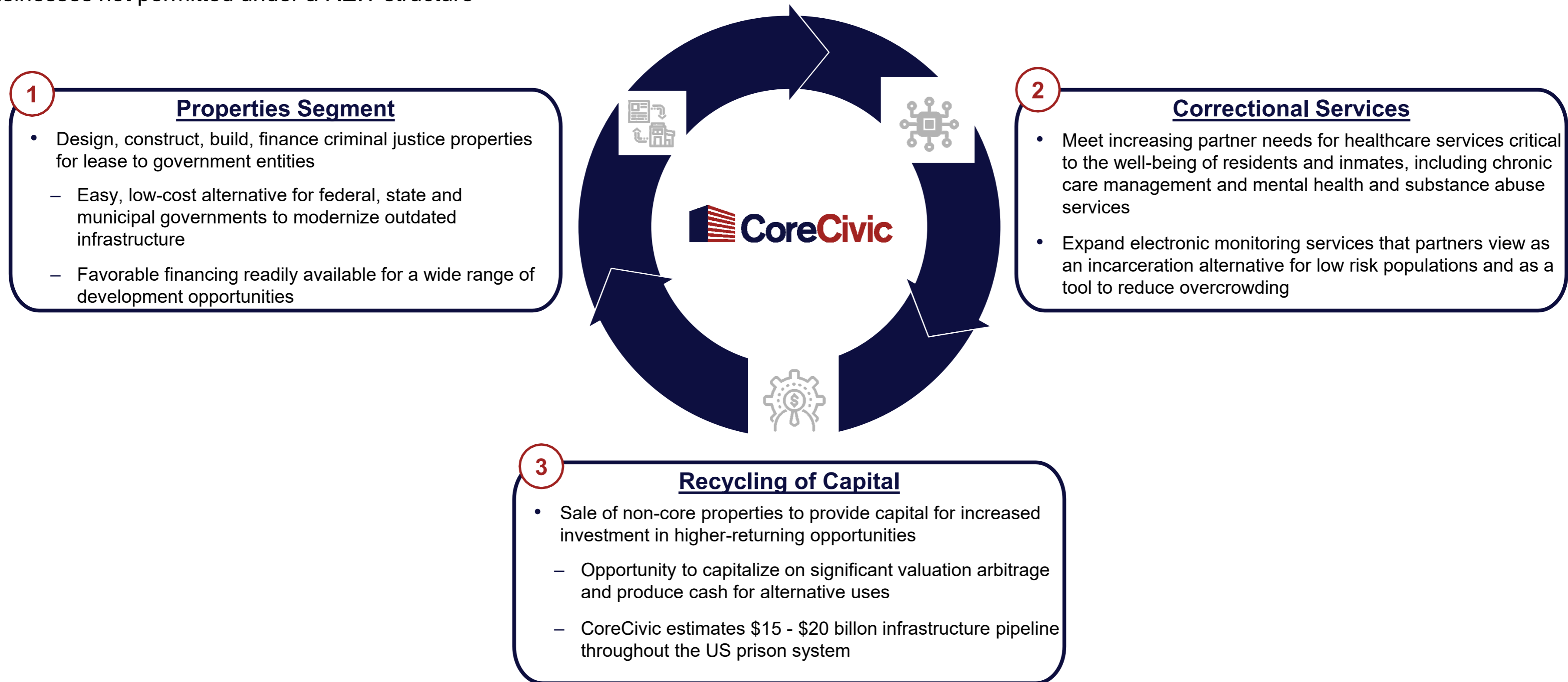
Note: Analysis assumes the Company uses annual dividends to pay down debt and includes tax adjustment of 28.5% to net income

1 For reconciliation of the non-GAAP figures, Adjusted EBITDA to Net Income, the most directly comparable GAAP measure, see the Appendix to this presentation

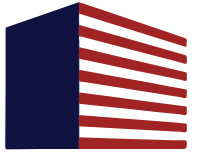
Potential Growth Channels Upon Converting to a C-Corp



C-Corp conversion will allow CoreCivic to fund current growth initiatives (e.g. Properties) with internally generated funds and also pursue acquisitions of businesses not permitted under a REIT structure



Transformative Growth Opportunities: Alabama Department of Corrections, or ADOC



ALABAMA FACILITY OVERVIEW

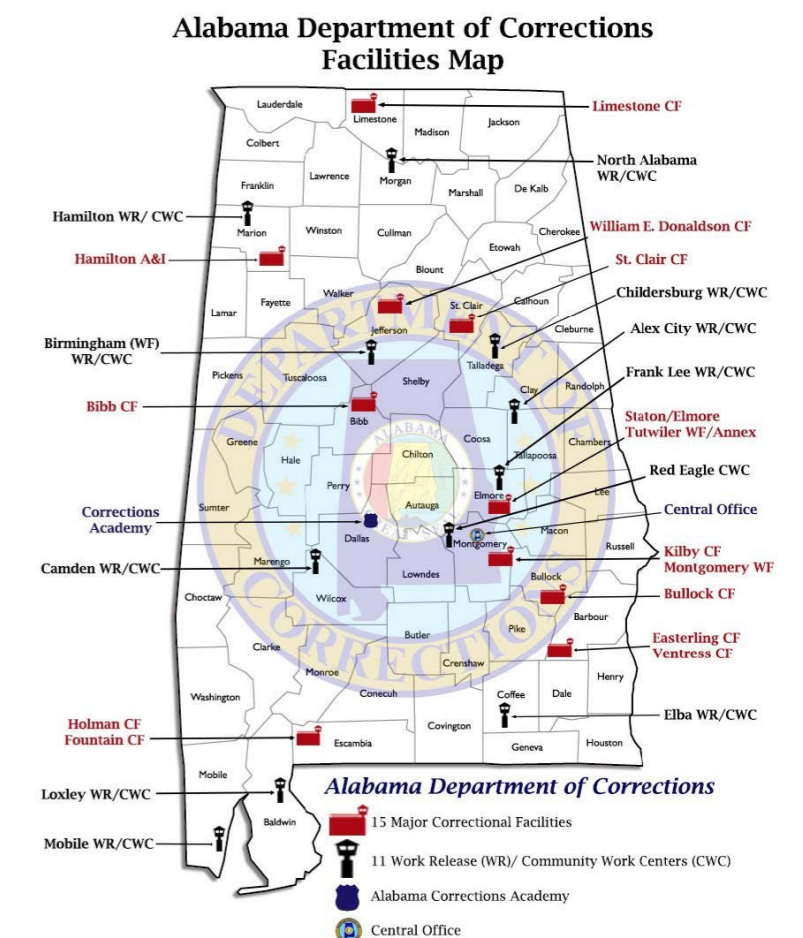
- Project includes the development, design, construction, and maintenance of three new ADOC correctional facilities across the State, which ADOC intends to lease from the Lessor
- ADOC will provide day-to-day operations of the prison and retain custody of the prisoners
- ADOC currently has 15 major correctional facilities, many of which are at greater than 100% capacity, understaffed, and under court order from the US Department of Justice to address poor conditions
- ADOC's objective is to provide safe, secure and constitutional incarceration in newly constructed facilities
- The three new facilities will have an estimated aggregate capacity of 10,162 beds and 1.9 million square feet of net building area
- Each facility will need to be designed to accommodate facility support functions and operational components being provided by ADOC such as: security and control, inmate housing, healthcare services, program services, administration, staff services, receiving and release, reception and visiting, food services, laundry, and warehouse

SUMMARY FINANCIAL IMPACTS

- Development Cost: ~\$1.0bn
- Beds / Square Footage: 10,162 / 1.9mm ft.
- Leverage: Unrestricted subsidiary debt, 70% advance rate

Opportunity to pursue similar high-return projects in the Properties segment

CURRENT FACILITIES





Appendix

Calculation of FFO, Normalized FFO and AFFO



(\$ in thousands, except per share amounts)

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,		YEAR ENDED DECEMBER 31,	LAST TWELVE MONTHS
	2020	2019	2020	2019	2019	June 30, 2020
Net income	\$22,186	\$48,578	\$55,424	\$97,918	\$188,886	\$146,392
Depreciation and amortization of real estate assets	28,244	26,503	56,350	53,102	107,402	110,650
Impairment of real estate assets	9,750	4,428	10,155	4,428	4,428	10,155
Gain on sale of real estate assets	(2,818)	(287)	(2,818)	(287)	(287)	(2,818)
Funds From Operations	\$57,362	\$79,222	\$119,111	\$155,161	\$300,429	\$264,379
Expenses associated with debt refinancing transactions	-	-	-	-	602	602
Expenses associated with COVID-19	8,165	-	8,165	-	-	8,165
Expenses associated with evaluation of corporate structure alternatives	347	-	347	-	-	347
Expenses associated with mergers and acquisitions	-	438	338	874	1,132	596
Deferred tax expense on Kansas lease structure	-	-	3,085	-	-	3,085
Start-up expenses	-	2,687	-	2,687	9,480	6,793
Goodwill and other impairments	1,967	278	2,098	278	278	2,098
Normalized Funds From Operations	\$67,841	\$82,625	\$133,144	\$159,000	\$311,921	\$286,065
Maintenance capital expenditures on real estate assets	(5,691)	(8,459)	(8,310)	(15,004)	(30,068)	(23,374)
Stock-based compensation	4,319	4,256	8,929	8,068	17,267	18,128
Amortization of debt costs	1,384	855	2,740	1,712	3,351	4,379
Other non-cash revenue and expenses	1,469	893	3,126	1,650	4,929	6,405
Adjusted Funds From Operations	\$69,322	\$80,170	\$139,629	\$155,426	\$307,400	\$291,603
Funds from operations per diluted share	\$0.47	\$0.66	\$0.99	\$1.30	\$2.52	\$2.19
Normalized funds from operations per diluted share	\$0.56	\$0.69	\$1.10	\$1.33	\$2.62	\$2.37
Adjusted funds from operations per diluted share	\$0.57	\$0.67	\$1.16	\$1.30	\$2.58	\$2.41

Source: Company Management

Note: Reconciliations for prior periods, which are not reconciled to this presentation, can be found on the Company's website

EBITDA Calculation



(\$ in thousands)

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,		YEAR ENDED DECEMBER 31,	LAST TWELVE MONTHS
	2020	2019	2020	2019	2019	June 30, 2020
Net income	\$22,186	\$48,578	\$55,424	\$97,918	\$188,886	\$146,392
Interest expense	23,873	21,316	48,428	43,226	86,661	91,863
Depreciation and amortization	38,619	35,591	76,571	71,114	144,572	150,029
Income tax expense (benefit)	(962)	1,972	2,814	4,456	7,839	6,197
EBITDA	83,716	107,457	183,237	216,714	427,958	394,481
Expenses associated with debt refinancing transactions	-	-	-	-	602	602
Expenses associated with COVID-19	8,165	-	8,165	-	-	8,165
Expenses associated with evaluation of corporate structure alternatives	347	-	347	-	-	347
Expenses associated with mergers and acquisitions	-	438	338	874	1,132	596
Start-up expenses	-	2,687	-	2,687	9,480	6,793
Asset impairments	11,717	4,706	12,253	4,706	4,706	12,253
Gain on sale of real estate assets	(2,818)	-	(2,818)	-	-	(2,818)
Adjusted EBITDA	\$101,127	\$115,288	\$201,522	\$224,981	\$443,878	\$420,419
EBITDA from unrestricted subsidiaries	(8,163)	(3,582)	(15,780)	(7,014)	(14,407)	(23,173)
Restricted adjusted EBITDA	\$92,964	\$111,706	\$185,742	\$217,967	\$429,471	\$397,246

Source: Company Management

Note: Reconciliations for prior periods, which are not reconciled to this presentation, can be found on the Company's website

Note to Supplemental Financial Information



Adjusted Net Income, EBITDA, Adjusted EBITDA, FFO, and Normalized FFO, and, where appropriate, their corresponding per share metrics are non-GAAP financial measures. The Company believes that these measures are important operating measures that supplement discussion and analysis of the Company's results of operations and are used to review and assess operating performance of the Company and its properties and their management teams. The Company believes that it is useful to provide investors, lenders and security analysts disclosures of its results of operations on the same basis that is used by management. FFO, in particular, is a widely accepted non-GAAP supplemental measure of REIT performance, grounded in the standards for FFO established by the National Association of Real Estate Investment Trusts (NAREIT).

NAREIT defines FFO as net income computed in accordance with GAAP, excluding gains (or losses) from sales of property and extraordinary items, plus depreciation and amortization of real estate and impairment of depreciable real estate and after adjustments for unconsolidated partnerships and joint ventures calculated to reflect funds from operations on the same basis. EBITDA, Adjusted EBITDA, and Normalized FFO are useful as supplemental measures of performance of the Company's properties because such measures do not take into account depreciation and amortization, or with respect to EBITDA, the impact of the Company's tax provisions and financing strategies. Because the historical cost accounting convention used for real estate assets requires depreciation (except on land), this accounting presentation assumes that the value of real estate assets diminishes at a level rate over time. Because of the unique structure, design and use of the Company's properties, management believes that assessing performance of the Company's properties without the impact of depreciation or amortization is useful. The Company may make adjustments to FFO from time to time for certain other income and expenses that it considers non-recurring, infrequent or unusual, even though such items may require cash settlement, because such items do not reflect a necessary or ordinary component of the ongoing operations of the Company. Start-up expenses represent the incremental operating losses incurred during the period we activate idle correctional facilities.

Normalized FFO excludes the effects of such items. The Company calculates Adjusted Net Income by adding to GAAP Net Income expenses associated with the Company's debt refinancing, M&A activity, start-up expenses, and certain impairments and other charges that the Company believes are unusual or non-recurring to provide an alternative measure of comparing operating performance for the periods presented. Even though expenses associated with mergers and acquisitions may be recurring, the magnitude and timing fluctuate based on the timing and scope of M&A activity, and therefore, such expenses, which are not a necessary component of the ongoing operations of the Company, may not be comparable from period to period.

Other companies may calculate Adjusted Net Income, EBITDA, Adjusted EBITDA, FFO, and Normalized FFO differently than the Company does, or adjust for other items, and therefore comparability may be limited. Adjusted Net Income, EBITDA, Adjusted EBITDA, FFO, and Normalized FFO and, where appropriate, their corresponding per share measures are not measures of performance under GAAP, and should not be considered as an alternative to cash flows from operating activities, a measure of liquidity or an alternative to net income as indicators of the Company's operating performance or any other measure of performance derived in accordance with GAAP. This data should be read in conjunction with the Company's consolidated financial statements and related notes included in its filings with the Securities and Exchange Commission.