

# CORECIVIC, INC.

## **Related Party Transaction Policy (Adopted by the Audit Committee effective November 5, 2024)**

### ***Policy Statement***

CoreCivic, Inc. (together with its subsidiaries, the "Company") recognizes that Interested Transactions (as defined below) can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders. Accordingly, it is the policy of the Board of Directors of the Company (the "Board") that all Interested Transactions with Related Parties (as defined below) shall be subject to review and approval in accordance with the procedures set forth below.

This policy is not intended to limit the more general policies regarding "conflicts of interest" set forth in the Company's Code of Ethics (the "Code of Ethics"), including, without limitation, that all employees and directors should generally avoid any outside financial interests that might conflict with the Company's interests as further described in the Code of Ethics.

### ***Review and Approval Procedures***

The Audit Committee of the Board (the "Committee") shall conduct a reasonable prior review of all Interested Transactions that require the Committee's approval and either approve or disapprove of the entry into the Interested Transaction, subject to the exceptions described below with respect to specified pre-approved transactions. In determining whether to approve an Interested Transaction, the Committee shall consider all relevant information and facts available to the Committee regarding the Interested Transaction (including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved), and shall take into account, among other factors it deems appropriate, the following factors (as applicable):

- the Related Party's relationship to the Company and direct or indirect interest in the transaction, both objective (e.g., the dollar amount of the Related Party's interest) and subjective (e.g., any personal benefit not capable of quantification);
- whether the Interested Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances;
- the availability of other sources of comparable products or services;
- the benefits to the Company of the proposed Interested Transaction;
- the impact on a director's independence in the event the Related Party is a director, an "associated person" (as defined below) of a director or an entity in which a director is a partner, member, shareholder or officer; and
- the applicable terms of any credit or similar agreement governing Interested Transactions.

The Committee has reviewed the potentially Interested Transactions described below under "Certain Pre-Approved Interested Transactions" and determined that each of the transactions described therein shall be deemed to be pre-approved by the Committee under the terms of this policy. In connection with each regularly scheduled meeting of the Committee, a summary of each new Interested Transaction deemed pre-approved pursuant to paragraph three (3), four (4), six (6) or seven (7) under "Certain Pre-Approved Interested Transactions" below shall be provided to the Committee for its review.

The Committee shall, on at least an annual basis, review and assess ongoing relationships that constitute Interested Transactions with Related Parties to see, based on all relevant facts, information and circumstances (including the Company's contractual obligations), if the Interested Transaction remains appropriate or should otherwise be modified or terminated.

No director shall participate in any approval of an Interested Transaction for which he or she (or any of his or her associated persons) is a Related Party or otherwise has a direct or indirect interest, except that the director shall provide all material information concerning the Interested Transaction to the Committee.

#### *Additional Procedures*

In the event of an Interested Transaction that inadvertently was not previously approved by the Committee, the following steps shall be taken:

- If the transaction is pending or ongoing, it shall be submitted to the Committee promptly, and the Committee shall consider all of the relevant facts and circumstances available to the Committee including (if applicable) but not limited to the factors set forth above under the heading "Review and Approval Procedures".
- If the transaction is completed, the Committee shall evaluate the transaction, taking into account the same factors set forth above under the heading "Review and Approval Procedures," to determine if rescission of the transaction or other action is appropriate, and shall request that the General Counsel evaluate the Company's controls and procedures to ascertain the reason the transaction was not submitted to the Committee for prior approval and whether any changes to these procedures are recommended.

#### *Definition of Interested Transaction and Related Party*

An "Interested Transaction" is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which:

- the aggregate amount involved exceeded, or will or may be expected to exceed, \$120,000 in any calendar year;
- the Company was, is or will be a participant; and

- any Related Party had, has or will have a direct or indirect interest, which interest, for avoidance of doubt, need not solely be an economic benefit; provided that a Related Party will not be deemed to have an "indirect" interest solely as a result of being a director or a less than ten percent (10%) beneficial owner of another entity.

A "Related Party" is any:

- person who is or was (since the beginning of the last fiscal year for which the Company has filed an Annual Report on Form 10-K and proxy statement, even if that person does not presently serve in that role) an executive officer of the Company, director or nominee for election as a director of the Company;
- greater than five percent (5%) beneficial owner of the Company's common stock or other equity securities;
- "immediate family member" of any of the foregoing. Immediate family member includes a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person's home (other than a tenant or employee) (collectively, "associated persons"); or
- firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner, managing member or principal or in a similar position or in which such person has a ten percent (10%) or greater beneficial ownership interest.

### ***Certain Pre-Approved Interested Transactions***

The Committee has reviewed the types of potentially Interested Transactions described below and determined that each of the following Interested Transactions shall be deemed to be pre-approved by the Committee, even if the aggregate amount involved will exceed \$120,000.

1. **Employment of named executive officers.** Any employment by the Company of an executive officer of the Company if:
  - the related compensation is required to be reported in the Company's proxy statement under Item 402 of the Securities and Exchange Commission's (the "SEC") compensation disclosure requirements under Regulation S-K; or
  - the executive officer is not an immediate family member of another executive officer or director of the Company, the related compensation would be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements under Regulation S-K if the executive officer was a "named executive officer" (as defined under the applicable SEC rules), and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.
2. **Director compensation.** Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements under Regulation S-K.

3. **Certain transactions with other companies.** Any transaction with another company at which a Related Party's only relationship is as an employee (other than an executive officer), director or beneficial owner (together with any of his or her associated persons) of less than ten percent (10%) of that company's shares, if the aggregate amount involved does not exceed the greater of \$1,000,000, or two percent (2%) of that company's total annual revenues.
4. **Certain Company charitable contributions.** Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Party's only relationship is as an employee (other than an executive officer) or a director, if the aggregate amount involved does not exceed the lesser of \$1,000,000 or two percent (2%) of the charitable organization's total annual receipts, except where the Related Party otherwise had, has or will be expected to receive a material direct or indirect benefit as a result of such contribution, grant or endowment (which need not be economic).
5. **Transactions where all shareholders receive proportional benefits.** Any transaction where the Related Party's interest arises solely from the ownership of the Company's equity securities and all holders of such Company equity securities received the same benefit on a pro rata basis (e.g. dividends).
6. **Transactions involving competitive bids.** Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids as part of an objective bidding process.
7. **Certain banking, bond and stock-related services.** Any transaction with a Related Party involving services as a bank depository of funds, transfer or exchange agent, registrar, trustee under a trust indenture or similar services.

### ***Disclosure***

All Interested Transactions that are required to be disclosed in the Company's filings with the SEC shall be so disclosed in accordance with applicable rules and regulations. The material features of this policy, together with any Interested Transactions not approved in accordance with this policy, shall be disclosed in the Company's Annual Report on Form 10-K or in the Company's proxy statement, to the extent required by applicable laws, rules and regulations.