

**RESOLVED**, that shareholders of CoreCivic, Inc. (“CoreCivic” or the “Company”) urge the Compensation Committee (the “Committee”) to incorporate respect for inmate and detainee human rights into incentive compensation arrangements for senior executives. This proposal should operate prospectively and be implemented in a way that will not violate any contractual obligation to which CoreCivic is a party or any compensation plan.

**Supporting Statement:** For 2017, CoreCivic used adjusted earnings per share, which serves as a threshold for any bonus payout; normalized funds from operations (“FFO”) per share; adjusted income before interest, taxes, depreciation and amortization; and “strategic business goals,” in determining the amount of named executive officers’ (“NEOs”) annual bonuses. The strategic business goals for 2017 were executing certain contracts and completing a refinancing transaction that satisfied various criteria. Long-term incentives consisted of restricted stock units whose vesting depends on meeting FFO goals.

CoreCivic recognizes the importance of performance-based pay, touting the fact that 74% of executive officer compensation in 2017 was tied to performance. CoreCivic explained that strategic business goals were added to the NEOs’ annual bonus metrics because the growth and diversification the goals promote are important, but their impact “may not be immediately reflected in our financial results.”<sup>1</sup>  
Detention-Facilities.pdf

We agree that companies should reward behavior that creates long-term value even if it does not translate into short-term financial gain. Respecting the human rights of inmates and detainees, in our view, is such a behavior. CoreCivic’s Human Rights Policy Statement (the “Statement”) asserts that “[a] strong commitment to inmate and detainee rights and proper treatment is essential to our work” and describes policies CoreCivic maintains on inmate and detainee human rights, including freedom of expression, excessive force and access to health care.<sup>2</sup>

CoreCivic has faced and now faces many lawsuits alleging that it has violated the human rights of inmates and detainees. For example, one group of current cases alleges the use of forced labor at CoreCivic immigration detention facilities<sup>3</sup>; another group claims that CoreCivic failed to provide inmates with needed medical care.<sup>4</sup> The California State Teachers’ Retirement System and New York City Pension Funds cited human rights concerns in connection with their decisions to divest from CoreCivic and GEO Group’s stock.<sup>5</sup>

We believe that incorporating respect for human rights into incentive compensation arrangements for senior executives would encourage focus on the steps necessary to ensure respect, including training, adequate staffing and medical resources. The Committee would have discretion to determine the best way to consider and measure such respect and to set appropriate incentive compensation targets. We urge shareholders to vote for this proposal.

1 2018 Proxy Statement, at 37

2 [https://www.corecivic.com/hubfs/\\_files/CoreCivic%20Human%20Rights%20policy%20statement.pdf](https://www.corecivic.com/hubfs/_files/CoreCivic%20Human%20Rights%20policy%20statement.pdf)

3 <http://www.htlegalcenter.org/wp-content/uploads/Human-Trafficking-Forced-Labor-in-For-Profit-4>

<https://www.tennessean.com/story/news/2018/08/07/corecivic-diabetic-inmates-denied-insulin-trousdale-turner/925297002/>; <https://www.indystar.com/story/news/2018/06/18/prison-medical-care-marion-county-jail-correct-care-solutions/637068002/>

5 <https://www.pionline.com/article/20181108/ONLINE/181109890/calstrs-to-divest-from-private-prison-companies-corecivic-geo-group>; <https://www.ai-cio.com/news/new-york-city-pension-funds-divest-private-prisons/>