

# CCC INTELLIGENT SOLUTIONS HOLDINGS INC.

## CORPORATE GOVERNANCE GUIDELINES

### I. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The role of the Board of Directors (the “Board”) of CCC Intelligent Solutions Holdings Inc. and its subsidiaries and entities controlled by it (the “Company”) is to manage and direct the affairs in the Company’s best interests including the interest of the shareholders in the long-term health and overall success of the business. The Board delegates the day-to-day management of the Company to the Chief Executive Officer (“CEO”) and other senior executives, and provides guidance to and oversight of management.

#### A. The Role of the Board of Directors

The Board generally fulfills its role (directly or by delegating certain responsibilities to its committees) by:

1. providing advice and counsel to the CEO and senior executives;
2. selecting, regularly evaluating, fixing the compensation of, and, where appropriate, replacing the CEO;
3. planning for CEO succession and guiding and overseeing management development;
4. providing oversight of Company performance to evaluate whether the business is being appropriately managed;
5. reviewing and approving strategic plans and providing guidance to management in formulating corporate strategy;
6. reviewing and approving the Company’s financial objectives and major corporate plans and actions (including material capital expenditures and transactions (e.g., investments and acquisitions) outside the ordinary course of business);
7. designing governance structures and practices to position the Board to fulfill its duties effectively and efficiently;
8. providing oversight of risk assessment and monitoring processes;
9. reviewing and approving major changes in accounting principles and practices;
10. providing oversight of internal and external audit processes, financial reporting, and disclosure controls and procedures;
11. overseeing compliance with applicable laws and regulations;
12. setting expectations about the tone and ethical culture of the Company, and reviewing management efforts to instill an appropriate tone and culture throughout the Company; and
13. performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

## **B. Care, Candor, and Avoidance of Conflicts**

The Company's Directors recognize their obligation individually and collectively to pay careful attention and to be properly informed. This requires regular attendance at, and preparation for, meetings of the Board and its committees including the advance review of circulated materials, and active participation in Board and committee discussions. The Directors also recognize that candor and avoidance (or in circumstances where conflicts are unavoidable or related person transactions are in the interests of the Company, the appropriate handling) of conflicts in fact and in perception are hallmarks of accountability owed to the Company and its shareholders. Directors have a personal obligation to disclose personal or business interests that involve an actual, potential, or apparent conflict of interest to the Chief Legal Officer prior to any Board decision related to the matter and, if in consultation with any of the committees and legal counsel it is determined that a conflict exists or the perception of a conflict is likely to be significant, the Nominating and Corporate Governance Committee shall determine how to address, in accordance with the Company's Code of Ethics, Related Parties Policy, any other applicable policies and any related disclosure obligations. Unless the Nominating and Corporate Governance Committee determines otherwise, Directors having a conflict, potential conflict or apparent conflict are expected to recuse themselves from the discussion and the vote related to the matter.

## **C. Integrity and Conduct**

Each Director is expected to act with integrity and to adhere to the policies in the Company's Code Ethics and all other applicable policies (including but not limited to these Corporate Governance Guidelines). Any waiver of the requirements of the Code of Ethics for any Director or executive officer must be approved by the Audit Committee or Board and promptly disclosed as required by the Securities and Exchange Commission ("SEC") and The Nasdaq Stock Market LLC ("Nasdaq") rules.

## **II. BOARD INDEPENDENCE**

A majority of the members of the Board shall be independent in accordance with the requirements of the rules of Nasdaq; *provided*, that, pursuant to the exemption provided to "controlled companies" by the listing rules of Nasdaq, for such time that the Company qualifies as a controlled company as well as during any applicable phase-in period, the Company shall not be required to comply with such director independence requirements. In making independence determinations, the Board observes all applicable requirements, including the corporate governance listing standards established by the Nasdaq.

## **III. INDEPENDENT BOARD LEADERSHIP**

The CEO may serve as the Chairman of the Board. During any such periods, the Board shall appoint independent leadership in the form of a Presiding Director. The Presiding Director shall, among other things:

1. convene, chair and determine agendas for executive sessions, and coordinate feedback to the CEO regarding issues discussed in executive sessions;
2. assist the Board in the evaluation of senior management (including the CEO) and communicate the results of such evaluation to the CEO;
3. provide advice and counsel to the CEO;
4. develop and implement, with the CEO and the Nominating and Corporate Governance Committee, the procedures governing the Board's work; and

5. speak for the Board in circumstances where it is appropriate for the Board to have a voice distinct from that of management.

#### **IV. EXECUTIVE SESSIONS**

The independent directors shall meet on a regularly scheduled basis without management present in executive session, and otherwise in executive session as determined necessary by such directors or Presiding Director. The executive sessions have such agendas and procedures as are determined by the independent directors. The Presiding Director convenes and presides at such sessions. Authority in such sessions to act on behalf of the Company or the Board on any matters requires an express delegation of authority by the Board.

#### **V. FORMAL EVALUATION OF THE CHIEF EXECUTIVE OFFICER**

The Board has delegated to the Human Capital and Compensation Committee the task of evaluating the CEO annually and reporting its recommendations to the Board. The Chairman of the Human Capital and Compensation Committee (together with the Presiding Director) communicates the Board's conclusions to the CEO.

The evaluation is based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of management, and other factors that the Board and Human Capital and Compensation Committee agree are appropriate in assessing the CEO's performance. The evaluation is used in determining the CEO's compensation.

#### **VI. MANAGEMENT DEVELOPMENT AND SUCCESSION PLANNING**

The Board periodically reviews management development and succession plans with respect to senior management positions, and engages the CEO in such discussions as appropriate. The Board considers from time to time as appropriate potential successors to the CEO in the event of his or her resignation, retirement or disability. The CEO reports at least annually to the Human Capital and Compensation Committee, which has oversight of the succession planning process for the senior executive team and the Company's program for management development.

#### **VII. DIRECTOR NOMINATION, QUALIFICATION AND ELECTION**

##### **A. Selection of Board Nominees**

Each year, the Board proposes a slate of director nominees to shareholders for election at the Annual Meeting of Shareholders. Shareholders may also recommend candidates for election to the Board, as described below. The Board has delegated the process of screening potential director candidates to the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate criteria that directors are required to fulfill (including experience, qualifications, attributes, skills and other characteristics) in the context of the current make-up of the Board and the needs of the Board given the circumstances of the Company. In identifying and screening director candidates, the Nominating and Corporate Governance Committee considers whether the candidates fulfill the criteria for directors approved by the Board, including integrity, objectivity, independence, sound judgment, leadership, courage and diversity of background and experience (for example, in relation to finance and accounting, international operations, strategy, risk management, technical expertise, policy-making, etc.).

The Nominating and Corporate Governance Committee values the input of shareholders in identifying director candidates. The Nominating and Corporate Governance Committee considers recommendations for Board candidates submitted by shareholders using substantially the same criteria it applies to recommendations from the

Committee, Directors, and members of management. Shareholders may submit recommendations by providing the person's name and appropriate background and biographical information in writing to the Committee at the following address:

CCC Intelligent Solutions Holdings Inc.  
167 N. Green Street, 9th Floor  
Chicago, Illinois 60607  
Attn: Nominating and Corporate Governance Committee

Invitations to serve as a nominee are extended by the Board itself via the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee.

#### **B. Term of Service: Director Renomination and Age Limits**

The Board believes that it must periodically refresh its membership to ensure that its composition remains appropriate given the Company's needs over time. Directors are elected to a three-year term. The Board may renominate a director, based on the recommendation of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee formally reviews the performance of each Director in determining whether to renominate Directors for election.

The Board has set an age limit of 73 for Directors to be eligible for nomination and renomination, subject to waiver in special and unusual circumstances.

#### **C. Commitment and Limits on Other Activities**

The Board does not believe that its members should generally be prohibited from serving on boards and/or committees of other organizations, and the Board has not adopted any guidelines limiting such activities. However, prior to becoming a director of another public company, a Director of the Company shall notify the Chairman of the Nominating Committee, the Chairman of the Board and Chief Executive Officer to address whether the aggregate number of directorships held by such Director would interfere with his or her ability to carry out his or her responsibilities as a Director of the Company. In the event that the Board determines that the additional directorship constitutes a conflict of interest or interferes with such director's ability to carry out his or her responsibilities as a director of the Company, such Director, upon the request of the Board, shall either offer his or her resignation or not accept the other directorship.

#### **D. Offer of Resignation upon a Job Change or Other Significant Events**

When a Director's principal occupation or business association changes from the position such Director held when originally invited to join the Board, the Director shall submit to the Chairman of the Nominating and Corporate Governance Committee an offer to resign. The Committee shall review whether it would be appropriate for the Director to continue serving on the Board and recommend to the Board whether, in light of the circumstances, the Board should accept the proposed resignation or request that the Director continue to serve. Directors are also expected to inform the Chairman of the Nominating and Corporate Governance Committee of other events that could reasonably be perceived to be relevant to consideration about ongoing independence.

### **VIII. DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

The Board has delegated to the Nominating and Corporate Governance Committee the task of designing, with Company management, an appropriate orientation program for new Directors that includes background material, meetings with senior management and visits to the Company's facilities. The Committee also explores and makes available education and development opportunities for Directors, from time to time.

In addition to education and development programs that are specifically tailored for the Board, all Directors are encouraged to attend Director development programs and conferences that relate to Director duties or other corporate governance topics or to other topics relevant to the work of the Board. Each Director will be reimbursed for the cost of one such program per year (and reasonable travel and hotel expenses associated with attending such program) selected from among a list pre-approved by the Nominating and Corporate Governance Committee, or upon advance approval by the Committee to be reimbursed for attending a program not on the list.

## **IX. BOARD AGENDA, MATERIALS, INFORMATION AND PRESENTATIONS**

The Chairman of the Board, with input from senior members of management, establishes the agenda for each Board meeting. A schedule of Board meetings and agenda topics to be discussed for the ensuing year is issued at the beginning of each year (to the degree these can be foreseen). Specific agenda items will be determined and the final agenda will be circulated to the Board in advance of each Board and committee meeting. Each Director is encouraged to suggest to the Chairman of the Board item(s) for the agenda or additional information to be provided to Directors.

Information and data that is important to the Board's understanding of the business is distributed in writing to the Board generally five to seven days before the Board meets, although this is not a strict standard so as to allow for unusual circumstances. Management is expected to provide material that is concise, yet appropriately detailed for the circumstances.

Presentations on specific subjects are forwarded to the Directors in advance so that Directors may prepare and Board meeting time may be used primarily for discussion rather than information exchange. However, it is recognized that there may be occasions when an important issue arises without time for written background materials to circulate or the subject matter is not appropriate for written materials, such that more presentation time will be required.

## **X. DIRECTOR ACCESS TO SENIOR MANAGERS AND INDEPENDENT ADVISERS**

The Board and its committees retain independent advisers to assist them in carrying out their activities when and as needed, and the Company provides adequate resources to compensate such advisers. Directors have complete access to senior management and to Board and committee advisers. Directors are expected to use good judgment to ensure that this contact is not distracting to the business operation of the Company, and that independent advisers are used efficiently.

The Board expects that certain senior managers will be invited to attend portions of Board meetings. Should the Chairman and CEO wish to suggest that a senior manager attend on a regular basis, such suggestion is made to the Board for its concurrence. The Board encourages management to bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) have future potential such that management believes the Board should have greater exposure to the individual.

## **XI. BOARD COMMUNICATION WITH SHAREHOLDERS AND OTHERS, AND ANNUAL MEETING ATTENDANCE**

Management, and, in particular, the CEO, speaks for the Company with shareholders, investors, employees, customers, suppliers, the press and others. In circumstances when it is appropriate for the Board to communicate separately from the Company's management, the Chairman of the Board or the Presiding Director, as applicable, speaks for the Board, although there may be circumstances when another Director, such as a committee chair, may be asked to participate and even lead the communication effort. Directors are expected to take special care in all communications concerning the Company, in light of strict confidentiality requirements and laws prohibiting insider trading, tipping and avoidance of selective disclosure.

The Board believes that effective communications with the Company's shareholders are important, and has established means for the Company's shareholders and other interested parties to contact the Board and its committees. Information regarding how to contact the Board and its committees is included below in Section XV and is posted on the Company's website.

In order to build constructive, informed relationships with shareholders, and encourage transparency and accountability, Directors may be available to participate in discussions with shareholders from time to time, as appropriate.

It is a policy of the Board that all Directors attend the Annual Meeting of Shareholders absent unusual circumstances. (The Company discloses Director attendance at the Annual Meeting in the Company's next proxy statement or on the Company's website.)

## **XII. STANDING BOARD COMMITTEES**

The Board currently has three committees: Audit, Human Capital and Compensation, and Nominating and Corporate Governance. Membership on such committees may be limited to independent Directors, subject to other regulations as the SEC and Nasdaq impose. Each committee has its own charter, which sets forth the responsibilities of each committee, the qualifications of its members and the procedures of the committee. Each committee will conduct a self-assessment annually to which the committee and the Board will discuss the findings of the assessment. Subject to applicable regulations and listing rule requirements, the Board retains discretion to form new committees or disband current committees depending upon the circumstances.

The Nominating and Corporate Governance Committee recommends, after consultation with the Chairman of the Board and CEO, and with consideration of the views, experiences and characteristics of individual Directors, the appointment of Directors to various committees and the appointment of committee chairmen, for Board approval.

## **XIII. DIRECTOR COMPENSATION MATTERS**

The Nominating and Corporate Governance Committee recommends to the Board for approval general principles for determining the form and amount of Director compensation and subject to such principles, evaluates annually the status of Board compensation in relation to comparable U.S. companies (in terms of size, business sector, etc.), reporting its findings and recommendations to the Board for approval.

## **XIV. ANNUAL BOARD AND COMMITTEE PERFORMANCE EVALUATIONS**

The Board conducts an annual self-evaluation of its performance and the performance of its committees and individual Directors. From time to time, the self-evaluation is led by an external expert in corporate governance. The Nominating and Corporate Governance Committee recommends to the Board and its committees the methodology for such evaluations and oversees its execution.

## **XV. COMMUNICATING WITH THE BOARD**

Shareholders are invited to communicate to the Board, the Chairman of the Board, the Presiding Director, any committee of the Board, or the non-management and independent Directors by writing to such group or individual(s) at the following address:

CCC Intelligent Solutions Holdings Inc.  
167 N. Green Street, 9th Floor  
Chicago, Illinois 60607  
Attn: [Insert group or individual recipient(s)]

## **XVI. ANNUAL REVIEW AND POSTING**

The Nominating and Corporate Governance Committee reviews these Guidelines periodically and recommends amendments to the Board as necessary.

These Guidelines are posted on the Company's website.

Initially adopted by the Board on July 30, 2021.

Amended and re-adopted by the Board on November 3, 2023.