

## **PAYCOR HCM, INC.**

### **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

#### **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 committee vacancies;
- oversee annual evaluations of the Board and committees of the Board; and
- develop and recommend to the Board, and review periodically, the Guidelines applicable to the Company 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 two or more directors appointed by the Board of Directors of the Company.

Independence: Each member of the Nominating and Governance Committee shall be independent in accordance with the rules of the Nasdaq Stock Market, Inc. (“NASDAQ”).

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: 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: The Board shall designate one member of the Nominating and Governance Committee as the Chairperson based on recommendations of the Board.

Meetings: The Nominating and Governance Committee shall meet at least two times during each fiscal year of the Company at such times and places as it deems necessary to fulfill its responsibilities. The agenda for Nominating and Governance Committee meetings will be prepared by the Nominating and Governance Committee Chairperson in consultation with 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 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.

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 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], 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 as the Nominating and Governance Committee may deem appropriate in its sole discretion, so long as any such committee is comprised entirely of independent directors and has a written charter.

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 agreement (as such may be amended from time to time) governing the composition of the Board or the Company's committees (including the Nominating and Governance Committee) exists, 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.
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 of Directors 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, ethnicity and tenure are included in each pool of candidates from which Board nominees are chosen, and to review the Company's policies,

programs and initiatives for employee diversity and inclusion and provide guidance to the Board on diversity matters.

7. Shareholder 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. Shareholder Proposals: To review shareholder proposals and recommend Board responses pursuant to Rule 14A-8 of the Exchange Act.
9. Shareholder 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 Chairperson 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 on 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 committee membership in light of any change in the director's employment, 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, corporate governance guidelines, and any diversity, sustainability or other corporate governance policies.
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. 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.

17. Outside Directorships: To review and approve, as appropriate, any requests from directors or officers to stand for election to any outside for-profit boards of directors.
18. Succession Planning: To develop and recommend to the Board for approval a CEO succession plan (the “Succession Plan”), review the Succession Plan periodically, develop and evaluate potential candidates for the CEO position and recommend to the Board any changes to and any candidates for succession under the Succession Plan.
19. Board and Management Performance Evaluation: To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
20. Nominating and Governance Committee Performance Evaluation: To conduct an annual evaluation 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.
21. Nominating and Governance Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.