

# CCC INTELLIGENT SOLUTIONS HOLDINGS INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### I. PURPOSES

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of CCC Intelligent Solutions Holdings Inc. (the “Company”) to: (i) identify and screen individuals qualified to serve as directors and recommend to the Board candidates for nomination for election at the annual meeting of shareholders or to fill Board vacancies; (ii) develop, recommend to the Board and review the Company’s Corporate Governance Guidelines; (iii) coordinate and oversee the annual self-evaluation of the Board, its committees, individual directors and management in the governance of the Company; and (iv) review on a regular basis the overall corporate governance of the Company and recommend improvements for approval by the Board where appropriate.

### II. COMMITTEE MEMBERSHIP

**Composition.** The Committee shall consist of at least three members of the Board. Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a member for as long as he or she remains a director or until his or her earlier resignation or removal from the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time.

**Chair.** The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

**Independence.** The Company is currently a “controlled company” as defined in the rules of the New York Stock Exchange (“NYSE”). As a result of the Company’s controlled company status, the Committee is not required to be comprised solely of independent directors. At such time as the Company is no longer a controlled company, and after any permissible phase-in period, each member of the Committee shall be an “independent” director in accordance with applicable listing standards of the NYSE and Rule 10A-3 under the Securities Act of 1934, as amended (the “Exchange Act”), as well as the Company’s Corporate Governance Guidelines. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

**Onboarding / Education.** The Company shall provide new members of the Committee with appropriate onboarding briefings, and the full Committee with educational resources and opportunities related to corporate governance and other matters as may be appropriate or requested by the Committee.

### **III. AUTHORITY**

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes.

The Committee shall have authority to retain, direct and oversee the activities of, and to terminate the engagement of, any director search or recruitment consultant, legal counsel or other adviser to the Committee, all of whom shall be accountable to the Committee. Any director search firm and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

The Company shall provide the Committee with appropriate funding, as determined by the Committee, for the payment of compensation to any director search or recruitment consultant, legal counsel or other adviser retained by the Committee in carrying out its duties, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **IV. COMMITTEE MEETINGS**

The Committee shall meet as often as the Committee determines to be necessary to carry out its responsibilities but in no event less than semi-annually. The Committee shall establish its own schedule of meetings. The Committee may also act by unanimous written consent of its members without a meeting. The agenda and materials for Committee meetings shall be prepared by the Committee chairperson in consultation with the other Committee members.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

The Committee may invite any individuals to its meetings as it deems appropriate. At the end of each of the Committee's regularly scheduled meetings, and more frequently as deemed necessary, the Committee may meet in private session with only the Committee members.

### **V. DELEGATION**

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and the NYSE.

### **VI. RESPONSIBILITIES**

The Committee may perform such other functions as are consistent with its purpose and applicable law and as the Board or the Committee. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The

following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate.

#### **A. Board Matters**

1. **Board Nomination Policies and Procedures.** The Committee shall recommend to the Board for approval, review the effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning: (a) the Company's policies and procedures for identifying and screening Board nominee candidates; (b) the process and criteria (including experience, qualifications, attributes, diversity or skills in light of the Company's business and structure) used to evaluate Board membership and director independence; and (c) any policies with regard to diversity on the Board.
2. **Identification, Screening and Recommendation of Nominees.** The Committee shall identify and screen director candidates (including incumbent directors for potential renomination and candidates recommended by shareholders in accordance with the Company's policies as set forth in its proxy statement) consistent with criteria approved by the Board, and recommend to the Board candidates for: (a) nomination for election or re-election by the shareholders; and (b) any Board vacancies that are to be filled by the Board, subject, in each case, to those rights regarding the selection of directors by certain shareholders set forth in the Articles of Incorporation of the Company and any other contractual or other commitments of the Company; for the avoidance of any doubt, the Committee's responsibility for and oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.
3. **Shareholder Nomination Policies and Procedures.** The Committee shall oversee the Company's policies and procedures with respect to the consideration of director candidates recommended by shareholders, including the submission of any proxy access nominees by shareholders.
4. **Stockholder Engagement.** The Committee shall oversee engagement with stockholders and proxy advisory firms, and to review proxy advisory firm policies and voting recommendations.
5. **Director Qualification Disclosures.** The Committee shall review Company disclosures concerning the specific experience, qualifications, attributes or skills that led to the conclusion that each director and nominee should serve as a director in light of the Company's business and structure.
6. **Independence.** The Committee shall review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the applicable rules of the NYSE and the Company's Corporate Governance Guidelines.
7. **Letters of Resignation.** The committee shall assess the appropriateness of a director nominee who does not receive a "majority of votes cast" at an election of directors continuing to serve as a director and recommend to the Board the action to be taken with respect to any letter of resignation submitted by such director.
8. **Organizational Documents.** The Committee shall review proposed changes to the Company's Certificate of Incorporation and Bylaws constitutently of the Board and management.

9. **Changes in Director Occupation.** The Committee shall assess the appropriateness of a director continuing to serve on the Board upon a substantial change in the director's principal occupation or business association from the position such director held when originally invited to join the Board, and recommend to the Board any action to be taken with respect thereto.
10. **Annual Review.** The Committee shall assess annually whether the composition of the Board as a whole reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity of background and experience and other desired qualities, and recommend any appropriate changes to the Board.
11. **ESG.** The Committee shall review and monitor the development and implementation of the goals the Company may establish from time to time with respect to its environmental, social and governance and sustainability matters, and provide guidance to the Board on such matters.
12. **Board Leadership.** The Committee shall (a) review the Board's leadership structure in light of the specific characteristics or circumstances of the Company and recommend any changes to the Board for approval; (b) discuss in coordination with the Audit Committee the effect on the Board's leadership structure of the Board's role in the risk oversight of the Company; and (c) review and approve Company disclosures relating to Board leadership.
13. **Committee Structure and Appointments.** The Committee shall review periodically the committee structure of the Board and recommend to the Board the appointment of directors to Board committees and assignment of committee chairs.
14. **Board Size.** The Committee shall review periodically the size of the Board and recommend to the Board any appropriate changes.
15. **Director Education.** The Committee shall coordinate with management to develop an appropriate director orientation program and identify continuing education opportunities.
16. **Board Self-Evaluation.** The Committee shall coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, individual directors and management in the governance of the Company.

## **B. Corporate Governance**

1. **Corporate Governance Guidelines.** The Committee shall develop and recommend to the Board, review the effectiveness of, and recommend modifications as appropriate to, the Corporate Governance Guidelines and other governance policies of the Company and shall review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations.
2. **Conflicts.** The Committee shall review and address conflicts of interest of directors and executive officers, and the manner in which any such conflicts are to be monitored.
3. **Code of Ethics.** The Committee shall review and approve the Company's Code of Ethics.
4. **Shareholder Communications.** The Committee shall determine the manner in which shareholders may send communications to the Board (as a whole or individually), as well as the process by which shareholder communications will be relayed to the Board and what the Board's response, if any, should be.

5. **Shareholder Proposals.** The Committee shall review governance-related shareholder proposals and recommend Board responses.

**C. Self-Evaluation and Reporting**

1. **Self-Evaluation and Charter Review.** The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter, and recommend to the Board such amendments of this charter as the Committee deems appropriate.
2. **Reporting.** The Committee shall report regularly to the Board with respect to the Committee's activities, findings, recommendations, and any other matters the Committee deems appropriate or the Board requests. The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board.

**Other.** The Committee shall undertake such other responsibilities as the Board may delegate or assign to the Committee from time to time.

Adopted by the Board on July 30, 2021.