

CORECIVIC, INC.
(THE “COMPANY”)
EXECUTIVE COMMITTEE CHARTER
(Adopted by the Board of Directors effective February 20, 2020)

A. PURPOSE

The purpose of the Executive Committee is to discharge the responsibilities of the Company’s Board of Directors (the “Board”) relating to the transaction of routine, administrative matters that occur between regularly scheduled meetings of the Board.

B. STRUCTURE AND MEMBERSHIP

1. Number. The Executive Committee shall consist of at least three members of the Board, at least one of whom is an “independent director” as affirmatively determined by the Board in accordance with the applicable rules of the New York Stock Exchange.
2. Chair. Unless the Board elects a Chair of the Executive Committee, the Executive Committee shall elect a Chair by majority vote.
3. Compensation. Members of the Executive Committee who also are employees of the Company shall not receive compensation for their services on the Executive Committee, except as expressly approved by the Board. The compensation of non-employee members of the Executive Committee shall be as determined by the Board.
4. Selection and Removal. Members of the Executive Committee shall be appointed by the Board, upon the recommendation of the Nominating and Governance Committee. The Board may remove members of the Executive Committee from such committee, with or without cause.

C. AUTHORITY AND RESPONSIBILITIES

The Executive Committee’s primary function is to exercise and have all the powers of the Board in the management of the business and the affairs of the Company during the intervals between meetings of the Board. The Executive Committee shall, between regularly scheduled meetings of the Board, transact routine administrative matters that require Board approval as such issues arise. Notwithstanding the foregoing, the Executive Committee shall not have the power or authority to: (i) amend the Company’s charter, as amended (“Charter”), or the Bylaws; (ii) adopt an agreement or plan of merger, share exchange, or consolidation to which the Company is a party; (iii) recommend to the stockholders of the Company any action which requires stockholder approval including, but not limited to, (a) the sale, lease, or exchange of all or substantially all of the Company’s property or assets or (b) a dissolution of the Company or a revocation of a dissolution of the Company; (iv) declare a dividend or authorize the issuance of capital stock of the Company; or (v) take any other action or exercise any authority prohibited by law or the Company’s Charter or Bylaws.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Executive Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Executive Committee shall keep such records of its meetings as it shall deem appropriate.
2. Meetings with Management. The Executive Committee may meet with management in separate executive sessions to discuss any matters that the Executive Committee or the parties believe should be discussed privately with the Executive Committee.
3. Reports to the Board. The Executive Committee shall report regularly to the Board. A summary of the actions taken at each Executive Committee meeting shall be presented to the Board at the next Board meeting.
4. Charter. At least annually, the Executive Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Committee shall have the authority to engage such independent legal, risk management 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, to cause the Company to pay the compensation of such advisors as established by the Committee.¹
6. Investigations. The Executive 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 Company or any advisors engaged by the Executive Committee.
7. Annual Self-Evaluation. At least annually, the Executive Committee shall evaluate its own performance.
8. Additional Powers. The Executive 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.

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¹ Note to CXW: This change was made to conform to the allowance under the other committee charters as it relates to engaging independent advisors.