

HIRERIGHT HOLDINGS CORPORATION
CORPORATE GOVERNANCE GUIDELINES

Effective as of September 13, 2023

These Corporate Governance Guidelines reflect the practices established by the Board of Directors (the “Board”) of HireRight Holdings Corporation (the “Company”) for the governance of the Company. The Board’s decisions about corporate governance practices may evolve or change over time as a result of changes in the market or the Company’s circumstances or other factors. Accordingly, the Nominating and Governance Committee reviews the Corporate Governance Guidelines annually and recommends changes to the Board as appropriate. These Corporate Governance Guidelines are not intended to be rigid, and the Board retains flexibility to deal with situations as appropriate.

I. Role of the Board of Directors

1. The Board selects and oversees the Company’s management, which is responsible for the day-to-day business operations of the Company. The key responsibility of the Board is to exercise its business judgment to act in what it believes to be the best interests of the Company and its stockholders. Within this framework, the Board also considers the Company’s ethical behavior and the interests of other constituents, including the Company’s customers, employees, and the communities in which it functions, as the Board deems appropriate.
2. The Board provides oversight with respect to strategic direction and key policies of the Company. It approves significant corporate actions and major initiatives, provides advice and counsel to management on key financial and business objectives and other significant issues facing the Company, reviews the Company’s long-term strategic plan at least annually, and monitors progress with respect to these matters.
3. The Board, directly and through its Audit Committee, provides oversight of the material accuracy and integrity of the financial statements of the Company and the Company’s financial reporting processes, the independent auditors’ qualifications and independence, the performance of the Company’s internal audit practice and independent auditors, and the compliance by the Company with legal and regulatory requirements.
4. The Board appoints the Chief Executive Officer. The Compensation Committee, on behalf of the Board, determines the annual and long-term performance goals of the Chief Executive Officer and other senior management personnel specified by the Compensation Committee and their performance against such goals. In addition, the Compensation Committee, on behalf of the Board, sets the compensation of the Chief Executive Officer and other senior management personnel specified by the Compensation Committee, oversees compensation and benefits plans and human resources policies and programs of the Company, administers the equity-based incentive compensation plans of the Company, and makes recommendations to the Board with respect to director compensation.

5. The Nominating and Governance Committee assists the Board in (i) identifying individuals qualified to become members of the Board consistent with the Company's director qualifications criteria and any obligations under its contractual arrangements; (ii) overseeing the Company's corporate governance guidelines and policies and practices on corporate social responsibility and environmental matters; (iii) overseeing the evaluation of the Board and its committees; and (iv) developing succession plans for senior management of the Company.
6. The Privacy and Cybersecurity Committee oversees and advises the Board on the Company's (i) compliance with global data privacy and security regulations and requirements, and (ii) cybersecurity profile, vulnerabilities, mitigation, and related risks.

II. Board Structure and Composition

1. Size of Board. The Board should be large enough to maintain appropriate expertise, diversity, and independence, but small enough to function efficiently, permit productive discussion, and facilitate the contributions and accountability of individual directors. The Board determines the appropriate size of the Board from time to time in accordance with the Company's governing documents.
2. Board Structure and Term Limits. The Company's position is that a staggered Board provides continuity that is in the best interests of stockholders. The Board comprises three classes of directors, with approximately one third of the directors assigned to each class. The members of each class are elected for a term of three years. The Board does not favor term limits for directors but believes that it is important to monitor overall Board performance.
3. Board Independence. The Board makes an affirmative determination regarding the independence of each director annually or more frequently as the Board may so desire, based upon the recommendation of the Nominating and Governance Committee. Because the Company is currently a "controlled company" within the meaning of the listing standards of the New York Stock Exchange or other principal exchange upon which the Company's common stock trades (the "Exchange"), unless the Board otherwise determines not to rely on the Exchange's "controlled company" exemption, the Board is not required to have a majority of independent directors. If the Company ceases to be a "controlled company" or the Board determines not to rely on the Exchange's "controlled company" exemption, the Board shall meet the independence requirements of the Exchange within the periods required by the Exchange's phase-in rules applicable to a company that ceases to be a "controlled company and to an IPO company during the first year following its IPO.

Audit Committee members are subject to heightened independence requirements pursuant to the applicable rules of the Securities and Exchange Commission (the "SEC") and the Exchange. The Board shall determine, annually or more frequently as the Board may so desire, based on all of the relevant facts and circumstances,

whether each director satisfies these criteria for independence and will disclose each of these determinations.

Each independent director of the Board shall promptly notify the Chair of the Board of any developments that may impair such director's independence. If a conflict exists and cannot be resolved, such director should submit to the Board written notification of such conflict of interest and an offer of resignation from the Board and each of the Committees on which such director serves. The Board need not accept such offer of resignation, but the submission of such offer of resignation provides the opportunity for the Board to review the appropriateness of the continuation of such individual's membership on the Board or any Board Committee.

4. Director Selection and Board Membership Criteria. The Nominating and Governance Committee has, as one of its responsibilities, oversight of the composition of the Board and the recommendation of director candidates to the full Board, to be appointed by the Board or nominated by the Board for election by the Company's shareholders, as the case may be. Subject to any contractual nomination rights of the Company's stockholders, nominees for directorship will be identified by the Nominating and Governance Committee in accordance with the criteria set forth below and any other criteria that may be identified by the Board or a Board Committee, if appropriate, and in accordance with the procedures set forth in the Nominating and Governance Committee's charter.

The Nominating and Governance Committee also considers director candidates recommended by stockholders who submit a recommendation for the Committee's consideration by sending such recommendation to the Corporate Secretary. All such nominations must comply with the Company's certificate of incorporation, bylaws, applicable law, and other rules or policies, if any, specified in the Company's most recent proxy statement or on the Company's website. Director candidates are approved and nominated by the Board based on the recommendations of the Nominating and Governance Committee, and upon the Nominating and Governance Committee's and the Board's evaluation in light of criteria approved by the Board (which criteria apply equally to the Company and stockholder candidates).

- (a) Background. The Board seeks members from diverse professional and personal backgrounds who have broad experience and expertise. This assessment will include an individual's age, skills, experience, and, as applicable, independence, and a policy of promoting diversity, in the context of the needs of the Company.
- (b) Simultaneous Service. The Board recognizes the benefit of having members with experience serving on the boards of other companies, and that such experience is valuable to the Company. The Board also recognizes that its members must be able to dedicate sufficient time to their service on the Company's Board. The Board's view is that the appropriate number of directorships varies depending upon each individual's personal situation, the

demands of the various boards, and other circumstances. Therefore, the Board evaluates these matters and establishes limits as appropriate on a case-by-case basis for each individual director or candidate, and before appointing or endorsing a new director, the Board must conclude that such person's other time commitments will not interfere with effective service as a director of the Company. In general, subject to exceptions as determined by the Board with the recommendation of the Nominating and Governance Committee:

- No director should serve on more than three other public company boards.
 - No director who is the Chief Executive Officer of another public company should serve on more than one other public company board, aside from the board of his/her own company.
 - Before accepting a position on another public company board or audit committee, a director must notify the Nominating and Governance Committee, which will consider whether the acceptance of that position would compromise the director's ability to perform in accordance with his or her responsibilities as a director of the Company.
- (c) Financial Literacy. Directors should know how to read and understand fundamental financial statements and how to use them in evaluating the financial performance of the Company.
- (d) Character. Directors should be persons of good character and thus should possess all of the following personal characteristics:
- *Integrity*: Directors should demonstrate high ethical standards and integrity in their personal and professional dealings;
 - *Experience*: Directors should have broad training and experience at the policy-making or strategic level, and record of achievement and expertise that is useful to the Company and complementary to the background and experience of other Board members, so that a useful balance of members on the Board can be achieved and maintained;
 - *Judgment*: Directors should possess the ability to provide wise and thoughtful counsel on a broad range of issues; and
 - *High Performance Standards*: Directors should have a history of achievements which reflects high standards for themselves and others.

- (e) Expectations. Each director will be expected to (i) be willing to serve on the Board over a period of several years to develop knowledge about the Company; (ii) dedicate sufficient time, energy, and attention to ensure the diligent performance of his or her duties; (iii) comply with the duties and responsibilities set forth herein and in the governing documents of the Company and under applicable law; and (iv) interact with each other in a manner which encourages responsible, open, challenging, and inspired discussion.
- (f) Change in Circumstances. Directors should report to the chair of the Nominating and Governance Committee any change in personal circumstances that might affect their independence under applicable laws and regulations. If an incumbent director retires from or changes the principal position he or she held when he or she initially joined the Board (or following the last change in employment reviewed by the Board), or has a change in personal circumstances that significantly affects his or her ability to fulfill his or her Board responsibilities (other than on a limited, temporary basis), then the affected director is expected to tender his or her resignation to the Board, which may be conditioned upon acceptance of such resignation by the Board. If a resignation is so conditioned, the Nominating and Governance Committee will evaluate any such resignation in light of the best interests of the Company and its stockholders and will make a recommendation to the Board on whether to accept or reject such resignation or whether other action should be taken with respect thereto. In making its recommendation, the Nominating and Governance Committee may consider any factors it deems relevant, including the director's qualifications, the director's past and expected future contributions to the Company, the overall composition of the Board and whether accepting the tendered resignation would cause the Company to fail to satisfy or otherwise comply with any applicable law or regulation (including Exchange listing requirements and the federal securities laws). The Board will act on the resignation, taking into account the recommendation of the Nominating and Governance Committee, within ninety (90) days from the date of the change in circumstances. The director who tenders his or her resignation will not participate in the decision of the Nominating and Governance Committee or the Board. If the Board accepts a director's resignation pursuant to this process, then subject to any contractual nomination rights of the Company's stockholders, the Nominating and Governance Committee will recommend to the Board and the Board will thereafter determine whether to fill the resulting vacancy or decrease the size of the Board in accordance with the Company's bylaws.
- (g) Retirement Age. Except as otherwise requested by the Board, no non-employee director of the Board will be nominated for election to the Board after his or her 75th birthday.

III. Board Leadership:

1. Chair of the Board. The Chair of the Board shall be elected by the Board. The Board believes that the Company and its stockholders are best served by maintaining flexibility to have any director serve as Chair and therefore believes that a permanent policy on whether the Chair and Chief Executive Officer positions should be separated or combined is not appropriate.
2. Lead Independent Director. If the Chair is not an independent director, and the Company ceases to be a controlled entity, the Board shall appoint a Lead Independent Director who must be independent. The Lead Independent Director's responsibilities shall include: (a) presiding at all meetings of the Board at which the Chair is not present, including executive sessions of the independent directors; (b) serving as liaison between the Chair and the independent directors; (c) reviewing and approving materials to be sent to the Board; (d) approving the meeting agendas for the Board; (e) approving meeting schedules to assure that there is sufficient time for discussion of all agenda items; (f) having the authority to call meetings of the independent directors; and (g) if requested by major stockholders, ensuring that he or she is available for consultation and direct communication. If the Chair of the Board is an independent director, then the foregoing responsibilities will be handled by the Chair.

IV. Board Roles, Procedures, and Practices:

1. Attendance and Participation. Directors are expected to attend the annual meeting of stockholders, Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Directors are expected to review meeting materials prior to Board and committee meetings and, when possible, should communicate in advance of meetings any questions or concerns that they wish to discuss so that management will be prepared to address the same. Each director's attendance at, and preparation for, Board meetings and meetings of committees on which they serve, shall be considered by the Nominating and Governance Committee when recommending director nominees.
2. Board Meetings.
 - (a) Selection of Agenda Items. The Chair of the Board (in consultation with the Lead Independent Director, if any) establishes the agenda for Board meetings although each Board member is free to suggest the inclusion of items on the agenda. The Chair of each Board committee establishes the agenda for meetings of the committee, although each committee member is free to suggest the inclusion of items on the agenda. Members of senior management

are invited to open sessions of the Board and committee meetings, as appropriate.

- (b) Distribution of Materials. The Company shall distribute written materials sufficiently in advance of meetings to permit a meaningful review by the directors. However, due to timing or the sensitive nature of an issue, material may in such circumstances be distributed closer to or at the meeting, as appropriate, although directors will nevertheless be provided with an opportunity for meaningful review or discussion of such materials.
 - (c) Number of Meetings. The Board meets at least four times per year, and more frequently as appropriate. Board meetings are scheduled as far in advance as practicable so as to maximize availability of all directors. Committee meetings generally occur on the same schedule as regular Board meetings. Additional committee meetings are arranged as appropriate in light of pending committee business. Each committee chair reports to the Board on committee matters. Directors are expected to attend Board meetings and meetings of the Board committees on which they serve, absent unusual circumstances.
 - (d) Executive Sessions. The independent directors of the Board meet in executive session without management in connection with each regular Board meeting or at a minimum, at least three times per year. The Chairman, or the Lead Independent Director, if any, leads these sessions. The Company discloses in its annual Proxy Statement the number of such executive session meetings held each year.
3. Director Orientation and Continuing Education. The Nominating and Governance Committee oversees the Company's orientation program for new directors and continuing education programs for the Board.

Each new director, upon joining the Board, is provided with an orientation session regarding the Board and the Company's operations. As part of this orientation, each new director shall have an opportunity to meet with members of senior management of the Company. New director training will generally include the following elements, as well as other matters as determined by the Nominating and Governance Committee or the Board:

- (i) Discussion with the CEO, President, CFO, General Counsel, and Chairman, and with other Directors and officers as appropriate. Officer meetings will include briefings on the Company's status, operations, significant financial, accounting and risk management issues, independent public accountants, internal audit function, compliance programs, codes of conduct and ethics, legal affairs, corporate governance, strategy and other important issues.

(ii) Provision of the Company's principal public documents for the past year, including the Company's Form 10-K annual and 10-Q quarterly reports filed with the SEC, annual reports to stockholders, and proxy statements.

(iii) Provision of the current budget, internal financial statements and other planning documents used by management and the Board.

(iv) Provision of summaries of the Company's Directors & Officers liability insurance and any material litigation.

Directors are also provided with continuing education on various subjects that will assist them in discharging their duties, which may include presentations by Company management or the Board's advisors on the Company's business, compliance efforts, applicable legal, regulatory or other developments, or other matters as the Board or the Nominating and Governance Committee in its oversight of the Board's continuing education program, deems appropriate. Each director is encouraged to participate at the Company's expense (to be shared with other companies for which the director serves as a board member, as possible, in continuing education seminars and conferences organized by various institutions, accounting firms, law firms, or other third parties.

4. Assessing Board Performance. The Board will conduct an annual self-evaluation to determine whether it is functioning effectively. The Board's committees will conduct annual self-evaluations to assess their performance. The Nominating and Governance Committee will receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance, including participation from the Chair, or Lead Independent Director, if any, as appropriate. Areas of review may include, as the Nominating and Governance Committee deems appropriate, any of the following or other topics:

(a) Board Structure

- Size
- Composition
- Expertise
- Committee composition and operations
- Diversification

(b) Board Meetings

- Frequency
- Use of time for in-depth strategic business presentations and discussions
- Quality of communication and participation in Board meetings

(c) Board Operation

- Involvement in major business policies and decisions
- Understanding of the Company's vision, operations and strategic plans

- Oversight of the Company’s annual capital and operating budgets, income statement, balance sheet and cash flow
 - Attention to performance of peer companies
 - Oversight of the performance of the Chief Executive Officer and senior officers, and of executive compensation relative to performance
 - Oversight of planning for executive succession
 - Adequacy and timeliness of Board materials
5. Access to Company Officers, Employees, and Advisors. Board members have complete and open access to the Company’s senior management, any other team members and any Company advisors. Board members who wish to have access to such persons may coordinate such access through the Chair, or Lead Independent Director, if any, or may contact such persons directly.
6. Board Communications.
- (a) Outbound. The Board believes that management should speak for the Company and that the Chair should speak for the Board. In order to ensure compliance with applicable securities laws and to avoid the potential detriment to the interests of the Company, its stockholders and other constituencies that could result from inconsistent communications, the members of the Board will not respond to media inquiries or make statements to the media regarding the Company and its business without consultation with, and approval by, the Chair of the Board or the full Board.
- (b) Inbound. Stockholders and other stakeholders may communicate with the Board, or with a specific director or directors, by writing to them c/o the Corporate Secretary at 100 Centerview Drive, Suite 300, Nashville, TN 37214. The Secretary shall promptly review all communications from stockholders and other stakeholders. Bona-fide communications directed to the Board or any of its members shall be forwarded by the Company’s Secretary to the designated review director or the independent directors as a group, as indicated. For this purpose, the designated review director shall be the Chairman of the Board (if an independent director), or the Lead Independent Director (if one is appointed), or the Chairman of the Nominating and Governance Committee, as may be specified by the Board from time to time. The Company’s Secretary may disregard, or take such other action he or she may deem to be appropriate with respect to, non-bona-fide stockholder communications. The designated review director will review such communications and, with the assistance of the Company’s General Counsel and Chief Financial Officer, determine whether to provide copies, or summaries, of particular communications to other members of the Board. In general, the Company’s Secretary will forward communications (or summaries thereof) that relate to corporate governance, long-term corporate

strategy, and other important substantive matters directly to the designated review director, but may direct to the Company's other compliance procedures any communications that relate to non-material, ordinary business affairs or personal grievances. The Company's Secretary shall keep one copy of all stockholder communications and any member of the Board shall be entitled, at any time, to request copies or summaries of any or all stockholder communications.

In addition to the foregoing, the Audit Committee has established procedures to enable anyone who has a concern about the Company's conduct or about the Company's accounting, internal accounting controls or auditing matters to communicate those concerns confidentially to the Audit Committee or independent directors. Such communications may be confidential or anonymous and may be submitted electronically, by phone or in writing by accessing our Ethics and Compliance Hotline, a link to which can be found at <http://ir.HireRight.com>.

7. Board Authority. The Board and each committee have the power to hire, at the Company's expense, independent legal, financial, or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.
8. Confidentiality. The Board believes maintaining confidentiality of information and deliberations is an imperative. Information learned during the course of service on the Board is to be held under confidentiality obligations and used solely in furtherance of the Company's business.
9. Code of Business Conduct and Ethics and Other Company Policies. The Company has adopted a Code of Business Conduct and Ethics and other internal policies and guidelines designed to support these guidelines and to comply with applicable law. The directors are expected to comply fully with that Code of Business Conduct and Ethics and any other applicable policies and guidelines. The Board will adopt and review, as appropriate, policies and procedures designed to ensure that the Company, its directors, officers, and employees comply, in all material respects, with all applicable regulatory requirements and conduct the Company's business ethically and with honesty and integrity.
10. Compensation. Directors are compensated in the manner that the Board determines from time to time to be appropriate in light of the Company's objective to recruit, retain, and reward highly qualified directors. The Compensation Committee makes recommendations to the Board regarding compensation for directors. Director compensation includes a combination of cash and equity-based compensation pursuant to the Company's Non-Employee Director Compensation Program, as approved by the Board from time to time. In order to align the interests of directors and stockholders, Company equity-based compensation constitutes a substantial portion of total director compensation. Directors are reimbursed for expenses incurred

in Board service, but do not participate in Company benefit programs or receive other perquisites. Management directors do not receive separate compensation for Board service.

V. Board Committees

1. Board Committees. The Board will have at all times an Audit Committee, a Compensation Committee, and a Nominating and Governance Committee. Currently, the Board has also established a Privacy and Cybersecurity Committee. The Board may, from time to time, establish, maintain, and dissolve additional committees as the Board deems necessary or appropriate.

The Audit Committee shall consist solely of independent directors as required by the Exchange and SEC rules, subject to applicable phase-in rules and regulations and other permitted exceptions.

Members of the Compensation Committee and Nominating and Governance Committee shall not be required to meet the independence requirements of the Exchange during any period in which the Company is a “controlled company” within the meaning of the Exchange’s listing standards, unless the Board otherwise determines not to rely on the Exchange “controlled company” exemption. If the Company ceases to be a “controlled company” or the Board determines not to rely on the Exchange’s “controlled company” exemption, the Compensation Committee and Nominating and Governance Committee shall meet the independence requirements of the Exchange within the periods required by the Exchange’s phase-in rules applicable to companies who cease to be “controlled companies.”

Committees other than the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee are not subject to independence requirements under the SEC or Exchange rules.

Committee members and chairs will be appointed by the Board upon the recommendation of the Nominating and Governance Committee with consideration of the desires of individual directors. Each committee shall have its own charter, which will be posted on the Company’s website and will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will periodically and at least annually evaluate its own performance.

2. Rotation of Committee Assignments and Chairs. Committee assignments and the designation of committee chairs should be based on the director’s knowledge, interests and areas of expertise as well as the needs of the Company and the Board. The Board generally does not favor mandatory rotation of committee assignments or

chairs because of its belief that experience, and continuity are more important than rotation.

VI. Executive Officer Evaluation, Compensation, and Management Succession

1. Executive Officer Evaluation and Compensation. The Compensation Committee reviews and makes recommendations to the Board with respect to the Company's compensation philosophy, policies, and programs so as to support the Company's overall business strategy. The Compensation Committee will review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer and other senior management, evaluate their performance in light of those goals and objectives and determine and approve their compensation levels based on this evaluation. Both objective and subjective criteria are used, including, but not limited to (i) the Company's financial and operating performance, (ii) accomplishment of the Company's long-term strategic objectives, and (iii) the performance and development of the Company's top management team. No executive shall be present during voting or deliberations relating to his or her compensation.
2. Potential Impact on Compensation from Executive Officer Misconduct. If the Board determines that the Chief Executive Officer or another executive officer has engaged in conduct detrimental to the Company, the Board may take a range of actions to remedy the conduct, prevent its recurrence and impose such discipline as would be appropriate. Discipline would vary depending on the facts and circumstances, and may include, without limit, (a) termination of employment and (b) initiation of an action for breach of fiduciary duty. If the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, the Company may seek all remedies available to it at law, including recovery of any erroneously awarded incentive-based compensation. All remedies available to the Company would be in addition to, and not in lieu of, any actions imposed by law enforcement agencies, regulators or other authorities.
3. Succession. The Nominating and Governance Committee oversees the Company's management succession planning. Periodically as is necessary and advisable, management will develop an executive officer succession plan, as well as an interim Chief Executive Officer succession plan, in the event of an unexpected occurrence. The succession plan(s) will be developed in conjunction with guidance from the Nominating and Governance Committee and recommended to the Board for approval.

VII. Subsidiary Governance

1. Subsidiary Boards. For operational expedience, and to avoid subjecting the Board to excessive operational responsibilities, unless the Board or the Chief Executive Officer determines otherwise, (i) each direct or indirect subsidiary of the Company that is organized as a limited liability company shall have a single member and be managed

by its single member, acting through its officers; and (ii) each subsidiary of the Company that is organized as a corporation shall have a three-member board of directors (or more or fewer as may be expedient or required by applicable law or regulation), consisting of the Company's Chief Executive Officer, Chief Financial Officer, and Secretary, and/or other persons specified by the Board or the Company's Chief Executive Officer. The Board, the Chief Executive Officer or another authorized officer of the Company may remove any directors and managers of any of such subsidiaries at any time in its discretion.

2. Subsidiary Officers. The persons serving as officers of the Company shall also serve in the same officer capacities of the Company's direct and indirect subsidiaries, except as determined by the Board or the Chief Executive Officer, and except that the Board or the Chief Executive Officer of the Company shall have the authority to designate employees of the Company or any of its subsidiaries (or non-employee representatives in jurisdictions requiring local officers where the Company has no appropriate personnel) as officers, authorized signatories, representatives, or managers of any of such subsidiaries, with such titles as the Board or the Chief Executive Officer of the Company may determine, to perform any of the duties and exercise any of the authority with respect to such subsidiaries, and subject to the limitations on such duties and authority, that officers of the Company would otherwise have pursuant to the policies of the Company, either concurrently with or in place of the officers of the Company. No such persons will be deemed officers of the Company unless so appointed by the Board or as set forth in the bylaws of the Company. The Board, the Chief Executive Officer or another authorized officer of the Company may remove any officers or authorized signatories and representatives of any of such subsidiaries at any time in its discretion.