

PAYCOR HCM, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

(Updated November 6, 2023)

PURPOSE

The purpose of the Nominating and Governance Committee (the “Nominating and Governance Committee”) of the board of directors (the “Board”) of Paycor HCM, Inc. (the “Company”) is to:

- identify and assess persons qualified to become Board members, consistent with the qualification standards and criteria approved by the Board;
- recommend to the Board a slate of director nominees for election or reelection at the annual meeting of stockholders;
- recommend to the Board the structure and membership of Board committees;
- recommend to the Board persons to fill Board and Board committee vacancies;
- oversee annual evaluations of the Board and committees of the Board; and
- develop and recommend to the Board, and review periodically, the Corporate Governance Guidelines applicable to the Company (the “Guidelines”) and amendments thereto and make other recommendations to the Board relative to corporate governance issues.

MEMBERSHIP

Size: The Nominating and Governance Committee shall consist of three or more directors appointed by the Board.

Independence: Each member of the Nominating and Governance Committee shall be independent in accordance with the listing rules of the Nasdaq Stock Market, Inc. (“NASDAQ”), subject to any exemptions or grace period from such requirements available to the Company.

Onboarding/Education: The Company will provide new members of the Nominating and Governance Committee with an appropriate onboarding program, and the full Nominating and Governance Committee with educational resources and opportunities related to corporate governance and such other matters as may be appropriate or requested by the Nominating and Governance Committee.

Appointment/Term/Removal: Subject to the terms and conditions of the Director Nomination Agreement, dated July 23, 2021, by and among the Company and Pride Aggregator, L.P. (the “Director Nomination Agreement”), the members of the Nominating and Governance Committee

shall be appointed by the Board. The members of the Nominating and Governance Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Nominating and Governance Committee at any time with or without cause.

STRUCTURE AND OPERATIONS

Leadership: Subject to the terms and conditions of the Director Nomination Agreement, the Board shall designate one member of the Nominating and Governance Committee as the Chairperson.

Meetings: The Nominating and Governance Committee shall meet at least two times during each fiscal year of the Company at such times as it deems necessary to fulfill its responsibilities. The agenda for Nominating and Governance Committee meetings will be prepared by members of management, in consultation with the Nominating and Governance Committee Chairperson and the other Nominating and Governance Committee members. The Nominating and Governance Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall make recommendations or report findings to the Board as appropriate. A majority of the members of the Nominating and Governance Committee shall constitute a quorum for the transaction of business. The Nominating and Governance Committee may act only upon approval of a majority of its members constituting a quorum. The action of the Nominating and Governance Committee at a meeting at which a quorum is present shall be the act of the Nominating and Governance Committee. The Nominating and Governance Committee may also act in writing by the unanimous consent of its members. The Nominating and Governance Committee is otherwise governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.

The Nominating and Governance Committee may invite any members of management to its meetings as it deems appropriate. However, the Nominating and Governance Committee shall have the opportunity to meet regularly without such individuals present in executive session.

Outside Advisors: The Nominating and Governance Committee shall have the authority, in its sole discretion, to retain and terminate a director search firm, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. However, the Nominating and Governance Committee shall not be required to implement or act consistently with the advice or recommendations of the director search firm, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Nominating and Governance Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Nominating and Governance Committee shall set the compensation and retention terms and oversee the work of the director search firm, outside legal counsel or any other advisors. Any communications between the Nominating and Governance Committee and its outside legal counsel will be privileged communications.

Any director search firm or other advisor retained by the Nominating and Governance Committee shall be independent as determined in the discretion of the Nominating and Governance Committee.

Funding: The Nominating and Governance Committee shall receive appropriate funding from the Company, as determined by the Nominating and Governance Committee in its capacity as a committee of the Board, for the payment of compensation, including, without limitation, usual and customary expenses and charges, to any director search firm, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Nominating and Governance Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: Subject to the terms and conditions of the Director Nomination Agreement and to the extent allowed by applicable law and the listing rules of NASDAQ, the Nominating and Governance Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees, consisting of one or more Nominating and Governance Committee members, as the Nominating and Governance Committee may deem appropriate in its sole discretion, provided that decisions of any such subcommittees shall be presented to the full Nominating and Governance Committee.

Books and Records: The Nominating and Governance Committee will have access to the Company's books, records, facilities and personnel.

DUTIES AND RESPONSIBILITIES

The Nominating and Governance Committee shall have the following authority and responsibilities:

1. Director Qualifications: To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the "Director Criteria"). To periodically review and, if desirable, recommend changes to the criteria for the selection of new directors as adopted by the Board from time to time as set forth in the Guidelines.
2. Director Nominee Identification/Screening: To identify, recruit, screen and recommend individuals qualified to become members of the Board, consistent with the Director Criteria. To identify, recruit and recommend to the Board only those candidates that the Nominating and Governance Committee believes are qualified to become Board members consistent with the criteria for selection of new directors adopted from time to time by the Board and shall consider the performance of incumbent directors in determining whether to recommend them for reelection. To review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for reelection to the Board.
3. Third Party Director Nomination Rights: To fill vacancies on the Board in accordance with any stockholders or similar agreement (as such may be amended from time to time) governing the composition of the Board or Board committees (including the Nominating and Governance Committee), including the Director Nomination Agreement. Nominating and

Governance Committee oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party and no action on the part of the Company or the Board is required.

4. Director Nominee Approval: To make recommendations to the Board regarding the selection and approval of the nominees for director to be filled by the Board or submitted to a stockholder vote at an annual or special meeting of stockholders.
5. Director Independence: To develop and recommend to the Board for approval standards for determining whether a director is independent.
6. Board Refreshment: To review the size of the Board and ensure that qualified director candidates with a diversity of gender, sexual orientation, race, ethnicity, geography, age, skill, experience and tenure are included in each pool of candidates from which Board nominees are chosen.
7. Stockholder Director Nominations: To consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's bylaws and described in the Company's proxy statement.
8. Stockholder Proposals: To review stockholder proposals and recommend Board responses pursuant to Rule 14a-8 of the Exchange Act.
9. Stockholder Engagement: To oversee engagement with stockholders and proxy advisory firms, and to review proxy advisory firm policies and voting recommendations.
10. Board Leadership: To review the Board's leadership structure and recommend changes to the Board as appropriate.
11. Board Committee Membership and Structure: To review the Board committees' sizes, structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee Chairpersons annually. To periodically review and, if desirable, recommend to the Board changes in the number, responsibilities and membership of the Board committees, and recommend that the Board establish any special committees as necessary to properly address ethical, legal or other matters that may arise from time to time.
12. Board and Committee Vacancies: To propose to the Board director candidates to fill vacancies on the Board or Board committees in the event of a director's resignation, death or retirement, a change in Board or committee composition requirements, or expansion of the Board or committee.
13. Changed Circumstances of Directors: To review the appropriateness of a director's continued Board and Board committee membership in light of any change in the director's employment, occupation, affiliation, relationship with the Company or any other changed circumstance that could affect the director's independence, qualifications or availability.

14. Corporate Governance Documents: To renew, propose changes to the Board, or develop, as needed, the Company's certificate of incorporation, bylaws, code of ethics, Guidelines, and any environmental, social and governance ("ESG") or other corporate governance policies, including those related to diversity or sustainability.
15. Corporate Governance Disclosure: To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Nominating and Governance Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
16. ESG Matters: To review the development and implementation of the goals the Company may establish from time to time with respect to its ESG and sustainability matters, including the Company's programs and initiatives related to employee diversity, equity and inclusion, and to provide guidance to the Board on such matters.
17. Corporate Governance Trends: To review emerging corporate governance trends and practices, and to recommend changes to the Company's corporate governance practices to the Board.
18. Outside Directorships: To review and make recommendations to the Board, as appropriate, whether a director's potential service on another for-profit company's board of directors is consistent with the Guidelines and the conflict of interest policy set forth in the Company's Code of Ethics.
19. Succession Planning: To develop and recommend to the Board for approval a CEO succession plan (the "Succession Plan") and to review the Succession Plan periodically; and to develop and evaluate potential candidates for the CEO position and to recommend to the Board any changes to and any candidates for the CEO position under the Succession Plan.
20. Board and Management Performance Evaluation: To develop, subject to approval by the Board, a process for an annual evaluation of the Board and each Board committee and to oversee the conduct of this annual evaluation.
21. Nominating and Governance Committee Performance Evaluation: To conduct an annual self-assessment of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The Nominating and Governance Committee shall conduct this evaluation in such manner as it deems appropriate.
22. Nominating and Governance Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.