



STERLING CHECK CORP.

CORPORATE GOVERNANCE GUIDELINES

(Effective October 24, 2022)

INTRODUCTION

The Board of Directors (the “Board”) of Sterling Check Corp. (the “Company”) has adopted these corporate governance guidelines, which describe the principles and practices that the Board will follow in carrying out its responsibilities. These guidelines will be reviewed by the Nominating and Corporate Governance Committee from time to time to ensure that they comply with all applicable laws, regulations and stock exchange requirements.

A. Role and Responsibility of the Board

The Board directs and oversees the management of the business and affairs of the Company in a manner consistent with the best interests of the Company and its stockholders. In this oversight role, the Board serves as the ultimate decision-making body of the Company, except for those matters reserved for or shared with the Company’s stockholders.

B. Board Composition, Structure and Policies

1. ***Independence of Directors.*** The Company defines an “independent” director in accordance with Rule 5605(a)(2) of the NASDAQ Stock Market (“NASDAQ”). For so long as the Company qualifies as a “controlled company” within the meaning of the NASDAQ Marketplace Rules, it may elect not to comply with certain corporate governance standards, including the requirement that a majority of the board of directors consist of independent directors. Subject to an election by the Company to rely on the exemption available to controlled companies and the applicable transition periods under the applicable rules of the NASDAQ, the Board shall make an affirmative determination at least annually as to the independence of each director. The NASDAQ independence definition includes a series of objective tests, such as that the director is not an employee of the Company and has not engaged in various types of business dealings with the Company. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible for determining affirmatively, as to each independent director, that no material relationships exist which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the Company with regard to each director’s business and personal activities as they may relate to the Company and the Company’s management. As the concern is independence from management, the Board

does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding.

2. ***Selection of Chairperson of the Board and Chief Executive Officer.*** The Board shall select its chairperson (“Chairperson”) and the Company’s Chief Executive Officer (“CEO”) in the manner it considers in the best interests of the Company and its stockholders. The Board does not have a policy on whether the roles of Chairperson and CEO should be separate or combined and, if separate, whether the Chairperson should be an independent director.
3. ***Director Qualification Standards.*** The Nominating and Corporate Governance Committee is responsible for reviewing the qualifications of potential director candidates and selecting or recommending for the Board’s selection those candidates to be nominated for election to the Board. The Nominating and Corporate Governance Committee will consider the factors set forth in its charter. The Board should monitor the mix of specific experience, qualifications, diversity and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company’s business and structure. Stockholders may also nominate directors for election at the Company’s annual stockholders meeting by following the provisions set forth in the Company’s bylaws, whose qualifications the Nominating and Corporate Governance Committee will consider.
4. ***Change in Primary Employment.*** If a director significantly changes his or her primary employment or responsibilities, that director must notify the chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will make a recommendation to the Board as to any action to be taken with respect to such change.
5. ***Director Orientation and Continuing Education.*** Management, working with the Nominating and Corporate Governance Committee, will provide an orientation process for new directors and coordinate director continuing education programs. The orientation and continuing education programs are designed to familiarize directors with the Company’s businesses, strategies and challenges and to assist directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. Directors are also encouraged to participate in educational programs relevant to their responsibilities, including programs conducted by educational institutions.
7. ***Term Limits.*** The Board does not have a policy to impose term limits for directors so as not to deprive the Board of the service of directors who have developed, through valuable experience over time, an increasing insight into the Company and its operations.
8. ***Board Diversity Policy.*** The Company recognizes the benefits of having a diverse Board to enhance the quality of its performance. In designing the Board’s composition, Board diversity is considered from a number of aspects, including gender, age, race, ethnicity, nationality, LGBTQ+ status, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision on all Board

nominations will be based on merit and contribution that the selected candidates will bring to the Board.

C. Board Meetings

1. ***Frequency of Meetings.*** The Board currently plans to hold at least four meetings each year, with further meetings to occur (or action to be taken by unanimous written consent) at the discretion of the Board.
2. ***Selection of Board Agenda Items.*** The Chairperson of the Board shall set the agenda for Board meetings with the understanding that the other members of the Board may provide suggestions for agenda items that are aligned with the advisory and monitoring functions of the Board. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chairperson of that committee.
3. ***Access to Management and Independent Advisors.*** Board members shall have free access to all members of management and employees of the Company. Generally, any meeting or contact that a director wishes to initiate with an employee should be arranged through the Company's CEO or General Counsel. In addition, Board members may consult with independent legal, financial, accounting and other advisors, at the Company's expense, as necessary and appropriate and in accordance with the Board committee charters, to assist in their duties to the Company and its stockholders.
4. ***Executive Sessions.*** To ensure free and open communication among the non-management directors of the Board, the non-management directors will meet in executive session at most Board meetings with no members of management present. If the non-management directors include directors who have not been determined to be independent, the independent directors shall separately meet in a private session at least twice a year that excludes management and directors who have not been determined to be independent. The Chairperson (or a non-management, independent director designated by the non-management or independent directors, as applicable) will preside at the executive sessions.

D. Committees of the Board

The Board will have at least three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Each committee shall have a written charter and shall report regularly to the Board summarizing the committee's actions and any significant issues considered by the committee.

Each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall be composed of no fewer than the number of members set forth in the relevant committee charter. In addition, each committee member must satisfy the membership requirements set forth in the relevant committee charter. A director may serve on more than one committee.

The Nominating and Corporate Governance Committee shall be responsible for identifying Board members qualified to fill vacancies on any committee and recommending that the Board

appoint the identified member or members to the applicable committee. The Board, taking into account the views of the Chairperson and the Nominating and Corporate Governance Committee, shall designate one member of each committee as chairperson of such committee. Committee chairpersons shall be responsible for setting the agendas for their respective committee meetings.

E. Expectations of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with applicable laws, rules, regulations and listing standards. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company and its stockholders. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business, including the following items:

1. ***Commitment and Attendance.*** All directors are expected to make every effort to attend all meetings of the Board, meetings of the committees of which they are members and any meeting of stockholders. Directors are encouraged to attend Board meetings, meetings of committees of which they are members and any meeting of stockholders in person but may also attend such meetings by telephone or video conference.
2. ***Participation in Meetings.*** Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and be prepared to discuss the issues presented.
3. ***Loyalty and Ethics.*** In their roles as directors, all directors owe a duty of loyalty to the Company and its stockholders. The Company has adopted a Code of Conduct and Ethics (the "Code"), and directors are expected to adhere to the Code.
4. ***Other Directorships and Significant Activities.*** Serving on the Board requires significant time and attention. Directors are expected to spend the time needed and meet as often as necessary to discharge their responsibilities properly. Directors are expected not to serve on more than six public company boards (including the Company's Board), and members of the Audit Committee are expected not to serve on more than three public company audit committees (including the Company's Audit Committee), in each case, unless they obtain specific approval from the Board. In addition, directors who also serve as executive officers or in equivalent positions generally should not serve on more than two public company boards, including the Company's Board, in addition to their employer's board. Directors should promptly notify the chairperson of the Nominating and Corporate Governance Committee, the Chairperson and the CEO and obtain the approval of the Nominating and Corporate Governance Committee before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses, non-profit entities or governmental units.

5. **Contact with Management.** All directors are invited to contact the CEO at any time to discuss any aspect of the Company's business. Directors also have complete access to other members of management, which, whenever possible, should be coordinated through the CEO or General Counsel. The Board expects that there will be frequent opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.
6. **Confidentiality.** The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

F. Management Succession Planning

The Compensation Committee shall oversee and approve a succession plan relating to the CEO and other executive officers that is developed by management. The succession plan should include, among other things, an assessment of the experience, performance and skills for possible successors to the CEO.

G. Evaluation of Board Performance

The Board, acting through the Nominating and Corporate Governance Committee, should conduct a self-evaluation at least annually to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee should periodically consider the mix of skills, diversity and experience that each director brings to the Board to assess whether the Board is able to perform its oversight function effectively.

Each committee of the Board should conduct a self-evaluation at least annually and report the results to the Board, acting through the Nominating and Corporate Governance Committee. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter.

H. Board Compensation

The form and amount of director compensation will be determined by the Board or the Compensation Committee as delegated by the Board. Directors who are officers or employees of the Company will not be paid for Board membership in addition to their regular compensation. The Compensation Committee will review the form and amount of director compensation from time to time and recommend any changes to the Board, as it deems appropriate.

I. Communications with Interested Parties

The Chairperson and CEO are responsible for establishing effective communications with all interested parties, including stockholders of the Company. It is the policy of the Company that management speaks for the Company. This policy does not preclude outside directors from communicating with stockholders or other interested parties, but it is expected that, in most circumstances, any such communications will be coordinated with management.

J. Communications with Non-Management Directors

Anyone who would like to communicate with, or otherwise make his or her concerns known directly to the chairperson of any of the Audit, Nominating and Corporate Governance and Compensation Committees, or to the non-management or independent directors as a group, may do so by addressing such communications or concerns to the Company's General Counsel, Steve Barnett, who will forward such communications to the appropriate party.

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