

**HIRERIGHT HOLDINGS CORPORATION**  
**COMPENSATION COMMITTEE CHARTER**

Effective as of September 14, 2023

**I. Purpose**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of HireRight Holdings Corporation, a Delaware corporation (the “Company”), shall, on behalf of the Board, oversee the compensation of the Company’s Chief Executive Officer (the “CEO”) and other executive officers, and the Company’s compensation and benefits programs, equity-based plans. The Committee’s purpose, specific authority, and responsibilities are set forth in Section IV below.

**II. Organization**

The Committee shall consist of at least three directors, each of whom meets the independence requirements of the New York Stock Exchange (the “Exchange”), except to the extent that the Board determines to utilize the Exchange’s transition rules for IPO companies and/or the Exchange’s “controlled company” exception to otherwise applicable independence requirements. At least two members shall qualify as non-employee directors for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations promulgated thereunder.

Members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee and may be removed by the Board at any time. The Committee’s chair shall be designated by the Board on the recommendation of the Nominating and Governance Committee or, if not so designated, the members of the Committee shall elect a chair by a vote of the majority of the full Committee. The Committee may, from time to time, delegate authority and/or responsibilities to subcommittees, to Company management, or to one member of the Committee, as appropriate and to the extent permitted by applicable law or unless otherwise specified by the Board. Delegation of authority does not limit the Committee’s concurrent authority.

**III. Meetings**

The Committee shall meet at least four times per year or more frequently as the Committee deems appropriate. Meetings shall be called by the chair of the Committee or, if there is no chair, by a majority of the members of the Committee. Meetings may be held, and members of the Committee may participate in meetings, telephonically or by other electronic means that enable all participants to hear each other to the extent permitted by applicable law. A majority of the membership of the Committee shall constitute a quorum for conducting business of the Committee. Committee actions may be taken by unanimous written consent.

The Committee shall maintain minutes of its meetings and records relating to those meetings.

#### **IV. Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

##### **With respect to compensation programs generally:**

1. Oversee the Company's overall compensation philosophy, policies, and programs and assess whether they establish appropriate recruitment, performance, and retention incentives, and support the Company's overall business strategy.
2. Oversee the administration and operation of the Company's compensation and benefit plans and programs that are to be administered by the Board or a Committee thereof, except where the Board elects to act as administrator. Make recommendations to the Board with respect to the Company's compensation and benefit plans and programs that are subject to Board approval pursuant to applicable law. Oversee the performance of internal and external administrators if any duties have been delegated.
3. Exercise all rights, authority, and functions of the Board and the Committee under all of the Company's incentive compensation, equity-based, and pension plans and policies. Without limiting the foregoing, with respect to each such plan, the Committee shall have responsibility for:
  - (a) administering the plan, including, without limitation, interpreting the terms thereof and approving awards;
  - (b) setting performance targets as appropriate;
  - (c) if called for by the plan, certifying that any and all performance targets have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plans;
  - (d) approving all amendments to, and terminations of, all compensation plans and any awards under such plans;
  - (e) serving as Administrator of the Clawback Policy defined in item 13 below; and
  - (f) approving repurchases of securities from terminated team members to the extent permitted under the plan.
4. Approving annual cash compensation, subject to thresholds as set by the Board.
5. Review and discuss, at least annually, the material risks associated with executive compensation structure, policies, and programs to determine whether such structure,

policies, and programs encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate any such risk.

**With respect to the management team and Board:**

6. Periodically, with respect to the Company's CEO and such other senior management personnel of the Company as the Board or the Committee may determine from time to time, review and approve all elements of compensation and related corporate goals and objectives, evaluate the performance of such persons in light of those goals and objectives and determine and approve such persons' compensation. Such persons shall not be present during voting or deliberations relating to their compensation.
7. Approve employment and severance arrangements for the CEO and such other senior management personnel as the Board or Committee may determine from time to time.
8. Determine and approve the Company's policy with respect to change-of-control or "parachute" payments.
9. Establish and periodically review policies concerning stock ownership requirements, perquisite benefits, and other compensation-related matters.
10. Review and approve executive officer and director indemnification and insurance matters.
11. Review and recommend to the Board for approval the compensation of non-executive directors for their service to the Board.

**With respect to applicable legal requirements:**

12. Approve compensation awards, including individual awards, as may be required to comply with applicable tax and state corporate laws, or delegate such responsibility to the CEO with respect to employees other than executive officers.
13. Recommend to the Board for its approval a form of clawback policy to comply with SEC Rule 10D-1 and Section 303A.14 of the NYSE Listed Company Manual (as approved by the Board, the "Clawback Policy"), and (ii) exercise all rights, authority, and functions of the Board under the Clawback Policy, including without limitation, oversight of compliance by the Company with the Clawback Policy and related legal requirements.
14. Review the Company's compensation disclosures in its annual proxy statement and its Annual Report on Form 10-K filed with the SEC. Review and discuss the Company's Compensation Discussion and Analysis ("CD&A") with management and based on such review and discussion, determine whether to recommend to the Board that such compensation disclosures and CD&A be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable. Prepare or approve any other report or disclosure related to compensation as required by applicable law or listing standards.

15. Review and recommend to the Board for approval the frequency with which the Company will conduct the shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the “Say-on-Pay Vote”), taking into account the results of the most recent shareholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and recommend to the Board for approval the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company’s proxy statement filed with the SEC

**With respect to human capital management:**

16. Oversee and discuss with management the Company’s organization design including workforce acquisition, administration, and utilization and return on human capital.
17. Oversee and discuss with management the Company’s workforce development programs including retention, training, and career enhancement.

**With respect to the Committee’s other authorities and responsibilities:**

18. Review and assess at least annually its own performance and the adequacy of this Charter and recommend to the Board any changes to this Charter deemed appropriate by the Committee.
19. Report regularly to the Board.
20. Perform any other activities consistent with this Charter and the Company’s organizational documents, and required under applicable law, as the Committee or the Board deems necessary or appropriate

In exercising its discretion and fulfilling its duties, the Committee may consider, among such other factors as it may deem relevant, the Company’s performance, recruiting, and retention needs, shareholder returns, practices of other companies the Committee deems comparable, internal pay equity, the results of the most recent Say-on-Pay Vote or other stockholder vote on any compensation-related matter and historical compensation.

**V. Resources**

The Committee shall have the authority, at its sole discretion, to retain or terminate compensation consultants, independent legal counsel, or other advisors (collectively, “Advisors”) to assist the Committee in its responsibilities, and shall be directly responsible for overseeing the work of such Advisors. The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisors or other professionals retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Before retaining an Advisor (other than in-house legal counsel and any Advisor whose role is limited to consulting on broad-based, non-discriminatory plans or providing information that is not customized in particular for the Company (as described in Item 407(e)(3)(iii) of Regulation S-K)), the Committee shall consider the independence of such Advisor, including any independence factors that it is required to consider by applicable law or Exchange requirements.

The chair of the Committee, at the request of any member of the Committee, may request that any officer, team member, or advisor of the Company attend a meeting of the Committee or otherwise respond to Committee requests.