

CORRECTIONS CORPORATION OF AMERICA CORPORATE GOVERNANCE GUIDELINES

The Board of Directors of the Company has developed the following corporate governance principles to assist it in fulfilling its responsibility to the stockholders of the Company to oversee the work of management and the Company's business results. These guidelines, along with the charters and key practices of the Board committees, assure the Board will have the necessary authority and practices in place to review and evaluate the Company's business operations as needed and to make decisions that are independent of the Company's management. They are also intended to align the interests of directors and management with the long-term interests of the Company's stockholders.

These guidelines are subject to future refinement or changes as the Board may find necessary or advisable in order to achieve these objectives.

I. Board Composition and Selection; Membership Criteria

Board Size. The Bylaws of the Company provide that the Board of Directors shall consist of not less than 3 and not more than 16 directors, with the exact number being determined from time to time by resolution of the Board. The Board periodically evaluates whether a larger or smaller number of directors would be preferable.

Selection of Board Members. All Board members are elected annually by the Company's stockholders, except as noted below with respect to vacancies. Each year at the Company's annual meeting, the Board recommends a slate of directors for election by stockholders. The Board's recommendations are based on its determination (using recommendations, advice, and information supplied by the Nominating and Governance Committee) as to the suitability of each individual, and the slate as a whole, to serve as directors of the Company, taking into account the membership criteria discussed below.

The Board may fill vacancies in existing or new director positions (using recommendations, advice, and information supplied by the Nominating and Governance Committee). Such directors elected by the Board serve only until the next election of directors unless elected by the stockholders to a subsequent term at that time.

In evaluating and recommending director candidates to the full Board, the Nominating and Governance Committee may consider potential candidates from a variety of sources. It is the policy of the Company that the Nominating and Governance Committee consider director candidates recommended by Company stockholders and that there be no differences in the manner in which such nominees are evaluated. A stockholder who desires for the Nominating and Governance Committee to consider a nomination for director must comply with the notice, timing, and other requirements in the Company's Bylaws.

Board Membership Criteria. The Nominating and Governance Committee works with the Board on an annual basis to determine the appropriate characteristics, skills, and experience for the Board as a whole and its individual members. In evaluating the suitability of individual Board members, the Board takes into account many factors, including general understanding of marketing, finance, and other elements relevant to the success of a publicly-traded company in today's business environment, understanding of the Company's business, and diversity, age, skills, and educational and professional background. The Board evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these

various areas. In determining whether to recommend a director for re-election, the Nominating and Governance Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

Board Composition — Director Independence. At least a majority of the Company's directors must be independent directors. In determining the independence of a director, the Board will be guided by the definitions of "independent director" included in pertinent corporate governance rules of the New York Stock Exchange ("NYSE").

Term Limits. The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies, and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these guidelines.

Mandatory Retirement. No director may stand for election after reaching age 75; provided, that, for a period of three years from the date the Board adopts this guideline, no director serving as of the date of adoption of this guideline shall be prohibited from standing for election or serving on the Board solely as a result of reaching age 75. This guideline shall not apply to a director then serving as the Chief Executive Officer of the Company at the time such director reaches age 75.

Directors with Significant Job Changes. The Board believes that any director who retires from his or her present employment, or who materially changes his or her position, should volunteer to resign from the Board. It is not the sense of the Board that in every instance the directors who retire or change from the position they held when they came on the Board should necessarily leave the Board. There should, however, be an opportunity for the Board through the Nominating and Governance Committee to review the continued appropriateness of Board membership under the circumstances.

Director Resignation Policy. In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who is an incumbent director and who receives a greater number of votes "against" (ignoring abstentions and broker non-votes) his or her election than votes "for" such his or her election (a "Majority Withhold Vote") will promptly tender his or her resignation from the Board and all committees thereof, subject to acceptance by the Board, following completion of the stockholder vote. The Nominating and Governance Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action is recommended, taking into account any factors or other information that they consider appropriate and relevant, including, without limitation, the following:

- The stated reasons why stockholders withheld votes for election from such director;
- The length of service and qualifications of such director;
- The director's past and expected future contributions to the Company;
- The availability of other qualified candidates for director;
- The overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable requirements of the Securities and Exchange Commission ("SEC"), the NYSE, or any other regulatory or self-regulatory requirements; and
- Whether the resignation could result in the triggering of change in control or similar provisions under any contract by which the Company is bound or any benefit plan of the Company and, if so, the potential impact thereof.

The Nominating and Governance Committee's evaluation shall begin promptly following certification of the voting results and shall be forwarded to the Board to permit the Board to act on it no later than ninety (90) days following certification of the stockholder vote resulting in the failed election. In reviewing the Nominating and Governance Committee's recommendation, the Board shall consider the factors evaluated by the Nominating and Governance Committee and such additional information and factors the Board believes to be relevant. The Company shall publicly disclose (by press release, a filing with the SEC or other broadly disseminated means of communication) the Board's decision regarding the tendered resignation and the rationale behind the decision within ninety (90) days from the date of certification of the election results. No director who tenders his or her resignation pursuant to this Guideline shall participate in the Nominating and Governance Committee recommendation or Board consideration with respect to his or her resignation except to respond to requests for information. If a director's resignation is accepted by the Board pursuant to this Guideline, or if a nominee for director is not elected and is not an incumbent director, the Board may fill the resulting vacancy or decrease the size of the Board pursuant to the Bylaws. Notwithstanding the foregoing, in the event that (i) no nominee for director receives the vote required in the Bylaws, the Nominating and Governance Committee shall make a final determination as to whether the Company shall accept any or all resignations, including those resignations from the members of the committee or (ii) a majority of the members of the Nominating and Governance Committee received a Majority Withhold Vote, then the independent directors (as most recently determined by the Board pursuant to applicable listing guidelines) on the Board who did not receive a Majority Withhold Vote (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept them or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a Majority Withhold Vote.

Limitations on Other Board Service. The Audit Committee charter provides that a member of the Audit Committee may not serve on the audit committee of more than two other public companies without Board approval. Otherwise, the Board does not believe that its members should be prohibited from serving on boards and/or board committees of other organizations and the Board has not adopted any guidelines limiting such activities. However, the Nominating and Governance Committee and the full Board will take into account the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors and making its recommendations to Company stockholders. Service on boards and/or committees of other organizations should be consistent with the Company's conflict of interest policies.

II. Director Responsibilities

Responsibilities. The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, and shall be entitled to the benefits of indemnification to the fullest extent permitted by law and the Company's Charter, Bylaws, and any indemnification agreements and to exculpation as provided by state law and the Company's Charter.

Directors are expected to attend 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 strongly encouraged to attend the Company's meetings of stockholders.

Stock Ownership by Directors. The Board has adopted stock ownership guidelines for the Company's executive officers and directors. Pursuant to such guidelines, the Company's non-executive

directors are each expected to own a fixed number of shares of common stock of the Company equal to four times the annual retainer for non-executive directors (excluding any retainer for chairing or serving on a committee) in effect on the later of March 1, 2007 or the date such director is initially elected to the Board, divided by the Company's closing common stock price, as reported by the NYSE on such date. Non-executive directors are required to achieve these ownership levels, subject to a limited hardship exemption, five years following their initial election to the Board, or, in the case of directors serving on the Board on March 1, 2007, by March 1, 2012. In addition, the Company's executive officers are expected to own a fixed number of shares of common stock of the Company equal to three times such executive officer's base salary in effect as of the earlier of March 1, 2007 or the date of such officer's hire or promotion, divided by the Company's closing common stock price, as reported by the NYSE, on such date. Executive officers are required to achieve these ownership levels, subject to a limited hardship exemption, five years following their date of hire or promotion, as applicable, or, in the case of persons who were executive officers on March 1, 2007, by March 1, 2012.

III. Board Meetings

Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. The Chairman of the Board, taking into account suggestions from the Chief Executive Officer and other members of the Board, will set the agenda for each Board meeting, and will distribute this agenda in advance to each director. At the beginning of the year, the Chairman will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

Executive officers of the Company who are not Board members may attend and participate in Board meetings at the invitation of the Chairman. Should the Chairman contemplate inviting any such person to attend and participate on a regular basis, Board concurrence will first be obtained.

IV. Access to Employees and Auditors

The Board should have complete access to Company employees and independent auditors in order to ensure that directors can ask all questions and obtain all information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries. Management is encouraged to invite Company personnel to any portion of a Board meeting at which their presence and expertise would help the Board to have a full understanding of matters being considered.

V. Executive Sessions of Non-Management Directors

The independent directors or the non-management directors of the Company will meet at regularly scheduled executive sessions (i.e., with no management directors or management present). Executive sessions will be called and chaired by an independent director appointed from time to time by the Nominating and Governance Committee. These executive session discussions may include such topics as independent directors or the non-management directors determine, but actions of the Board generally should be taken separately at a Board meeting. If the executive sessions are held by the non-management directors and include one or more directors that do not meet the definitions of "independent director" included in pertinent listing standards of the NYSE, then the "independent directors" of the Company will at least once a year schedule an executive session including only "independent directors."

VI. Outside Communications

General. The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. However, it is expected that Board members would do this with the full knowledge of management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management.

Interested Party Communications. Any interested party may communicate with the Board of Directors, individual directors, or groups of directors (e.g., non-management directors or independent directors) by writing to the attention of the Company's Secretary. The Secretary is charged with compiling all substantive communications from stockholders, periodically submitting the communications to the Board or the group of directors or individual directors to whom they are addressed, and maintaining a log of the communications that can be reviewed by directors upon request.

VII. Performance Evaluation; Succession Planning

Selection of Chief Executive Officer and Chairman. The Board selects the Company's Chief Executive Officer and Chairman in the manner that it determines to be in the best interests of the Company's stockholders. The Board has no policy with respect to the separation of the offices of Chairman and the Chief Executive Officer. The Board believes that this issue is part of the succession planning process and that it is in the best interest of the Company for the Board to make a determination when it elects a new Chief Executive Officer.

Succession Planning. As part of the Board's annual evaluation process of the Company's senior executives, the Nominating and Governance Committee of the Board shall have the responsibility to work with the Chief Executive Officer, the Chairman, and the Compensation Committee to plan for Chief Executive Officer succession, as well as to develop plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence and to ensure that adequate succession plans are in place for other members of the Company's executive management and other key personnel within the Company. Succession planning may be reviewed more frequently by the Board as it deems warranted.

Annual Board Performance Evaluation. The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

VIII. Compensation

Board Compensation Review. Company management should report to the Board on an annual basis as to how the Company's director compensation practices compare with those of other large public corporations. The Board should make changes in its director compensation practices only upon the recommendation of the Compensation Committee, and following discussion and approval by the full Board.

Compensation for Non-Employee/Independent Directors. The Board is committed to fostering compensation programs and policies designed to encourage director and senior management stock ownership over the long-term. Such programs, in the view of the Board, will help align the interests of directors and top management with those of stockholders. Compensation of non-employee directors of the

Company shall be comparable to that offered by other companies of similar size and scope. Independent directors shall receive no additional remuneration, in the form of consulting fees or other special benefits, beyond that provided for service on the Board.

Directors who are officers of the Company shall receive no additional remuneration for serving as a Company director.

IX. Committees

Number and Type of Committees. The Board currently has four standing committees — an Audit Committee, a Compensation Committee, a Nominating and Governance Committee, and an Executive Committee. The Board may add new committees or remove existing committees as it deems advisable for purposes of fulfilling its primary responsibilities. Each committee will perform its duties as assigned by the Board of Directors in compliance with each committee's charter and the Company's Bylaws. These may be described briefly as follows:

- **Audit Committee.** The Audit Committee reviews the work of the Company's internal accounting and audit processes and the work of the Company's independent auditors. The committee appoints the Company's independent auditor.
- **Compensation Committee.** The Compensation Committee reviews the Company's compensation practices and approves its compensation programs and plans. The committee also reviews the performance of the Company's Chief Executive Officer and determines CEO compensation.
- **Nominating and Governance Committee.** The Nominating and Governance Committee recommends candidates to fill Board vacancies and for the slate of directors to be proposed by the Board at the annual meeting of the Company's stockholders. The Committee also advises the Board on nominees for Chairman of the Board and Chief Executive Officer and addresses management succession planning. In addition to these duties, the committee monitors the Company's corporate governance practices and suggests applicable revisions. It also administers a self-assessment by the directors of the Board's performance.
- **Executive Committee.** The Executive Committee generally acts on behalf of the full Board of Directors during the intervals between meetings of the Board of Directors. The committee does not have the power or authority to take action with respect to certain fundamental corporate transactions; however, the Board of Directors may authorize the Executive Committee to undertake certain of those transactions within defined limits

Composition of Committees; Committee Chairpersons. The Board will approve committee assignments, including committee chair assignments. In doing so, the Board will consider the desires of individual directors and the committee members will be appointed by the Board upon recommendations of the Nominating and Governance Committee in consultation with the Chairman and Chief Executive Officer. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

Subject to the requirements of the applicable committee charter, committee chairs will determine the frequency of meetings of their respective committees, and, in consultation with management, will set meeting times and develop committee agendas. Each committee will, at the beginning of the year,

enumerate the subjects to be discussed within that committee during the year. This enumeration may be altered by the committee chair, in consultation with management, should circumstances so warrant.

Only independent directors may serve on the Audit, Compensation, and Nominating and Governance Committees. Any director may attend and participate in discussions of any Board committee, although formal committee action will only be through the vote of appointed committee members.

Board committees shall have access to accountants, compensation consultants, investment bankers, legal counsel or other independent consultants whose expertise or service is deemed essential to carrying out the committees' respective missions.

X. Director Orientation and Continuing Education

New Board members will be provided with an education and orientation program designed to familiarize them with the Company, its management structure and operations, the industries in which the Company operates and key legal, financial and operational issues. As part of this orientation, new Board members will be provided with information regarding corporate governance and the structure and procedures of the Board and the committees on which the Board members will serve.

Board members are encouraged to attend appropriate Company and external continuing director education programs to help them stay current on corporate governance, best Board practices, financial and accounting practices, ethical issues for directors and management, and similar matters. The Company will reimburse Board members for reasonable expenses associated with attending continuing education programs.

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