

20
23



PROXY REPORT

Digitizing the P&C Insurance Economy.

CCC Intelligent Solutions Holdings Inc.

20
23

PROXY REPORT

CCC Intelligent Solutions Holdings Inc.



Dear Fellow Stockholders,

We are pleased to invite you to attend the Annual Meeting of Stockholders of CCC Intelligent Solutions Holdings Inc. ("CCC" or the "Company") to be held on Thursday, May 23, 2024, at 10:00 a.m. Central Time (the "Annual Meeting"). This year's Annual Meeting will, once again, be conducted virtually. You will be able to attend the meeting online by visiting www.virtualshareholdermeeting.com/CCCS2024. You will be able to submit questions and vote your shares electronically during the meeting by logging in using the 16-digit control number included on your notice of internet availability of proxy materials.

The accompanying proxy statement provides information about the matters we will ask you to consider at the Annual Meeting, which are:

1. to elect three nominees identified in the accompanying proxy statement to serve as Class III directors until the fiscal year 2027 Annual Meeting and until their successors are duly elected and qualified;
2. to approve, on an advisory (non-binding) basis, the compensation of the Company's named executive officers as set forth in this proxy statement;
3. to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024; and
4. to transact other business as may properly come before the meeting or any adjournment of the meeting.

Our Board of Directors (the "Board") has set the record date as March 26, 2024. Only stockholders that owned shares of the Company's common stock at the close of business on that day are entitled to notice of and may vote at this meeting or any adjournment or postponement thereof. A list of the Company's stockholders of record will be available at our corporate headquarters located at 167 N. Green Street, 9th Floor, Chicago, Illinois 60607.

Your vote is important. Whether or not you plan to attend the virtual Annual Meeting, we urge you to vote. You may vote by proxy over the Internet, by telephone, or by mail by following the instructions on the proxy card. Voting by proxy will ensure your representation at the Annual Meeting regardless of whether you attend.

Sincerely,

A handwritten signature in black ink, appearing to read "G. Ramamurthy", is written over a light gray rectangular background.

Githesh Ramamurthy, Chairman of the Board





NOTICE OF FISCAL YEAR 2024 ANNUAL MEETING OF STOCKHOLDERS

The fiscal year 2024 annual meeting of stockholders of CCC Intelligent Solutions Holdings Inc. ("CCC" or the "Company") will be held virtually on Thursday, May 23, 2024, at 10:00 a.m. Central Time for the following purposes:

1. to elect three nominees identified in the accompanying proxy statement to serve as Class III directors until the fiscal year 2027 Annual Meeting and until their successors are duly elected and qualified;
2. to approve, on an advisory (non-binding) basis, the compensation of the Company's named executive officers as set forth in this proxy statement;
3. to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024; and
4. to transact other business as may properly come before the meeting or any adjournment of the meeting.

Stockholders of record as of the close of business on March 26, 2024 are entitled to vote. A list of stockholders entitled to vote at the meeting will be available for examination by any stockholder for any purpose relevant to the meeting during ordinary business hours for at least ten days prior to May 23, 2024, at 167 N. Green Street, 9th Floor, Chicago, Illinois 60607.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 23, 2024:

The notice of annual meeting, the proxy statement and our fiscal year 2023 annual report are available on our website at <https://cccis.com>. Additionally, in accordance with the SEC rules, you may access our proxy materials at www.proxyvote.com.

The Notice of Internet Availability of Proxy Materials is first being delivered to the Company's stockholders of record on or about April 9, 2024.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read "Kevin Kane", is written over a light blue circular stamp.

Kevin Kane, Chief Legal Officer

Table Of Contents

SECTION 01 COMMONLY ASKED QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING	01
SECTION 02 BOARD OF DIRECTORS AND CORPORATE GOVERNANCE	05
SECTION 03 PROPOSAL 1 - ELECTION OF DIRECTORS	08
SECTION 04 EXECUTIVE OFFICERS	18
SECTION 05 COMPENSATION DISCUSSION AND ANALYSIS	20
SECTION 06 REPORT OF THE HUMAN CAPITAL AND COMPENSATION COMMITTEE	36
SECTION 07 EXECUTIVE AND DIRECTOR COMPENSATION	37
SECTION 08 CEO PAY RATIO DISCLOSURES	50
SECTION 09 PAY VERSUS PERFORMANCE DISCLOSURES	52
SECTION 10 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	59
SECTION 11 CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS	62
SECTION 12 PROPOSAL 2 - SAY-ON-PAY PROPOSAL	64
SECTION 13 PROPOSAL 3 - AUDITOR RATIFICATION PROPOSAL	65
SECTION 14 AUDIT COMMITTEE REPORT	67
SECTION 15 OTHER MATTERS	68
SECTION 16 WHERE TO FIND ADDITIONAL INFORMATION	69
SECTION 17 COST OF PROXY SOLICITATION	70
SECTION 18 ANNEX A	71

SECTION 01

COMMONLY ASKED QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Q Why did I receive these materials?

The Board of the Company is soliciting your proxy to vote at our fiscal year 2024 Annual Meeting of Stockholders (or at any postponement or adjournment of the meeting). Stockholders who own shares of our common stock as of the record date, March 26, 2024 (the "Record Date"), are entitled to vote at the Annual Meeting. You should review these proxy materials carefully as they give important information about the proposals that will be voted on at the Annual Meeting, as well as other important information about the Company.

Notice of Internet Availability of Proxy Statement and Annual Report. As permitted by Securities and Exchange Commission ("SEC") rules, we are making this proxy statement and our annual report available to our stockholders electronically via the Internet. The notice of internet availability contains instructions on how to access this proxy statement and our annual report and vote online or submit your proxy over the Internet or by telephone. Even if you received the notice by mail, you will not automatically receive a printed copy of the proxy materials by mail. If you received a notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials contained on the notice.

Householding. The SEC rules permit us to print an individual's multiple accounts on a single set of annual meeting materials. To take advantage of this opportunity, we have summarized on one set of annual meeting materials all of the accounts registered with the same tax identification number or duplicate name and address, unless we received contrary instructions from the impacted stockholder prior to the mailing date. We agree to deliver promptly, upon written or oral request, a separate copy of the annual meeting materials, as requested, to any stockholder to which a single copy of those documents was delivered. If you prefer to receive separate copies of the annual meeting materials, contact Broadridge Financial Solutions, Inc. at 1-866-540-7095 or in writing at Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. A number of brokerage firms have instituted householding. They will have their own procedures for stockholders who wish to receive individual copies of the proxy materials.

Q Who will be entitled to vote?

Stockholders who own shares of our common stock as of the Record Date are entitled to vote at the Annual Meeting. As of the Record Date, the Company had 614,154,252 shares of common stock outstanding. Holders of shares of common stock are entitled to one vote per share. Cumulative voting is not permitted with respect to the election of directors or any other matter to be considered at the Annual Meeting.

Q What will I be voting on?

You will be voting:

1. on the election of three Class III directors to serve on the Board until the fiscal year 2027 Annual Meeting and until their successors are duly elected and qualified;
2. to approve, on an advisory (non-binding) basis, the compensation of the Company's named executive officers as disclosed in this proxy statement;
3. on the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024; and
4. on any other business as may properly come before the meeting or any adjournment of the meeting.

Q How does the Board recommend I vote on these matters?

The Board recommends you vote:

1. FOR the election of Githesh Ramamurthy, Eileen Schloss and Eric Wei as Class III directors;
2. FOR the approval, on an advisory (non-binding) basis, of the compensation of the Company's named executive officers as set forth in this proxy statement (the "Say-on-Pay Proposal"); and
3. FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2024.

Q How do I cast my vote?

Beneficial Stockholders. If you hold your shares through a broker, trustee or other nominee, you are a beneficial stockholder. In order to vote your shares, please refer to the materials forwarded to you by your broker, trustee or other nominee for instructions on how to vote the shares you hold as a beneficial stockholder.

Registered Stockholders. If you hold shares in your own name, you are a registered stockholder and may vote during the virtual Annual Meeting at www.virtualshareholdermeeting.com/CCCS2024. You will need to log in by entering your unique 16-digit control number included on your notice of internet availability of proxy materials. Only one person will be able to log in with that unique control number at any time. You can also vote by proxy before the Annual Meeting in the following ways:

1. via the Internet at www.proxyvote.com;
2. by phone by calling 1-800-690-6903; or
3. by signing and returning a proxy card.

Proxies submitted via the Internet or by telephone must be received by 11:59 p.m., Eastern Time, on May 22, 2024.

Q Can I access the proxy materials electronically?

Yes. Our proxy materials are available at www.proxyvote.com. In addition, instead of receiving future copies of our notice of internet availability and other proxy materials by mail, stockholders of record and most beneficial owners can elect to receive an email that will provide an electronic link to these documents. If you would like to instruct us to send electronic copies of our notice of internet availability and other proxy materials, you should follow the instructions available at www.proxyvote.com. Your election to receive future proxy materials by email will remain in effect until you revoke it.

Q How may I change or revoke my proxy?

Beneficial Stockholders. Beneficial stockholders should contact their broker, trustee or nominee for instructions on how to change their proxy vote.

Registered Stockholders. Registered stockholders may change a properly executed proxy at any time before its exercise:

1. via the Internet at www.proxyvote.com;
2. by phone by calling 1-800-690-6903;

3. by signing and returning a new proxy card; or
4. by voting at the virtual Annual Meeting.

Q How can I attend the virtual Annual Meeting?

The Annual Meeting is being held as a virtual only meeting. If you are a stockholder as of the Record Date, you may attend, vote and ask questions virtually at the meeting by logging in at www.virtualshareholdermeeting.com/CCCS2024 and entering your 16-digit control number. This number is included in your notice of internet availability of proxy materials.

If you are a stockholder as of the Record Date and have logged in using your 16-digit control number, you may type questions into the dialog box provided at any point during the meeting (until the floor is closed to questions). The audio broadcast of the Annual Meeting will be archived at www.virtualshareholdermeeting.com/CCCS2024 for at least one year.

If you are not a stockholder as of the Record Date or do not log in using your 16-digit control number, you may still log in as a guest and listen to the Annual Meeting, but you will not be able to ask questions or vote at the meeting.

Q Why is the Annual Meeting virtual only?

Hosting a virtual meeting makes it easy for our stockholders to participate from any location around the world. We think a virtual only meeting is advisable to provide ease of access, real-time communication, and cost savings for our stockholders and the Company.

Q What is the voting requirement to approve each of the proposals, and how are the votes counted?

PROPOSAL 1 – ELECTION OF DIRECTORS

A plurality of the votes properly cast is required to elect each nominee named herein. This means that the three nominees receiving the highest number of votes at the Annual Meeting will be elected, even if those votes do not constitute a majority of the votes cast. Withhold votes and broker non-votes will not impact the election of the nominees.

PROPOSAL 2 – SAY-ON-PAY PROPOSAL

The affirmative vote of a majority of the votes properly cast is required to approve the Say-on-Pay Proposal. Abstentions and broker non-votes will have no impact on the result of the Say-on-Pay Proposal.

As an advisory vote, the result of the Say-on-Pay vote will not be binding on the Board or the Human Capital and Compensation Committee. The result of the Say-on-Pay vote will, however, provide the Board and the Human Capital and Compensation Committee with important feedback from our stockholders about our executive compensation philosophy, objectives and program. The Board and the Human Capital and Compensation Committee value the opinions of our stockholders and expect to take into account the result of the vote when considering future executive compensation decisions and when evaluating the Company's executive compensation program.

PROPOSAL 3 – AUDITOR RATIFICATION PROPOSAL

The affirmative vote of a majority of the votes properly cast is required to approve the Auditor Ratification Proposal. Abstentions will have no effect on the result of the Auditor Ratification Proposal. There will not be broker non-votes with respect to the Auditor Ratification Proposal.

Q When will the results of the vote be announced?

The preliminary voting results will be announced at the virtual Annual Meeting. The final voting results will be published in a Current Report on Form 8-K filed with the SEC within four business days after the Annual Meeting.

Q What is the deadline for submitting a stockholder proposal or director nomination for the fiscal year 2025 Annual Meeting?

Stockholder proposals pursuant to SEC Rule 14a-8 for inclusion in the Company's proxy statement and form of proxy for the Company's annual meeting of stockholders to be held in fiscal year 2025, must be received by the Company at our principal executive offices at 167 N. Green Street, 9th Floor, Chicago, Illinois 60607 on or before December 10, 2024. Stockholders wishing to make a director nomination or bring a proposal before the fiscal year 2025 annual meeting must provide written notice of such proposal to the Secretary at the Company's principal executive offices no later than February 22, 2025, and not earlier than the close of business on January 23, 2025, assuming the Company does not change the date of the fiscal year 2025 annual meeting of stockholders by more than 30 days before or more than 60 days after the anniversary of the fiscal year 2024 Annual Meeting. If so, the Company will release an updated time frame for stockholder proposals. Any stockholder proposal or director nomination must comply with the other provisions of the Company's bylaws (the "Bylaws") and be submitted in writing to the Secretary at the Company's principal executive offices.

In addition to satisfying the requirements of the Bylaws, to comply with the requirements set forth in Rule 14a-19 of the Exchange Act of 1934, as amended (the "Exchange Act"), stockholders who intend to solicit proxies in support of director nominees other than the Board's nominees must also provide written notice to the Secretary at the Company's principal executive offices that sets forth all the information required by Rule 14a-19 of the Exchange Act. Such notice must be postmarked or transmitted electronically to the Company at the Company's principal executive offices no later than the deadline set forth above under the advance notice provisions of the Bylaws.

SECTION 02

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Our business and affairs are managed under the direction of our Board, which is comprised of seven directors. Our Certificate of Incorporation (the “Charter”) provides that the authorized number of directors may be changed only by resolution of our Board. Our Charter also provides that our Board will be divided into three classes of directors, with the classes as nearly equal in number as possible. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the class whose term is then expiring.

The following table sets forth the director class, name, age and other information for each member of our Board:

Directors, Board Experience and Board Diversity

NAME	CLASS	AGE	DIRECTOR SINCE	CURRENT TERM EXPIRES	EXPIRATION OF TERM FOR WHICH NOMINATED	PCB	CEO	ST	F	GI	DB	AC	HCCC	NCGC
Teri Williams Director	I	66	2021	2025			■		■	F	AA	CM		CM
Christopher Egan Director	I	47	2021	2025		■		■	■	M	W			
William Ingram Director	II	67	2021	2026		■		■	■	M	W	CC	CM	
Lauren Young Director	II	41	2021	2026		■		■	■	F	W			CM
Githesh Ramamurthy Chairman of the Board	III	63	2021	2024	2027	■	■	■		M	A			CM
Eileen Schloss Director	III	70	2021	2024	2027	■		■	■	F	W	CM	CC	
Eric Wei Presiding Director	III	48	2021	2024	2027	■		■	■	M	A		CM	CC

PCB - Public Company Board Experience

CEO - CEO Experience

ST - Software/Technology Experience

F - Financial Experience

GI - Gender Identify

F - Female

M - Male

DB - Demographic Background

AA - African American

A - Asian

W - White

AC - Audit Committee

HCCC - Human Capital and Compensation Committee

NCGC - Nominating and Corporate Governance Committee

■ - Yes

CC - Committee Chair

CM - Committee Member

The Board believes that in order for our Board to effectively guide us to long-term sustainable, dependable performance, it should be composed of individuals with sophistication and experience in the many disciplines that impact our business. In order to best serve our stockholders, our Board seeks to, as a whole, be competent in key corporate disciplines, including risk management, crisis management, leadership, regulatory issues, reputational issues, accounting and financial acumen, business judgment, governance, social responsibility, strategy and strategic planning. Additionally, we desire that the Board have specific knowledge related to our industry. The Nominating and Corporate Governance Committee and the Board believe that all directors must, at a minimum, meet the criteria set forth in the Company's Corporate Governance Guidelines, which specify, among other things, that the Nominating and Corporate Governance Committee will consider criteria such as experience, qualifications, attributes, diversity and skills in light of the

Company's business in the context of the needs of the Board. Additionally, the Nominating and Corporate Governance Committee considers a combination of factors for each director, including integrity, objectivity, independence, sound judgment, leadership, courage and diversity of background and experience.

Our Board believes that our Board should be a diverse body, and our Nominating and Corporate Governance Committee considers a broad range of backgrounds and experiences. In making determinations regarding nominations of directors, our Nominating and Corporate Governance Committee may take into account the benefits of diverse viewpoints, reflecting differences in race, ethnicity, gender and other unique characteristics. Our Nominating and Corporate Governance Committee also considers these and other factors as it oversees the annual Board and committee evaluations. After completing its review and evaluation of director candidates, our Nominating and Corporate Governance Committee recommends to our full Board the director nominees for selection.

The Nominating and Corporate Governance Committee has determined that all of our directors meet the criteria and qualifications set forth in the Company's Code of Ethics, the Corporate Governance Guidelines and the criteria set forth above for director nominees. Moreover, each director possesses the following critical personal qualities and attributes that we believe are essential for the proper functioning of the Board to allow it to fulfill its duties for our stockholders: integrity, objectivity, independence, sound judgment, leadership and courage; our Board as a whole exhibits a diversity of background and experience. In addition, our directors have the confidence to assess and challenge the way things are done and recommend alternative solutions, a keen awareness of our business and regulatory and social realities of the environment in which we operate, the independence and high performance standards necessary to fulfill the Board's oversight function, and the humility, professional maturity, and style to interface openly and constructively with other directors. Finally, the director biographies below, and diversity and skills highlighted in the table above, include a non-exclusive list of other key experiences and qualifications that further qualify the individual to serve on the Board. These collective qualities, skills, experiences and attributes are essential to our Board's ability to exercise its oversight function for the Company and its stockholders, and guide the long-term sustainable, dependable performance of the Company.

Subject to any earlier resignation or removal in accordance with the terms of our Charter and our Bylaws, our Class III directors will serve until this Annual Meeting, our Class I directors will serve until the annual meeting of stockholders to be held in fiscal year 2025, and our Class II directors will serve until the annual meeting of stockholders to be held in fiscal year 2026. If elected by our stockholders at this Annual Meeting, our Class III directors will serve until the annual meeting of stockholders to be held in fiscal year 2027.

Stockholder Recommendations for Director Nominees

The Nominating and Corporate Governance Committee will consider stockholder recommendations for membership on the Board. Recommendations should be in writing and may be submitted to 167 N. Green Street, 9th Floor, Chicago, Illinois 60607 Attn: Nominating and Corporate Governance Committee.

When filling a vacancy on the Board, and subject to the Shareholder Rights Agreement, the Nominating and Corporate Governance Committee will identify the desired skills and experience of a new director and will recommend to the Board individuals who it believes can strengthen the Board's capabilities and further diversify the collective experience represented by the then-current directors. The Nominating and Corporate Governance Committee may engage third parties to assist in the search and provide recommendations. The candidates will then be evaluated based on the process outlined in our Corporate Governance Guidelines and the Nominating and Corporate Governance Committee charter, and the same process will be used for all candidates, including candidates recommended by stockholders.

Environmental, Social and Governance ("ESG") Initiative

At CCC, we are committed to conducting our business in a responsible and sustainable manner. Our ESG approach is designed to align with our corporate strategy and our mission to keep people's lives moving forward when it matters most. Our Board has delegated responsibility for developing and implementing goals regarding environmental, social, and governance and sustainability matters to the Nominating and Corporate Governance Committee and has also directed that the Human Capital and Compensation Committee participate and provide oversight and guidance on social and culture areas affecting ESG-related matters. The Board and the Audit Committee oversee our governance and risk

management activities. We have a cross-functional ESG working group responsible for integrating sustainability, responsible practices, and stakeholder engagement into our operations, and we have conducted an ESG issues assessment and performed annual greenhouse gas emissions assessments and external assessments of our diversity and inclusion practices.

We believe an inclusive culture and equitable access to opportunities for all are foundational to our success and will enable us to better serve our customers. We have a Diversity Advisory Council (“DAC”) whose mission is to provide strategic guidance and support to enable the development and execution of our inclusion, diversity, and equity strategy.

We offer several employee-driven employee resource groups (“ERGs”) on various aspects of identity and diversity, including the African American Alliance, the Women’s Network, the Growing Professionals, and PROUD was added in 2023 comprised of employees who identify as LGBTQ+ and as allies. Through the DAC and ERGs, we continued to organize several unique cultural heritage events to celebrate and honor the diversity of our team members and support employees.

We recognize that historically excluded groups continue to be under-represented in the technology and collision repair industries, and that is why we prioritize our corporate giving to those organizations whose mission is to increase access and exposure to careers in these fields. In 2023, we continued our support of Black Girls Code and Women’s Industry Network, as well as the Collision Repair Education Foundation and Collision Industry Foundation.

Additional information concerning our ESG programs is available on our website at <https://www.cccis.com/about/environmental-social-and-governance>. Our website is not part of this notice and proxy statement.

SECTION 03

PROPOSAL 1 – ELECTION OF DIRECTORS

Our Board recommends that Githesh Ramamurthy, Eileen Schloss and Eric Wei each be elected as a member of the Board at the Annual Meeting.

Each nominee was recommended for re-election by the Nominating and Corporate Governance Committee for consideration by the Board and our stockholders. If, before the Annual Meeting, any nominee becomes unable to serve, or chooses not to serve, the Board may nominate a substitute. If that happens, the persons named as proxies on the proxy card will vote for the substitute. Alternatively, the Board may either let the vacancy stay unfilled until an appropriate candidate is identified or reduce the size of the Board to eliminate the unfilled seat.

PROPOSAL 1 – ELECTION OF DIRECTORS



THE BOARD RECOMMENDS THAT YOU VOTE “FOR” EACH OF THE DIRECTOR NOMINEES.

DIRECTOR NOMINEES TO SERVE FOR A THREE-YEAR TERM EXPIRING AT THE FISCAL YEAR 2027 ANNUAL MEETING.

CLASS III DIRECTORS (TERMS EXPIRING IN FISCAL YEAR 2024)



GITHESH RAMAMURTHY

Age 63 ■ Director Since July 30, 2021 ■ Class III ■ Term Expires Fiscal Year 2024

Githesh Ramamurthy began serving on our Board in July 2021, and as a member of the board of directors of our predecessor entities since 1999. Mr. Ramamurthy has served as Chairman of the Board since 2000, and as Chief Executive Officer since 1999. Mr. Ramamurthy joined CCC in 1992 and has held various management positions including Chief Technology Officer from 1992 until 1999 and President from 1997 until 2000. Prior to joining the Company, Mr. Ramamurthy was a founding member and head of technology for Sales Technologies, Inc., a leader in Sales Force Automation later acquired by Dun & Bradstreet. Mr. Ramamurthy holds a bachelor's degree in Electrical Engineering from the Indian Institute of Technology, a master's degree in Computer Science from the Georgia Institute of Technology, and is an alumnus of Harvard Business School's Executive Management Program.

We believe Mr. Ramamurthy is qualified to serve on the Board due to his extensive experience with the Company and extensive insurance industry, technological and financial experience.



EILEEN SCHLOSS

Age 70 ■ Director Since July 30, 2021 ■ Class III ■ Term Expires Fiscal Year 2024

Eileen Schloss began serving on our Board in July 2021, and served as a member of the board of directors of our predecessor entity since August 2020. Ms. Schloss has served as an Operations Advisor to Advent International, L.P. since December 2019. Ms. Schloss also currently serves on the boards of directors of Alteryx, Inc. and Sprinklr, Inc. Prior to joining Advent, Ms. Schloss was the Executive Vice President, Human Resources and Real Estate for Medidata Solutions, Inc. from 2012 to 2017. Ms. Schloss served as Executive Vice President, Human Resources for Rovi Corporation from 2007 to 2012. Prior to that, Ms. Schloss served as Vice President, Administration for Caspian Networks, Inc. from 2002 to 2006. Ms. Schloss was named National Association of Corporate Directors' ("NACD") Directorship 100 in 2022 and, in March 2023, she obtained NACD's Directorship Certification. Ms. Schloss holds a bachelor's degree in Organizational Behavior from the University of San Francisco and a master's degree in Technology Management from Pepperdine University and is a NACD Board Governance Fellow.

We believe that Ms. Schloss is qualified to serve on the Board based on her extensive experience working on public company boards and for public companies in the software industry as a human resources professional.



ERIC WEI

Age 48 ■ Director Since July 30, 2021 ■ Class III ■ Term Expires Fiscal Year 2024

Eric Wei began serving on our Board in July 2021, and served as a member of the board of directors of our predecessor entity since 2017. Mr. Wei is a Partner at Advent International, L.P., where he has served in various roles since 2011. Prior to joining Advent, Mr. Wei served as a Principal of Sageview Capital from 2008 through 2011 and as Vice President at Bain Capital from 2005 through 2008. Mr. Wei also serves on the boards of directors of Tekion S.A., Conservice, LLC, Zenoti, FinancialForce and Assembly. Mr. Wei holds a bachelor's degree in economics from Stanford University and a Master of Business Administration degree from The Wharton School at the University of Pennsylvania.

We believe that Mr. Wei is qualified to serve on the Board based on his extensive experience as an advisor to, and on the boards of directors of, other companies within the technology and FinTech industries.

Continuing Directors

CLASS I DIRECTORS (TERMS EXPIRING IN FISCAL YEAR 2025)



TERI WILLIAMS

Age 66 ■ Director Since July 30, 2021 ■ Class I ■ Term Expires Fiscal Year 2025

Teri Williams began serving on our Board in July 2021, and served as a member of the board of directors of our predecessor entity since January 2021. Ms. Williams is a member of the board of directors, President, Chief Operating Officer and owner of OneUnited Bank, where she has served in various roles since 1995. Prior to joining OneUnited Bank, Ms. Williams held various positions with Bank of America and American Express, including serving as a Vice President of American Express. Ms. Williams holds a bachelor's degree in Economics from Brown University and a Master of Business Administration degree from Harvard Business School. In addition to her roles with OneUnited Bank, Ms. Williams is currently Chair Emeritus of the Black Economic Council of Massachusetts and on the board of the 79th Street Corridor Initiative in Miami, Florida.

We believe that Ms. Williams is qualified to serve on the Board based on her extensive experience in the financial services industry.



CHRISTOPHER EGAN

Age 47 ■ Director Since July 30, 2021 ■ Class I ■ Term Expires Fiscal Year 2025

Christopher Egan began serving on our Board in July 2021, and served as a member of the board of directors of our predecessor entity since 2017. Mr. Egan is a Managing Partner at Advent International, L.P., having joined the firm in 2000. Mr. Egan serves on the board of directors of, Definitive Healthcare, NielsenIQ, and Xplor Technologies. Prior to joining Advent, Mr. Egan was an analyst in the financial sponsors group at UBS Warburg from 1998 through 2000. Mr. Egan holds a bachelor's degree from Dartmouth College.

We believe that Mr. Egan is qualified to serve on the Board based on his experience on the boards of directors of other companies within the technology and FinTech industries.

CLASS II DIRECTORS (TERMS EXPIRING IN FISCAL YEAR 2026)



WILLIAM INGRAM

Age 67 ■ Director Since July 30, 2021 ■ Class II ■ Term Expires Fiscal Year 2026

William Ingram began serving on our Board in July 2021, and served as a member of the board of directors of our predecessor entity since October 2020. From December 2015 to April 2020, Mr. Ingram served as the Chief Financial Officer of Avalara, Inc., a cloud-based SaaS company providing compliance solutions to customers worldwide. From April 2015 to December 2015, he served as the interim CFO for Khan Academy, a non-profit educational organization.

Mr. Ingram also held various executive roles at Leap Wireless International, Inc., including Executive Vice President and Chief of Strategy from August 2007 to March 2014, and with the acquiring company, AT&T, from March 2014 to January 2015. Mr. Ingram also currently serves on the board of directors of Paymentus and formerly served on the board of directors of Avalara, Inc. Mr. Ingram holds a bachelor's degree in economics from Stanford University and a Master of Business Administration degree from Harvard Business School.

We believe Mr. Ingram is qualified to serve on the Board based on his professional experiences and services as a finance executive and board member.



LAUREN YOUNG

Age 41 ■ Director Since July 30, 2021 ■ Class II ■ Term Expires Fiscal Year 2026

Lauren Young began serving on our Board in July 2021, and served as a member of the board of directors of our predecessor entity since December 2018. Ms. Young is a Managing Director of Advent International, L.P., which she joined in 2011 as Vice President. Prior to Advent, Ms. Young was a member of the US buyout fund at The Carlyle Group from 2006 through 2009

and served as an analyst at McColl partners from 2004 through 2006. Ms. Young also currently serves on the boards of directors of Definitive Healthcare, Forescout, and Iodine Software. Ms. Young holds a bachelor's degree from Davidson College and a Master of Business Administration degree from Harvard Business School.

We believe Ms. Young is qualified to serve on the Board based on her experience as an investor in, advisor to, and board member of other companies in the financial and technology industries.

Controlled Company; Independence Status

Prior to November 13, 2023, the Advent Investor controlled a majority of our outstanding common stock and, as a result, we were a “controlled company” within the meaning of the corporate governance standards set forth in the listing rules of The Nasdaq Stock Market (the “Nasdaq Listing Rules”). Under these corporate governance standards, a company of which more than 50% of the voting power for the election of directors is held by an individual, group or another company is a “controlled company” and may elect not to comply with certain corporate governance standards including the requirement that our director nominees be selected or recommended for selection either by independent directors constituting a majority of the board's independent directors or by a nomination committee comprised solely of independent directors (subject to limited exceptions) with a written charter or board resolution, as applicable, addressing the nominations process.

We currently rely on this exemption with respect to the independence of members of the Nominating and Corporate Governance Committee who select or recommend director nominees. On November 13, 2023, the Advent Investor disposed of shares of our common stock resulting in us ceasing to be a “controlled company” within the meaning of the Nasdaq Listing Rules. Under the Nasdaq Listing Rules, we have until November 13, 2024, which is one year after the date we ceased to be a controlled company, to continue to rely on this exemption. Accordingly, until we implement such requirement you may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements set forth in the Nasdaq Listing Rules.

BOARD MEETINGS AND COMMITTEES

Our Board has an Audit Committee, a Nominating and Corporate Governance Committee, and a Human Capital and Compensation Committee. The composition, duties and responsibilities of these committees are as set forth below. In the future, our Board may establish other committees, as it deems appropriate, to assist it with its responsibilities.

For the year ended December 31, 2023, our Board held 19 meetings, our Audit Committee held 9 meetings, our Nominating and Corporate Governance Committee held 2 meetings and our Human Capital and Compensation Committee held 7 meetings. Directors are expected to attend the annual meeting of stockholders and all or substantially all of the Board meetings and meetings of committees on which they serve. In fiscal 2023, each director attended at least 75% of the aggregate meetings of the Board and committees on which the director served during such director's tenure.

Each of our standing committees has a written charter which is available on the Investor Relations page of our website at <https://ir.cccis.com/corporate-governance/governance-overview>. Our website is not part of this notice and proxy statement.

The table below sets forth the composition of our Board committees as of March 26, 2024:

NAME	AUDIT COMMITTEE	HUMAN CAPITAL AND COMPENSATION COMMITTEE	NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
GITHESH RAMAMURTHY Chairman of the Board			CM
ERIC WEI Presiding Director		CM	CC
CHRISTOPHER EGAN Director			
WILLIAM INGRAM Director	CC	CM	
EILEEN SCHLOSS Director	CM	CC	
TERI WILLIAMS Director	CM		CM
LAUREN YOUNG Director			CM

CM - Committee Chair

CC - Committee Member

Audit Committee

The members of our Audit Committee consist of William Ingram, Eileen Schloss and Teri Williams. William Ingram serves as the Chair of the Audit Committee. Under the Nasdaq Listing Rules and applicable SEC rules, we are required to have at least three members of the Audit Committee. Each member of the Audit Committee qualifies as an independent director under the corporate governance standards set forth in the Nasdaq Listing Rules and the independence requirements of Rule 10A-3 under the Exchange Act. Each of Mr. Ingram, Ms. Schloss and Ms. Williams is financially literate and each of Mr. Ingram and Ms. Williams qualifies as an "audit committee financial expert" as defined in applicable SEC rules.

We have adopted an Audit Committee charter, which details the principal functions of the Audit Committee, including:

- overseeing our accounting and financial reporting process and the audits of our financial statements;
- assisting the Board's oversight of (1) the integrity of our financial statements, (2) our compliance with legal and regulatory requirements, (3) our independent registered public accounting firm's qualifications and independence, and (4) the performance of our internal audit function and independent auditors; the appointment, compensation, retention, replacement, and oversight of the work of the independent auditors and any other independent registered public accounting firm engaged by us to provide audit services;
- pre-approving all audit and non-audit services to be provided by the independent auditors or any other registered public accounting firm engaged by us, and establishing pre-approval policies and procedures; reviewing and discussing with the independent auditors all relationships the auditors have with us in order to evaluate their continued independence;
- setting clear policies for audit partner rotation in compliance with applicable laws and regulations; obtaining and reviewing a report, at least annually, from the independent registered public accounting firm describing (1) the independent auditor's internal quality-control procedures and (2) any material issues raised by the most recent internal quality-control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years respecting one or more independent audits carried out by the firm and any steps taken to deal with such issues;
- meeting to review and discuss our annual audited financial statements and quarterly financial statements with management and the independent auditor, including reviewing our specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations"; reviewing and approving any related party transaction required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the SEC prior to us entering into such transaction; and
- reviewing with management, the independent auditors, and our legal advisors, as appropriate, any legal, regulatory or compliance matters, including any correspondence with regulators or government agencies and any employee complaints or published reports that raise material issues regarding our financial statements or accounting policies and any significant changes in accounting standards or rules promulgated by the Financial Accounting Standards Board, the SEC or other regulatory authorities.

Human Capital and Compensation Committee

The members of the Human Capital and Compensation Committee are Eileen Schloss, William Ingram and Eric Wei. Under the Nasdaq Listing Rules and applicable SEC rules, we are required to have at least two (2) members of the Human Capital and Compensation Committee, all of whom must be independent. Each of Ms. Schloss, Mr. Ingram and Mr. Wei is independent. Ms. Schloss serves as Chair of the Human Capital and Compensation Committee.

We have adopted a Human Capital and Compensation Committee charter, which details the principal functions of the Compensation Committee, including:

- reviewing and approving on an annual basis the corporate goals and objectives relevant to our chief executive officer's compensation, evaluating our chief executive officer's performance in light of such goals and objectives and determining and approving the remuneration (if any) of our chief executive officer based on such evaluation;
- reviewing and making recommendations to our Board with respect to the compensation, and any incentive compensation and equity based plans that are subject to Board approval of all of our other officers;
- reviewing our executive compensation policies and plans;

- implementing and administering our incentive compensation equity-based remuneration plans;
- assisting management in complying with our proxy statement and annual report disclosure requirements;
- producing a report on executive compensation to be included in our annual proxy statement;
- reviewing, evaluating and recommending changes, if appropriate, to the remuneration for directors;
- assisting management on issues relating to human capital management, including corporate culture, diversity and inclusion, recruiting, retention, attrition, talent management, career development and progression, and employee relations; and
- engaging, in partnership with the Nominating and Corporate Governance Committee, in succession planning activities for our officers.

Nominating and Corporate Governance Committee

The members of the Nominating and Corporate Governance Committee are Eric Wei, Githesh Ramamurthy, Teri Williams and Lauren Young, of whom, Mr. Wei, Ms. Williams and Mrs. Young are independent. Eric Wei serves as Chair of the Nominating and Corporate Governance Committee.

We have adopted a Nominating and Corporate Governance Committee charter, which details the purpose and responsibilities of the Nominating and Corporate Governance Committee, including:

- identifying, screening and reviewing individuals qualified to serve as directors, consistent with criteria approved by the Board, and recommending to the Board candidates for nomination for appointment at the annual general meeting or to fill vacancies on the Board;
- developing and recommending to the Board, and overseeing implementation of, our Corporate Governance Guidelines;
- coordinating and overseeing the annual self-evaluation of the Board, its committees, individual directors and management in the governance of the Company;
- reviewing on a regular basis our overall corporate governance and recommending improvements as and when necessary;
- monitoring the development and implementation of our ESG programs and goals; and
- engaging, in partnership with the Human Capital and Compensation Committee, in succession planning activities for our officers.

Board Leadership Structure

The following section describes our Board leadership structure, the reasons our Board considers that this structure is appropriate at this time, the roles of various positions, and related key governance practices. Our Board believes that the mix of experienced independent directors and directors affiliated with our principal stockholders that currently make up our Board and our Board committee composition benefit the Company and its stockholders.

Independence

Our Board has an effective mix of independent directors and non-independent directors. Our Board includes six independent directors.

Chairman of the Board and Chief Executive Officer

With respect to the roles of Chairman of the Board and Chief Executive Officer, the Corporate Governance Guidelines provide that the roles may be separated or combined, and the Board will exercise its discretion in combining or separating these positions as it deems appropriate in light of prevailing circumstances. Since the closing of the business combination, the roles of Chairman of the Board and Chief Executive Officer have been combined. We believe this board leadership structure is the most appropriate for the Company at this time because of the efficiencies achieved in having the roles of Chairman of the Board and Chief Executive Officer combined, and because the detailed knowledge of our day-to-day operations and business that the Chief Executive Officer possesses enhances the decision-making processes of the Board as a whole.

Under our Corporate Governance Guidelines, during any period in which the roles of Chairman of the Board and Chief Executive Officer are combined, the Board will appoint a “presiding director” to ensure independent leadership in circumstances where it is appropriate for the Board to have a voice distinct from management. Eric Wei currently serves as our presiding director.

Hedging Transactions

Pursuant to our Insider Trading Policy, we prohibit our employees, directors and officers from engaging in hedging transactions, including the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds, unless pre-approval is obtained. Such hedging transactions may permit a director, officer or employee to continue to own Company securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as the Company’s other stockholders. Additionally, directors, officers and other employees are prohibited from holding our securities in a margin account or otherwise pledging our securities as collateral for a loan, unless pre-approval is obtained.

Risk Oversight

Our Board has extensive involvement in the oversight of risk management related to us and our business and accomplishes this oversight through the regular reporting of the Board by the Audit Committee. The Audit Committee represents the Board by periodically reviewing our accounting, reporting and financial practices, including the integrity of our financial statements, the surveillance of administrative and financial controls and our compliance with legal and regulatory requirements. Through its regular meetings with management, including the finance, legal, internal audit and information technology functions, the Audit Committee reviews and discusses all significant areas of our business and summarizes for the Board areas of risk and the appropriate mitigating factors. In addition, the Board receives periodic detailed operating performance reviews from management.

We are committed to ensuring our Board and its committees are consistently updated on threats to our business and receive consistent updates on risk mitigation processes. At periodic meetings of our Board and its committees, management reports to and seeks guidance from our Board and its committees with respect to what we believe are the most significant risks that could affect our business, such as legal and regulatory risks, cyber and privacy risks, and financial, tax and audit related risks.

Code of Ethics

We have adopted a Code of Ethics that applies to all of our employees, officers and directors, including those officers responsible for financial reporting. Our Code of Ethics is available on the Investor Relations page of our website at <https://ir.cccis.com/corporate-governance/governance-overview>. We intend to disclose any amendments to the Code of Ethics, or any waivers of its requirements, on our website or in public filings.

Human Capital and Compensation Committee Interlocks and Insider Participation

None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board or compensation committee of any entity that has one or more executive officers serving on our Board or Human Capital and Compensation Committee.

Communications by Stockholders and Other Interested Parties with the Board

Stockholders and other interested parties may contact an individual director, the Board as a group, or a specified Board committee or group, including the independent directors as a group, by sending regular mail to:



CCC Intelligent Solutions Holdings Inc.
167 N. Green Street, 9th Floor
Chicago, Illinois 60607
Telephone: (800) 621-8070
Attention: Board of Directors
c/o Chief Legal Officer

Each communication should specify which director or directors the communication is addressed to, as well as the general topic of the communication. The Company will receive the communications and process them before forwarding them to the addressee. The Company may also refer communications to other departments within the Company. The Company generally will not forward to the directors a communication that is primarily commercial in nature, relates to an improper or irrelevant topic, or requests general information regarding the Company.

SECTION 04
EXECUTIVE OFFICERS

Below are the names, ages, positions, and a brief account of the business experience of the individuals who serve as executive officers of the Company (See “—Election of Directors” for Mr. Ramamurthy’s biography):



BRIAN HERB

Title: Executive Vice President, Chief Financial and Administrative Officer

Age: 51

Brian Herb has served as our Executive Vice President, Chief Financial and Administrative Officer since February 2020. Prior to joining CCC, Mr. Herb served in various roles with Experian, most recently as CFO, North America from 2015 until 2020. Mr. Herb began his career in assurance services at Ernst & Young. Mr. Herb holds a bachelor’s degree in Accounting from

Miami University of Ohio and a Master of Business Administration degree from the Kellogg School of Management at Northwestern University.



MARY JO PRIGGE

Title: Executive Vice President, Chief Service Delivery Officer

Age: 66

Mary Jo Prigge has served as our Executive Vice President, Chief Service Delivery Officer since 2021. She previously served as CCC’s President of Service Operations from 2000 until 2021.

Ms. Prigge joined the Company in 1998 as Executive Vice President of Operations and has held several leadership positions over her tenure. Prior to joining the Company, Ms. Prigge held various positions in the auto glass replacement industry, including as Senior Vice President at Safelite Auto Glass in 1998, Vistar/USA-GLAS from 1991 to 1998, and AM International, Inc. Ms. Prigge served on the Board of Trustees and is past Vice Chair and treasurer of the Collision Repair Education Foundation. Ms. Prigge holds a bachelor’s degree in Marketing from the Kelley School of Business at Indiana University.



JOHN GOODSON

Title: Executive Vice President, Chief Product and Technology Officer

Age: 59

John Goodson has served as our Executive Vice President, Chief Product and Technology Officer since January 2023 and served as our Senior Vice President, Chief Technology Officer from August 2021 through 2022. He previously served as CCC’s Senior Vice President, Product Development from August 2020 until August 2021. Prior to joining the Company, Mr. Goodson

Served as Senior Vice President and General Manager for Products and Customer Engagement Solutions at Verint from May 2015 until August 2020 and held various positions, including Chief Product Officer and Chief Technology Officer at Progress Software, from 2003 through 2015. Mr. Goodson holds a bachelor’s degree in Computer Science from the Virginia Polytechnic Institute and State University.



MICHAEL SILVA

Title: Executive Vice President, Chief Commercial & Customer Success Officer

Age: 57

Michael Silva has served as our Executive Vice President, Chief Commercial and Customer Success Officer since October 2022. Prior to joining CCC, Mr. Silva served as SVP, Financial Services for Salesforce, Inc. from July 2019 through October 2022. Mr. Silva was General Manager, U.S. Financial Services at Microsoft Inc. from 2018 through July 2019 and was General Manager, U.S. at IBM from 2017 through 2018. Prior to IBM, Mr. Silva held various sales and operational roles at Microsoft from 2002 through 2017, including three years as Sales Director, United Kingdom. Mr. Silva's early career included four years at Ingenix as Vice President, Sales – U.S. and Canada. Mr. Silva holds a bachelor's degree in Sociology from Hobart and William Smith Colleges.



MARC FREDMAN

Title: Senior Vice President, Chief Strategy Officer

Age: 46

Marc Fredman has served as our Senior Vice President, Chief Strategy Officer and has been responsible for strategy, new markets, mergers and acquisitions, and alliances since 2021. Prior to this role, from 2017 to 2021, Mr. Fredman was Senior Vice President of Strategy, Product Management, and Marketing. Mr. Fredman joined CCC in 2014 as Senior Vice President, Corporate Strategy and Development. Prior to joining the Company, Mr. Fredman held various roles with The Boston Consulting Group from 2004 to 2014, most recently serving as Principal in the technology and corporate development practices. Prior to The Boston Consulting Group Mr. Fredman was with Bank One, most recently as Vice President of Healthcare Business Development. Mr. Fredman holds a bachelor's degree in honors philosophy from Georgetown University and a Master of Business Administration degree from the Kellogg School of Management at Northwestern University.

Section 05

COMPENSATION DISCUSSION & ANALYSIS

The following Compensation Discussion and Analysis provides information about material elements of the compensation awarded to, earned by, or paid to the “named executive officers” (or “NEOs”) of the Company in fiscal year 2023, who include our principal executive officer, our principal financial officer and our three most highly compensated executive officers (other than our principal executive officer and principal financial officer), and up to two additional individuals who would have been one of the three most highly compensated executive officers if they were serving as an executive officer at the end of fiscal year 2023. For fiscal year 2023 the Company’s NEOs and their positions were:

GITHESH RAMAMURTHY

Chairman of the Board and Chief Executive Officer

BRIAN HERB

EVP, Chief Financial and Administrative Officer

MARY JO PRIGGE

EVP, Chief Service Delivery Officer

JOHN GOODSON (1)

EVP, Chief Product and Technology Officer

MIKE SILVA

EVP, Chief Commercial and Customer Success Officer

(1) Mr. Goodson was promoted to the Company’s EVP, Chief Product and Technology Officer, effective as of January 5, 2023. Mr. Goodson previously served as the Company’s SVP, Chief Technology Officer.




Executive Summary

CCC is a leading SaaS platform for the multi-trillion-dollar property and casualty (“P&C”) insurance economy, powering operations for insurers, repairers, automakers, part suppliers, lenders, and more. CCC cloud technology connects more than 35,000 businesses digitizing mission-critical workflows, commerce, and customer experiences. A trusted leader in AI, internet of things (“IoT”), customer experience, network and workflow management, CCC delivers innovations that keep people’s lives moving forward when it matters most. Founded in 1980, we have been publicly traded since August 2021.

Business Highlights

By executing our operating plan, we achieved strong financial performance for the fiscal year ended December 31, 2023:

Fiscal Year 2023 Business Performance

Revenue	Adjusted Net Income	Adjusted EBITDA
 \$866.4 million +11% increase over 2022	 \$210.5 million +19% increase over 2022	 \$353.4 million Represents a 41% margin for 2023

Other business highlights for the fiscal year ended December 31, 2023 include the following:

- GAAP gross profit of \$636.2 million, representing gross margin of 73%. Adjusted gross profit of \$672.2 million, representing adjusted gross margin of 78%.
- Achieved Software Net Dollar Retention average across each quarter of 2023 of 107%.
- Achieved average Software Gross Dollar Retention of 99% in 2023.

“Adjusted EBITDA,” “adjusted EBITDA margin,” “adjusted net income,” “adjusted gross profit,” and “adjusted gross profit margin” are non-GAAP financial measures. See Annex A for reconciliations of each to the most directly comparable GAAP financial measure.

EXECUTIVE COMPENSATION HIGHLIGHTS IN FISCAL YEAR 2023

CEO Compensation

In accordance with the terms and conditions set forth in Mr. Ramamurthy’s October 2021 equity award agreements, as further described in the section from our fiscal year 2021 proxy statement titled “Narrative Disclosure to the Summary Compensation Table and Outstanding Equity Awards at Fiscal Year End Table,” Mr. Ramamurthy did not participate in the 2023 Annual Incentive Plan (“AIP”) or receive equity awards during fiscal year 2023 under the CCC Intelligent Solutions Holdings Inc. 2021 Incentive Equity Plan (as it may be amended from time to time, the “Equity Plan”). As discussed in the section below titled “Modification of 2021 and 2022 PSU Awards”, certain equity awards granted to Mr. Ramamurthy under the Equity Plan in fiscal year 2021 were modified in fiscal year 2023.

Incentive Awards to Our Other NEOs

In fiscal year 2023, the Human Capital and Compensation Committee granted time-based restricted stock units (“RSUs”) and performance-based restricted stock units (“PSUs”) under the Equity Plan to each of the NEOs other than Mr. Ramamurthy. Such PSUs vest on the basis of achievement of the Company’s revenue growth goals and adjusted EBITDA margin goals, in each case measured over a three-year period ending December 31, 2025. See the “Equity-Based Compensation” section below for further details regarding the equity grants made to our NEOs under the Equity Plan during fiscal year 2023. As discussed in the section below titled “Modification of 2021 and 2022 PSU Awards”, certain equity awards granted to our NEOs under the Equity Plan in fiscal years 2021 and 2022 were modified in fiscal year 2023.

In January 2024, the Human Capital and Compensation Committee certified financial performance under our 2023 AIP at 103.0% of target on the basis of achievement of revenue and adjusted EBITDA goals. Each of the NEOs participated in the

2023 AIP, other than Mr. Ramamurthy. The 2023 AIP plan design also provided for an individual performance multiplier to be applied based on the individual performance of each executive. See the “Annual Incentive Plan (AIP)” section below for further details regarding the annual incentive awards made to the NEOs under the 2023 AIP.

Highlights of Our Executive Compensation Practices

The Human Capital and Compensation Committee has structured our executive compensation program to ensure that our NEOs are compensated in a manner consistent with stockholder interests, competitive pay practices and applicable requirements of regulatory bodies. The following are important features of the design and operation of the Company’s executive compensation program.

Components of Pay

The components of our 2023 executive compensation program consist primarily of elements that are generally available to executives, including base salary, annual variable cash compensation, long-term incentive equity awards and broad-based benefits.

Core Fiscal 2023 Compensation Elements

ELEMENT PERFORMANCE PERIOD	OBJECTIVE	PERFORMANCE MEASURED / VESTING PROVISIONS
<p>Base Salary Annual</p> <p>100% CEO</p> <p>19% NEO's</p>	<p>Recognizes an individual’s role and responsibilities, serves as an important retention vehicle and provides a stable level of fixed compensation.</p>	<p>Base salary is reviewed annually by the Human Capital and Compensation Committee and set based on market competitiveness, individual performance and internal consistency considerations.</p>
<p>Annual Incentive Annual</p> <p>N/A CEO</p> <p>9% NEO's</p>	<p>Rewards achievement of annual financial objectives using formulaic pre-set goals; also provides for the opportunity to recognize individual performance achievements.</p>	<p>The annual incentive award targets are reviewed annually by the Human Capital and Compensation Committee and set based on the Company’s revenue and adjusted EBITDA targets.</p>
<p>Time-Vested Restricted Stock Units (RSUs) Long-Term</p> <p>N/A CEO</p> <p>36% NEO's</p>	<p>Aligns the interests of the executives to those of the stockholders and serves as an important retention vehicle.</p>	<p>The 2023 RSU grants generally vest 25% per year over a four-year period, beginning on the first anniversary of the grant date, subject to continued service; unvested awards are generally forfeited upon a separation from service.</p>
<p>Performance-Vested Restricted Stock Units (PSUs) Long-Term</p> <p>N/A CEO</p> <p>36% NEO's</p>	<p>Aligns the interests of the executives and those of the stockholders, serves as an important retention vehicle and drives significant Company performance.</p>	<p>The 2023 PSU grants generally vest based on the achievement of revenue growth and adjusted EBITDA margin goals measured over a three-year performance period ending December 31, 2025; unvested awards are generally forfeited upon a separation from service.</p>

Target Pay Mix

To help retain and motivate the NEOs, the Human Capital and Compensation Committee aims to offer compensation that is competitive with our peers and industry through cash (base salaries and annual performance-based incentive awards) and equity (long-term incentive equity awards).

The Human Capital and Compensation Committee does not have a formal policy for allocating total compensation among the various components. Instead, the Human Capital and Compensation Committee uses its judgment, in consultation with the Company's independent executive compensation consultant, as described below, to establish an appropriate balance of short- and long-term compensation for each NEO. The balance may change from year to year based on corporate strategy and objectives, among other considerations.

As discussed above, in accordance with the terms and conditions set forth in his 2021 equity award agreements, Mr. Ramamurthy's 2023 target pay mix consisted solely of base salary.

The average pay mix for the other NEOs in fiscal year 2023 was 19% base salary, 9% target annual incentive, and 72% long-term incentive. 81% of such NEOs' pay was variable and at risk, and 45% was tied to the achievement of pre-set performance goals.

Governance of Our Pay Program

The Human Capital and Compensation Committee regularly reviews best practices in executive compensation and uses the following guidelines to design our executive compensation programs:

✔ WHAT WE DO	✘ WHAT WE DON'T DO
<ul style="list-style-type: none">• Stock ownership guidelines that apply to our executive officers and our directors• Pay-for-performance philosophy and culture• Majority of pay is performance-based or variable and not guaranteed• Monitor dilution and overhang• Engage an independent compensation consultant• Independent and experienced Human Capital and Compensation Committee• Assess risks of our compensation program• Maintain a clawback policy	<ul style="list-style-type: none">• No hedging of our stock• No pledging of our stock• No discounted stock option awards• No supplemental executive retirement plans• No excessive perquisites• No single-trigger accelerated vesting upon a change in control

Our Executive Compensation Philosophy & Objectives

The overall objective of CCC's executive compensation program is to support the Company's business objectives by attracting, retaining and engaging the highest caliber employees, including executive officers. The goals of the Human Capital and Compensation Committee with respect to executive compensation are to:

- Attract, retain, motivate and reward talented executives;
- Provide incentives that reward the achievement of performance goals that directly correlate to the enhancement of shareholder value; and
- Align executives' interests with those of our stockholders through long-term incentives linked to performance.

To achieve these goals, the Company endeavors to maintain compensation plans that tie a substantial portion of executives' overall compensation to key financial goals that support the Company's business strategy and align the interests of our executives with those of our stockholders. We believe our executive compensation program as developed and implemented, and as presented in this proxy statement, achieved these objectives for fiscal year 2023 compensation.

GOVERNANCE OF EXECUTIVE COMPENSATION

Role of the Human Capital and Compensation Committee

The Human Capital and Compensation Committee acts on behalf of our Board to oversee the compensation policies and practices applicable to all our employees, including the administration of our equity plans. The Human Capital and Compensation Committee annually assesses the performance of the Chief Executive Officer and other executives, and, based in part on the recommendations from the Chief Executive Officer with respect to executives other than himself, and in part on consultation with certain other executives of the Company, approves the compensation of these executives.

Role of Independent Compensation Consultant

The Human Capital and Compensation Committee retained the services of Aon plc ("Aon") as its independent compensation consultant through November 2023. In November 2023, the Human Capital and Compensation Committee retained Alpine Rewards, LLC ("Alpine Rewards" and, together with Aon, each an "Independent Compensation Consultant") as its independent compensation consultant. As CCC continues to evolve as a company, the Human Capital and Compensation Committee determined that it was appropriate to retain Alpine Rewards due to their focus on the technology sector and high-touch methods which will provide what is needed to support the Company's strategy. In this capacity, Aon and Alpine Rewards have advised the Human Capital and Compensation Committee on compensation matters related to the executive and director compensation programs. During fiscal year 2023, but prior to November 2023, Aon assisted the Human Capital and Compensation Committee by, among other things:

- Providing executive and non-employee director market pay analyses;
- Reviewing and suggesting changes to the compensation peer group; and
- Developing and refining, including through the provision and use of relevant survey data, executive and employee pay programs and governance practices.

Following its appointment in November 2023, Alpine Rewards assisted the Human Capital and Compensation Committee by, among other things:

- Providing general consulting support regarding competitive positioning, and
- Providing insights regarding potential actions related to our long-term incentive plans.

The Human Capital and Compensation Committee has the sole authority to engage and terminate the services of each of the Independent Compensation Consultants, as well as to approve its compensation. The applicable Independent Compensation Consultant made recommendations to the Human Capital and Compensation Committee, but has no authority to make compensation decisions on behalf of the Human Capital and Compensation Committee or the Company. Each Independent Compensation Consultant reported to the Human Capital and Compensation Committee and had direct access to the chairperson and the other members of the Human Capital and Compensation Committee. CCC also purchases broad-based compensation survey data from Aon/Radford for use by the Company in connection with general compensation matters. Beyond this and other data and advice related to director and executive compensation matters and employee equity plan design and training, neither Independent Compensation Consultant provided other services to the Company in 2023.

The Human Capital and Compensation Committee conducted a specific review of its relationships with Aon and Alpine Rewards in 2023 and determined that neither of the Independent Compensation Consultants' work for the Human Capital and Compensation Committee raised any conflicts of interest. Each Independent Compensation Consultant's work has conformed to the independence factors and guidance provided by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the SEC, and Nasdaq (the listing exchange on which the Company's stock has been traded since December 19, 2022).

Role of Management

To aid the Human Capital and Compensation Committee in its responsibilities, the Chief Executive Officer provides the Human Capital and Compensation Committee with recommendations relating to the performance and achievements, including support of our corporate values, of each of the NEOs (other than himself). The Human Capital and Compensation Committee gives considerable weight to the Chief Executive Officer's performance evaluations of the other NEOs because he has direct knowledge of the criticality of their work, performance and contributions. The Human Capital and Compensation Committee may consult with the Chief Human Resources Officer regarding pay decisions for other executives. Executives, including the Chief Executive Officer, do not participate in the Human Capital and Compensation Committee's deliberations or decisions regarding their own compensation.

Use of Market Data and Peer Group Analysis

When considering executive compensation decisions, the Human Capital and Compensation Committee believes it is important to be informed as to current compensation practices of comparable publicly held companies in the software and services industry, especially to understand the demand and competitiveness for attracting and retaining an individual with each NEO's specific expertise and experience.

For 2023, the Human Capital and Compensation Committee believed referencing market data provided by the applicable Independent Compensation Consultant, along with other factors, was important when setting total compensation for the NEOs because competition for executive management is intense in our industry and the retention of a talented leadership team is critical to the Company's success. However, while referencing the peer group compensation levels is helpful in determining market-competitive compensation for the NEOs, the Human Capital and Compensation Committee does not directly tie any pay elements to particular benchmarks within the peer group; rather, peer data is used as a market-check analysis and is just one factor considered in the annual compensation approval process. Other important considerations include employee knowledge, skills and experience; individual performance; scope of responsibilities; and any retention concerns.

2023 Peer Group

The Human Capital and Compensation Committee, with the assistance of Aon, considered several factors in determining the composition of a peer group for purposes of evaluating the 2023 compensation of the NEOs, including, but not limited to:

- Industry: U.S.-based technology and software companies;
- Revenue: \$200M to \$2.5B; and
- Organizational Complexity: Between 800 and 7,200 employees.

Using these criteria, the following twenty-one (21) companies were identified by the Human Capital and Compensation Committee and Aon as most closely aligned to CCC and make up the Company's defined peer group for 2023 executive compensation decisions:

Peer Group

Alteryx

ANSYS

AppFolio

Aspen Technology

Bentley Systems

Black Knight*

Confluent

Elastic

Fair Isaac Corporation

Guidewire Software

Manhattan Associates

nCino

Pegasystems

Powerschool

PTC, Inc.

Q2 Holdings

The Descartes Systems Group

Tyler Technologies

Veeva Systems

Vertex

Workiva

21

Publicly-Traded US
Software Companies

* No longer publicly traded.

Compensation Risk Oversight

Our Human Capital and Compensation Committee has responsibility for establishing the Company's compensation philosophy and objectives, determining the structure, components, and other elements of its programs, and reviewing and approving the compensation of the NEOs. The Human Capital and Compensation Committee has conducted a risk assessment and has concluded that the Company's executive compensation program does not create risks that are reasonably likely to have a material adverse effect on the Company.

Stockholder Say-on-Frequency and Say-on-Pay Votes

In 2023, we held an advisory vote on the compensation of our NEOs pursuant to the "Say-on-Pay Proposal" at the Company's 2023 annual meeting of stockholders, and approximately 96.8% of the advisory votes cast voted to approve the compensation of our NEOs. The Human Capital and Compensation Committee reviewed and considered the results of this advisory vote when evaluating the compensation of our NEOs in the 2023 fiscal year.

As recommended by our stockholders pursuant to the "Say-on-Frequency Proposal" also voted on by the stockholders at the Company's 2023 annual meeting of the stockholders, the Human Capital and Compensation Committee has determined to hold an advisory vote on the compensation of the NEOs every year.

Pursuant to the "Say-on-Pay Proposal" included in this proxy statement, stockholders will be voting at the Annual Meeting to approve the compensation of our NEOs.

The Human Capital and Compensation Committee will continue to consider the outcome of the "say-on-pay" and "say on frequency" stockholder advisory vote when making compensation decisions regarding our NEOs.

ELEMENTS OF COMPENSATION

Base Salary

Base salaries serve to provide fixed cash compensation to the NEOs for performing their ongoing responsibilities. Base salaries for the NEOs are approved upon joining the Company by the Human Capital and Compensation Committee, and then reviewed and adjusted, as appropriate, by the Human Capital and Compensation Committee on an annual basis, in consultation with our Independent Compensation Consultants and certain other executives of the Company.

Such annual adjustments are based on factors that may include, but are not limited to:

- Each NEO’s position and specific responsibilities;
- Individual performance;
- Level of experience;
- Achievement of corporate and strategic goals; and
- A review of competitive salary and total compensation market data for comparable positions at peer companies.

The Human Capital and Compensation Committee does not apply any specific formulas to determine increases in base salaries for NEOs, but instead makes an annual evaluation of the factors listed above. Increases in base salary, if any, typically take effect in March of each calendar year.

The Human Capital and Compensation Committee reviewed the NEO’s annual base salaries based on the considerations outlined above. Based on this review, in March 2023 the Human Capital and Compensation Committee made merit-based increases to the base salaries of the NEOs as follows:

NEO Base Salaries and 2023 Increases (1)

GITESH RAMAMURTHY

\$844,059
2022

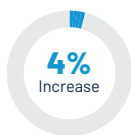
\$875,000
2023



BRIAN HERB

\$589,160
2022

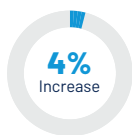
\$612,726
2023



MARY JO PRIGGE

\$520,661
2022

\$541,487
2023



JOHN GOODSON

\$488,800
2022

\$515,000
2023



MIKE SILVA

\$450,000
2022

\$459,000
2023



- (1) Base salary increases were effective in March of the applicable fiscal year, except that Mr. Goodson’s base salary was increased in January 2023 in connection with his promotion to the Company’s EVP, Chief Product and Technology Officer. Mr. Silva’s 2023 salary increase was pro-rated due to his start date occurring in Q4 2022.

Annual Incentive Plan (AIP)

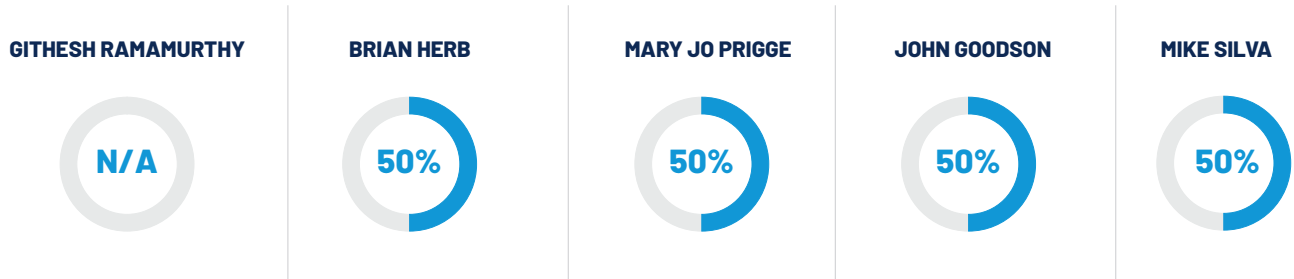
In fiscal year 2023, each of the NEOs, other than Mr. Ramamurthy, were provided short-term, performance-based annual incentives pursuant to the 2023 AIP. The Company believes that such annual incentives, among other things:

- Align interests of the Company, executives and investors;
- Enable the Company to achieve and exceed financial goals;
- Attract and retain the top talent in the industry; and
- Recognize and reward individuals for contributing to the Company's success.

2023 Annual Incentive Plan Opportunities



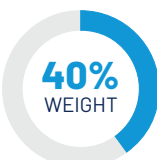



Each of the NEOs, other than Mr. Ramamurthy, participated in the 2023 AIP. The NEOs that participated in the 2023 AIP had an established annual incentive target, which was equal to a percentage of their actual earned base salary for fiscal year 2023. The actual earned 2023 AIP payout, if any, was calculated based on a combination of Company and individual performance.

For fiscal year 2023, the NEOs, other than Mr. Ramamurthy, had the following annual incentive target opportunities under the 2023 AIP.



2023 Annual Incentive Plan Targets and Awards

In March 2023, the Human Capital and Compensation Committee established the Company performance metrics for the 2023 AIP—revenue (weighted 60%) and adjusted EBITDA (weighted 40%). These metrics were selected because they align with the way in which the investment community evaluates the Company’s performance and because these metrics were among the most important factors in increasing stockholder value in fiscal year 2023. This weighting was in line with the fiscal year 2022 AIP plan design. The threshold and target levels, as approved, the actual achievement for 2023, and the resulting payouts on these metrics are below (linear interpolation is used for achievement between threshold and target, as well as for above target).

METRIC	WEIGHTING	THRESHOLD (30% PAYOUT) \$M	TARGET (100% PAYOUT) \$M	ACTUAL PERFORMANCE \$M	
Revenue (1)	 60% WEIGHT	\$825.2	\$858.2	\$859.5	 61.8%
Adjusted EBITDA (1)	 40% WEIGHT	\$350.4	\$386.0	\$387.6	 41.2%
Total	 100% WEIGHT	-	-	-	 103.0%

















(1) For the purposes of the 2023 AIP, revenue is calculated as the Company’s total annual revenues excluding China and adjusted EBITDA is calculated excluding China and is further adjusted to remove the impact of bonuses paid.

The Human Capital and Compensation Committee established the performance goals in consideration of our annual operating plan, financial guidance provided to the public markets and other factors.

As shown in the table above, in fiscal year 2023 the Company achieved revenue (as described above) of \$859.5M and adjusted EBITDA (as described above) of \$387.6M, resulting in Company performance at 103.0% of target.

The 2023 AIP plan design also provided for an individual performance multiplier to be applied based on the individual performance of each executive. Mr. Herb was awarded a 100% individual performance multiplier based on strong financial performance and corporate leadership; Ms. Prigge was awarded a 100% individual performance multiplier based on delivering operational excellence and a high Net Promoter Score; Mr. Goodson was awarded a 100% individual performance multiplier for delivering on a number of large and strategic initiatives in 2023; and Mr. Silva was awarded a 100% individual performance multiplier for his leadership and results across sales and marketing.

Following the application of the individual performance multipliers, the Human Capital and Compensation Committee certified the 2023 AIP awards set forth in the table below for each NEO, other than Mr. Ramamurthy, who did not participate in the 2023 AIP:

NEO	OPPORTUNITY			ACTUAL			
	2023 AIP SALARY BASIS (SALARY PAID)	ANNUAL INCENTIVE TARGET (AS % OF SALARY PAID)	2023 AIP TARGET AMOUNT	PERFORMANCE MULTIPLIERS		2023 AIP AWARD PAID	AS A % OF TARGET
				COMPANY	INDIVIDUAL		
Githesh Ramamurthy	\$868,473	N/A	N/A	N/A	N/A	N/A	N/A
Brian Herb	\$607,755		\$303,878			\$312,994	
Mary Jo Prigge	\$537,093		\$268,547			\$276,603	
John Goodson	\$514,928		\$257,464			\$265,188	
Mike Silva	\$457,101		\$228,551			\$235,407	

Equity-Based Compensation

A significant portion of executive pay is delivered as long-term incentive equity awards, which are designed to align the NEO's interests with stockholder interests, promote retention through the reward of long-term Company performance, and encourage ownership in the Company.

In connection with the business combination, the Company's shareholders approved the Equity Plan, which provides for grants of stock options (including incentive stock options and non-qualified stock options), stock appreciation rights, restricted stock, restricted stock units, dividend equivalents, and other stock or cash-based awards. The Human Capital and Compensation Committee has been appointed as the "Administrator" of the Equity Plan. As permitted under the Equity Plan, the authority to grant and amend certain awards has been delegated to a committee of certain members of our management team.

During fiscal year 2023, the Company used equity awards in the form of RSUs and PSUs. RSUs serve as an important retention vehicle and align the interests of management and stockholders while being less dilutive than stock options. PSUs encourage retention, aligning the interests of management and stockholders, and incentivize strong financial and market performance.

Our general approach is to grant equity awards on fixed dates determined in advance, although there are occasions when grants are made on other dates, such as for new hires, mid-year promotions, and other periodic recognition or special incentive events, as well as in connection with acquisitions. All required approvals are obtained in advance of, or on, the actual grant date. Annual equity grants to NEOs are typically approved during the Company-wide performance review period. The timing of annual equity award grants to NEOs is not coordinated in a manner that intentionally benefits such NEOs.

The Human Capital and Compensation Committee determines the size of annual equity grants according to each NEO's position. To do so, the Human Capital and Compensation Committee generally references the market data of peer group companies as provided by our Independent Compensation Consultants, and takes into consideration each NEO's recent

performance history, his or her potential for future responsibility and criticality of his or her work to the long-term success of the Company. The Human Capital and Compensation Committee has the discretion to give relative weight to each of these factors as it sets the size of the annual equity grant to appropriately create an opportunity for reward based on increasing stockholder value.

Our NEOs, other than Mr. Ramamurthy, each received annual grants of RSUs and PSUs in fiscal year 2023. PSUs granted to each such NEO represented 50% of their total annual equity grant, with the other 50% of their total annual equity grant granted in the form of RSUs. The following annual equity grants were awarded to our NEOs, other than Mr. Ramamurthy, in 2023.

NAMED EXECUTIVE OFFICER	RSUs	PSUs
Githesh Ramamurthy	–	–
Brian Herb	168,919	168,919
Mary Jo Prigge	84,460	84,460
John Goodson	126,690	126,690
Mike Silva	140,766	140,766

2023 Performance-Based Equity Awards

As previously disclosed in our proxy statement with respect to fiscal year 2022, the Human Capital and Compensation Committee determined in the first quarter of fiscal year 2023 that it would no longer grant PSUs with an absolute total stockholder return (“TSR”) performance metric to our NEOs, and instead would grant PSUs with an adjusted EBITDA margin performance metric. The Human Capital and Compensation Committee felt that this change was appropriate to further strengthen the alignment between the Company’s financial performance and the NEOs’ incentives, and in recognition that absolute TSR may be affected by variables outside of the control of the NEOs.

The PSUs granted to each of our NEOs in fiscal year 2023 (other than Mr. Ramamurthy) as a component of their annual equity award may be earned and vest upon the achievement of goals for two performance metrics measured during the three-year performance period ending December 31, 2025. 50% of such 2023 PSUs are subject to performance goals relating to the Company’s compounded average revenue growth rate (“CAGR”), and 50% of such 2023 PSUs are subject to performance goals relating to the Company’s adjusted EBITDA margin. Each of the CAGR-based PSUs and the adjusted EBITDA margin-based PSUs may, separately, be earned and vest at a rate between 50% and 200% of the target PSUs granted, based on linear interpolation between a threshold and maximum achievement level of the applicable performance goal. For each of the CAGR-based PSUs and the adjusted EBITDA margin-based PSUs, if the Company does not meet the applicable threshold level of performance there is no payout for the respective PSU. For further information on the grants of equity awards made to our NEOs during fiscal year 2022, see the “Fiscal Year 2023 Grants of Plan-Based Awards” and “Outstanding Equity Awards at 2023 Fiscal-Year End” tables below.

Modification of 2021 and 2022 PSU Awards

Our NEOs were granted PSUs in fiscal years 2021 and 2022 (other than Mr. Ramamurthy, who was not granted any PSUs in fiscal year 2022, and Mr. Silva, who was not granted any PSUs in fiscal year 2021), 50% of which vest based on the Company’s CAGR and minimum adjusted EBITDA margin, and 50% of which vest based on the Company’s absolute TSR, in each case, during the applicable performance period (i.e., August 2, 2021 through December 31, 2023 for the 2021 PSUs, and January 1, 2022 through December 31, 2024 for the 2022 PSUs).

Management demonstrated strong performance of approximately \$268M increase in gross revenue (13% compound growth) and an approximately \$151M increase in adjusted EBITDA (20% compound growth) across fiscal years 2021, 2022 and 2023 while facing macroeconomic headwinds. In consideration of this performance, in December 2023 the HCCC determined that it was in the best interest of the Company and its shareholders to offer the NEOs and all other active recipients of TSR-based PSUs the opportunity to modify the TSR performance metrics applicable to the 2021 and 2022 TSR-based PSUs from absolute TSR to relative TSR. As noted above, absolute TSR may be affected by facts and circumstances outside of the control of the Company or the NEOs. The Human Capital and Compensation Committee

believes that offering this modification is consistent with the Company's pay for performance philosophy, and it will result in a vesting outcome for the NEOs that more appropriately reflects their performance during the relevant periods. If this modification was not offered, the Human Capital and Compensation Committee believes that the resulting payouts under the 2021 TSR-based PSUs to the NEOs would not be reflective of, and commensurate with, the NEOs' performance during such periods. Further, the Human Capital and Compensation Committee believes that offering this modification, with respect to the 2022 TSR-based PSUs, will provide our NEOs with appropriate retentive value.

Each of the NEOs accepted the offer to modify their respective 2021 and/or 2022 TSR-based PSU grants, with each such modification effective as of December 14, 2023.

As a result of these modifications, each of the modified 2021 and 2022 TSR-based PSU grants was amended to, among other things, (a) extend the applicable performance period for one year, resulting in a performance period of August 2, 2021 through December 31, 2024 for the 2021 TSR-based PSUs and a performance period of January 1, 2022 through December 31, 2025 for the 2022 TSR-based PSUs; (b) change the performance metrics of the 2021 and 2022 TSR-based PSUs from a performance metric based on the absolute TSR of the Company to a performance metric based on the relative TSR of the Company as compared to the other companies comprising the Russell 3000 index as of the first day of the applicable performance period; and (c) to update the payout levels (i.e., threshold, target and maximum) based on the Company's TSR performance relative to the comparison group as follows:

	Impacted PSUs Granted 2021	Impacted PSUs Granted 2022
Threshold Performance	50%	50%
Target Performance	100%	100%
Maximum Performance	100% (1)	200%

- (1) With respect to the modified 2021 TSR-based PSUs, results at or above target performance will result in a payout not to exceed 100%.

Below are the number of TSR-based PSUs granted to our NEOs in fiscal years 2021 and/or 2022, each of which were subject to the modifications described above.

NAMED EXECUTIVE OFFICER	2021 TSR-Based PSUs	2022 TSR-BASED PSUs
Githesh Ramamurthy	4,800,000	-
Brian Herb	75,000	70,888
Mary Jo Prigge	37,500	35,443
John Goodson	43,750	41,351
Mike Silva	-	87,209

For further information on the impact of these modifications to the NEO's 2021 and 2022 TSR-based PSUs, see the "Fiscal Year 2023 Summary Compensation Table" and "Fiscal Year 2023 Grants of Plan Based Awards Table" below.

Vesting and Distribution of 2021 CAGR-Based PSUs.

In the first quarter of fiscal year 2024, the Human Capital and Compensation Committee certified the achievement of the performance conditions of the compounded average revenue growth rate -based PSUs granted in fiscal year 2021 (as described in more detail in our proxy statement with respect to fiscal year 2021). The Human Capital and Compensation Committee certified, based on the audited financial results of the Company, a payout level of 137.78% for the 2021 CAGR-based PSUs granted to the NEOs other than Mr. Ramamurthy, and a payout level of 118.89% for Mr. Ramamurthy. As a result of the certification and vesting of the 2021 CAGR-based PSUs, on March 1, 2024 shares of our common stock were distributed to the NEOs as follows:

NAMED EXECUTIVE OFFICER	Shares of Common Stock (1)
Githesh Ramamurthy	5,706,720
Brian Herb	103,335
Mary Jo Prigge	51,668
John Goodson	60,279
Mike Silva (2)	-

- (1) Does not reflect the withholding of shares otherwise deliverable to satisfy the NEO's and the Company's tax withholding obligations.
- (2) Mr. Silva did not receive a grant of CAGR-based PSUs in 2021.

ADDITIONAL COMPENSATION POLICIES & PRACTICES

Stock Ownership Guidelines

To help achieve the compensation objective of linking interests of the Company's stockholders with those of the Company's executive officers and directors, the Company adopted stock ownership guidelines effective as of January 1, 2023, covering its executive officers, including the 2023 NEOs, and non-employee members of the Board. The guidelines provide that each such officer or director own and hold shares of our stock with a value equal to a certain multiple of their annual base salary or, in the case of non-employee members of the Board, his or her annual cash fees, multiplied by the applicable multiplier described below. Only shares held outright will be counted toward satisfaction of these guidelines. Each covered individual is expected to meet his or her applicable ownership level within five years of implementation of the guidelines or, if later, within five years of becoming a covered individual.

POSITION	MULTIPLE
Chief Executive Officer	6x Annual Base Salary
Chief Financial Officer	3x Annual Base Salary
All Other Section 16 Executive Officers	2x Annual Base Salary
Non-Employee Directors	3x Annual Cash Fees

Anti-Hedging & Pledging Policies

Under the Company's Insider Trading Policy, directors and executive officers, as well as other employees, are prohibited from engaging in the following activities with respect to the capital stock of the Company without prior clearance from the Chief Legal Officer:

- Hedging their interest in Company securities through any transaction designed to offset declines in the market value of Company securities, including puts, calls, prepaid variable forward contracts, equity swaps, collars, and exchange funds (excluding broad-based index funds); and
- Pledging any shares of our Company securities as collateral for indebtedness, including such securities in a margin account.

Clawback Policy

The Human Capital and Compensation Committee adopted a Clawback Policy that complies with Nasdaq's new clawback listing standards, Section 10D of the Exchange Act and the rules promulgated thereunder (the "Clawback Policy"). In the event that we are required to prepare an accounting restatement of our financial statements due to our material noncompliance with any financial reporting requirement under the securities laws, the Clawback Policy requires that covered executives must reimburse us, or forfeit, any excess incentive-based compensation "received" (as defined in Section 10D of the Exchange Act) by such covered executive during the three completed fiscal years immediately preceding the date on which we are required to prepare the restatement. Executives covered by the Clawback Policy include our current and former executive officers, as determined by the Human Capital and Compensation Committee in accordance with Section 10D of the Exchange Act and the Nasdaq listing standards, and such other senior executives or employees who may from time to time be deemed subject to the Clawback Policy by the Human Capital and Compensation Committee.

Incentive-based compensation subject to the Clawback Policy includes any compensation that is granted, earned or vested based wholly or in part on the attainment of a financial reporting measure. The amount subject to recovery is the

excess of the incentive-based compensation “received” based on the erroneous data over the incentive-based compensation that would have been “received” had it been based on the restated results and is computed without regard to any taxes paid. The Clawback Policy will only apply to incentive-based compensation “received” on or after the effective date of Nasdaq Listing Rule 5608.

The Clawback Policy is available as Exhibit 97.1 to the Company’s Annual Report on Form 10-K for the year-ended December 31, 2023.

Employment Agreements and Severance & Change-in-Control Benefits

The Company has entered into written employment agreements with each of our NEOs that set forth the terms of their employment, including initial base salaries, eligibility to participate in our annual incentive plans and severance benefits, and also subjects the NEOs to standard restrictive covenants. See the sections below titled “*Narrative Disclosure to the Fiscal Year 2023 Summary Compensation Table and Fiscal Year 2023 Grants of Plan-Based Awards Table*” and “*Potential Payments Upon Termination or Change in Control*” for further details regarding the NEOs’ employment agreements.

Broad-Based Benefits

The Company offers a comprehensive array of benefits to its employees, including the NEOs. Benefit programs include a variety of health insurance plans, a 401(k) plan with matching contributions at board-approved levels, and an individual supplemental disability plan. These benefits are offered to all eligible employees, including the NEOs, to attract and retain employees. The Company does not offer defined benefit pension or other supplementary retirement benefits to employees. The Company also provides modest health club/wellness and parking benefits to certain NEOs, as detailed in the “*Fiscal Year 2023 Summary Compensation Table*” below. Our health club/wellness benefits are provided more broadly within the organization.

As part of the Company’s overall compensation program all full-time employees in the U.S., including the NEOs, have the opportunity to participate in a defined contribution 401(k) plan. The Company’s 401(k) plan is intended to qualify under Section 401 of the Code so that employee contributions and income earned on such contributions are not taxable to employees until withdrawn. The Company’s 401(k) plan provides for a matching contribution by the Company in an amount equal to fifty cents (\$0.50) for each dollar (\$1.00) contributed by the participant, up to 6% of the participant’s salary, subject to limitations imposed by the Internal Revenue Service. Matching contributions for the NEOs for fiscal year 2023 are outlined in the footnotes to the “*Fiscal Year 2023 Summary Compensation Table*” below.

ACCOUNTING IMPLICATIONS OF EXECUTIVE COMPENSATION

Accounting for Stock-Based Compensation

In addition to considering the tax consequences, the Human Capital and Compensation Committee considers the accounting consequences of its decisions, including the impact of expenses being recognized in connection with equity-based awards, in determining the size and form of different equity-based awards.

The Company follows the Financial Accounting Standard Board’s Accounting Standards Codification Topic 718 (“FASB ASC Topic 718”), for share-based payment arrangements. FASB ASC Topic 718 requires the Company to measure the compensation expense for all share-based payment arrangements, which include the equity-based awards made by the Company and described elsewhere in this Proxy, based on the grant date “fair value,” or incremental “fair value” on a modification date, as applicable, of these awards. This calculation is performed for accounting purposes and reported in the executive compensation tables required by the federal securities laws, even though the recipient of the awards may never realize any value from their awards.

REPORT OF THE HUMAN CAPITAL AND COMPENSATION COMMITTEE

This report of the Human Capital and Compensation Committee is required by the SEC and, in accordance with the SEC's rules, will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act or under the Exchange Act, except to the extent that we specifically incorporate this information by reference, and will not otherwise be deemed "soliciting material" or "filed" under either the Securities Act or the Exchange Act.

The Human Capital and Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and based on such review and discussions, the Human Capital and Compensation Committee recommended to our Board that the Compensation Discussion and Analysis be included in this proxy statement.

Submitted by the Human Capital and Compensation Committee

Eileen Schloss, Chair

William Ingram

Eric Wei

SECTION 07

EXECUTIVE AND DIRECTOR COMPENSATION

FISCAL YEAR 2023 EXECUTIVE COMPENSATION TABULAR DISCLOSURES

Fiscal Year 2023 Summary Compensation Table

The following table summarizes the compensation awarded to, earned by, or paid to, our NEOs for the fiscal years ended December 31, 2023, 2022 and 2021.

YEAR	SALARY (1)	BONUS (2)	STOCK AWARDS (3)	OPTION AWARDS	NON-EQUITY INCENTIVE PLAN COMPENSATION (4)	ALL OTHER COMPENSATION (5)	TOTAL
GITHESH RAMAMURTHY, Chairman of the Board and Chief Executive Officer							
2023	\$867,860	-	\$53,664,000	-	-	\$17,626	\$54,549,486
2022	\$836,568	-	-	-	-	\$12,207	\$848,775
2021	\$806,140	\$675,000	\$131,860,500	\$1,622,396	\$746,800	\$1,394,239	\$137,105,075
BRIAN HERB, Executive Vice President, Chief Financial and Administrative Officer							
2023	\$607,288	-	\$4,704,753	-	\$312,994	\$16,383	\$5,641,417
2022	\$583,931	-	\$2,775,995	-	\$334,230	\$12,207	\$3,706,363
2021	\$562,693	\$600,000	\$3,423,750	-	\$260,636	\$10,138	\$4,857,217
MARY JO PRIGGE (6), Executive Vice President, Chief Service Delivery Officer							
2023	\$536,681	-	\$2,352,373	-	\$276,603	\$19,211	\$3,184,868
2022	\$516,039	-	\$1,388,001	-	\$295,370	\$15,008	\$2,214,418
JOHN GOODSON (7), Executive Vice President, Chief Product and Technology Officer							
2023	\$514,496	-	\$3,244,449	-	\$265,188	\$18,223	\$4,042,356
2022	\$484,462	\$27,731	\$1,619,337	-	\$277,295	\$13,293	\$2,422,118
MICHAEL SILVA (8), Executive Vice President, Chief Commercial and Customer Success Officer							
2023	\$456,923	-	\$3,565,698	-	\$235,407	\$85,417	\$4,342,445
2022	\$86,539	\$250,000	\$2,147,103	-	\$128,700	\$13,377	\$2,625,719

- (1) Amounts in this column represent the base salary earned by each NEO with respect to each applicable fiscal year.
- (2) Amounts in this column represent: (i) with respect to Mr. Ramamurthy and Mr. Herb, a transaction bonus paid in fiscal year 2021 in connection with the consummation of the business combination; (ii) with respect to Mr. Goodson, the discretionary portion of the 2022 AIP Bonus earned with respect to fiscal year 2022; and (iii) with respect to Mr. Silva, a sign-on cash bonus paid in fiscal year 2022.

- (3) Amounts in this column represent the aggregate grant date fair value of stock awards granted to the NEOs, computed in accordance with FASB ASC Topic 718. For fiscal year 2023, amounts in this column represent (i) for Mr. Ramamurthy, the increase in the value of his 2021 TSR-based PSUs as a result of their modification on December 14, 2023, as described in the section above titled “Modification of 2021 and 2022 PSU Awards”, and (ii) for our other NEOs, (x) the grant date fair value of stock awards granted to them in fiscal year 2023, plus (y) the increase in the value of their 2021 and/or 2022 TSR-based PSUs as a result of their modification on December 14, 2023, as described in the section above titled “Modification of 2021 and 2022 PSU Awards”. Mr. Ramamurthy was not granted any new stock awards in fiscal year 2023, and therefore the FASB ASC Topic 718 value presented in this column for Mr. Ramamurthy for fiscal year 2023 only represents the modification of awards granted in previous years. See the table below entitled “Fiscal Year 2023 Grants of Plan Based Awards” for additional information concerning the stock awards granted to our NEOs (other than Mr. Ramamurthy) in fiscal year 2023.

The grant date fair value for the awards of RSUs and PSUs that are not subject to a market condition granted to certain of our NEOs in fiscal years 2021, 2022 and 2023 was calculated using the closing market price of our common stock on the grant date. The grant date fair value for the awards of PSUs that are subject to a market condition granted to certain of our NEOs in fiscal years 2021 and 2022 was based on a Monte Carlo valuation analysis on the probable outcome of the achievement of the performance conditions. Assuming maximum performance of the PSUs that are not subject to a market condition granted to certain of our NEOs in fiscal year 2023, the grant date fair value included in the table above would increase for Mr. Herb, Ms. Prigge, Mr. Goodson and Mr. Silva by approximately \$1,500,000, \$750,000, \$1,125,000, and \$1,250,000, respectively. For additional information on the valuation assumptions for these awards, see Note 21 (Stock Incentive Plans) to our Consolidated Financial Statements included in our Annual Report on Form 10-K for the year-ended December 31, 2023.

- (4) Amounts in this column represent, for fiscal year 2023, performance-based annual cash incentive bonuses earned by certain of our NEOs in fiscal year 2023 under the 2023 AIP and paid in the subsequent fiscal year, as further described in the section above titled “Compensation Discussion and Analysis – Annual Incentive Plan (AIP).” Amounts in this column represent, for fiscal years 2022 and 2021, performance-based annual cash incentive bonuses earned by certain of our NEOs in the applicable fiscal year under the Company’s then-current annual incentive plan and paid in the subsequent fiscal year.
- (5) The amounts in this column are comprised, for fiscal year 2023, of the following:

NAME	INDIVIDUAL HEALTH/ SUPP. INSURANCE PREMIUMS	401(K) MATCH	HEALTH CLUB REIMB.	HEALTH CLUB GROSS UP	HQ PARKING REIMB.	HQ PARKING GROSS UP	CONNECTIVITY STIPEND	HOUSING / MOVING ALLOWANCE	HOUSING / MOVING GROSS UP	TOTAL
Githesh Ramamurthy	\$5,100	\$9,900	-	-	\$1,200	\$946	\$480	-	-	\$17,626
Brian Herb	\$887	\$9,900	\$1,650	\$1,312	\$1,200	\$954	\$480	-	-	\$16,383
Mary Jo Prigge	\$5,223	\$9,900	\$1,356	\$555	\$1,200	\$497	\$480	-	-	\$19,211
John Goodson	\$6,148	\$9,900	-	-	\$1,200	\$495	\$480	-	-	\$18,223
Michael Silva	-	\$9,900	-	-	\$1,200	\$676	\$480	\$46,787	\$26,374	\$85,417

- (6) Ms. Prigge was a NEO for the first time in fiscal year 2022.

- (7) During fiscal year 2022, Mr. Goodson served as the Company's SVP, Chief Technology Officer. Mr. Goodson was promoted to the Company's EVP, Chief Product and Technology Officer effective as of January 5, 2023. Mr. Goodson was a NEO for the first time in fiscal year 2022.
- (8) On October 17, 2022, Mr. Silva was hired as the Company's EVP, Chief Commercial and Customer Success Officer, effective as of such date. Mr. Silva was a NEO for the first time in fiscal year 2022.

Fiscal Year 2023 Grants of Plan Based Awards

This table sets forth certain information regarding plan-based awards granted to certain of our NEOs in fiscal year 2023.

NAME/GRANT DATE	ESTIMATED FUTURE PAYOUTS UNDER NON-EQUITY INCENTIVE PLAN AWARDS (1)			ESTIMATED FUTURE PAYOUTS UNDER EQUITY INCENTIVE PLAN AWARDS (2)			ALL OTHER STOCK AWARDS: NUMBER OF SHARES OF STOCK OR UNITS (3)	GRANT DATE FAIR VALUE OF STOCK & OPTION AWARDS (4)
	THRESHOLD	TARGET	MAXIMUM	THRESHOLD (#)	TARGET (#)	MAXIMUM (#)		
GITHESH RAMAMURTHY, Chairman of the Board and Chief Executive Officer								
-	-	-	-	-	-	-	-	\$53,664,000 (5)
BRIAN HERB, Executive Vice President, Chief Financial and Administrative Officer								
-	\$91,163	\$303,878	-	-	-	-	-	-
3/6/2023	-	-	-	42,230	84,460	168,920	-	\$750,005
3/6/2023	-	-	-	42,230	84,459	168,918	-	\$749,996
3/6/2023	-	-	-	-	-	-	168,919	\$1,500,001
-	-	-	-	-	-	-	-	\$838,500 (5)
-	-	-	-	-	-	-	-	\$866,251 (6)
MARY JO PRIGGE, Executive Vice President, Chief Service Delivery Officer								
-	\$80,564	\$268,547	-	-	-	-	-	-
3/6/2023	-	-	-	21,115	42,230	84,460	-	\$375,002
3/6/2023	-	-	-	21,115	42,230	84,460	-	\$375,002
3/6/2023	-	-	-	-	-	-	84,460	\$750,005
-	-	-	-	-	-	-	-	\$419,250 (5)
-	-	-	-	-	-	-	-	\$433,113 (6)
JOHN GOODSON, Executive Vice President, Chief Product and Technology Officer								
-	\$77,239	\$257,464	-	-	-	-	-	-
3/6/2023	-	-	-	31,673	63,345	126,690	-	\$562,504
3/6/2023	-	-	-	31,673	63,345	126,690	-	\$562,504
3/6/2023	-	-	-	-	-	-	126,690	\$1,125,007
-	-	-	-	-	-	-	-	\$489,125 (5)
-	-	-	-	-	-	-	-	\$505,309 (6)
MICHAEL SILVA, Executive Vice President, Chief Commercial and Customer Success Officer								
-	\$68,565	\$228,551	-	-	-	-	-	-
3/6/2023	-	-	-	35,192	70,383	140,766	-	\$625,001
3/6/2023	-	-	-	35,192	70,383	140,766	-	\$625,001
3/6/2023	-	-	-	-	-	-	140,766	\$1,250,002
-	-	-	-	-	-	-	-	\$1,065,694 (6)

- (1) Amounts in this column represent performance-based annual cash incentive awards earned by certain of our NEOs under the 2023 AIP and paid in the subsequent fiscal year, as further described in the section above titled "Compensation Discussion and Analysis - Annual Incentive Plan (AIP)." The threshold payout presented in this column represents 30% of the applicable NEO's target cash incentive award under the 2023 AIP, which constitutes the

threshold level of company performance required for any amounts to be paid pursuant to the 2023 AIP. However, each applicable NEO's actual threshold payout could be less than such 30% amount if such NEO's individual performance multiplier under the 2023 AIP is less than 100%. The 2023 AIP does not provide for a maximum payout.

- (2) Amounts in this column represent awards of PSUs granted to certain of our NEOs under the Equity Plan in fiscal year 2023.
- (3) Amounts in this column represent awards of RSUs granted to certain of our NEOs under the Equity Plan in fiscal year 2023.
- (4) Other than with respect to the modification changes described in footnotes (5) and (6), below, amounts in this column reflect the grant date fair value of the awards of PSUs and RSUs, as applicable, granted to certain of our NEOs under the Equity Plan in fiscal year 2023, computed in accordance with FASB ASC Topic 718.
- (5) Represents modification charges related to the amendment of the applicable NEO's 2021 TSR-based PSU grants. Such TSR-based PSUs are subject to a market condition and were valued using a Monte Carlo valuation. The value of the applicable modification reflects the increase in the Monte Carlo valuation of the applicable PSUs from immediately prior to their modification to immediately thereafter. No additional awards were issued to the applicable NEO in connection with such modification charges. The foregoing modifications are described in the section above titled "Modification of 2021 and 2022 PSU Awards."
- (6) Represents modification charges related to the amendment of the applicable NEO's 2022 TSR-based PSU grants. Such TSR-based PSUs are subject to a market condition and were valued using a Monte Carlo valuation. The value of the applicable modification reflects the increase in the Monte Carlo valuation of the applicable PSUs from immediately prior to their modification to immediately thereafter. No additional awards were issued to the applicable NEO in connection with such modification charges. The foregoing modifications are described in the section above titled "Modification of 2021 and 2022 PSU Awards."

Narrative Disclosure to the Fiscal Year 2023 Summary Compensation Table and Fiscal Year 2023 Grants of Plan-Based Awards Table

Employment Agreements

We have entered into employment agreements with each of our NEOs which are summarized below.

GITHESH RAMAMURTHY

In April 2017, we entered into an employment agreement with Mr. Ramamurthy to serve as our Chief Executive Officer, Chairman of the Board. The employment agreement provides for an initial three-year term, with automatic one-year renewals. The employment agreement also provides for an initial annual base salary of \$721,092, subject to annual review and increase by the Board from time to time, and an annual target bonus opportunity of 100% of base salary. Mr. Ramamurthy's annual base salary was increased to \$811,595 in March 2021, to \$844,059 in March 2022 and to \$875,000 in March 2023.

Under his employment agreement, Mr. Ramamurthy is subject to certain restrictive covenants, including (i) non-competition, non-solicitation and non-hire of employees, and non-solicitation of business relationships of CCC, in each case, during employment and for 24 months thereafter, (ii) perpetual non-disclosure of confidential information, and (iii) assignment of intellectual property.

Mr. Ramamurthy's employment agreement also provides for certain severance benefits upon the occurrence of specified termination events, as described further in the "Potential Payments Upon Termination or Change in Control" section below.

BRIAN HERB

In January 2020, we entered into an employment agreement with Mr. Herb to serve as our Executive Vice President, Chief Financial Officer and Chief Administrative Officer. The employment agreement provides for an initial three-year term, with automatic one-year renewals. The employment agreement also provides for an annual base salary of \$550,000, subject to annual review and increase by the Board from time to time, and an annual target bonus opportunity of 50% of

base salary. Mr. Herb's annual base salary was increased to \$566,500 in March 2021, to \$589,160 in March 2022 and to \$612,726 in March 2023. The employment agreement also provided for a sign-on cash bonus of \$300,000, which replaced the bonus Mr. Herb would have earned from his former employer in the second quarter of 2020.

Under his employment agreement, Mr. Herb is subject to certain restrictive covenants, including (i) non-competition, non-solicitation and non-hire of employees, and non-solicitation of business relationships of CCC, in each case, during employment and for 12 months thereafter, (ii) perpetual non-disclosure of confidential information, and (iii) assignment of intellectual property.

Mr. Herb's employment agreement also provides for certain severance benefits upon the occurrence of specified termination events, as described further in the "*Potential Payments Upon Termination or Change in Control*" section below.

MARY JO PRIGGE

In April 2017, we entered into an employment agreement with Ms. Prigge to serve as our President of Service Operations. On February 3, 2021, Ms. Prigge was promoted to Executive Vice President, Chief Service Delivery Officer. The employment agreement provides for an initial three-year term, with automatic one-year renewals. The employment agreement also provides for an annual base salary of \$444,808, subject to annual review and increase by the Board from time to time, and an annual target bonus opportunity of 50% of base salary. Ms. Prigge's annual base salary was increased to \$500,635 in March 2021, to \$520,661 in March 2022, and to \$541,487 in March 2023.

Under her employment agreement, Ms. Prigge is subject to certain restrictive covenants, including (i) non-competition, non-solicitation and non-hire of employees, and non-solicitation of business relationships of CCC, in each case, during employment and for 12 months thereafter, (ii) perpetual non-disclosure of confidential information, and (iii) assignment of intellectual property.

Ms. Prigge's employment agreement also provides for certain severance benefits upon the occurrence of specified termination events, as described further in the "*Potential Payments Upon Termination or Change in Control*" section below.

JOHN GOODSON

In August 2021, we entered into an employment agreement with Mr. Goodson to serve as our Senior Vice President, Chief Technology Officer. The employment agreement provides for an initial three-year term, with automatic one-year renewals. The employment agreement also provides for an annual base salary of \$470,000, subject to annual review and increase by the Board from time to time, and an annual target bonus opportunity of 50% of base salary. Mr. Goodson's annual base salary was increased to \$488,800 in March 2022 and to \$515,000 in January 2023.

Under his employment agreement, Mr. Goodson is subject to certain restrictive covenants, including (i) non-competition, non-solicitation and non-hire of employees, and non-solicitation of business relationships of CCC, in each case, during employment and for 12 months thereafter, (ii) perpetual non-disclosure of confidential information, and (iii) assignment of intellectual property.

Mr. Goodson's employment agreement also provides for certain severance benefits upon the occurrence of specified termination events, as described further in the "*Potential Payments Upon Termination or Change in Control*" section below.

On January 5, 2023, Mr. Goodson was promoted to Executive Vice President, Chief Product and Technology Officer.

MICHAEL SILVA

In October 2022, we entered into an employment agreement with Mr. Silva to serve as our Executive Vice President, Chief Commercial and Customer Success Officer. The employment agreement provides for an initial three-year term, with automatic one-year renewals. The employment agreement also provides for an annual base salary of \$450,000, subject to annual review and increase by the Board from time to time, and an annual target bonus opportunity of 25% of base salary for 2022 and 50% of base salary for each year thereafter. Mr. Silva's annual base salary was increased to \$459,000 in March 2023. The employment agreement also provided for a sign-on cash bonus of \$250,000.

Pursuant to the employment agreement, in the event Mr. Silva elects to relocate to Illinois, the Company will provide Mr. Silva with the following relocation benefits: (i) a mover to move his personal belongings to Illinois, including one car; (ii) reasonable travel between his New York home and Illinois, in line with Company travel policies; (iii) the services of the Company's relocation department to provide corporate housing; (iv) temporary corporate housing not to exceed a total of \$42,000; (v) reimbursement of customary closing costs on Mr. Silva's New York home and a new home in Illinois; and (vi) IRS-related gross-up of all relocation-related costs that are considered compensation. Relocation benefits must be used within the one-year period after Mr. Silva's start date. If Mr. Silva voluntarily resigns from the Company within 18 months after his start date, he must reimburse the Company for all reimbursed relocation costs and gross-up amounts.

Under his employment agreement, Mr. Silva is subject to certain restrictive covenants, including (i) non-competition, non-solicitation and non-hire of employees, and non-solicitation of business relationships of CCC, in each case, during employment and for 12 months thereafter, (ii) perpetual non-disclosure of confidential information, and (iii) assignment of intellectual property.

Mr. Silva's employment agreement also provides for certain severance benefits upon the occurrence of specified termination events, as described further in the "Potential Payments Upon Termination or Change in Control" section below.

Outstanding Equity Awards at 2023 Fiscal Year-End

The following table sets forth information regarding outstanding equity-based awards held by the NEOs as of December 31, 2023.

NAME/DATE	OPTION AWARDS (1)				STOCK AWARDS			
	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS EXERCISABLE	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS UNEXERCISABLE	OPTION EXERCISE PRICE	OPTION EXPIRATION DATE	NUMBER OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED	MARKET VALUE OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED (2)	EQUITY INCENTIVE PLAN AWARDS: NUMBER OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED	EQUITY INCENTIVE PLAN AWARDS: MARKET OR PAYOUT VALUE OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED (2)

GITHESH RAMAMURTHY,

Chief Executive Officer

7/10/2017(3)	9,365,143	-	\$2.50	7/10/2027	-	-	-	-
7/10/2017(4)	9,365,143	-	\$2.50	7/10/2027	-	-	-	-
1/13/2021(5)	442,034	-	\$8.58	1/13/2031	-	-	-	-
10/21/2021(6)	-	-	-	-	1,200,000	\$13,668,000	-	-
10/21/2021(7)	-	-	-	-	5,706,720	\$64,999,541	-	-
10/21/2021(8)	-	-	-	-	-	-	4,800,000	\$54,672,000

BRIAN HERB,

Executive Vice President, Chief Financial and Administrative Officer

4/1/2020(3)	332,036	221,358	\$4.05	4/1/2030	-	-	-	-
4/1/2020(4)	553,394	-	\$4.05	4/1/2030	-	-	-	-
10/21/2021(6)	-	-	-	-	75,000	\$854,250	-	-
10/21/2021(7)	-	-	-	-	103,335	\$1,176,986	-	-
10/21/2021(8)	-	-	-	-	-	-	75,000	\$854,250
3/23/2022(6)	-	-	-	-	106,333	\$1,211,133	-	-
3/23/2022(7)	-	-	-	-	-	-	141,778	\$1,614,851
3/23/2022(8)	-	-	-	-	-	-	141,776	\$1,614,828
3/6/2023(6)	-	-	-	-	168,919	\$1,923,987	-	-
3/6/2023(9)	-	-	-	-	-	-	168,920	\$1,923,999
3/6/2023(10)	-	-	-	-	-	-	84,459	\$961,988

MARY JO PRIGGE,

Executive Vice President, Chief Service Delivery Officer

7/10/2017(3)	510,826	-	\$2.50	7/10/2027	-	-	-	-
--------------	---------	---	--------	-----------	---	---	---	---

NAME/DATE	OPTION AWARDS (1)				STOCK AWARDS			
	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS EXERCISABLE	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS UNEXERCISABLE	OPTION EXERCISE PRICE	OPTION EXPIRATION DATE	NUMBER OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED	MARKET VALUE OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED (2)	EQUITY INCENTIVE PLAN AWARDS: NUMBER OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED	EQUITY INCENTIVE PLAN AWARDS: MARKET OR PAYOUT VALUE OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED (2)
7/10/2017(4)	11,625	-	\$2.50	7/10/2027	-	-	-	-
10/21/2021(6)	-	-	-	-	37,500	\$427,125	-	-
10/21/2021(7)	-	-	-	-	51,668	\$588,499	-	-
10/21/2021(8)	-	-	-	-	-	-	37,500	\$427,125
3/23/2022(6)	-	-	-	-	53,167	\$605,572	-	-
3/23/2022(7)	-	-	-	-	-	-	70,890	\$807,437
3/23/2022(8)	-	-	-	-	-	-	70,886	\$807,392
3/6/2023(6)	-	-	-	-	84,460	\$961,999	-	-
3/6/2023(9)	-	-	-	-	-	-	84,460	\$961,999
3/6/2023(10)	-	-	-	-	-	-	42,230	\$481,000

JOHN GOODSON,

Executive Vice President, Chief Product and Technology Officer

9/24/2020(3)	113,247	102,166	\$4.05	9/24/2030-	-	-	-	-
9/24/2020(4)	255,413	-	\$4.05	9/24/2030-	-	-	-	-
10/21/2021(6)	-	-	-	-	43,750	\$498,313	-	-
10/21/2021(7)	-	-	-	-	60,279	\$686,578	-	-
10/21/2021(8)	-	-	-	-	-	-	43,750	\$498,313
3/23/2022(6)	-	-	-	-	62,028	\$706,499	-	-
3/23/2022(7)	-	-	-	-	-	-	82,704	\$941,999
3/23/2022(8)	-	-	-	-	-	-	82,702	\$941,976
3/6/2023(6)	-	-	-	-	126,690	\$1,442,999	-	-
3/6/2023(9)	-	-	-	-	-	-	126,690	\$1,442,999
3/6/2023(10)	-	-	-	-	-	-	63,345	\$721,500

MICHAEL SILVA,

Executive Vice President, Chief Commercial and Customer Success Officer

10/19/2022(11)	-	-	-	-	29,076	\$331,176	-	-
10/19/2022(7)	-	-	-	-	-	-	174,420	\$1,986,644
10/19/2022(8)	-	-	-	-	-	-	174,418	\$1,986,621
3/6/2023(6)	-	-	-	-	140,766	\$1,603,325	-	-
3/6/2023(9)	-	-	-	-	-	-	140,766	\$1,603,325
3/6/2023(10)	-	-	-	-	-	-	70,383	\$801,662

- (1) In connection with the business combination, each option granted under the Cypress Holdings' 2017 Stock Option Plan (the "2017 Option Plan") to purchase shares of Cypress Holdings' stock was assumed by the Company and converted into an option under the Equity Plan to purchase a specified number of shares of our common stock, based on the exchange ratio of 1:340.5507, rounded down to the nearest whole number of shares. For more information on this conversion of equity awards, see Note 3 to our Consolidated Financial Statements in the Annual Report on Form 10-K for the year-ended December 31, 2022.
- (2) Amounts in this column were calculated using our closing stock price of \$11.39 as of December 29, 2023.
- (3) Represents grants of time-based stock options granted under the 2017 Option Plan, each of which vest 20% on each of the first five anniversaries of the applicable vesting commencement date which, for options granted on July 10, 2017 is April 27, 2017, for options granted on April 1, 2020 is April 1, 2020, and for options granted on September 24, 2020 is August 31, 2020, in each case, subject to continued employment through the applicable vesting date.

- (4) Represents awards of performance-based stock options granted under the 2017 Option Plan, 100% of which were deemed to vest in connection with the consummation of the business combination and are fully vested.
- (5) Represents an award of stock options granted under the 2017 Option Plan, 100% of which were fully vested on the grant date.
- (6) Represents awards of RSUs granted under the Equity Plan, each of which vest 25% on each of the first four anniversaries of the applicable vesting commencement date which, for RSUs granted on October 21, 2021 is July 30, 2021, for RSUs granted on March 23, 2022 is March 23, 2022, and for RSUs granted on March 6, 2023 is March 6, 2023, in each case subject to continued employment through the applicable vesting date.
- (7) Represents awards of PSUs under the Equity Plan, each of which vests based on the achievement of the Company's Revenue CAGR and minimum adjusted EBITDA margin targets during the three-year performance period beginning on the first day of the fiscal year in which the grant occurs, subject to continued employment through the date the Board certifies the achievement of the performance conditions. For Mr. Ramamurthy's 2021 PSU award, 25% of the target number of PSUs will vest at threshold achievement, 100% will vest at target achievement, and 150% will vest at maximum achievement. For the other PSU awards, 50% of the target number of PSUs will vest at threshold achievement, 100% will vest at target achievement, and 200% will vest at maximum achievement. For such PSUs that were granted in 2021, the amounts shown above reflect the number of PSUs which were earned based on the Company's Revenue CAGR and minimum adjusted EBITDA margin target as of the performance period ending December 31, 2023, and which vested when the Human Capital and Compensation Committee certified such performance in early 2024. For all other PSUs, the amounts shown above reflect the number of PSUs that would vest if the maximum level of performance is achieved.
- (8) Represents awards of PSUs under the Equity Plan, as modified on December 14, 2023, each of which vests based on the achievement of the Company's relative TSR during, for the 2021 PSU awards, the period beginning on August 2, 2021 and ending on December 31, 2024, and for the 2022 PSU awards, the period beginning on January 1, 2022 and ending on December 31, 2025, in each case subject to continued employment through the date the Board certifies the achievement of the performance conditions. For PSUs granted during fiscal year 2021, 50% of the target number of PSUs will vest at threshold achievement and 100% will vest at and above target achievement. For PSUs granted during fiscal year 2022, 50% of the target number of PSUs will vest at threshold achievement, 100% will vest at target achievement, and 200% will vest at maximum achievement. Amounts shown above reflect the number of PSUs that would vest, with respect to the 2021 PSU awards, if the target level of performance is achieved and, with respect to the 2022 PSU awards, if the maximum level of performance is achieved.
- (9) Represents awards of PSUs under the Equity Plan, each of which vests based on the achievement of the Company's Revenue CAGR targets during the three-year performance period beginning on the first day of the fiscal year in which the grant occurs, subject to continued employment through the date the Board certifies the achievement of the performance conditions. 50% of the target number of PSUs will vest at threshold achievement, 100% will vest at target achievement, and 200% will vest at maximum achievement. Amounts shown above reflect the number of PSUs that would vest if the maximum level of performance is achieved.
- (10) Represents awards of PSUs under the Equity Plan, each of which vests based on the achievement of the Company's adjusted EBITDA margin targets during the three-year performance period beginning on the first day of the fiscal year in which the grant occurs, subject to continued employment through the date the Board certifies the achievement of the performance conditions. 50% of the target number of PSUs will vest at threshold achievement, 100% will vest at target achievement, and 200% will vest at maximum achievement. Amounts shown above reflect the number of PSUs that would vest if the target level of performance is achieved.
- (11) Represents an award of RSUs granted under the Equity Plan to Mr. Silva, which vests two-thirds on October 19, 2023 and one-third on October 19, 2024, subject to continued employment through the applicable vesting date.

Options Exercised and Stock Vested in Fiscal Year 2023

The following table sets forth certain information with respect to the vesting of stock awards during the fiscal year ended December 31, 2023, with respect to our NEOs. No stock options were exercised by our NEOs during the fiscal year ended December 31, 2023.

NAME	STOCK AWARDS	
	NUMBER OF SHARES ACQUIRED ON VESTING (1)	VALUE REALIZED ON VESTING (2)
Githesh Ramamurthy	600,000	\$6,612,000
Brian Herb	72,944	\$721,613
Mary Jo Prigge	36,472	\$360,806
John Goodson	42,551	\$420,944
Michael Silva	58,134	\$724,931

- (1) Amounts in this column represent RSUs granted under the Equity Plan that vested in fiscal year 2023, without reduction for any shares of common stock withheld to satisfy applicable tax obligations.
- (2) Amounts in this column represent the aggregate dollar amounts realized upon vesting, calculated by multiplying the number of shares of our common stock underlying the awards by the closing market value of our common stock on the date of distribution of shares.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

Employment Agreements

Each of the NEO's employment agreements provide for certain severance benefits upon the occurrence of specified termination events, as summarized below.

In the event Mr. Ramamurthy is terminated without "cause" or he resigns for "good reason" (each as described generally below and defined in the employment agreement), Mr. Ramamurthy is eligible to receive (i) a monthly cash severance payment in an amount equal to the quotient of (x) the sum of his base salary and target annual cash bonus at the time of termination, divided by (y) 12, payable in equal monthly installments over 24 months, (ii) a lump sum cash payment equal to the pro rata portion of the amount, if any, of the annual cash bonus that he would have been entitled to for the fiscal year in which such termination occurs had his employment terminated after the bonus payment date, payable in accordance with the standard policies of CCC, and (iii) subsidized COBRA premiums for up to 24 months, subject in each case to his timely execution and non-revocation of a general release of claims in favor of CCC and compliance with the terms of the employment agreement (including the restrictive covenants contained therein).

In the event that Mr. Ramamurthy is terminated with "cause" or he resigns without "good reason," he is not eligible to receive any payments in the nature of severance or otherwise, other than base salary, reimbursement of expenses incurred prior to termination and any other benefits earned and accrued through the date of such termination.

For the purposes of Mr. Ramamurthy's employment agreement, "cause" generally means his (i) gross negligence or willful and continued failure to substantially perform his duties (other than any such failure resulting from incapacity due to physical or mental illness); (ii) willful misconduct which is demonstrably and materially injurious to CCC; (iii) engagement in egregious misconduct involving serious moral turpitude to the extent that his credibility and reputation no longer conform to the standard of senior executives; or (iv) commission of a material act of dishonesty or breach of trust resulting or intending to result in his personal benefit or enrichment at the expense of CCC.

For the purposes of Mr. Ramamurthy's employment agreement, "good reason" generally means his voluntary resignation within 90 days following the existence of one or more of the following conditions: (i) material change or reduction or

alteration in his duties, authorities, responsibilities and status from those in effect at the time of the effective date of the employment agreement, with the result that he makes a good faith determination (by written notice to the Board) that he cannot continue to carry out his job in substantially the same manner as it was intended to be carried out immediately prior to such material diminution; (ii) the failure of CCC to comply with the compensation-related provisions of his employment agreement, other than an isolated, insubstantial or inadvertent failure not occurring in bad faith and which is promptly remedied after receipt of written notice; (iii) a change in his reporting responsibilities such that he no longer reports to the Board; or (iv) he is required to relocate his personal residence outside of a fifty-mile radius of CCC's principal place of business. In order to resign for "good reason," Mr. Ramamurthy must provide written notice of his intention to resign for "good reason" to the Board and CCC must fail to cure the circumstances giving rise to "good reason" within 30 days from receipt of such notice.

In the event Messrs. Herb, Silva, or Goodson, or Ms. Prigge, is terminated without "cause" or the applicable executive resigns for "good reason" (each as described generally below and defined in the employment agreement), the applicable executive is eligible to receive (i) a monthly cash severance payment in an amount equal to the quotient of (x) the applicable executive's base salary at the time of termination, divided by (y) 12, payable in equal monthly installments over 12 months, (ii) a lump sum cash payment equal to the amount, if any, of the greater of the pro rata target annual cash bonus or the amount of the actual annual cash bonus that the applicable executive would have been entitled to had their employment terminated after the bonus payment date, payable in accordance with the standard policies of CCC, and (iii) subsidized COBRA premiums for up to 12 months, subject in each case to the applicable executive's timely execution and non-revocation of a general release of claims in favor of CCC and compliance with the terms of the employment agreement (including the restrictive covenants contained therein).

In the event that Messrs. Herb, Silva, and Goodson, or Ms. Prigge, is terminated with "cause" or resigns without "good reason," the applicable NEO is not eligible to receive any payments in the nature of severance or otherwise, other than base salary, reimbursement of expenses incurred prior to termination and any other benefits earned and accrued through the date of such termination.

For the purposes of Messrs. Herb, Silva, and Goodson, and Ms. Prigge's, employment agreement, "cause" generally means the applicable executive's (i) conviction of, or plea of guilty or no contest to any felony; (ii) commission of fraud involving dishonesty that is injurious to CCC; (iii) willful and continual refusal to perform their duties for CCC; or (iv) conduct that is materially injurious to CCC.

For the purposes of Messrs. Herb, Silva, and Goodson, and Ms. Prigge's, employment agreement, "good reason" generally means a voluntary resignation within 90 days following the existence of one or more of the following conditions: (i) a change in the applicable executive's position or an assignment of duties constituting a material reduction in the applicable executive's position, duties or responsibilities compared with the applicable executive's position, duties or responsibilities on their respective hire date; or (ii) a material reduction in the applicable executive's base salary; provided, that for purposes of clause (i) of the definition of "good reason," in order to resign for "good reason," the applicable executive must provide written notice to the Board within 30 days of being notified of the condition giving rise to "good reason" and CCC must fail to cure within 30 days from receipt of such notice.

Incentive Equity Awards

Stock Options

In connection with the business combination, each option granted under the 2017 Option Plan to purchase shares of Cypress Holdings' stock was assumed by the Company and converted into an option under the Equity Plan to purchase a specified number of shares of our common stock, with any such unvested time-based stock options continuing to vest based on the applicable grant agreement and any such unvested performance-based stock options fully vesting upon the consummation of the business combination. Such time-based stock option award agreements each provide that any such unvested time-based options will immediately accelerate and fully vest upon a "Liquidity Event" (which includes a "Sale of the Company" (as defined in the Cypress Holdings stockholders agreement), which includes a change in control of CCC), subject to continued employment or service through such date.

RSUs and PSUs

Each of our NEO's RSU and PSU award agreements provide for certain treatment upon the occurrence of specified termination events or a change in control, as summarized below.

In the event an NEO's employment is terminated as result of their death or disability, (i) the portion of the RSUs that would have vested on the first vesting date following such termination will vest, and any then-unvested RSUs will be forfeited, and (ii) any outstanding PSUs will vest based on target achievement and prorated based on the number of days the applicable NEO is employed during the applicable performance period, and any then-unvested PSUs will be forfeited.

Upon the occurrence of a change in control, (i) to the extent the RSUs are not assumed by the surviving entity in connection with such change in control, any unvested RSUs will immediately vest as of the date of such change in control, subject to continued employment through the date of such change in control, and (ii) to the extent the RSUs are assumed by the surviving entity in connection with such change in control, the assumed RSUs will be subject to the same vesting schedule as set forth in the applicable grant agreement, unless otherwise set forth in the applicable transaction agreement; provided, that, upon a termination of the applicable NEO's employment without cause within the one-year period following such change in control, any unvested assumed RSUs will immediately vest.

Upon the occurrence of a change in control, (i) to the extent the PSUs are not assumed by the surviving entity in connection with such change in control, a number of the PSUs will vest and be settled in cash calculated based on the greater of actual or target performance as of the date of such change in control, subject to continued employment through the date of such change in control, and after giving effect to the foregoing calculation, any then-unvested PSUs will be immediately forfeited, or (ii) to the extent the PSUs are assumed by the surviving entity in connection with such change in control, the PSUs will be converted into RSUs, with the number of units to be converted calculated based on the greater of actual or target performance as of the date of such change in control, subject to continued employment through the date of such change in control, and after giving effect to the foregoing calculation, any then-unvested PSUs will be immediately forfeited, and the converted RSUs will vest on December 31, 2023, subject to continued employment through such vesting date; provided, that upon a termination of the applicable NEO's employment without cause within the one-year period following such change in control, any unvested converted RSUs will immediately vest.

The tables set forth below quantify the benefits described above that would be triggered for each NEO under the following termination of employment and/or change-in-control scenarios, assuming such event occurred on December 31, 2023 and a price per share of our common stock of \$11.39 (the closing price of our common stock as of December 29, 2023).

Involuntary Termination by the Company Without Cause or by the Executive for Good Reason (1)

PAY COMPONENT	GITHESH RAMAMURTHY	BRIAN HERB	MARY JO PRIGGE	JOHN GOODSON	MIKE SILVA
Severance Salary Continuance	\$1,750,000	\$612,726	\$541,487	\$515,000	\$459,000
AIP Bonus Payment	–	\$306,363	\$270,744	\$257,500	\$229,500
Continued Health Coverage	\$21,504	\$16,272	\$5,256	\$9,624	\$16,272
TOTAL	\$1,771,504	\$935,361	\$817,487	\$782,124	\$704,772

Termination Upon Death or Disability (2)

PAY COMPONENT	GITHESH RAMAMURTHY	BRIAN HERB	MARY JO PRIGGE	JOHN GOODSON	MIKE SILVA
Value of Accelerated Vesting of PSUs	\$95,676,000	\$3,078,535	\$1,539,279	\$1,902,711	\$1,693,659
Value of Accelerated Vesting of RSUs	\$6,834,000	\$1,311,843	\$655,927	\$845,411	\$511,229
TOTAL	\$102,510,000	\$4,390,378	\$2,195,206	\$2,748,122	\$2,204,888

Change-in-Control with No Assumption of Awards by Acquiring Company (3)

PAY COMPONENT	GITHESH RAMAMURTHY	BRIAN HERB	MARY JO PRIGGE	JOHN GOODSON	MIKE SILVA
Value of Accelerated Vesting of PSUs	\$109,344,000	\$5,247,327	\$2,623,664	\$3,381,611	\$3,589,957
Value of Accelerated Vesting of RSUs	\$13,668,000	\$3,989,370	\$1,994,697	\$2,647,811	\$1,934,500
Value of Accelerated Vesting of Options	\$0	\$1,624,768	\$0	\$749,898	\$0
TOTAL	\$123,012,000	\$10,861,465	\$4,618,360	\$6,779,320	\$5,524,458

Change-in-Control with Assumption of Awards by Acquiring Company and Subsequent Termination Without Cause (4)

PAY COMPONENT	GITHESH RAMAMURTHY	BRIAN HERB	MARY JO PRIGGE	JOHN GOODSON	MIKE SILVA
Value of Accelerated Vesting of PSUs	\$109,344,000	\$5,247,327	\$2,623,664	\$3,381,611	\$3,589,957
Value of Accelerated Vesting of RSUs	\$13,668,000	\$3,989,370	\$1,994,697	\$2,647,811	\$1,934,500
Value of Accelerated Vesting of Options	\$0	\$1,624,768	\$0	\$749,898	\$0
TOTAL	\$123,012,000	\$10,861,465	\$4,618,360	\$6,779,320	\$5,524,458

- Represents the following severance payments payable to the applicable NEO (calculated based on the base salary and target annual bonus in effect as of December 31, 2023) upon a termination without cause or for good reason in accordance with the terms of the applicable employment agreement: (i) the monthly cash severance payment, (ii) the pro rata annual bonus payment, and (iii) the subsidized COBRA premiums payment.
- Represents the value of the applicable NEO's accelerated equity awards payable to the applicable NEO upon a termination due to death or disability in accordance with the terms of the applicable award agreement.
- Represents the value of the applicable NEO's accelerated equity awards payable to the applicable NEO upon the occurrence of a change in control, to the extent such equity awards are not assumed by the surviving entity in connection with such change in control, in accordance with the terms of the applicable award agreement.
- Represents the value of the applicable NEO's accelerated equity awards payable to the applicable NEO upon the occurrence of a change in control, to the extent such equity awards are assumed by the surviving entity in connection with such change in control and the applicable NEO subsequently incurs a termination without cause within the one-year period following such change in control, in accordance with the terms of the applicable award agreement.

Equity Compensation Plan Information

The following table sets forth information regarding our equity incentive plans as of December 31, 2023.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (1) (#)	Weighted-average exercise price of outstanding options, warrants and rights (2) (\$)	Number of securities remaining available for future issuance under equity compensation plans (1) (#)
Equity Compensation Plans Approved by Shareholders			
Equity Plan (3)	83,903,327	\$2.9671	64,236,133
CCC 2021 Employee Stock Purchase Plan (the "ESPP") (4)	194,307	\$9.4350	4,786,827
Equity Compensation Plans not Approved by Shareholders			
	-	-	-
Total	84,097,634	N/A	69,022,960

- (1) Assumes all outstanding PSUs will be issued based on achieving maximum performance goals.
- (2) The weighted average exercise price does not take into account shares issuable upon vesting of outstanding RSUs or PSUs.
- (3) Under the Equity Plan, as of December 31, 2023, the Company was authorized to issue up to 148,139,460 shares of our common stock. Pursuant to the provisions of the Equity Plan, the number of shares of our common stock authorized for issuance under the Equity Plan increased to 178,295,899 shares on January 1, 2024.
- (4) Under the ESPP, as of December 31, 2023, the Company was authorized to issue up to 6,031,704 shares of our common stock. Pursuant to the provisions of the ESPP, the number of shares of our common stock authorized for issuance under the ESPP increased to 12,062,991 shares on January 1, 2024.

SECTION 08

CEO Pay Ratio

Pursuant to Item 402(u) of Regulation S-K, we are required to disclose the pay ratio comparing the median of the annual total compensation of our employees other than our Chief Executive Officer as of December 31, 2023 (the date selected to identify the median employee, as further described below), and the annual total compensation of our CEO. The following pay ratio has been calculated in accordance with Item 402(u) of Regulation S-K.

As of December 31, 2023, we had approximately 2,325 employees globally, including approximately 2,210 U.S. employees and approximately 115 non-U.S. employees. In determining the identity of our median employee, we excluded the 115 non-U.S. employees located in our China operating unit, which in the aggregate represents less than 5% of our workforce. After this exclusion, we determined the identity of our median employee from a population of the approximately 2,210 U.S. employees by using federal taxable W-2 earnings.

Fiscal year 2023 annual total compensation for the median employee was calculated in the same manner as reflected above in the *"Fiscal Year 2023 Summary Compensation Table"* for our CEO. Based on the methodology described above, we have determined that the fiscal year 2023 annual total compensation of our median employee was \$158,719. As disclosed in the *"Fiscal Year 2023 Summary Compensation Table"* above, the annual total compensation of our CEO for fiscal year 2023 was \$54,549,486, which includes the impact of the modifications made to our CEO's TSR-based PSU awards granted in 2021, as described in the section above titled *"Modification of 2021 and 2022 PSU Awards"*.

As a result, the ratio of our CEO's fiscal year 2023 annual total compensation to the fiscal year 2023 annual total compensation of our median employee is 344:1. When removing the impact of the modifications made to our CEO's TSR-based PSU awards granted in 2021, the CEO's annual total compensation for fiscal year 2023 was \$885,486, which results in a modified ratio of 6:1.

This information is being provided for compliance purposes and is a reasonable estimate calculated in a manner consistent with the SEC rules, based on our internal records and the methodology described above. The SEC rules for identifying the median compensated employee allow companies to adopt a variety of methodologies, to apply certain exclusions and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. Accordingly, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may use different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios. Neither the Human Capital and Compensation Committee nor management of the Company used this pay ratio measure in making compensation decisions.

Director Compensation

We maintain a director compensation policy. Under the policy, we pay each of the directors identified in the table below a \$15,000 cash quarterly retainer for their service on the Board. In addition, each such director is eligible to receive (a) an annual equity grant in the form of RSUs for their Board service, with a grant date fair value equal to \$250,000, which fully vests on the earlier of the first anniversary of the grant date and the next annual meeting of the Company, subject to continued service through such vesting date, and (b) if such director serves as chair of a committee of the Board, an additional annual equity grant in the form of RSUs for such service, with a grant date fair value equal to \$25,000, which fully vests on the earlier of the first anniversary of the grant date and the next annual meeting of the Company, subject to continued service through such vesting date. We do not compensate directors who are employed by us, nor by the Advent Investor, the OH Investor or the TCV Investor or their affiliates, for their service on the Board.

The following table provides information regarding compensation earned by our non-employee directors for their Board service during the year ended December 31, 2023. As Chairman of the Board and Chief Executive Officer, Mr. Ramamurthy's compensation is reported in the table above titled *"Fiscal Year 2023 Summary Compensation Table"* and the related tables under the section titled *"Fiscal Year 2023 Executive Compensation Tabular Disclosures."*

NAME	FEES EARNED OR PAID IN CASH (1)	VALUE OF OPTION AWARDS (2)	VALUE OF STOCK AWARDS (3)	TOTAL
Chris Egan	-	-	-	-
William Ingram	\$60,000	-	\$275,002	\$335,002
Eileen Schloss	\$60,000	-	\$275,002	\$335,002
Eric Wei	-	-	-	-
Teri Williams	\$60,000	-	\$250,010	\$310,010
Lauren Young	-	-	-	-

- (1) Represents the \$15,000 quarterly retainer paid to each of our eligible non-employee directors with respect to their service on the Board during fiscal year 2023.
- (2) No options were granted to our non-employee directors with respect to their service on the Board during fiscal year 2023. As of December 31, 2023: Ms. Schloss held 51,083 outstanding options, Mr. Ingram held 170,275 outstanding options, and Ms. Williams held 170,275 outstanding options.
- (3) Represents the aggregate grant date fair value of the RSUs granted to certain of our non-employee directors in May 2023, computed in accordance with FASB ASC Topic 718. See Note 21 to our Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2023 for a discussion of all assumptions made by us in determining the grant date fair value of the RSUs. As of December 31, 2023: Ms. Schloss held 26,519 outstanding RSUs, Mr. Ingram held 26,519 outstanding RSUs, and Ms. Williams held 24,109 outstanding RSUs, and in each case such RSUs will become fully vested on the earlier of the first anniversary of the grant date and the next annual meeting of the Company, subject to continued service through such vesting date.

SECTION 09

PAY VERSUS PERFORMANCE DISCLOSURE

Pay Versus Performance Table

The following table sets forth certain information with respect to the Company's financial performance and the compensation paid to the NEOs for the fiscal years ended on December 31, 2023, December 31, 2022, and December 31, 2021.

In addition, we are also presenting supplemental disclosure further below regarding Company and Peer Group total shareholder return as calculated for the period from August 2, 2021 (the first date following our business combination) through December 31, 2023, which we believe more accurately reflects the Company total shareholder return and Peer Group total shareholder return because it reflects the period following the closing of our business combination when the Company's management team was responsible for the financial results of the publicly traded entity. See the section below entitled "Supplemental Disclosure – Company TSR and Peer Group TSR".

FISCAL YEAR	SUMMARY COMPENSATION TABLE FOR PEO (1)	COMPENSATION ACTUALLY PAID TO PEO (1)(2)	AVERAGE SUMMARY COMPENSATION TABLE TOTAL FOR NON-PEO NEOs (3)	AVERAGE COMPENSATION ACTUALLY PAID TO NON-PEO NEOs (2)(3)	VALUE OF INITIAL FIXED \$100 INVESTMENT BASED ON:		NET INCOME (5)	TOTAL REVENUE (6)
					COMPANY TOTAL SHAREHOLDER RETURN (4)	PEER GROUP TOTAL SHAREHOLDER RETURN (4)		
2023	\$54,549,486	\$70,985,027 (7)	4,302,772 (7)	\$5,928,057	\$86	\$102	(\$90,071,000)	\$866,378,000
2022	\$848,775	(\$48,636,742)	\$2,742,155	\$1,389,402	\$65	\$76	\$38,406,000	\$782,448,000
2021	\$137,105,075	\$191,854,081	\$4,581,638	\$10,639,918	\$86	\$98	(\$248,919,000)	\$688,288,000

- The name of the Principal Executive Officer of the Company ("PEO") reflected in these columns for each of the applicable fiscal years is Githesh Ramamurthy.
- In calculating the 'compensation actually paid' amounts reflected in these columns, the fair value or change in fair value, as applicable, of the equity award adjustments included in such calculations was computed in accordance with FASB ASC Topic 718. The following Monte Carlo valuation assumptions used to calculate such fair values of our TSR-based PSUs materially differed from those utilized at the time of grant:

	Valuation as of 12/31/21					Valuation as of 12/31/22					Valuation as of 12/31/23				
	Remaining Performance Period (Years)	Stock Price as of Valuation Date	Volatility	Risk Free Rate	Dividend Yield	Remaining Performance Period (Years)	Stock Price as of Valuation Date	Volatility	Risk Free Rate	Dividend Yield	Remaining Performance Period (Years)	Stock Price as of Valuation Date	Volatility	Risk Free Rate	Dividend Yield
2021 Awards	2	\$11.39	35%	0.73%	0%	1	\$8.70	35%	4.73%	0%	1	\$11.39	28%	4.79%	0%
2022 Awards	N/A					2	\$8.70	35%	4.41%	0%	2	\$11.39	32%	4.23%	0%

- The names of each of the non-PEO NEOs reflected in these columns for each applicable fiscal year are as follows: (i) for fiscal years 2023 and 2022, Brian Herb, John Goodson, Michael Silva, and Mary Jo Prigge; and (ii) for fiscal year 2021, Brian Herb and Barrett Callaghan.
- The Company total shareholder return and the Peer Group total shareholder return reflected in these columns for each applicable fiscal year is calculated based on a fixed investment of \$100 on December 31, 2020 on the same cumulative basis as is used in Item 201(e) of Regulation S-K. For the period December 31, 2020 through July 30, 2021 (the date of our business combination), the total shareholder return calculations relate to Class A ordinary shares of Dragoner Growth Opportunities Corp, and for the period following July 30, 2021 through December 31, 2023, the total shareholder return calculations relate to CCC's common stock.

The peer group used to determine the Peer Group total shareholder return for each applicable fiscal year is the compensation peer group that was disclosed in the section above entitled "Compensation Discussion and Analysis" for that applicable fiscal year. While there were no changes to the Company's compensation peer group between fiscal year

2021 and fiscal year 2022, for the purposes of calculating the Peer Group total shareholder return the following companies, which ceased to be publicly traded during the applicable measurement period, were excluded from the calculation of the Peer Group total shareholder return: Anaplan, Inc., Avalara, Inc., CDK Global, Inc., Cloudera, Inc., and RealPage, Inc.

The Company's compensation peer group was updated in fiscal year 2023 as a result of the application of pre-established objective criteria, as disclosed above in the section entitled "2023 Peer Group". Note that as of September 2023, Black Knight Technologies was acquired and ceased to be publicly traded, resulting in their exclusion from comparisons in this disclosure.

- (5) Represents the amount of net income reflected in the Company's audited GAAP financial statements for each applicable fiscal year.
- (6) The Company has selected total revenue as its most important financial measure (that is not otherwise required to be disclosed in the table) used to link 'compensation actually paid' to the NEOs to the Company's performance for fiscal year 2023. Total revenue represents the amount of revenue reflected in the Company's audited GAAP financial statements for each applicable fiscal year.
- (7) For fiscal year 2023, the 'compensation actually paid' to the PEO and the average 'compensation actually paid' to the non-PEO NEOs reflect each of the following adjustments made to the total compensation amounts reported in the Summary Compensation Table for fiscal year 2023, computed in accordance with Item 402(v) of Regulation S-K:

	PEO	AVERAGE NON-PEO NEOs
Total Compensation Reported in 2023 Summary Compensation Table	\$54,549,486	\$4,302,772
Less, Grant Date Fair Value of Stock & Option Awards Reported in the 2023 Summary Compensation Table	\$(53,664,000)	\$(3,466,818)
Plus, Year-End Fair Value of Awards Granted in 2023 that are Outstanding and Unvested	\$-	\$2,966,155
Plus, Change in Fair Value of Awards Granted in Prior Years that are Outstanding and Unvested (From Prior Year-End to Year-End)	\$68,707,541	\$1,987,661
Plus, Vesting Date Fair Value of Awards Granted in 2023 that Vested in 2023	\$-	\$-
Plus, Change in Fair Value of Awards Granted in Prior Years that Vested in 2023 (From Prior Year-End to Vesting Date)	\$1,392,000	\$138,288
Less, Prior Year-End Fair Value of Awards Granted in Prior Years that Failed to Vest in 2023	\$-	\$-
Plus, Dollar Value of Dividends, Dividend Equivalents, or other Earnings Paid on Stock & Option Awards in 2023 prior to Vesting (if not reflected in the fair value of such award or included in Total Compensation for 2023)	\$-	\$-
Total Adjustments	\$16,435,541	\$1,625,286
Compensation Actually Paid for Fiscal Year 2023	\$70,985,027	\$5,928,057

Pay Versus Performance Comparative Disclosure

As described in more detail in the section titled “*Compensation Discussion and Analysis*,” the Company’s executive compensation program reflects a variable pay-for-performance philosophy. While the Company utilizes several performance measures to align executive compensation with Company performance, all of those Company measures are not presented in the table above. Further, the Company generally seeks to incentivize long-term performance, and therefore does not specifically align the Company’s performance measures with ‘compensation actually paid’ for a particular year (as computed in accordance with Item 402(v) of Regulation S-K).

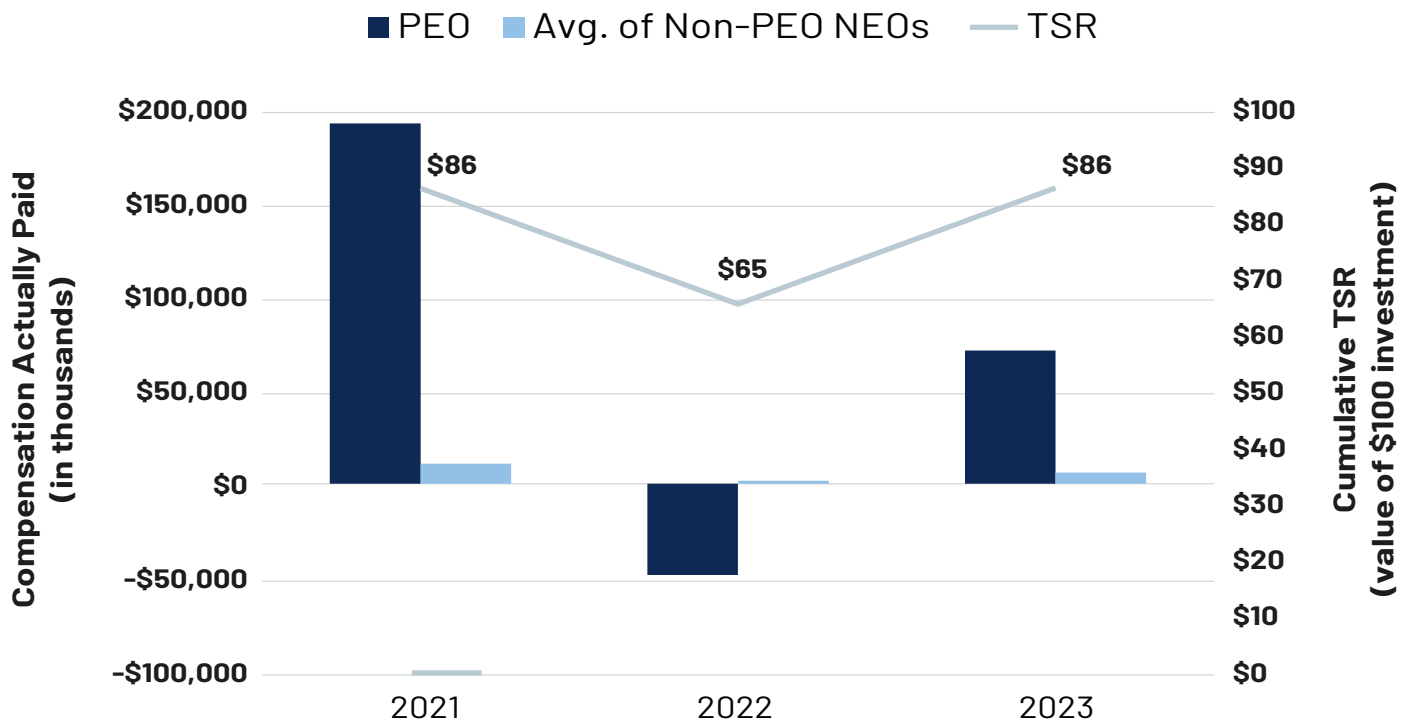
In accordance with Item 402(v) of Regulation S-K, the Company is providing the following descriptions of the relationships between the information presented in the table above.

Compensation Actually Paid and Company TSR

As demonstrated by the following graph, the amount of ‘compensation actually paid’ to the PEO and the average amount of ‘compensation actually paid’ to the non-PEO NEOs is directionally aligned with the Company’s total shareholder return over the three years presented in the table. This is because a significant portion of the ‘compensation actually paid’ to the PEO and to the non-PEO NEOs is comprised of equity awards, including TSR-based PSUs and, in 2021, options issued in 2017 which vested in connection with the business combination. As described in more detail in the section titled “*Compensation Discussion and Analysis - Target Pay Mix*,” approximately 72% of the value of total compensation awarded in fiscal year 2023 to the non-PEO NEOs is comprised of equity awards, including RSUs and PSUs. No equity awards were granted to the PEO in fiscal years 2022 or 2023, however, in fiscal year 2021 approximately 97% of the PEO’s compensation was in the form of equity awards, as described in the “*Compensation Discussion and Analysis - Executive Compensation Highlights in Fiscal Year 2022*” section and the “*Fiscal Year 2022 Summary Compensation Table*” above.

The following two factors had the most profound impact on the change from the compensation reported in the “*Fiscal Year 2023 Summary Compensation Table*,” (i) the change in the Company’s stock price (specifically, our stock price closed at \$11.39 on the last trading day of fiscal year 2023, compared to closing at \$8.70 on the last trading day of fiscal year 2022, a year-over-year increase of 31%) and (ii) the modification to the TSR-based PSUs granted in fiscal years 2021 and 2022 (note our PEO only received a grant of TSR-based PSUs in fiscal year 2021), which resulted in considerable additional expense (and compensation for purposes of these disclosures) in fiscal year 2023.

Compensation Actually Paid vs. CCC TSR

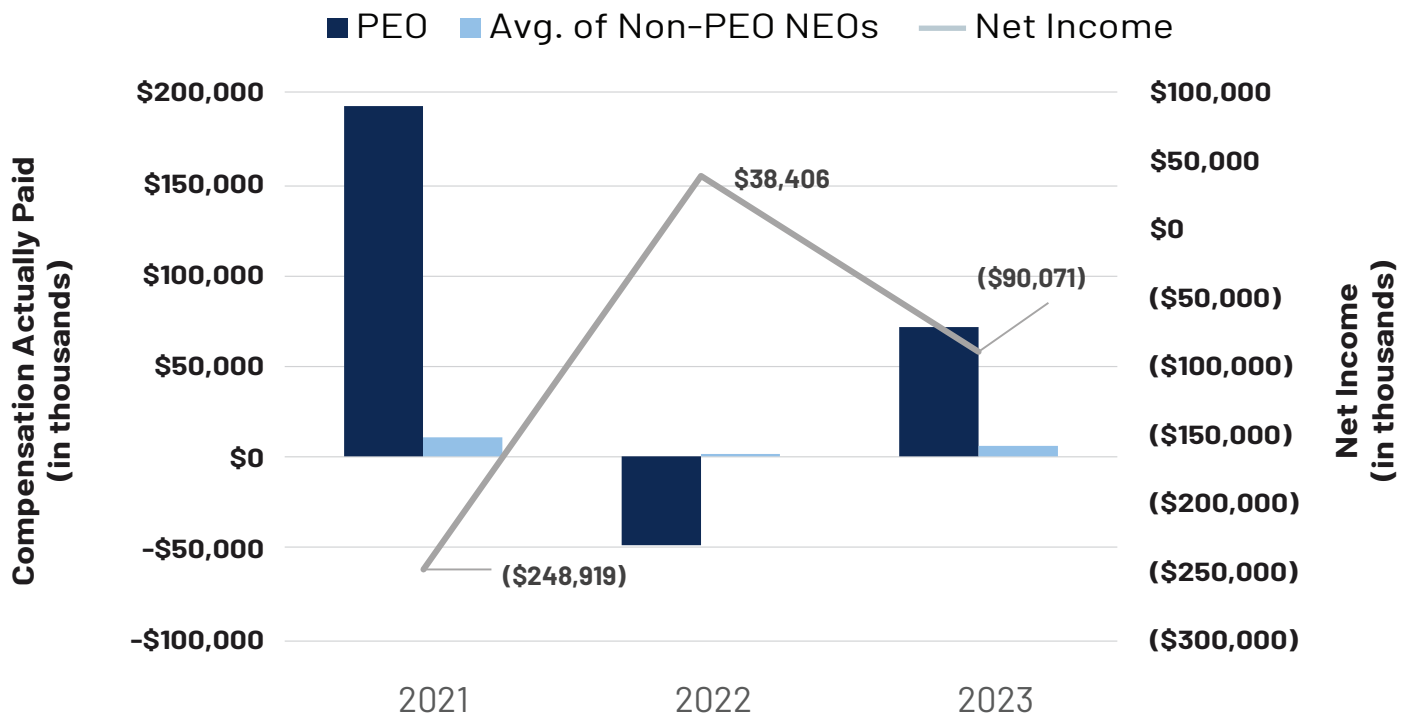


Compensation Actually Paid and Net Income

As demonstrated by the following graph, the amount of 'compensation actually paid' to the PEO and the average amount of 'compensation actually paid' to the non-PEO NEOs is not directionally aligned with the Company's GAAP net income over the three years presented in the table due to the weight placed on equity-based compensation in our pay mix, the impact the Company's stock price has had on the 'compensation actually paid' amounts during the applicable fiscal years, and the incremental expense related to the modifications made in fiscal year 2023 to the TSR-based PSUs granted in 2021 and 2022. As described in more detail in the section titled "Compensation Discuss and Analysis – Target Pay Mix," approximately 9% of the value of total compensation awarded in fiscal year 2023 to the non-PEO NEOs who served as executive officers of the Company for the complete fiscal year was comprised of amounts determined under the Company's 2023 AIP.

Further, we note that our net loss in fiscal year 2021 was largely due to increased stock-based compensation expense of approximately \$262 million related to our business combination. When adjusting for that and other non-operational items, our adjusted net income was approximately \$130 million, an increase of 64% over fiscal year 2020. Similarly, our net loss of \$90.1 million in 2023 was primarily due to \$82.7 million of goodwill and intangible asset impairment charges related to the Company's China reporting unit. When adjusting for this, our adjusted net income in 2023 is \$210.5 million, an increase of 19% over 2022. With these adjustments to net income, we do believe there is better alignment of 'compensation actually paid'. Reconciliations of our adjusted net income to our net income (loss) for fiscal years 2020 and 2021 appear in our Annual Report on Form 10-K for the fiscal year ending December 31, 2022. Reconciliations for our adjusted net income to our net income (loss) for fiscal year 2023 appear in our Annual Report on Form 10-K for the fiscal year ending December 31, 2023.

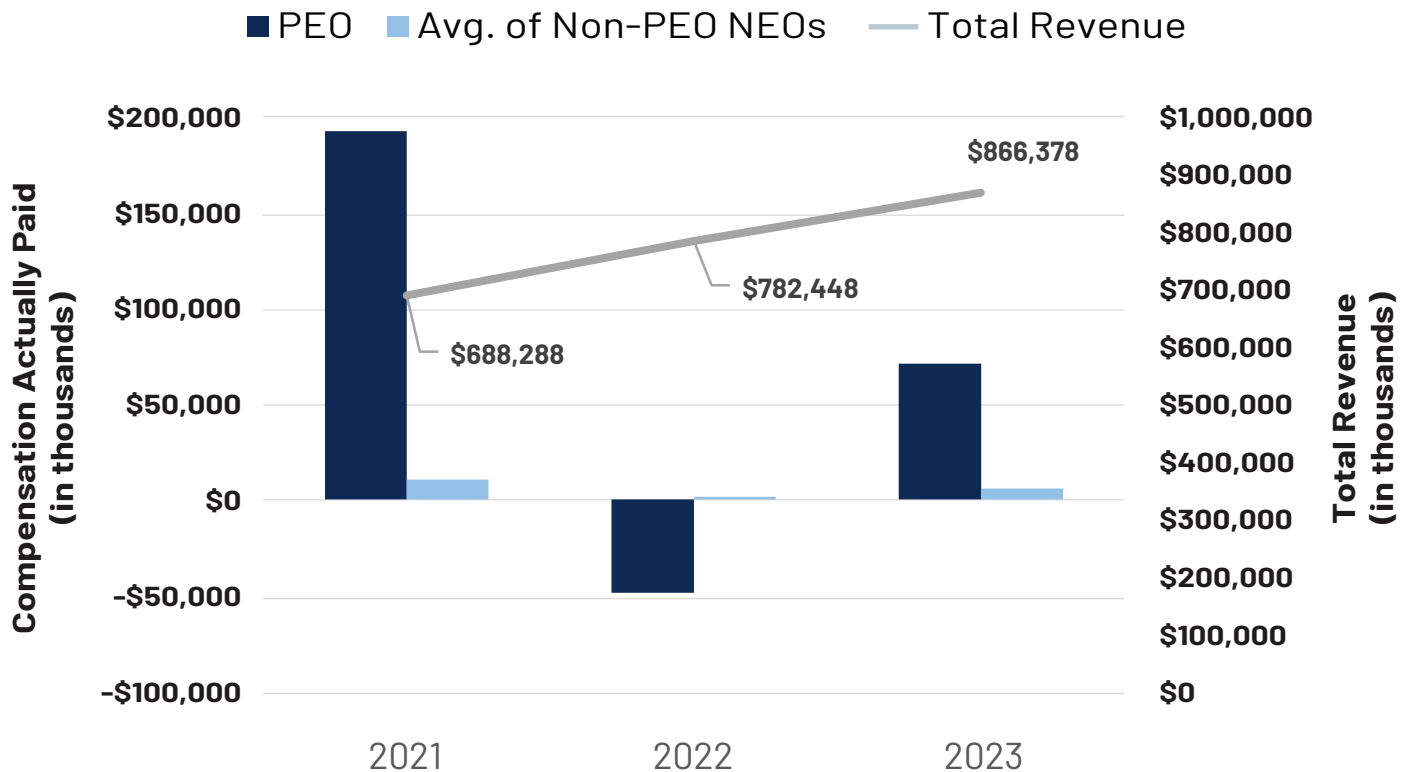
Compensation Actually Paid vs. Net Income



Compensation Actually Paid and Total Revenue

We have experienced positive growth in total revenue, with year-over-year revenue growth of 8.7% in fiscal year 2021 (or 15.0% when adjusted for the impact of the divestiture of a portion of our professional services casualty solution in December 2020), 13.7% in fiscal year 2022, and 10.7% in fiscal year 2023. Alignment of the amount of ‘compensation actually paid’ to the PEO and the average amount of ‘compensation actually paid’ to the non-PEO NEOs with the Company’s total revenue over the three years presented in the table is mixed. More specifically, there was misalignment from 2021 to 2022 due to the pay mix in 2022 and the impact the Company’s stock price has had on the ‘compensation actually paid’ amounts during the applicable fiscal years. In 2023, however, primarily due to an increase in stock price in 2023 and the impact of the modifications made to the TSR-based PSUs as previously disclosed, ‘compensation actually paid’ was more closely aligned to revenue results in 2023. While the Company uses numerous financial and non-financial performance measures for the purpose of evaluating performance for the Company’s compensation programs, the Company has determined that total revenue is the Company’s most important financial performance measure (that is not otherwise required to be disclosed in the table) used to link ‘compensation actually paid’ to the NEOs to company performance for fiscal year 2023. The Company utilized revenue-based goals for the Company’s annual incentive plans for fiscal years 2021, 2022, and 2023, as well as for the PSUs that were awarded to the NEOs in those fiscal years. As described in more detail in the section titled “Compensation Discuss and Analysis – Target Pay Mix,” approximately 9% of the value of total compensation awarded in fiscal year 2023 to the non-PEO NEOs who served as executive officers of the Company for the complete fiscal year was comprised of amounts determined under the Company’s 2023 AIP, and approximately 72% of the value of total compensation awarded in fiscal year 2023 to such non-PEO NEOs was comprised of equity awards, specifically RSUs and PSUs.

Compensation Actually Paid vs. Total Revenue



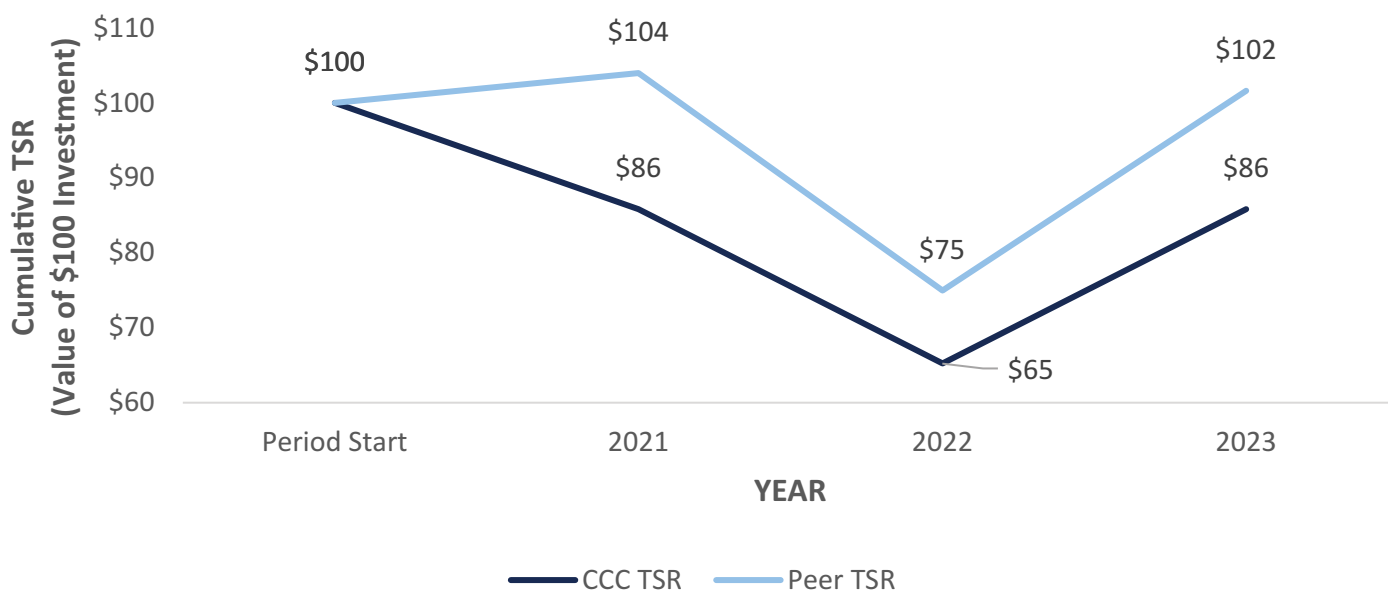
Company TSR and Peer Group TSR

As demonstrated by the following graph, the Company’s total shareholder return over the three fiscal years presented in the Pay Versus Performance Table was -14%, while the Peer Group total shareholder return was +2% over the same time period. For the period December 31, 2020 through July 30, 2021 (the date of our business combination) the total shareholder return calculations relate to Class A ordinary shares of Dragoneer Growth Opportunities Corp, and for the period following July 30, 2021 through December 31, 2023, the total shareholder return calculations relate to CCC’s

common stock. The Company's total shareholder return underperformed compared to the Company's compensation peer group during the years presented in the graph below. These results, and the TSR-based PSUs granted to the NEOs in fiscal years 2021 and 2022, caused a downward adjustment in the 'compensation actually paid' amounts in prior years because they are measured on an absolute, and not a relative, basis. The modification of these awards to utilize relative TSR resulted in an upward adjustment to 'compensation actually paid' in 2023.

While there were no changes to the Company's compensation peer group between fiscal year 2021 and fiscal year 2022, for the purposes of calculating the Peer Group total shareholder return the following companies, which ceased to be publicly traded during the applicable measurement period, were excluded from the calculation of the Peer Group total shareholder return for such fiscal years: Anaplan, Inc., Avalara, Inc., CDK Global, Inc., Cloudera, Inc., and RealPage, Inc. The Company's compensation peer group was updated in fiscal year 2023, as described above in the section entitled "2023 Peer Group." Note that as of September 2023, Black Knight Technologies was acquired and ceased to be publicly traded, resulting in its exclusion from the calculation of the Peer Group total shareholder return for fiscal year 2023.

CCC TSR vs. Peer Group TSR



Supplemental Disclosure – Company TSR and Peer Group TSR

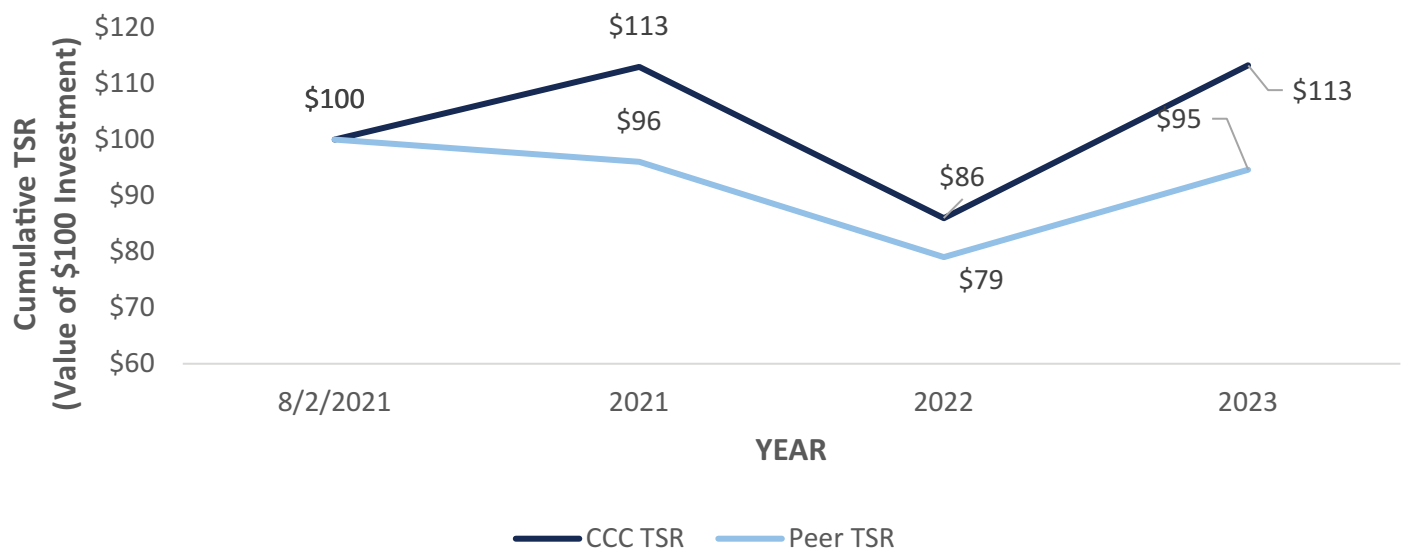
As permitted under Item 402(v) of Regulation S-K, the Company is providing the following supplemental disclosure with respect to Company and Peer Group total shareholder return calculated based on a fixed investment of \$100 on August 2, 2021, the first date following our business combination, on the same cumulative basis as is used in Item 201(e) of Regulation S-K. The Company believes that these total shareholder return calculations more accurately reflect the comparison of Company total shareholder return and Peer Group total shareholder return because they reflect the period following the closing of our business combination when the Company's management team was responsible for the financial results of the publicly traded entity.

MEASUREMENT PERIOD	SUPPLEMENTAL COMPANY TOTAL SHAREHOLDER RETURN	SUPPLEMENTAL PEER GROUP TOTAL SHAREHOLDER RETURN
August 2, 2021 – December 31, 2023	\$113	\$95
August 2, 2021 – December 31, 2022	\$86	\$79
August 2, 2021 – December 31, 2021	\$113	\$96

As demonstrated by the following supplemental graph, the Company’s total shareholder return over the three periods presented in the supplemental table above was +13%, while the Peer Group total shareholder return presented in the supplemental table above was -5% over the same time period. The Company’s total shareholder return outperformed compared to the Company’s compensation peer group during the periods ending on December 31, 2021 and December 31, 2022, respectively, and slightly underperformed the Company’s compensation peer group during the period ending December 31, 2023, as presented in the supplemental table above.

While there were no changes to the Company’s compensation peer group between fiscal year 2021 and fiscal year 2022, for the purposes of calculating the Peer Group total shareholder return for the supplemental table above, the following companies, which ceased to be publicly traded during the applicable measurement period, were excluded from the calculation of the Peer Group total shareholder return for such fiscal years: Anaplan, Inc., Avalara, Inc., CDK Global, Inc., Cloudera, Inc., and RealPage, Inc. The Company’s compensation peer group was updated in fiscal year 2023, as described above in the section entitled “2023 Peer Group.” Note that as of September 2023, Black Knight Technologies was acquired and ceased to be publicly traded, resulting in its exclusion from the calculation of the Peer Group total shareholder return for fiscal year 2023.

Supplemental CCC TSR vs. Peer Group TSR (Starting 8/2/2021)



Pay Versus Performance Tabular List

The following table lists our most important performance measures used by us to link ‘compensation actually paid’ to our NEOs to company performance for fiscal year 2023. The performance measures included in this table are not ranked by relative importance.

MOST IMPORTANT PERFORMANCE MEASURES
Total Revenue
Adjusted EBITDA

SECTION 10

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information about the beneficial ownership of our common stock as of April 1, 2024 for:

- each person or group known to us who beneficially owns more than 5% of our common stock;
- each of our directors;
- each of our Named Executive Officers; and
- all of our directors and executive officers as a group.

The numbers of shares of common stock beneficially owned and percentages of beneficial ownership are based on 614,257,735 shares of common stock outstanding as of April 1, 2024.

Beneficial ownership for the purposes of the following table is determined in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within 60 days. Shares of common stock underlying stock options that are currently exercisable or that will become exercisable within 60 days of April 1, 2024, as well as shares of common stock underlying restricted stock units ("RSUs") that will vest within 60 days of April 1, 2024, are deemed to be outstanding and beneficially owned by the person holding the options or RSUs. These shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Except as disclosed in the footnotes to this table and subject to applicable community property laws, we believe that each stockholder identified in the table possesses sole voting and investment power over all common stock shown as beneficially owned by the stockholder.

NAME (1)	NUMBER OF SHARES	PERCENTAGE
Githesh Ramamurthy (2)	38,264,522	6.05%
Brian Herb (3)	1,213,981	*
Mary Jo Prigge (4)	1,378,726	*
John Goodson (5)	489,852	*
Michael Silva (6)	59,194	*
William Ingram (7)	156,212	*
Eileen Schloss (8)	170,999	*
Teri Williams (9)	176,300	*
Christopher Egan	—	—
Eric Wei	—	—
Lauren Young	—	—
All directors and executive officers (12 persons)(10)	42,348,936	6.67%
Five Percent Holders:		
Affiliates of Advent Investor (11)	222,588,510	36.24%
OH Investor (12)	44,797,972	7.29%
T. Rowe Price Investment Management, Inc. (13)	35,296,322	5.75%

* Less than 1%

- (1) Unless otherwise noted, the business address of each of the directors and officers is 167 N. Green Street, 9th Floor, Chicago, Illinois 60607. The table excludes (i) the contingent right of Mr. Ramamurthy, Mr. Herb, Ms. Prigge, Mr. Goodson, Ms. Schloss, Ms. Williams and Mr. Ingram to receive, subject to adjustment, 682,642, 39,408, 36,376, 18,188, 6,062, 6,062, and 6,062 shares based on the Company achieving certain trading price targets for its common stock or undergoing a change of control (“CCC Earnout Shares”), respectively and (ii) shares of common stock underlying performance restricted stock units, which represent a contingent right to receive a number of shares of common stock, cash or a combination thereof based on total shareholder return realized by stockholders over a specified period.
- (2) Includes (i) 20,092,202 shares of the common stock and (ii) 18,172,320 shares of the common stock underlying stock options that are currently exercisable or that will become exercisable within 60 days of April 1, 2024. Mr. Ramamurthy has advised the Company of his commitment to exercise such options solely through ‘cashless’ means and as such the Company does not expect to issue the gross number of shares underlying such stock options to Mr. Ramamurthy upon exercise.
- (3) Includes (i) 217,872 shares of the common stock and (ii) 996,109 shares of the common stock underlying stock options that are currently exercisable or that will become exercisable within 60 days of April 1, 2024.
- (4) Includes (i) 939,910 shares of the common stock and (ii) 438,816 shares of the common stock underlying stock options that are currently exercisable or that will become exercisable within 60 days of April 1, 2024.
- (5) Includes (i) 121,192 shares of the common stock and (ii) 368,660 shares of the common stock underlying stock options that are currently exercisable or that will become exercisable within 60 days of April 1, 2024.
- (6) Includes 59,194 shares of the common stock.
- (7) Includes (i) 27,528 shares of the common stock; 102,165 shares of the common stock underlying stock options that are currently exercisable or that will become exercisable within 60 days of April 1, 2024 and (iii) 26,519 shares of the common stock underlying RSUs that will vest within 60 days of April 1, 2024.
- (8) Includes (i) 127,453 shares of the common stock; (ii) 17,027 shares of the common stock underlying stock options that are currently exercisable or that will become exercisable within 60 days of April 1, 2024 and (iii) 26,519 shares of the common stock underlying RSUs that will vest within 60 days of April 1, 2024.
- (9) Includes (i) 50,026 shares of the common stock; (ii) 102,165 shares of the common stock underlying stock options that are currently exercisable or that will become exercisable within 60 days of April 1, 2024 and (iii) 24,109 shares of the common stock underlying RSUs that will vest within 60 days of April 1, 2024.
- (10) Includes (i) 21,819,115 shares of the common stock; (ii) 20,452,674 shares of the common stock underlying stock options that are currently exercisable or that will become exercisable within 60 days of April 1, 2024 and (iii) 77,147 shares of the common stock underlying RSUs that will vest within 60 days of April 1, 2024.
- (11) Based on an amendment to Schedule 13D filed by Advent International, L.P. with the SEC on March 6, 2024. Cypress Investor Holdings, L.P. (“Cypress Investor”), GPE VIII CCC Co-Investment (Delaware) Limited Partnership (“GPE VIII CCC Co-Investment”) and Advent International GPE VIII-C Limited Partnership (“Advent International VIII-C”) are the record holders of 163,275,807 shares, 54,148,681 shares and 5,164,022 shares of common stock, respectively. Cypress Investment GP, LLC is the general partner of Cypress Investor. Cypress Investor is beneficially owned by Advent International GPE VIII Limited Partnership (“Advent International VIII”), Advent International GPE VIII-A Limited Partnership (“Advent International VIII-A”), Advent International GPE VIII-B-1 Limited Partnership (“Advent International VIII-B-1”), Advent International GPE VIII-B-2 Limited Partnership (“Advent International VIII-B-2”), Advent International GPE VIII-B-3 Limited Partnership (“Advent International VIII-B-3”), Advent International GPE VIII-B Limited Partnership (“Advent International VIII-B”), Advent International GPE VIII-D Limited Partnership (“Advent International VIII-D”), Advent International GPE VIII-E

Limited Partnership (“Advent International VIII-E”), Advent International GPE VIII-F Limited Partnership (“Advent International VIII-F”), Advent International GPE VIII-G Limited Partnership (“Advent International VIII-G”), Advent International GPE VIII-H Limited Partnership (“Advent International VIII-H”), Advent International GPE VIII-I Limited Partnership (“Advent International VIII-I”), Advent International GPE VIII-J Limited Partnership (“Advent International VIII-J” and together with Advent International VIII, Advent International VIII-B-1, Advent International VIII-B-2, Advent International VIII-B-3, Advent International VIII-B, Advent International VIII-D, Advent International VIII-F, Advent International VIII-Hand Advent International VIII-I, the “Advent Luxembourg Funds”), Advent International GPE VIII-K Limited Partnership (“Advent International VIII-K”), Advent International GPE VIII-L Limited Partnership (“Advent International VIII-L” and together with Advent International VIII-A, Advent International VIII-E, Advent International VIII-G and Advent International VIII-K, the “Advent Cayman Funds”), Advent Partners GPE VIII Limited Partnership (“Advent Partners VIII”), Advent Partners GPE VIII-A Limited Partnership (“Advent Partners VIII-A”), Advent Partners GPE VIII Cayman Limited Partnership (“Advent Partners VIII Cayman”), Advent Partners GPE VIII-A Cayman Limited Partnership (“Advent Partners VIII-A Cayman”) and Advent Partners GPE VIII-B Cayman Limited Partnership (“Advent Partners VIII-B Cayman” and together with Advent Partners VIII, Advent Partners VIII-A, Advent Partners VIII Cayman and Advent Partners VIII-A Cayman, the “Advent Partners Funds”). The Advent Luxembourg Funds, the Advent Cayman Funds and the Advent Partners Funds have ownership interests in Cypress Investor, but none of the Advent Luxembourg Funds, the Advent Cayman Funds or the Advent Partners Funds has voting or dispositive power over any shares. GPE VIII GP S.à r.l. is the general partner of the Advent Luxembourg Funds and Advent International VIII-C. GPE VIII GP Limited Partnership is the general partner of the Advent Cayman Funds. GPE VIII CCC Co-Investment GP (Delaware), LLC is the general partner of GPE VIII CCC Co-Investment. AP GPE VIII GP Limited Partnership is the general partner of the Advent Partners Funds. Advent International GPE VIII, LLC is a manager of GPE VIII GP S.à r.l. and the general partner of each of GPE VIII GP Limited Partnership and AP GPE VIII GP Limited Partnership. Advent International, L.P. is the managing member of Cypress Investment GP, LLC and the manager of Advent International GPE VIII, LLC. Advent International GP, LLC is the general partner of Advent International, L.P. The foregoing excludes the contingent right of Cypress Investor, Advent International VIII-C and GPE VIII CCC Co-Investment to receive an aggregate of up to 9,919,012 CCC Earnout Shares. Voting and investment decisions by Advent International, L.P. are made by a number of individuals currently comprised of John L. Maldonado, David M. Mussafer and Bryan M. Taylor. The address of each of the entities and individuals named in this footnote is c/o Advent International, L.P., Prudential Tower, 800 Boylston St., Suite 3300, Boston, MA 02199. Does not reflect the results of the secondary offering of shares by the Advent Investor announced by the Company on April 4, 2024 and pursuant to which the Advent Investor sold 16,649,197 shares of the common stock.

- (12) Based on an amendment to Schedule 13D filed by OH Cypress Aggregator, L.P. with the SEC on March 4, 2024. OH Cypress Aggregator, L.P. is beneficially owned by Oak Hill Capital Partners IV (Onshore), L.P., Oak Hill Capital Partners IV (Onshore Tax Exempt), L.P., Oak Hill Capital Partners IV (Offshore), L.P., Oak Hill Capital Partners IV (Offshore 892), L.P., Oak Hill Capital Partners IV (Management), L.P. (together, including OH Cypress Aggregator, the “Oak Hill Fund IV Entities”) and certain of their co-investors. The general partner of each of the Oak Hill Fund IV Entities is OHCP GenPar IV, L.P. (the “Oak Hill GP”). The general partner of Oak Hill GP is OHCP MGP IV, Ltd. (the “Oak Hill UGP”). The foregoing excludes the contingent right of OH Cypress Aggregator, L.P. to receive an aggregate of up to 1,412,990 CCC Earnout Shares. The three managing partners of Oak Hill, Tyler Wolfram, Brian Cherry and Steven Puccinelli, serve as the directors of the Oak Hill UGP and may be deemed to exercise voting and investment control over the shares held by the Oak Hill Fund IV Entities. The address for these entities is 65 East 55th Street, 32nd Floor, New York, NY 10022. Does not reflect the results of the secondary offering of shares by OH Cypress Aggregator, L.P. announced by the Company on April 4, 2024 and pursuant to which OH Cypress Aggregator, L.P. sold 3,350,803 shares of the common stock.
- (13) Based on Schedule 13D filed by T. Rowe Price Investment Management, Inc. with the SEC on February 14, 2024.

SECTION 11

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Related Party Transactions

Other than compensation arrangements for our directors and named executive officers, which are described in the section entitled “*Executive Compensation*” elsewhere in this proxy statement, during the fiscal year ended December 31, 2023 there were no transactions to which we were a participant or will be a participant, in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, executive officers, or holders of more than 5% of our capital stock, or any member of the immediate family of, or person sharing the household with, the foregoing persons, had or will have a direct or indirect material interest.

Policies and Procedures for Related Person Transactions

The Company adopted a formal written policy that became effective upon the completion of the business combination providing that the Company’s officers, directors, nominees for election as directors, beneficial owners of more than 5% of any class of the Company’s capital stock, any member of the immediate family of any of the foregoing persons and any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest, are not permitted to enter into a related party transaction with the Company without the approval of the Company’s Audit Committee, subject to certain exceptions.

Indemnification of Directors and Officers

The Bylaws provide that we will indemnify our directors and officers to the fullest extent permitted by the General Corporation Law of the State of Delaware (“DGCL”). In addition, the Charter provides that our directors will not be liable for monetary damages for breach of fiduciary duty to the fullest extent permitted by the DGCL.

In connection with the consummation of the business combination, we entered into indemnification agreements with each of our directors and executive officers. Each indemnification agreement provides for indemnification and advancements by us of certain expenses and costs relating to claims, suits or proceedings arising from his or her service to us or, at our request, service to other entities, as officers or directors to the maximum extent permitted by applicable law.

Shareholder Rights Agreement

We entered into an Amended and Restated Registration and Shareholder Rights Agreement, effective as of July 30, 2021, by and among the Company, Cypress Investor Holdings, L.P., GPE VIII CCC Co-Investment (Delaware) Limited Partnership and Advent International GPE VIII-C Limited Partnership (collectively, the “Advent Investor”), and OH Cypress Aggregator, L.P. (the “OH Investor”) and the other parties thereto (the “Shareholder Rights Agreement”). Among other things, the Shareholder Rights agreement provides that for so long as the Advent Investor holds equity securities of the Company constituting at least 50% of the number of such securities it held immediately after the closing of the business combination, it is entitled to designate for election or appointment six directors (at least three of whom must be independent), with such right decreasing to four directors (at least two of whom must be independent) at such time as the Advent Investor holds at least 25% but less than 50% of the number of such securities it held immediately after the closing of the business combination, and decreasing to two directors (at least one of whom must be independent) at such time as the Advent Investor holds at least 10% but less than 25% of the number of such securities it held at the closing of the business combination, and then terminating at such time as the Advent Investor holds less than 10% of the number of such securities it held immediately after the closing of the business combination. The OH Investor is entitled to designate for election or appointment one director for so long as such holder holds a number of equity securities of the Company constituting at least 60% of the number of such securities it held immediately after the closing of the business combination, with such right terminating at such time as such holder holds less than 60% of the number of such

securities it held immediately after the closing of the business combination. Additionally, for so long as at least one director nominated by the Advent Investor is serving on the Board, the Advent Investor will have the right to have at least one such director serve on each committee of the Board.

Pursuant to the Shareholder Rights Agreement, the Advent Investor has designated Teri Williams, William Ingram, Eileen Schloss, Christopher Egan, Lauren Young and Eric Wei, and the OH Investor has elected not to designate one director for election or appointment. In addition, pursuant to the Shareholder Rights Agreement, the Advent Investor has customary demand, shelf and piggyback registration rights.

Share Repurchase from Advent

On November 8, 2023, we entered into an underwriting agreement with affiliates of Advent International, L.P., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, pursuant to which, among other things, we indirectly repurchased 32.5 million shares of our common stock from the Advent Investor, the beneficial owner of more than 5% of our common stock, at a price per share equal to \$10.10625 resulting in an aggregate purchase price of approximately \$328.5 million (the “Concurrent Repurchase”). The terms and conditions of the Concurrent Repurchase were reviewed and approved by the Audit Committee upon recommendation of a special committee of the Board, each comprised entirely of independent and disinterested directors.

SECTION 12

PROPOSAL 2 – SAY-ON-PAY PROPOSAL

Recognizing that executive compensation is an important matter for our stockholders, and in accordance with SEC rules, we are asking our stockholders to approve, on an advisory basis, the compensation of our NEOs as disclosed in this proxy statement.

This proposal, commonly known as a “say-on-pay proposal,” is not intended to address any specific item of compensation, but rather the overall compensation of our NEOs and our executive compensation philosophy, policies and practices as described in this proxy statement. Although the voting results are not binding, the Board and the Compensation Committee will take into account the result of the vote when considering future executive compensation arrangements.

We encourage our stockholders to read the Compensation Discussion and Analysis included elsewhere in this proxy statement. The Compensation Discussion and Analysis describes in more detail our executive compensation program and related policies and practices and explains the decisions the Compensation Committee has made under this program and the factors considered in making those decisions. We also encourage our stockholders to review the Fiscal Year 2023 Summary Compensation Table included elsewhere in this proxy statement and other related compensation tables and narratives, which provide detailed information on the compensation of our NEOs.

Vote Required

The affirmative vote of a majority of the votes properly cast is required to approve the Say-on-Pay Proposal. Abstentions and broker non-votes will have no impact on the result of the Say-on-Pay Proposal.

Holders of proxies solicited by this proxy statement will vote the proxies received by them as directed on the proxy card or, if no direction is given, then FOR the advisory (non-binding) resolution to approve the overall compensation of the Company’s NEOs as described in this proxy statement pursuant to the compensation disclosure rules of the SEC.

Board’s Recommendation to Stockholders

The Board recommends that our stockholders to vote “FOR” the approval, on an advisory basis, of the overall compensation of the Company’s NEOs, as disclosed in this proxy statement, including the sections titled “*Compensation Discussion and Analysis*” and “*Executive and Director Compensation*.”

The next time our stockholders will be given an opportunity to vote on a say-on-pay proposal will be at the 2025 Annual Meeting of the stockholders.

PROPOSAL 2 – SAY-ON-PAY PROPOSAL



THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE SAY-ON-PAY PROPOSAL.

SECTION 13

PROPOSAL 3 – AUDITOR RATIFICATION PROPOSAL

The Audit Committee will appoint Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2024. Services provided to the Company and its subsidiaries by Deloitte & Touche LLP for the year ended December 31, 2023 are described below and under “*Audit Committee Report.*”

Fees and Services

The following table summarizes the aggregate fees for professional audit services and other services rendered by Deloitte & Touche LLP for the years ended December 31, 2023 and 2022:

	2023	2022
Audit Fees (1)	\$1,770,000	\$1,895,000
Audit-Related Fees (2)	\$612,950	\$563,074
Tax Fees (3)	\$43,075	–
Other Fees	–	–
Total	\$2,426,025	\$2,458,074

- (1) Consist of fees for the audit and other procedures in connection with the Annual Report on Form 10-K for the years ended December 31, 2023 and 2022. These fees relate to: (a) the audit of the annual financial statements included in our Form 10-K; (b) the review of the quarterly financial statements included in our Quarterly Reports on Form 10-Q; and (c) the internal controls audit.
- (2) Consists of fees related to control attestation reports and (a) for fiscal year 2022 consists of fees related to procedures performed in connection with amendments to the Registration Statements on Form S-1 filed by the Company with the SEC on March 1, 2022 and June 7, 2022, with the Prospectus Supplement filed by the Company with the SEC on April 7, 2022, and with the Registration Statement on Form S-3 filed by the Company with the SEC on October 7, 2022; and (b) for fiscal year 2023 consists of fees related to procedures performed in connection with the Prospectus Supplements filed by the Company with the SEC on November 8, 2023 and January 5, 2024.
- (3) Consists of fees related to domestic tax compliance and advisory services.

In considering the nature of the services provided by the independent auditor, the Audit Committee determined that such services are compatible with the provision of independent audit services. The Audit Committee discussed these services with the independent auditor and the Company’s management to determine that they are permitted under the rules and regulations concerning auditor independence promulgated by the SEC to implement the Sarbanes-Oxley Act of 2002, as well as the American Institute of Certified Public Accountants.

The Audit Committee has adopted a policy that requires advance approval of all audit services as well as non-audit services to the extent required by the Exchange Act and the Sarbanes-Oxley Act of 2002. Unless the specific service has been previously pre-approved with respect to that year, the Audit Committee must approve the permitted service before the independent auditor is engaged to perform it. Each year, the Audit Committee will pre-approve audit services, audit-related services and tax services to be used by the Company.

The Audit Committee approved all services provided by Deloitte & Touche LLP. Representatives of Deloitte & Touche LLP are expected to be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so, and we expect that they will be available to respond to questions.

Ratification of the appointment of Deloitte & Touche LLP (the “Auditor Ratification Proposal”) requires affirmative votes from the holders of a majority of the shares properly cast at the Annual Meeting. If the Company’s stockholders do not ratify the appointment of Deloitte & Touche LLP, the Audit Committee will reconsider the appointment and may affirm the appointment or retain another independent accounting firm. Even if the appointment is ratified, the Audit Committee may in the future replace Deloitte & Touche LLP as our independent registered public accounting firm if it is determined that it is in the Company’s best interests to do so.

PROPOSAL 3 – AUDITOR RATIFICATION PROPOSAL



THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE AUDITOR RATIFICATION PROPOSAL.

SECTION 14

AUDIT COMMITTEE REPORT

The Audit Committee oversees our financial reporting process on behalf of the Board. This report reviews the actions taken by the Audit Committee with regard to our financial reporting process during fiscal 2023 and particularly with regard to the audited consolidated financial statements as of December 31, 2023, 2022, and 2021 and for the three years ended December 31, 2023. Our management has the primary responsibility for the financial statements and reporting process, including the systems of internal controls. The independent auditors are responsible for performing an independent audit of our consolidated financial statements in accordance with auditing standards generally accepted in the United States and issuing a report thereon and for performing an independent audit of our internal control over financial reporting based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and issuing a report thereon. The Audit Committee’s responsibility is to monitor and oversee these processes and to select annually the accountants to serve as our independent auditors for the coming year.

In fulfilling its oversight responsibilities, the Audit Committee has:

- reviewed and discussed the audited financial statements with management and Deloitte & Touche LLP;
- discussed with Deloitte & Touche LLP the matters required to be discussed by Auditing Standards no. 1301, “Communications with Audit Committees” issued by the Public Company Accounting Oversight Board (“PCAOB”); and
- received the written disclosures and the letter from Deloitte & Touche LLP required by applicable requirements of the PCAOB regarding the independent accountant’s communications with our Audit Committee concerning independence and has discussed with Deloitte & Touche LLP its independence.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2023 for filing with the SEC.

Audit Committee:

William Ingram, *Chair*

Eileen Schloss

Teri Williams

SECTION 15
OTHER MATTERS

We are not aware of any matters other than those discussed in the foregoing materials contemplated for action at the Annual Meeting. The persons named in the proxy card will vote in accordance with the recommendation of the Board on any other matters incidental to the conduct of, or otherwise properly brought before, the Annual Meeting. The proxy card contains discretionary authority for them to do so.

SECTION 16

WHERE TO FIND ADDITIONAL INFORMATION

We are subject to the informational requirements of the Exchange Act and in accordance therewith, we file annual, quarterly and current reports and other information with the SEC. Such information may be accessed electronically by means of the SEC's home page on the Internet at www.sec.gov. We are an electronic filer, and the SEC maintains an Internet site at www.sec.gov that contains the reports and other information we file electronically. These filings are also available on our corporate website at <https://ir.cccis.com>. Please note that our website address is provided as an inactive textual reference only. We make available free of charge, through our website, our annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. The information provided on or accessible through our website is not part of this proxy statement.

SECTION 17

COST OF PROXY SOLICITATION

The Company is paying the expenses of this solicitation. The Company will also make arrangements with brokerage houses and other custodians, nominees and fiduciaries to forward proxy materials to beneficial owners of stock held as of the Record Date by such persons, and the Company will reimburse such persons for their reasonable out-of-pocket expenses in forwarding such proxy materials. In addition to solicitation by mail, directors, officers and other employees of the Company may solicit proxies in person or by telephone, facsimile, email or other similar means.

ANNEX A

Reconciliation of Non-GAAP Financial Measures

In addition to our results determined in accordance with accounting principles generally accepted in the United States (“GAAP”), we believe that Adjusted Gross Profit, Adjusted EBITDA and Adjusted Net Income, which are each non-GAAP measures, are useful in evaluating our operational performance. We use this non-GAAP financial information to evaluate our ongoing operations and for internal planning, budgeting and forecasting purposes and setting management bonus programs. We believe that non-GAAP financial information, when taken collectively with GAAP measures, may be helpful to investors in assessing our operating performance and comparing our performance with competitors and other comparable companies, which may present similar non-GAAP financial measures to investors. Our computation of these non-GAAP measures may not be comparable to other similarly titled measures computed by other companies, because all companies may not calculate these measures in the same fashion. We endeavor to compensate for the limitation of the non-GAAP measure presented by also providing the most directly comparable GAAP measure and a description of the reconciling items and adjustments to derive the non-GAAP measure. These non-GAAP measures should be considered in addition to results prepared in accordance with GAAP, but should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using non-GAAP measures on a supplemental basis.

The following tables present reconciliations of “Adjusted EBITDA,” “adjusted EBITDA margin,” “adjusted net income,” “adjusted gross profit,” and “adjusted gross profit margin” to the most directly comparable GAAP financial measures.

We define Adjusted Gross Profit as gross profit adjusted for amortization of acquired technologies, stock-based compensation and related employer payroll tax, and impairment of acquired technologies. The Adjusted Gross Margin is defined as Adjusted Gross Profit divided by Revenue. The following table reconciles Gross Profit to Adjusted Gross Profit for the year ended December 31, 2023:

(amounts in thousands, except percentages)	
Gross Profit	\$636,159
Amortization of acquired technologies	26,464
Stock-based compensation and related employer payroll tax	9,129
Impairment of acquired technologies	431
Adjusted Gross Profit	<u>\$672,183</u>
Gross Profit Margin	73%
Adjusted Gross Profit Margin	78%

We define Adjusted EBITDA as net loss adjusted for interest, taxes, amortization, depreciation, stock-based compensation expense and related employer payroll tax, goodwill and intangible asset impairment charges, change in fair value of warrant liabilities, change in fair value of derivative instruments, litigation costs in legal matters in which the Company is the plaintiff, merger and acquisition (“M&A”) and integration costs, Business Combination transaction and related costs, including secondary offering costs, and income from derivative instruments. Adjusted EBITDA Margin is defined as Adjusted EBITDA divided by Revenue. The following table reconciles net (loss) income to Adjusted EBITDA for the year ended December 31, 2023:

(dollar amounts in thousands)	
Net loss	\$(90,071)
Interest expense	63,577
Interest income	(16,252)
Income tax provision	5,524
Amortization of intangible assets	71,972
Amortization of acquired technologies—Cost of revenue	26,464
Depreciation and amortization related to software, equipment and property	8,577
Depreciation and amortization related to software, equipment and property—Cost of revenue	28,325
Stock-based compensation expense and related employer payroll tax	147,707
Goodwill and intangible asset impairment charges	82,742
Change in fair value of warrant liabilities	15,096
Change in fair value of derivative instruments	5,743
Income from derivative instruments	(6,460)
Plaintiff litigation costs	5,068
M&A and integration costs	3,372
Business combination transaction and related costs, including secondary offering costs	<u>2,031</u>
Adjusted EBITDA	<u>\$353,415</u>
Adjusted EBITDA Margin	41%

We define Adjusted Net Income net income adjusted for the after-tax effects of amortization, stock-based compensation expense and related employer payroll tax, income from derivative instruments, goodwill and intangible asset impairment charges, change in fair value of warrant liabilities, change in fair value of derivative instruments, litigation costs in legal matters in which the Company is the plaintiff, M&A and integration costs, and Business Combination transaction and related costs, including secondary offering costs. The following table reconciles net loss to Adjusted Net Income for the year ended December 31, 2023:

(dollar amounts in thousands)		2023
Net loss		\$(90,071)
Amortization of intangible assets		71,972
Amortization of acquired technologies—Cost of revenue		26,464
Stock-based compensation expense and related employer payroll tax		147,707
Goodwill and intangible asset impairment charges		82,742
Change in fair value of warrant liabilities		15,096
Change in fair value of derivative instruments		5,743
Plaintiff litigation costs		5,068
M&A and integration costs		3,372
Business combination transaction and related costs, including secondary offering costs		2,031
Tax effect of adjustments		<u>(59,638)</u>
Adjusted net income		<u>\$210,486</u>

20
23



PROXY REPORT

Digitizing the P&C Insurance Economy.

CCC Intelligent Solutions Holdings Inc.

20
23

PROXY REPORT