
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

HIRERIGHT HOLDINGS CORPORATION

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

LETTER TO STOCKHOLDERS

April 20, 2022

Dear Fellow Stockholders:

On behalf of the Board of Directors, it is my pleasure to invite you to HireRight Holdings Corporation's 2022 Annual Meeting of Stockholders. The meeting will be held at the Company's headquarters, 100 Centerview Drive, Suite 300, Nashville, TN, 37214, on June 2, 2022, at 8:30 A.M., Central Time.

You will find information regarding the matters to be voted on in the accompanying Notice of Annual Meeting of Stockholders and proxy statement. We are sending many of our stockholders a notice via the Internet regarding the availability of the proxy statement, our annual report for the fiscal year ended December 31, 2021 and other relevant materials. This electronic process is convenient, helps reduce the environmental impact of our Annual Meeting and saves us significant postage and processing costs. A paper copy of these materials may be requested using one of the methods described in the accompanying proxy statement or the Notice of Internet Availability of Proxy Materials.

You may visit <https://ir.hireright.com> to access various web-based reports, executive messages and timely information about HireRight's global business.

Whether or not you plan to attend the Annual Meeting, please submit your proxy or voting instructions using one of the voting methods described in the accompanying proxy statement. Submitting your proxy or voting instructions by any of these methods will not affect your right to attend the meeting and vote your shares at the meeting if you wish to do so.

If you have questions about the Annual Meeting, require assistance in submitting your proxy or voting your shares or need additional copies of the accompanying proxy statement or the proxy card, please contact Investor Relations at Investor.Relations@HireRight.com or <https://ir.hireright.com>.

If your bank, brokerage firm or other nominee holds your shares, you also should contact your nominee for additional information.

Sincerely,

Mark Dzialga
Chairman of the Board

[TABLE OF CONTENTS](#)

HIRERIGHT HOLDINGS CORPORATION
100 Centerview Drive, Suite 300
Nashville, TN 37214

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

You are cordially invited to attend the 2022 Annual Meeting of Stockholders (the “**Annual Meeting**”) of HireRight Holdings Corporation (the “**Company**”). The Annual Meeting will be held at the Company’s headquarters, 100 Centerview Drive, Suite 300, Nashville, TN, 37214, on June 2, 2022, at 8:30 A.M., Central Time. The Annual Meeting is being held for the following purposes:

1. The election of Guy Abramo, Josh Feldman and Lisa Troe to the Board of Directors as Class I directors, in each case, for a term of three years expiring at the Annual Meeting of stockholders of the Company to be held in 2025;
2. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022; and
3. To transact such other business as may properly come before the Annual Meeting, or any postponement or adjournment thereof.

Holders of the Company’s common stock, par value \$0.001 per share (“**Common Stock**”), of record at the close of business on April 4, 2022 are entitled to notice of, and to vote at, the Annual Meeting or any postponements or adjournments thereof.

In order to expedite stockholders’ receipt of proxy materials while lowering the cost of delivery and reducing the environmental impact of our Annual Meeting, we are mailing to our stockholders of record and beneficial owners a Notice of Internet Availability of Proxy Materials, which provides instructions on how to access the attached proxy statement and our annual report to stockholders for the fiscal year ended December 31, 2021 (the “**Annual Report**”) via the Internet and how to vote online. The Notice of Internet Availability of Proxy Materials also contains instructions on how to obtain the proxy materials in printed form.

If you have questions about the Annual Meeting, require assistance in submitting your proxy or voting your shares or need additional copies of the accompanying proxy statement or the proxy card, please contact Investor Relations at Investor.Relations@HireRight.com or <https://ir.hireright.com>.

April 20, 2022

By order of the Board of Directors

Brian Copple
General Counsel and Secretary

[TABLE OF CONTENTS](#)

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend HireRight Holdings Corporation's Annual Meeting, please submit your proxy or voting instructions as soon as possible. We strongly encourage you to submit your voting instructions.

We encourage you to submit your proxy or voting instructions via the Internet, which is convenient, helps reduce the environmental impact of our Annual Meeting and saves us significant postage and processing costs. For instructions on how to submit your proxy or voting instructions and how to vote your shares, please refer to the section entitled "Questions and Answers About the Annual Meeting" beginning on page [1](#) of the accompanying proxy statement.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF
PROXY MATERIALS FOR THE ANNUAL MEETING**

The proxy statement for the Annual Meeting and the Company's Annual Report are available on the Internet at <https://ir.hireright.com/sec-filings/annual-reports>.

TABLE OF CONTENTS

TABLE OF CONTENTS

<u>PROXY STATEMENT</u>	<u>1</u>
<u>PROPOSAL 1 – ELECTION OF DIRECTORS</u>	<u>6</u>
<u>EXECUTIVE OFFICERS</u>	<u>17</u>
<u>EXECUTIVE COMPENSATION</u>	<u>19</u>
<u>CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS</u>	<u>27</u>
<u>REPORT OF THE AUDIT COMMITTEE</u>	<u>33</u>
<u>AUDIT-RELATED FEES, TAX FEES AND ALL OTHER FEES</u>	<u>34</u>
<u>PROPOSAL 2 – RATIFICATION OF APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTING FIRM</u>	<u>35</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	<u>36</u>
<u>DELINQUENT SECTION 16(A) REPORTS</u>	<u>38</u>
<u>STOCKHOLDER PROPOSALS</u>	<u>38</u>
<u>HOUSEHOLDING MATTERS</u>	<u>38</u>
<u>OTHER MATTERS</u>	<u>39</u>
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	<u>39</u>

HIRERIGHT HOLDINGS CORPORATION

PROXY STATEMENT

Annual Meeting of Stockholders of HireRight Holdings Corporation to be held on June 2, 2022

Capitalized terms used in, but not defined in, this proxy statement have meanings as defined in our fiscal 2021 Annual Report on Form 10-K.

Questions and Answers About the Annual Meeting

Why did I receive these proxy materials?

The Board of Directors (the “**Board of Directors**”) of HireRight Holdings Corporation is soliciting proxies for our 2022 Annual Meeting of Stockholders. The Annual Meeting will be held at the Company’s headquarters, 100 Centerview Drive, Suite 300, Nashville, TN, 37214, on June 2, 2022, at 8:30 A.M., Central Time. As a stockholder as of the close of business on April 4, 2022, which is the record date (the “**Record Date**”) fixed by the Board of Directors, you are invited to attend the Annual Meeting and are entitled and urged to vote your shares on the proposals described in this proxy statement. The information included in this proxy statement relates to the proposals to be voted on at the Annual Meeting, the voting process, the compensation of Directors and our most highly-paid executive officers, and other required information. Our Annual Report to stockholders for the fiscal year ended December 31, 2021 is available to review with this proxy statement. We are mailing a Notice of Internet Availability of Proxy Materials (the “**Notice**”) to our stockholders on or about April 20, 2022. The Notice contains instructions on how to access this proxy statement and our Annual Report online.

What proposals will be voted on at the Annual Meeting?

The two matters scheduled to be voted on at the Annual Meeting are:

1. The election of Guy Abramo, Josh Feldman and Lisa Troe to the Board of Directors as Class I directors, in each case, for a term of three years expiring at the Annual Meeting of stockholders of the Company to be held in 2025; and
2. The ratification of the appointment of PricewaterhouseCoopers LLP (“**PwC**”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022.

In addition, such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof may be voted on.

Who can vote at the Annual Meeting?

Anyone owning shares of Common Stock at the close of business on April 4, 2022, the Record Date for this year’s Annual Meeting, is entitled to attend and to vote on all items properly presented at the Annual Meeting.

Stockholder of Record: Shares Registered in Your Name If, at the close of business on the Record Date, your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC (“**AST**”), then you are a stockholder of record. As a stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card, to vote in person at the Annual Meeting, or electronically through the Internet, or, if you received paper copies of the proxy materials by mail, to vote by mail by following the instructions on the proxy card or voting instruction card.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank If, at the close of business on the Record Date, your shares were held, not in your name, but rather in an account at a brokerage firm, bank or other nominee, then you are the beneficial owner of shares held in “street name” and the Notice is being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other nominee regarding how to vote the shares in your account by following the voting instructions your broker, bank or other nominee provides. You are also invited to attend the Annual Meeting. However, because you are not the stockholder of record, you may not vote your shares at the Annual Meeting unless you obtain a legal proxy from your broker, bank or other nominee.

TABLE OF CONTENTS

How do I vote?

Stockholder of Record: Shares Registered in Your Name If you are a stockholder of record, you may vote in one of the following ways:

- **You may vote in person at the Annual Meeting.** If you or your proxy wish to vote in person at the meeting, you or your proxy will need to bring valid government-issued photo identification plus:
 - For registered stockholders, either the (1) Notice of Internet Availability of Proxy Materials or (2) proxy card; or
 - For proxies voting on behalf of a registered stockholder, (1) a valid written “legal proxy” signed by the registered stockholder naming the proxy plus (2) either the stockholder’s (i) Notice of Internet Availability of Proxy Materials or (ii) proxy card.

Even if you plan to attend the Annual Meeting, we recommend that you also vote either by Internet or by mail so that your vote will be counted if you decide not to attend.

- **You may vote by mail.** To vote by mail, complete, sign and date the proxy card that accompanies this proxy statement and return it promptly in the postage-prepaid envelope provided (if you received printed proxy materials). Your completed, signed and dated proxy card must be received prior to the Annual Meeting.
- **You may vote via the Internet.** To vote via the Internet, go to www.voteproxy.com to complete an electronic proxy card (have your Notice or proxy card in hand when you visit the website). You will be asked to provide the 11 digit control number from your Notice or proxy card. Internet voting is available 24 hours a day, 7 days a week, until 11:59 p.m., Central Time, on June 1, 2022.

Beneficial Owner of Shares Held in “Street Name”: *Shares Registered in the Name of a Broker, Bank or Other Nominee.* If you are a beneficial owner of shares held of record by a broker, bank or other nominee, you will receive voting instructions from your broker, bank or other nominee. You must follow the voting instructions provided by your broker, bank or other nominee in order to instruct your broker, bank or other nominee on how to vote your shares. Beneficial owners of shares should generally be able to provide voting instructions by returning the voting instruction card to their broker, bank or other nominee, or by telephone or via the Internet. However, the availability of telephone or Internet voting will depend on the voting process of your broker, bank or other nominee. As discussed above, if you are a beneficial owner, you may not vote your shares at the Annual Meeting unless you obtain a legal proxy from your broker, bank or other nominee.

Can I change my vote or revoke my proxy?

Stockholder of Record: Shares Registered in Your Name If you are a stockholder of record, you can change your vote or revoke your proxy by:

- Providing another proxy, or using any of the available methods for voting, with a later date;
- Providing a written notice of revocation prior to the Annual Meeting to the Company’s Secretary at the Company’s principal executive offices as follows: HireRight Holdings Corporation, 100 Centerview Drive, Suite 300, Nashville, TN, 37214; or
- Voting in person at the Annual Meeting. Attendance at the Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically so request or cast your vote at the Annual Meeting.

Beneficial Owner of Shares Held in “Street Name”: *Shares Registered in the Name of a Broker, Bank or Other Nominee.* If you are the beneficial owner of your shares, you must contact the broker, bank or other nominee holding your shares and follow their instructions to change your vote or revoke your proxy.

Who is asking me for my vote?

The Company is soliciting your proxy on behalf of the Board of Directors. The Company will bear the cost of soliciting proxies and will reimburse brokerage firms and others for expenses involved in forwarding proxy materials to beneficial owners or soliciting their execution. In addition to solicitations by mail, the Company, through its directors and employees, may solicit proxies in person, by telephone or by electronic means. Such directors and employees will not receive any special remuneration for these efforts.

TABLE OF CONTENTS

If you choose to access the proxy materials and/or vote over the Internet, you are responsible for any Internet access charges you incur. If you choose to vote by telephone, you are responsible for any telephone charges you incur.

What is the effect of giving a proxy?

Proxies are solicited by and on behalf of the Board of Directors. The persons named in the proxy have been designated as proxies for the Annual Meeting by the Board of Directors. When proxies are properly dated, executed and returned, the shares represented by such proxies will be voted at the Annual Meeting in accordance with the instructions of the stockholder on such proxy. If no specific instructions are given, however, the shares will be voted in accordance with the recommendations of the Board of Directors on the proposals as described below and, if any other matters are properly brought before the Annual Meeting, the shares will be voted in accordance with the proxies' judgment.

What are my voting rights?

Each share of Common Stock is entitled to one vote on each matter properly presented at the Annual Meeting. At the close of business on April 4, 2022, the Record Date for determining the stockholders entitled to notice of, and to vote at, the Annual Meeting, there were 79,392,937 shares of Common Stock outstanding. A list of all record stockholders as of the Record Date will be available during ordinary business hours at the Company's principal place of business located at 100 Centerview Drive, Suite 300, Nashville, TN 37214, from May 23, 2022, at least 10 days before the Annual Meeting, and will also be available at the Annual Meeting.

How does the Board of Directors recommend that I vote?

The Board of Directors recommends that you vote:

- FOR the election of each of the director nominees as described under "Proposal 1 – Election of Directors" and as printed on the proxy card;
- FOR the ratification of the appointment of PwC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022; and
- In your discretion on such other business as may properly come before the Annual Meeting or any postponement(s) or adjournment(s) thereof.

Why did I receive a one-page notice in the mail regarding the Internet Availability of Proxy Materials instead of a full printed set?

In accordance with the rules of the Securities and Exchange Commission (the "SEC"), the Company is providing access to its proxy materials via the Internet. Accordingly, the Company is mailing a Notice of Internet Availability of Proxy Materials to stockholders of record and beneficial owners. All stockholders will have the ability to access the proxy materials on a website referred to in the Notice or to request a printed set of the proxy materials. Instructions on how to access the proxy materials via the Internet or to request a printed set may be found in the Notice. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

Where can I view the proxy materials on the Internet?

The Notice provides you with instructions on how to:

- View proxy materials for the Annual Meeting via the Internet; and
- Instruct the Company to send future proxy materials to you by email.

You can view the proxy materials for the Annual Meeting online at <https://ir.hireright.com/sec-filings/annual-reports>.

What is the quorum requirement for the Annual Meeting?

A quorum is the minimum number of shares required to be present or represented at the Annual Meeting for the meeting to be properly held. The presence, represented in person or by proxy, of the holders of a majority in voting power of our outstanding Common Stock entitled to vote at the Annual Meeting will constitute a quorum

TABLE OF CONTENTS

to transact business at the Annual Meeting. Abstentions, “WITHHOLD” and “broker non-votes” are counted as present and entitled to vote for purposes of determining a quorum. If there is no quorum, the chairman of the meeting may adjourn the meeting to another time or place.

What are broker non-votes?

Broker non-votes occur when a beneficial owner of shares held in “street name” does not give instructions to the broker, bank or other nominee, as applicable, as to how to vote on matters deemed “non-routine” and there is at least one “routine” matter to be voted upon at the Annual Meeting. Generally, if shares are held in “street name,” the beneficial owner of the shares is entitled to give voting instructions to the broker, bank or other nominee holding the shares. If the beneficial owner does not provide voting instructions, the broker, bank or other nominee can still vote the shares with respect to matters that are considered to be “routine,” but not with respect to “non-routine” matters. In the event that a broker, bank or other nominee votes shares on the “routine” matters, but does not vote shares on the “non-routine” matters, those shares will be treated as broker non-votes with respect to the “non-routine” proposals. Accordingly, if you own shares through a nominee, such as a broker or bank, please be sure to instruct your nominee how to vote to ensure that your vote is counted on each of the proposals.

What matters are considered “routine” and “non-routine”?

The ratification of the appointment of PwC as our independent registered public accounting firm for our fiscal year ending December 31, 2022 (Proposal No. 2) is considered “routine.” The election of Class I directors (Proposal No. 1) is considered “non-routine.”

What are the effects of abstentions and broker non-votes?

An abstention represents a stockholder’s affirmative choice to decline to vote on a proposal. If a stockholder indicates on its proxy card that it wishes to abstain from voting its shares, or if a broker, bank or other nominee causes abstentions to be recorded for shares, these shares will be considered present and entitled to vote at the Annual Meeting. As a result, abstentions will be counted for purposes of determining the presence or absence of a quorum and will also count as votes against a proposal in cases where approval of the proposal requires the affirmative vote of a majority of the voting power of the shares present or represented by proxy and entitled to vote at the Annual Meeting (Proposal No. 2). However, because the outcome of Proposal No. 1 (election of directors) will be determined by a plurality vote, you may only vote “FOR” or “WITHHOLD” authority to vote for each of the nominees. If you “withhold” authority to vote with respect to one or more director nominees, your vote will have no effect on the election of such nominees.

Broker non-votes will be counted for purposes of calculating whether a quorum is present at the Annual Meeting. Broker non-votes will not be counted for purposes of determining the number of votes cast on a proposal because they are “not entitled to vote” on “non-routine” matters. Therefore, a broker non-vote will make a quorum more readily attainable but will not otherwise affect the outcome of the vote on any of the proposals.

What is the voting requirement to approve each of the proposals?

Proposal No. 1: Election of Class I Directors. Directors are elected by a plurality of the votes cast (meaning that the three director nominees who receive the highest number of shares voted “FOR” their election are elected as Class I Directors). You may vote “FOR” or “WITHHOLD” for each director nominee. Because the outcome of this proposal will be determined by a plurality vote, shares voted “WITHHOLD” will not prevent a director nominee from being elected as a director. Broker non-votes will not affect the outcome of voting on this proposal.

Proposal No. 2: Ratification of Appointment of PwC. The ratification of the appointment of PwC requires the affirmative vote of a majority of the voting power of the shares present or represented by proxy at the Annual Meeting and entitled to vote. You may vote “FOR,” “AGAINST,” or “ABSTAIN” on this proposal. Abstentions will count towards the quorum requirement for the Annual Meeting and will have the same effect as a vote against the proposal. Broker non-votes will not affect the outcome of voting on this proposal.

Who will count the votes?

A representative of AST will tabulate the votes and act as inspector of elections.

TABLE OF CONTENTS

How will the voting power of shares held by our principal stockholders affect approval of the proposals being voted on at the Annual Meeting?

Our principal stockholders have the ability to ensure approval of all of the proposals to be voted on at the Annual Meeting.

As indicated above, each share of Common Stock is entitled to one vote. As of the Record Date for the Annual Meeting, certain investment funds managed by General Atlantic (“**General Atlantic**”) and certain investment funds managed by Stone Point Capital (“**Stone Point**”), referred to as our “**Principal Stockholders**,” together beneficially owned approximately 58.3% of the voting power of our outstanding Common Stock. By reason of their ownership of the Common Stock, the Principal Stockholders generally have the ability to approve any matter submitted to the vote of all of the outstanding shares of the Common Stock. As a result, the Principal Stockholders have the ability:

- to elect the persons nominated by the Board of Directors for election as Class I directors at the Annual Meeting; and
- to determine the outcome of Proposal 2.

May I vote confidentially?

Yes. Our policy is to keep your vote confidential, except as otherwise legally required, to allow for the tabulation and certification of votes and to facilitate proxy solicitation.

What if additional matters are presented at the Annual Meeting?

We do not know of any business to be considered at the Annual Meeting other than the proposals described in this proxy statement. If any other business is presented at the Annual Meeting, your properly executed proxy gives authority to Thomas Spaeth, our Chief Financial Officer, and Brian Copple, our General Counsel, to vote on such matters at their discretion.

Where can I find the voting results from the Annual Meeting?

We will announce preliminary voting results at the Annual Meeting and will publish final results in a Current Report on Form 8-K that we will file with the SEC within four business days after the date of the Annual Meeting.

How can I obtain information about the Company?

A copy of our fiscal 2021 Annual Report on Form 10-K is available on our website at <https://ir.hireright.com/sec-filings/annual-reports>. Stockholders may also obtain a free copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, including the financial statements and the financial statement schedules, by visiting our website or by sending a request in writing to the Office of the Corporate Secretary, HireRight Holdings Corporation, 100 Centerview Drive, Suite 300, Nashville, TN 37214.

PROPOSAL 1 – ELECTION OF DIRECTORS

Under the Company’s amended and restated certificate of incorporation, the Board of Directors can change the number of directors comprising the entire Board of Directors so long as the number is not less than 6 nor more than 13. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of our directors. The Board of Directors currently consists of ten directors.

The Board of Directors is divided into three staggered classes, designated Class I, Class II and Class III. In connection with the initial public offering “**IPO**,” the Board of Directors assigned its members to their respective classes, with the initial term of the Class I directors to expire at the 2022 annual meeting, the initial term of the Class II directors to expire at the 2023 annual meeting, and the initial term of the Class III directors to expire at the 2024 annual meeting. At each annual meeting, stockholders will elect members of the Class whose term is expiring at that annual meeting for a new term of approximately three years expiring at the third annual meeting following the meeting at which the members of that Class were elected, in all cases subject to the election and qualification of their successors and to their earlier death, resignation or removal.

All of the nominees for Class I directors are members of the current Board of Directors. If any nominee for election to the Board of Directors becomes unable to accept nomination or election as a director, which is not expected, your proxy may be voted for a substitute or substitutes designated by the Board of Directors or the number of directors constituting the Board of Directors may be reduced in accordance with the Company’s certificate of incorporation.

Certain Stockholder Rights to Nominate Directors

Under our Stockholders Agreement, each Principal Stockholder has the right to designate nominees for election to the Board of Directors until such time as any Principal Stockholder, directly or indirectly, ceases to beneficially own at least 10% of the Common Stock then outstanding. The Principal Stockholders may also assign their designation rights under the Stockholders Agreement to an affiliate. See “Certain Relationships and Related Person Transactions—Stockholders Agreement.”

The Stockholders Agreement provides (x) the investment funds managed by General Atlantic the right to designate: (i) a majority of the nominees for election to the Board of Directors for so long as such funds beneficially own over 40% of the Common Stock then outstanding; (ii) three of the nominees for election to the Board of Directors for so long as such funds beneficially own less than or equal to 40% but at least 30% of the Common Stock then outstanding; (iii) two of the nominees for election to the Board of Directors for so long as such funds beneficially own less than or equal to 30% but at least 20% of the Common Stock then outstanding; and (iv) one of the nominees for election to the Board of Directors for so long as such funds beneficially own less than or equal to 20% but at least 10% of the Common Stock then outstanding; and (y) the investment funds managed by Stone Point the right to designate (i) two of the nominees for election to the Board of Directors for so long as such investment funds and their affiliates beneficially own more than 20% of the Common Stock then outstanding; and (ii) one of the nominees for election to the Board of Directors for so long as such investment funds and their affiliates beneficially own less than or equal to 20% but at least 10% of the Common Stock then outstanding.

Currently, funds managed by General Atlantic beneficially own approximately 37.4% of the Common Stock and funds managed by Stone Point beneficially own approximately 20.8% of the Common Stock. Josh Feldman, who is a Class I director, is a nominee of General Atlantic up for election at the Annual Meeting. In addition, Peter Munzig, a Class III director, is a designee of General Atlantic and James Matthews, a Class II director, and James Carey, a Class II director, are designees of Stone Point. General Atlantic is not currently exercising its right to designate a third director.

Required Vote

Class I directors will be elected by a plurality of the votes cast at the Annual Meeting (meaning that the three director nominees who receive the highest number of shares voted “FOR” their election are elected as Class I directors). Shares voted “WITHHOLD” will not prevent a director nominee from being elected as a director. Broker non-votes will not affect the outcome of voting on this proposal. Brokers do not have discretion to vote any uninstructed shares with respect to the election of directors.

[TABLE OF CONTENTS](#)

The Board of Directors recommends that the stockholders vote FOR the nominees listed below for the election to the Board of Directors in Class I.

THE BOARD OF DIRECTORS

The following table sets forth certain information about the Company’s directors as of the date of this proxy statement.

Name	Age	Position
Guy Abramo	61	Chief Executive Officer, President and Director
James Carey	55	Director
Mark Dzialga	57	Director, Board Chair
Peter Fasolo, Ph.D.	59	Director
Josh Feldman	31	Director
James LaPlaine	50	Director
James Matthews	54	Director
Peter Munzig	41	Director
Jill Smart	62	Director
Lisa Troe	60	Director

Class I Directors

Class I directors Guy Abramo, Josh Feldman and Lisa Troe are the incumbent Class I directors at the Annual Meeting and they are the only nominees for election to serve for a Class I term that will expire at the 2025 annual meeting of stockholders and until each of their successors has been duly elected and qualified.

Guy Abramo has served as member of the Board of Directors, Chief Executive Officer and President since 2018. Formerly the chief executive officer of HireRight GIS Group Holdings, LLC, the Company’s predecessor entity, (“GIS”), Mr. Abramo joined GIS in January 2018 after serving as president of Experian Consumer Services Division for seven years, overseeing the group’s strategy, direction and operation. Prior to joining Experian, Mr. Abramo served as president of Tallan, Inc., a nationwide professional services firm specializing in internet media design, business intelligence and custom software solutions. Before joining Tallan, he served for seven years as executive vice president, worldwide and chief strategy and information officer at Ingram Micro. Preceding Ingram Micro, Mr. Abramo served three years as a managing director at KPMG Consulting and the leader of the marketing intelligence consulting practice. While at KPMG, he was a member of the firms’ Technology Leadership Council and co-founder of the Center for Data Insight data mining and marketing automation lab at Northern Arizona University. Mr. Abramo is also a 12-year veteran of the Exxon Mobil Corporation. At Exxon, he held a number of positions across both operating and headquarters divisions. Mr. Abramo began his Exxon career in research and development and achieved five patents for innovative fuels and fuel additives technologies. He later served in a number of positions of increasing responsibility in the Americas Marketing and Refining Division including manager of marketing services, assistant gasoline business manager of the U.S. Division and manager of administration and controls for a major Northeastern marketing unit. As the Company’s current Chief Executive Officer, Mr. Abramo is a valuable member of our Board of Directors because he has a direct connection to senior management and the benefit of management’s perspective on the Company’s business and immediate strategic goals. He provides leadership, extensive knowledge of the Company, and insight on the day to day operation of the business. Mr. Abramo earned a BS in chemical engineering from the New Jersey Institute of Technology and an MBA from Georgetown University.

Josh Feldman has served as a member of the Board of Directors since September 2020. Mr. Feldman is a Vice President at General Atlantic and focuses on investments in the technology sector. Prior to joining General Atlantic in 2014, he was an investment banker with Goldman Sachs in the Financial Institutions Group from 2012 to 2014. Mr. Feldman received his undergraduate degree from University of California at Berkeley and an MBA from Stanford Graduate School of Business. Mr. Feldman is a valuable member of the Board of Directors because of his private equity experience and expert understanding of evaluating potential investments in the technology sector.

Lisa Troe has served as a member of the Board of Directors since March 2021. She was a Senior Managing Director of Athena Advisors LLC from January 2014 to June 2021. Athena is an advisory firm she co-founded to

TABLE OF CONTENTS

provide services in securities litigation, public company accounting, financial reporting and disclosure, and other business needs and strategies. From 2005 through 2013, Ms. Troe was a Senior Managing Director at FTI Consulting, Inc., a global business advisory firm. From 1995 through 2005, Ms. Troe served on the staff of the Division of Enforcement of the U.S. Securities and Exchange Commission's Pacific regional office, including six years as the Regional Chief Enforcement Accountant. Her career includes accounting positions in public and private companies and with a Big Four public accounting firm. Ms. Troe currently serves on three other public company boards: Magnite, Inc., an independent platform that facilitates the purchase and sale of digital advertising, since February 2014; Stem, Inc., a global leader in artificial intelligence-driven energy storage services, since March 2021; and Expro Group Holdings N.V., an oil services company, since October 2021. Ms. Troe is a National Association of Corporate Directors Board Leadership Fellow, CPA and earned a B.S. in Business Administration with honors from University of Colorado. Ms. Troe is a valuable member of the Board of Directors because she has an extensive background in public company governance and oversight, enterprise risk management, and public company accounting, financial reporting and disclosure. She also has diverse experience with a wide range of industries, allowing her to bring additional perspective to a board.

Class II Directors

The term of the following four Class II directors will expire at the 2023 annual meeting of stockholders.

James Carey has served as a member of the Board of Directors since 2018. Mr. Carey is a Managing Director of Stone Point. He has been with Stone Point or its predecessor entities since 1997 and is actively involved in all of Stone Point's portfolio investments. Mr. Carey currently serves on the boards of directors of public companies Enstar Group Limited and Focus Financial Partners, as well as several other Trident Fund portfolio companies. He is also a board member of Waterside School of Stamford, Connecticut. Mr. Carey holds a BS from Boston College, a JD from Boston College Law School and an MBA from Duke University, Fuqua School of Business. Mr. Carey is a valuable member of the Board of Directors because of his private equity experience and his experience as a director of numerous private and public companies.

Mark Dzialga has served as a member of the Board of Directors since 2018 and Chairman of our Board of Directors since 2021. Mr. Dzialga is the Managing Partner of Brighton Park Capital and is a member of its Investment Committee. Prior to starting Brighton Park Capital, he was a Managing Director at General Atlantic for more than 20 years and had been a member of the firm's Executive Committee, Portfolio Committee, and Human Resources Committee through September of 2018. He was also a member of the Investment Committee at General Atlantic from 2003 to 2018 and chaired the Investment Committee from 2007 until the end of 2017. Before joining General Atlantic in 1998, Mr. Dzialga was co-head of the High Technology Merger Group at Goldman Sachs, where he advised many of the firm's technology clients on mergers, acquisitions and restructurings. Mr. Dzialga received an MBA from the Columbia University School of Business and a BS in Accounting from Canisius College. Mr. Dzialga is a valuable member of the Board of Directors because of his private equity experience, human resources expertise, and experience as a director of numerous public and private companies.

Peter Fasolo, Ph.D. has served as a member of the Board of Directors since 2018. Since 2016, Dr. Fasolo has served as the chief human resources officer at Johnson & Johnson where he is responsible for global talent, recruiting, diversity, compensation, benefits, employee relations and all aspects of the human resources agenda for the company. He is a member of Johnson & Johnson's Executive Committee, Management Compensation Committee, and Chairman of the Pension and Benefits Committee. He has been at Johnson & Johnson for over ten years. Dr. Fasolo received his Ph.D. in Organizational Behavior Studies at the University of Delaware, a Master's degree in Industrial and Organizational Psychology at Fairleigh Dickinson University, and a BS in Psychology from Providence College. Dr. Fasolo is a valuable member of the Board of Directors because of his experience as an executive at a large public company and his human resources expertise.

James LaPlaine has served as a member of the Board of Directors since 2021. From January 2018 to July 2021, Mr. LaPlaine was EVP and Chief Technology Officer of Red Ventures, LLC, a portfolio of digital companies that use an online marketplace to connect consumers and brands, where he was responsible for all technology choices and engineering staff including information technology operations, security data and software development. Before joining Red Ventures, LLC, he held various management and executive-level positions at AOL over a period of sixteen years, including Chief Information Officer & SVP, Technology Operations from August 2015 to August 2017. As CIO and SVP, Mr. LaPlaine was responsible for all data center infrastructure

TABLE OF CONTENTS

and cloud usage, IT systems, consumer identity systems, and back office platforms. While at AOL, Mr. LaPlaine also served as Executive Director at Technology Business Management Council from November 2014 to November 2019. Mr. LaPlaine has been a Strategic Advisor to Red Ventures, LLC, and a Senior Advisor to Brighton Park Capital since July 2021. Mr. LaPlaine holds a degree in Computer Science from State University of New York at Oswego. Mr. LaPlaine is a valued member of the Board of Directors because of his experience in cybersecurity and technology services.

Class III Directors

The term of the following three Class III directors will expire at the 2024 annual meeting of stockholders.

James Matthews has served as a member of the Board of Directors since 2018. Mr. Matthews is a Managing Director of Stone Point, where he helps to lead investments in outsourcing & technology, asset management, and insurance distribution. He joined Stone Point in 2011 from Evercore Inc., where he was a Senior Managing Director and Co-Head of Private Equity. From 2000 to 2007, Mr. Matthews was with Welsh, Carson, Anderson & Stowe, where he was a General Partner and focused on investments in the information services and business services sectors. Previously, Mr. Matthews was a General Partner of J. H. Whitney & Co. and started his career as an Analyst in the mergers and acquisitions group of Salomon Brothers Inc. Mr. Matthews currently serves on the Board of Directors of public companies Eagle Point Credit Company and Eagle Point Income Company Inc., as well as the boards of directors of several other Trident Fund portfolio companies. He holds a BS from Boston College and an MBA from Harvard Business School. Mr. Matthews is a valuable member of the Board of Directors because of his experiences in private equity and in leadership roles of other companies.

Peter Munzig has served as a member of the Board of Directors since 2018. Mr. Munzig is a Managing Director at General Atlantic and focuses on investments in the technology, business services and healthcare sectors. Prior to joining General Atlantic in 2005, he was an investment banker with Goldman Sachs where he advised clients in the technology, industrial, and consumer sectors on a range of M&A and corporate finance transactions. Mr. Munzig has experience serving and observing on various boards including Automation Anywhere, Quizlet, and SPINS. He received his undergraduate degree in Economics from Stanford, and an MBA from Stanford Graduate School of Business. Mr. Munzig is a valuable member of the Board of Directors because of his private equity experience and his expertise in the technology and business services sectors.

Jill Smart has served as a member of the Board of Directors since 2018. Since 2015, Ms. Smart has served as President of the National Academy of Human Resources, an organization that recognizes individuals and institutions for professional achievement in human resources by election as a Fellow of the National Academy of Human Resources. Previously, Ms. Smart spent more than 33 years at Accenture, a global professional services company, before retiring in 2014. For 10 years, she served as Accenture's Chief Human Resources Officer. Ms. Smart has served as a non-employee director of EPAM's board since July 2016. She is the founder and CEO of JBSmart Consulting, LLC., a member of the Cerity Partners Advisory Board, and serves on the Board of Directors of AlixPartners, a financial advisory and global consulting firm and World Fuel Services, a publicly traded global energy management company. Ms. Smart received an MBA from the University of Chicago and a BS in business administration from the University of Illinois. Ms. Smart is a valuable member of the Board of Directors because of her human resources and business services expertise.

TABLE OF CONTENTS

CORPORATE GOVERNANCE

Controlled Company

The Company's Common Stock is listed on the New York Stock Exchange ("NYSE"). Because our Principal Stockholders control more than 50% of our combined voting power, we are considered a "controlled company" for the purposes of NYSE's rules and corporate governance standards. As a "controlled company," we are permitted to not comply with certain corporate governance requirements, including (1) those that would otherwise require the Board of Directors to have a majority of "independent directors" as such term is defined by applicable NYSE rules, (2) those that would require that we establish a compensation committee composed entirely of "independent directors" with a written charter addressing the committee's purpose and responsibilities and (3) those that would require we have a nominating and governance committee comprised entirely of "independent directors" with a written charter addressing the committee's purpose and responsibilities. Although we do not intend to rely on these exceptions in the future, while we are still a controlled company, we may elect to take advantage of the exceptions to these corporate governance rules. In the event that we cease to be a "controlled company" and our shares continue to be listed on NYSE, we will be required to comply with these provisions within the applicable transition periods.

Director Independence

The Board of Directors has determined that Jim Carey, Mark Dzialga, Peter Fasolo, Josh Feldman, James LaPlaine, Jim Matthews, Peter Munzig, Jill Smart and Lisa Troe are independent directors, as such term is defined by the applicable rules and regulations of the NYSE. Three of the foregoing individuals, Jim Matthews, Jill Smart and Lisa Troe, comprise the Company's Audit Committee. The Board of Directors determined that Jill Smart and Lisa Troe meet the independence requirements of Rule 10A-3 under the Exchange Act. Jim Matthews, who is not independent pursuant to Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is serving as a member of the Audit Committee pursuant to the transition rules of the NYSE. Prior to the first anniversary of the initial public offering, we expect Mr. Matthews to be replaced on the Audit Committee by an independent member.

Board of Directors Leadership Structure and Board of Directors' Role in Risk Oversight

The Board of Directors has an oversight role, as a whole and at the committee level, in overseeing management of the Company's risks. The Board of Directors regularly reviews information regarding the Company's credit, liquidity and operations, as well as the risks associated with each. The Compensation Committee of the Board of Directors is responsible for overseeing the management of risks relating to employee compensation plans and arrangements and the Nominating and Governance Committee oversees risks associated with the Company's governance. The Privacy and Cybersecurity Committee of the Board of Directors oversees the management of information security and operational compliance risks, including those related to the Company's operation as a consumer reporting agency. The Audit Committee of the Board of Directors provides general oversight for the Company's enterprise risk management framework and the Company's policies on risk assessment and risk management and oversees the management of financial risks. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board of Directors will be regularly informed through committee reports about such risks.

The Chairman of the Board of Directors and our Chief Executive Officer are currently separate. The Board of Directors does not currently have a policy as to whether the role of Chairman of the Board of Directors and the Chief Executive Officer should be separate. The Board of Directors believes that the Company and its stockholders are best served by maintaining the flexibility to determine whether the Chairman and Chief Executive Officer positions should be separated or combined at a given point in time in order to provide appropriate leadership for us at that time. Pursuant to the Company's Governance Guidelines, if the Chairman is not an independent director and the Company ceases to be a controlled entity, the Board shall appoint a Lead Independent Director who must be independent.

The Board of Directors understands that no single approach to board leadership is universally accepted and that the appropriate leadership structure may vary based on several factors, such as a company's size, industry, operations, history and culture. Accordingly, the Board of Directors, with the assistance of the Nominating and Governance Committee, assesses its leadership structure in light of these factors and the current environment to achieve the optimal model for us and for our stockholders.

TABLE OF CONTENTS

The composition of the Board of Directors, the tenure of the directors with the Company, the overall experience of the directors and the experience that the directors have had with the Chairman and the executive management team permit and encourage each member to take an active role in all discussions, and each member does actively participate in all substantive discussions. We believe that our current Board of Directors leadership structure is serving the Company well at this time.

Board of Directors Meetings and Committees

In fiscal 2021, the Board of Directors held 5 Board meetings and 18 Committee meetings. All of our directors attended over 75% of the meetings of the Board of Directors and over 75% of the Committee meetings on which they served.

The Board of Directors has four committees:

- Audit;
- Compensation;
- Nominating and Governance;
and
- Privacy and
Cybersecurity

The Audit, Compensation, Nominating and Governance, and Privacy and Cybersecurity committees operate under written charters which are available at the Company's website at <https://ir.hireright.com/corporate-governance/governance-documents>. Committee charters are also available in print upon the written request of any stockholder. The current committee membership of our Board of Directors consists of 20% women and is as follows:

Director	Audit Committee	Compensation Committee	Nominating and Governance Committee	Privacy and Cybersecurity Committee
Guy Abramo				
Jim Carey			X	
Mark Dzialga, Chair			C	
Peter Fasolo, Ph.D.		X	X	
Josh Feldman				X
James LaPlaine				X
Jim Matthews	X	X		C
Peter Munzig		C	X	
Jill Smart	X	X		
Lisa Troe	C			X

C = Chairperson

Audit Committee

The Audit Committee held a total of 6 meetings in 2021. Our Audit Committee consists of Lisa Troe, as chairperson, Jim Matthews and Jill Smart. We comply with the Audit Committee requirements of the SEC and the NYSE, which require that our Audit Committee be composed of a majority of independent directors within 90 days following our initial public offering and plan to comply with the requirement that our Audit Committee be composed of all independent directors within one year following our initial public offering.

The Board of Directors determined that Jill Smart and Lisa Troe meet the independence requirements of Rule 10A-3 under the Exchange Act and the applicable listing standards of the NYSE. In addition, the Board of Directors has determined that Lisa Troe is an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the "**Securities Act**"). This designation does not impose on Lisa Troe any duties, obligations or liabilities that are greater than are generally imposed on members of our Audit Committee and the Board of Directors. Jim

TABLE OF CONTENTS

Matthews, who is not independent for Audit Committee purposes pursuant to Rule 10A-3 under the Exchange Act, is serving as a member of the Audit Committee pursuant to the transition rules of the NYSE. Prior to the first anniversary of the initial public offering, we expect Mr. Matthews to be replaced on the Audit Committee by an independent member.

Our Audit Committee's principal responsibilities include:

- appointing, approving the compensation of, and assessing the qualifications, performance and independence of our independent registered public accounting firm;
- pre-approving audit and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
- reviewing our policies on risk assessment and risk management;
- reviewing and discussing with management our annual audited and quarterly unaudited financial statements and related disclosures as well as critical accounting policies and practices used by us;
- reviewing the adequacy of our internal control over financial reporting and our internal audit function;
- establishing policies and procedures for the receipt and retention of accounting-related complaints and concerns;
- recommending to the Board of Directors whether our audited financial statements shall be included in our Annual Report on Form 10-K;
- overseeing and discussing with management the implementation, compliance and effectiveness of the Company's compliance and ethics programs;
- reviewing the Company's enterprise risk management framework;
- overseeing the Company's procedures to handle whistleblower complaints;
- preparing the Audit Committee report required by the rules of the SEC to be included in our annual proxy statement;
- reviewing all related party transactions for potential conflict of interest situations and approving all such transactions;
- reviewing and discussing with management our earnings releases and scripts generally;
and
- annually reviewing and reassessing the adequacy of the committee charter in its compliance with the listing requirements of the New York Stock Exchange.

Compensation Committee

The Compensation Committee held a total of 7 meetings in 2021. Our Compensation Committee consists of Peter Munzig, as chairperson, Peter Fasolo, Jim Matthews and Jill Smart. The principal responsibilities of the Compensation Committee include:

- overseeing the Company's overall compensation philosophy policies and programs;
- periodically reviewing and approving corporate goals and objectives relevant to the compensation of our chief executive officer and other senior management personnel, as appropriate;
- evaluating the performance of our chief executive officer in light of such corporate goals and objectives and determining and approving the compensation of our chief executive officer and other senior management personnel, as appropriate;
- approving any employment and severance arrangements for the chief executive officer and other senior management personnel as the Board of Directors or the Compensation Committee may determine from time to time;
- reviewing and discussing with management the compensation discussion and analysis to be included in our annual proxy statement or Annual Report on Form 10-K;
- overseeing and administering our compensation, benefit and similar plans;

TABLE OF CONTENTS

- overseeing and discussing with management the Company's organization design and workforce development programs;
- appointing, compensating and overseeing the work of any compensation consultant, legal counsel or other advisor retained by the Compensation Committee;
- conducting the independence assessment outlined in rules with respect to any compensation consultant, legal counsel or other advisor retained by the Compensation Committee; and
- annually reviewing and reassessing the adequacy of the committee charter in its compliance with the listing requirements of the New York Stock Exchange.

Nominating and Governance Committee

The Nominating and Governance Committee held a total of 4 meetings in 2021. Our Nominating and Governance Committee consists of Mark Dzialga, as chairperson, Jim Carey, Peter Fasolo, and Peter Munzig. The principal responsibilities of the Nominating and Governance Committee include:

- developing and recommending to the Board of Directors criteria for board and committee membership;
- identifying and recommending to the Board of Directors the persons to be nominated for election as directors and to each of the Board of Directors' committees;
- reviewing director independence and any conflicts of interest;
- overseeing and reviewing annually the adequacy of the Company's corporate policies and guidelines regarding corporate governance, corporation communications, insider trading, stockholder communications, political activities, participation in trade organizations, outside board service by employees and compliance therewith;
- overseeing management succession planning;
- overseeing the Company's policies and practice on corporate social responsibility, environmental matters;
- reviewing and recommending to the Board of Directors the functions, duties and compositions of the committees of the Board of Directors;
- reviewing and recommending Board of Directors process matters;
- developing orientation programs for new director and continuing education programs;
- reviewing and discussing with management, as appropriate, the Company's disclosure relating to the above matters; and
- annually reviewing and reassessing the adequacy of the committee charter in its compliance with the listing requirements of the New York Stock Exchange.

Privacy and Cybersecurity Committee

The Privacy and Cybersecurity Committee was created in connection with our initial public offering and held one meeting in 2021. The Privacy and Cybersecurity Committee consists of Jim Matthews, as chairperson, Josh Feldman, James LaPlaine and Lisa Troc. The Privacy and Cybersecurity Committee's responsibilities are as follows:

- overseeing the Company's compliance with global data privacy and security laws applicable to the data the Company receives and uses;
- reviewing the Company's policies and controls for identifying, assessing and mitigating information and cybersecurity risks;
- reviewing and discussing with management the Company's policies and plans related to disaster recovery, business continuity and cybersecurity insurance policies;
- overseeing and reviewing management's response to material cybersecurity and privacy incidents or breaches;

TABLE OF CONTENTS

- reviewing and discussing with management the Company’s plans for adoption and application of industry standards related to cybersecurity and privacy; and
- annually reviewing and reassessing the adequacy of the committee charter.

Compensation Committee Interlocks and Insider Participation

Members of the Compensation Committee from the time of our initial public offering through the end of 2021 included Mr. Munzig, Dr. Fasolo and Mr. Matthews, none of whom were an officer or employee of the Company. Ms. Smart joined the Compensation Committee in February 2022.

None of our executive officers currently serves, or in the past fiscal year has served, as a member of a board of directors or as a member of a compensation or similar committee of any entity that has one or more executive officers who also served on the Company’s Board of Directors or Compensation Committee from the time of our initial public offering through the end of 2021.

Except as described in the section entitled “Certain Relationships and Related Person Transactions” below, none of the members of the Compensation Committee had or has any relationships with the Company that are required to be disclosed under Item 404 of Regulation S-K.

Identifying and Evaluating Candidates for the Board of Directors

The Nominating and Governance Committee is responsible for oversight of the composition of the Board of Directors and the recommendation of director candidates to the full Board, to be appointed by the Board of Directors or nominated by the Board of Directors for election by the Company’s stockholders, as the case may be. Subject to any contractual nomination rights of the Company’s stockholders, all nominees for directorship will be evaluated by the Nominating and Governance Committee in accordance with the following criteria and any other criteria that may be identified by the Board of Directors or a Board Committee, if appropriate, and in accordance with the procedures set forth in the Nominating and Governance Committee’s charter.

Background. The Board seeks members from diverse professional and personal backgrounds who have broad experience and expertise. This assessment will include an individual’s age, skills, experience, and, as applicable, independence, and a policy of promoting diversity, in the context of the needs of the Company.

Simultaneous Service. The Board recognizes the benefit of having members with experience serving on the boards of other companies, as well as the importance of all members dedicating sufficient time to their service on the Company’s Board. The Board’s view is that the appropriate number of directorships varies depending upon each individual’s personal situation, the demands of the various boards, and other circumstances. Therefore, the Board evaluates these matters and establishes limits as appropriate on a case-by-case basis for each individual director or candidate, and before appointing or endorsing a new director, the Board must conclude that such person’s other time commitments will not interfere with effective service as a director of the Company. In general, subject to exceptions as determined by the Board with the recommendation of the Nominating and Governance Committee:

- No director should serve on more than three other public company boards.
- No director who is the Chief Executive Officer of another public company should serve on more than one other public company board, aside from the board of his/her own company.
- Before accepting a position on another public company board or audit committee, a director must notify the Nominating and Governance Committee, which will consider whether the acceptance of that position would compromise the director’s ability to perform in accordance with his or her responsibilities as a director of the Company.

Financial Literacy. Directors should know how to read and understand fundamental financial statements and how to use them in evaluating the financial performance of the Company.

Character. Directors should possess all of the following personal characteristics:

- *Integrity:* Directors should demonstrate high ethical standards and integrity in their personal and professional dealings;

TABLE OF CONTENTS

- *Experience:* Directors should have broad training and experience at the policy-making or strategic level, and expertise that is useful to the Company and complementary to the background and experience of other Board members, so that a useful balance of members on the Board can be achieved and maintained;
- *Judgment:* Directors should possess the ability to provide wise and thoughtful counsel on a broad range of issues; and
- *High Performance Standards:* Directors should have a history of achievements which reflects high standards for themselves and others. Stockholders may recommend director candidates for consideration by the Nominating and Governance Committee. To have a candidate considered by the Nominating and Governance Committee, a stockholder must submit the recommendation in writing and must include the following information:
 - The name and address of the stockholder, as they appear on the Company's books and records, and evidence of the stockholder's ownership of Company stock, including the class or series and number of shares owned and the length of time of ownership;
 - A description of all arrangements or understandings between the stockholder and each candidate pursuant to which the nomination is being made;
 - The name of the candidate, the candidate's resume or a listing of his or her qualifications to be a director of the Company and the person's consent to be named as a director if nominated by the Board of Directors; and
 - Such other information regarding each proposed candidate required under the bylaws of the Company and as would be required to be included in a proxy statement under the rules of the SEC if such candidate had been nominated by the Board of Directors.

Code of Business Conduct and Ethics and Corporate Governance Guidelines

The Board of Directors has adopted a Code of Business Conduct and Ethics that applies to all of the Company's directors, officers and employees and is intended to comply with the relevant listing requirements for a code of business conduct as well as qualify as a "code of ethics" as defined by the rules of the SEC. The Code of Business Conduct and Ethics contains general guidelines for conducting the Company's business consistent with the highest standards of business ethics. The Company intends to disclose future amendments to certain provisions of its Code of Business Conduct and Ethics, or waivers of such provisions applicable to any principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions, and its directors. The current Code of Business Conduct and Ethics and any amendments are available on our website at <https://ir.hireright.com/corporate-governance/governance-documents>.

The Board of Directors has also adopted Corporate Governance Guidelines that address significant issues of corporate governance and set forth procedures by which the Company's officers and Board of Directors carry out their respective responsibilities. These guidelines are available for viewing on the Company's website at <https://ir.hireright.com/corporate-governance/governance-documents>. The Company will also provide the Corporate Governance Guidelines, free of charge, to stockholders who request them. Such requests should be directed to the Office of the Corporate Secretary, at HireRight Holdings Corporation, 100 Centerview Drive, Suite 300, Nashville, TN 37214.

Executive Sessions of Non-Management Directors

The non-management directors of the Company meet in executive sessions without management on a regular basis.

Principal Stockholder Approval of Certain Matters

As long as funds managed by General Atlantic and Stone Point beneficially own a majority of the Company's outstanding Common Stock, General Atlantic and Stone Point will be able to control all matters requiring stockholder approval, including the election of directors, amendment of our certificate of incorporation, and certain corporate transactions. See "Certain Relationships and Related Person Transactions."

TABLE OF CONTENTS

Communications with the Board of Directors

Stockholders and other interested parties desiring to communicate directly with the full Board of Directors, the Audit Committee, the non-management directors as a group or with any individual director or directors may do so by sending such communication in writing, addressed to the attention of the intended recipient(s), HireRight Holdings Corporation, c/o Mr. Brian Copple, Secretary, 100 Centerview Drive, Suite 300, Nashville, TN 37214. Interested parties may communicate anonymously and/or confidentially if they desire. All communications received that relate to accounting, internal accounting controls or auditing matters will be referred to the chairman of the Audit Committee unless the communication is otherwise addressed. All other communications received will be forwarded to the appropriate director or directors.

Director Attendance at Annual Meeting

The Company encourages all directors to attend each Annual Meeting of stockholders.

[TABLE OF CONTENTS](#)

EXECUTIVE OFFICERS

The names of the current executive officers of the Company (and their respective ages as of the date of this proxy statement) are set forth below.

Name	Age	Position
Guy Abramo	61	Chief Executive Officer, President and Director
Thomas Spaeth	54	Chief Financial Officer
Scott Collins	56	Chief Revenue Officer
Conal Thompson	52	Chief Technology Officer
Laurie Blanton	68	Chief Accounting Officer
Brian Copple	61	General Counsel and Secretary
Stephen Girdler	58	Managing Director, International

Guy Abramo. For the biography of Guy Abramo, please see “The Board of Directors—Class I Directors.”

Thomas Spaeth has served as the Company’s Chief Financial Officer since December 2014 and also manages global operations. Mr. Spaeth brings more than 20 years of experience in corporate finance, accounting, investment banking, operations, and business development in the technology, consumer, and banking industries. Mr. Spaeth was an executive officer of HireRight, Inc., which filed a bankruptcy petition as an affiliated debtor of Altegrity, Inc., in February 2015. Prior to HireRight, Mr. Spaeth served as Chief Financial Officer at UBM Technology, where he oversaw accounting, finance, sales operations, client delivery, and IT. Mr. Spaeth also has experience with corporate finance, consulting, and investment roles at Motorola, Ernst & Young, and Deutsche Bank. Mr. Spaeth holds a BS in business administration and finance from the University of Wisconsin and an MBA from the Kellogg Graduate School of Management, Northwestern University.

Scott Collins has served as the Company’s Chief Revenue Officer since 2019. From 2016 to 2019, Mr. Collins served as Senior Vice President and General Manager of Banking and Lending and Corporate Chief Client Officer at Equifax. Previously in his career, Mr. Collins worked as Senior Vice President and Senior Operating Officer for the Equifax Employer Services unit, then Senior Vice President and General Manager for the Equifax Verification Services unit. Prior to Equifax, Mr. Collins was Vice President of Sales, Web-Based Marketing Solutions for LexisNexis Group, as well as Vice President and General Manager of Global Law School Group. Mr. Collins received a BS in finance from Wittenberg University and an MBA with high honors from the University of Notre Dame.

Conal Thompson has served as the Company’s Chief Technology Officer since 2018. Mr. Thompson leads the Company’s product development, infrastructure and business systems efforts. Before joining HireRight, Mr. Thompson was the chief technology officer for Monster from May 2017 to July 2018. From November 2014 to April 2017, Mr. Thompson served as chief technology officer with Chemical Abstracts Service, an information systems division of the American Chemical Society. He also previously served as chief technology officer for the intellectual property and science information business unit of Thomson Reuters. Mr. Thompson started his career as a programmer and development manager in Sydney, Australia. Mr. Thompson attended the University of Sydney and earned a BS with honors in computer science, writing a thesis on expert systems for technical analysis-based trading systems.

Laurie Blanton has served as the Company’s Chief Accounting Officer since December 2021. Prior to her appointment, Ms. Blanton served as Vice President and Global Controller since April 2020. Before joining the Company, Ms. Blanton was Senior Vice President of Accounting at FabFitFun, Inc., from September 2019 to March 2020, and before FabFitFun she was the Vice President and Corporate Controller at Crocs, Inc. from September 2016 to September 2019. Ms. Blanton served as the Vice President and Global Corporate Controller at Quiksilver, Inc., from February 2014 to August 2016. Prior to her tenure at Quiksilver, she held various leadership and finance positions at other public companies. She began her career in public accounting at Arthur Young and Company (which merged with Ernst & Whinney in 1989 to create Ernst & Young LLP), from 1984 to 1989. Ms. Blanton is a California Certified Public Accountant and holds a Bachelor of Business Administration degree in accounting from the University of Michigan.

Brian Copple has served as the Company’s General Counsel since 2018. From July 2013 to July 2018, Mr. Copple was General Counsel for The Rubicon Project, Inc., now called Magnite, a publicly-traded company that automates the purchase and sale of digital media advertising. Previously, Mr. Copple served as General

TABLE OF CONTENTS

Counsel for Eclipsys Corporation, a publicly-traded enterprise provider of electronic medical record software and related services for hospitals, and for Exult, Inc. a publicly-traded provider of human resources business process outsourcing and related finance and administration services to Global 500 companies. Mr. Copple started his career with Gibson, Dunn & Crutcher LLP, where he practiced for eleven years, including three years as a partner, and where he had a broad transactional and corporate practice, representing public and private companies in various industries. Mr. Copple earned his JD and MBA degrees at UCLA, and his undergraduate degree from Stanford University.

Stephen Girdler has served as the Company's Managing Director International since 2018. Mr. Girdler also oversees the Company's ESG initiatives. From 2013 to 2018, Mr. Girdler was accountable for our EMEA business. Mr. Girdler previously worked for KPMG as well as some of the largest names in the resourcing and outsourcing industry such as Manpower, Kelly Services and Adecco. In his most recent role at Adecco, he was director of London 2012, a three-year endeavor that included the successful recruitment and delivery of staff for the 2012 Olympic Games as well as the management of the Adecco Olympic sponsorship. Mr. Girdler holds a BA in English and Philosophy from the University of Kent.

EXECUTIVE COMPENSATION

Introduction

This section provides an overview of our executive compensation program, including a narrative description of the material factors necessary to understand the information disclosed in the Summary Compensation Table below. For fiscal year 2021, our named executive officers are:

- Guy Abramo, our President and Chief Executive Officer;
- Thomas Spaeth, our Chief Financial Officer; and
- Scott Collins, our Chief Revenue Officer.

The compensation program for our named executive officers consists principally of the following elements: base salary; performance-based cash bonus; and equity-based incentive compensation. We also provide general employee benefits, as well as severance benefits.

Summary Compensation Table

The following table shows the compensation earned by our President and Chief Executive Officer and our two most highly compensated executive officers who were serving as executive officers as of December 31, 2021, whom we refer to collectively as our “named executive officers,” for the fiscal years ended December 31, 2020 and 2021.

Name and Principal Position	Year	Salary\$(1)	Bonus\$(3)	Stock Awards\$(2)	Option Awards\$(3)	Non-Equity Incentive Plan Compensation \$(4)	All Other Compensation\$(5)	Total \$(6)
Guy Abramo <i>President & Chief Executive Officer</i>	2021	515,385	—	3,062,500	3,062,500	516,523	51,768	7,208,676
	2020	500,000	187,500	—	—	234,375	43,282	965,157
Thomas Spaeth <i>Chief Financial Officer</i>	2021	396,962	—	950,000	950,000	298,913	11,400	2,607,275
Scott Collins <i>Chief Revenue Officer</i>	2021	385,961	—	825,000	825,000	482,891	9,846	2,528,698
	2020	375,000	—	—	869,500	234,375	5,192	1,484,067

- (1) Represents the base salary earned during the fiscal year. The annualized rates of the executives’ base salaries as in effect during 2021 were as follows: Mr. Abramo’s base salary was \$500,000 through October 30, 2021 and \$600,000 from October 31, 2021; Mr. Spaeth’s base salary was \$375,000 through March 31, 2021, \$386,250 from April 1, 2021 through October 30, 2021 and \$475,000 from October 31, 2021; and Mr. Collins’ base salary was \$375,000 through March 31, 2021, \$386,250 from April 1, 2021 through October 30, 2021 and \$403,500 from October 31, 2021.
- (2) Represents the aggregate grant date fair value of the restricted stock units (“RSUs”) granted in 2021 under our 2021 Omnibus Equity Incentive Plan (the “Omnibus Incentive Plan”) computed in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 718, Compensation—Stock Compensation. Assumptions used in calculating these amounts are described in Note 19 of our audited financial statements for the fiscal year ended December 31, 2021, included in our fiscal 2021 Annual Report on Form 10-K.
- (3) Represents the aggregate grant date fair value of the stock options granted in 2020 and 2021 computed in accordance with FASB ASC Topic 718. Assumptions used in calculating these amounts are described in Note 19 of our audited financial statements for the fiscal year ended December 31, 2021, included in our fiscal 2021 Annual Report on Form 10-K. The amount shown for Mr. Collins for 2020 reflects the service-based option granted to him in 2020. No amount is shown for the performance-based option granted to Mr. Collins in 2020 because the probable outcome of the performance condition on the grant date was that the performance condition would not be met. Assuming that the highest level of the performance condition would have been achieved, the value of the performance-based option would have been \$758,500. As discussed further in footnote 1 to the “Outstanding Equity Awards at Fiscal 2021 Year End” table below, on April 6, 2022, the performance-based option was modified to replace the performance condition with a service-based vesting condition.
- (4) Represents the cash bonus earned for 2021 under our 2021 Annual Incentive Plan. For additional information please see the section entitled “—Annual Cash Bonus Compensation.”

TABLE OF CONTENTS

- (5) Amounts set forth in the “All Other Compensation” column for 2021 reflect the following:

	401(k) Matching Contributions (\$)	Housing Allowance (\$)	Car Allowance (\$)	Total (\$)
Guy Abramo	11,400	21,806	18,562	51,768
Thomas Spaeth	11,400	—	—	11,400
Scott Collins	9,846	—	—	9,846

Employment Agreements with our Named Executive Officers

On October 28, 2021, we entered into new employment agreements with Mr. Abramo, Mr. Spaeth and Mr. Collins to serve as our Chief Executive Officer, Chief Financial Officer and Chief Revenue Officer, respectively, which superseded their pre-IPO employment arrangements. The material terms of the new employment agreements are as follows:

- *Term.* The term of each employment agreement began on October 28, 2021 and will end on the earliest of (a) the executive’s death or termination by the Company due to “disability,” (b) termination by the Company for or without “cause” or (c) resignation by the executive for or without “good reason” (as such terms are defined in each employment agreement).
- *Location.* The named executive officers’ principal place of employment is our principal office in Nashville, Tennessee or any mutually agreed location.
- *Reporting.* Mr. Abramo’s duties and responsibility are determined and assigned to Mr. Abramo by our Board of Directors. Mr. Spaeth and Mr. Collins report directly to Mr. Abramo.
- *Compensation.* The agreements provide for base salaries and target annual bonuses as follows:
 - Mr. Abramo’s agreement provides for a base salary of \$600,000 and a target annual bonus of 100% of base salary (increased from 75% pre-IPO). Mr. Abramo’s base salary will increase to \$700,000, effective October 28, 2022. Beginning in 2024, his base salary will be reviewed for increases on the same basis as other executive officers but will not be decreased.
 - Mr. Spaeth’s agreement provides for a base salary of \$475,000 and a target annual bonus of 60% of base salary.
 - Mr. Collins’ agreement provides for a base salary of \$403,500 and a target annual bonus of 100% of base salary. Mr. Collins’ base salary will increase to \$421,000, effective October 31, 2022.

For each executive, the actual amount of the annual bonus will be determined based on achievement of Company and/or individual performance criteria, subject to the executive’s employment through the date of payment.

- *Restrictive Covenants.* Each employment agreement also includes covenants relating to non-competition and non-solicitation of employees and customers (which apply for one year after termination of employment), perpetual confidentiality and assignment of intellectual property. The restrictive covenants expire on the date of a “change in control termination” (see definition below under “Potential Payments Upon Termination of Employment or Change in Control”).
- *Benefit Participation.* Our named executive officers are entitled to participate in all of the employee benefit and fringe benefit plans and arrangements that are generally available to senior executives of the Company and receive reimbursement for reasonable business-related expenses.

Base Salary

We pay base salaries to attract, recruit and retain qualified employees. The base salaries received by our named executive officers in 2021 are shown in the “Salary” column of the Summary Compensation Table above. For the increases in base salaries that our named executive officers received in 2021, see footnote 1 to the Summary Compensation Table.

TABLE OF CONTENTS

Annual Cash Bonus Compensation

Each of our named executive officers was eligible to earn a cash bonus for 2021 under our Annual Incentive Plan in a target amount equal to a percentage of the executive's base salary for the year. Mr. Abramo's target bonus for 2021 was 79% of his base salary, which reflects the fact that his target bonus was increased from 75% to 100% of base salary effective October 28, 2021. Mr. Spaeth's and Mr. Collins' target bonuses for 2021 were 60% and 100% of base salary, respectively.

Our Annual Incentive Plan governs annual non-equity incentive plan compensation. Funding for 2021 bonuses for the named executive officers and other participants in the 2021 Annual Incentive Plan was based upon the Company's adjusted earnings before interest, taxes, depreciation, and amortization ("AEBITDA") for 2021. The plan provided for funding at 50% of the aggregate target of bonuses for all participants in the plan if the Company had 2021 AEBITDA at a minimum threshold of \$144,200,000 before bonus expense, 100% of target if the Company had 2021 AEBITDA at a target level of \$164,800,000 before bonus expense, and 150% of target if the Company had 2021 AEBITDA at a maximum threshold of \$185,400,000 before bonus expense. The plan provided for bonus funding between 50% and 100% for 2021 AEBITDA between the minimum threshold and target, and for bonus funding between 100% and 150% for AEBITDA between target and the maximum threshold, in each case determined using straight-line interpolation. The plan did not provide for funding at AEBITDA below \$144,200,000, and the plan did not provide for funding in excess of 150% of target even if AEBITDA exceeded \$185,400,000. The bonus funding is an aggregate pool for all participants. The actual bonus paid to each participant could be lower or higher (up to 150% of the participant's target amount) based on the participant's individual performance.

For participants in the 2021 Annual Incentive Plan who also participated in our Annual Incentive Plan for 2020, the Compensation Committee authorized supplemental funding of up to approximately \$1.7 million in bonuses for 2021 on a Dollar-for-Dollar basis for the first \$1.7 million of 2021 AEBITDA in excess of the target AEBITDA goal for 2021, with any AEBITDA performance in excess of \$1.7 million over target to provide additional bonus funding in accordance with the plan's payout curve for outperformance. This supplemental funding was intended to motivate participants (including our named executive officers) whose bonuses for 2020 were negatively impacted by the effect of the coronavirus pandemic on AEBITDA achievement for 2020.

Actual AEBITDA achievement for 2021 was \$171,900,000 (or 103.2% of the target amount). Net of the \$1.7 million supplemental funding described in the preceding paragraph, this resulted in bonus funding at 112.5% of the target amount for participants in the Annual Incentive Plan who did not participate in the plan for 2020. When combined with the supplemental funding, bonus funding for our named executive officers and other participants in the plan who also participated in our Annual Incentive Plan for 2020 totaled approximately 125% of the target amount. Based on this achieved funding and individual performance, the Compensation Committee authorized payment of a bonus for 2021 for each of our named executive officers in an amount equal to approximately 125% of the executive's target amount based upon weighted average salary for 2021 and, in Mr. Abramo's case, a weighted average target bonus of 79% of salary based upon the fact that his target bonus increased from 75% of salary to 100% effective October 28, 2021. The amounts of these bonuses are shown in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table above.

Equity Incentive Compensation

In connection with the IPO and pursuant to our 2021 Omnibus Equity Incentive Plan (the "**Omnibus Incentive Plan**"), each of our named executive officers received equity awards denominated with the U.S. dollar values as follows: Mr. Abramo, \$6,125,000; Mr. Spaeth, \$1,900,000; and Mr. Collins, \$1,650,000. The dollar amount for each executive was issued 50% in the form of options to purchase shares of Common Stock, and the other 50% in the form of restricted stock units ("**RSUs**") to be settled upon vesting in shares of our Common Stock. The number of shares subject to the options and RSUs issued to each executive was determined by dividing (a) the dollar amount of the award by (b) the grant date fair value accounting cost. These grants, and the stock options granted to the named executive officers before the IPO, are further described below under "Outstanding Equity Awards at Fiscal 2021 Year End" and "Potential Payments Upon Termination of Employment or Change in Control—Equity Incentive Awards".

Retirement Benefits

We sponsor a 401(k) plan, which is a qualified retirement plan offered to all eligible employees, including our named executive officers, and which permits eligible employees to elect to defer a portion of their

[TABLE OF CONTENTS](#)

compensation on a pre-tax basis. Under the 401(k) plan, we provide a company match of 100% of the first 4% of eligible compensation contributed by each employee. We do not maintain any defined benefit pension plans or any nonqualified deferred compensation plans.

ESPP

On August 12, 2021, we adopted the HireRight Employee Stock Purchase Plan, which was approved by our stockholders on October 18, 2021. The purpose of the plan is to provide eligible employees, including our named executive officers, with the opportunity to increase their stake in the success of the Company by buying shares of Common Stock at a discount and paying for the purchase price through periodic payroll deductions.

Employee Benefits

Our named executive officers participate in the employee benefit programs generally available to other Company employees, including group term life insurance premium coverage up to \$50,000 for all employees. Other than payment of housing and car allowances for Mr. Abramo, the Company does not provide special executive benefits to our named executive officers.

Outstanding Equity Awards at Fiscal 2021 Year End

The following table provides information about the outstanding equity awards held by our named executive officers as of December 31, 2021. The awards that were granted prior to the IPO on October 28, 2021 were issued pursuant to the HireRight GIS Group Holdings LLC Equity Incentive Plan (the “EIP”) in the form of options to purchase units in the Company’s predecessor HireRight GIS Group Holdings LLC (“HGGH”). In connection with the IPO, these awards were converted into options to purchase shares of Common Stock. Beginning October 28, 2021, equity awards are made pursuant to the Omnibus Incentive Plan.

Name	Grant Date	Option Awards					Stock Awards	
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)(1)	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)
Guy Abramo	10/28/2021	—	524,808 ⁽³⁾	—	19.00	10/28/2031	—	—
	10/28/2021	—	—	—	—	—	161,184 ⁽⁴⁾	2,578,944
	12/3/2018	—	—	285,841	15.97	7/12/2028	—	—
	12/3/2018	—	—	571,682	15.97	1/15/2028	—	—
	12/3/2018 ⁽⁵⁾	535,952	35,731	—	15.97	1/15/2028	—	—
Thomas Spaeth	10/28/2021	—	162,797 ⁽³⁾	—	19.00	10/28/2031	—	—
	10/28/2021	—	—	—	—	—	50,000 ⁽⁴⁾	800,000
	12/3/2018	—	—	114,336	15.97	7/12/2028	—	—
	12/3/2018 ⁽⁵⁾	92,898	21,438	—	15.97	7/12/2028	—	—
Scott Collins	10/28/2021	—	141,376 ⁽³⁾	—	19.00	10/28/2031	—	—
	10/28/2021	—	—	—	—	—	43,421 ⁽⁴⁾	694,736
	2/26/2020	—	—	115,847	17.57	11/11/2029	—	—
	2/26/2020 ⁽⁵⁾	57,923	57,924	—	17.57	11/11/2029	—	—

(1) Represents performance-based options that, as of December 31, 2021, were scheduled to vest and become exercisable based upon receipt by the Company’s pre-IPO private equity investors of specified levels of cash-on-cash return on their equity investments in the Company. On April 6, 2022, the performance-based options were modified to replace the investor return vesting condition with a service-based vesting condition that is scheduled to be met in 12 equal quarterly installments beginning on March 31, 2022 and ending December 31, 2024, subject generally to the executive remaining employed in good standing or otherwise in service to the Company or its subsidiaries through each vesting date.

(2) Represents the fair market value of the shares underlying the RSUs as of December 31, 2021, based on the closing price of Common Stock, as reported on the NYSE, of \$16.00 on December 31, 2021.

TABLE OF CONTENTS

- (3) As of December 31, 2021, these stock options were entirely unvested and were scheduled to vest with respect to 25% of the underlying shares on the first anniversary of their grant date, and with respect to the remaining 75% of the underlying shares in 12 equal quarterly installments thereafter, subject generally to continued employment through each vesting date.
- (4) As of December 31, 2021, these RSUs were entirely unvested and were scheduled to vest in four installments, each with respect to 25% of the underlying shares, on November 20 of each of 2022, 2023, 2024 and 2025, subject generally to continued employment through each vesting date.
- (5) Represents options that are scheduled to vest and become exercisable 25% on the first anniversary of the vesting commencement date and the remaining 75% in 12 equal quarterly installments thereafter, until fully vested and exercisable on the fourth anniversary of the vesting commencement date, subject generally to continued employment through each vesting date. The vesting commencement dates are as follows: Mr. Abramo (January 15, 2018), Mr. Spaeth (July 12, 2018), and Mr. Collins (November 11, 2019).

Potential Payments Upon Termination of Employment or Change in Control

Severance Benefits

Mr. Abramo is eligible for severance benefits under his employment agreement, and Mr. Spaeth and Mr. Collins are eligible for severance benefits under the U.S. Executive Severance Plan (Vice President and Above) (the “**Severance Plan**”), which covers our full-time regular U.S. employees with a title of vice president or above. These severance benefits are conditioned on the executive executing a release of claims in the Company’s favor and his continued compliance with the restrictive covenants in his employment agreement.

These arrangements provide for enhanced severance benefits on a “change in control termination”—i.e., termination of employment by the Company without “cause” or resignation by the executive for “good reason” during the “change in control period,” which is the period beginning three months (for Mr. Abramo) or 91 days (for Mr. Spaeth and Mr. Collins) prior to a “change in control” (as defined in the Omnibus Incentive Plan) and ending 18 months following the change in control.

Mr. Abramo

Under the terms of Mr. Abramo’s employment agreement, on termination of his employment by the Company without cause or his resignation for good reason other than during the change in control period, Mr. Abramo is entitled to (a) a severance payment in an amount equal to 1.5 times his base salary plus 1.5 times his target bonus, payable in equal installments over a period of 18 months; (b) a prorated portion of his earned bonus for the year in which his employment terminates, based on the portion of the year employed and payable in a lump sum after the earned bonus is determined; (c) 12 months’ accelerated vesting of service-based equity awards; and (d) payment of COBRA premiums for continued coverage under the Company’s group health plans for 18 months.

On a change in control termination, Mr. Abramo is entitled to (a) a lump-sum severance payment in an amount equal to two times his base salary plus two times his target bonus; (b) a prorated portion of his target bonus for the year in which his employment terminates, based on the portion of the year employed; (c) full vesting of all service-based equity awards; and (d) payment of COBRA premiums for continued coverage under the Company’s or its successor’s group health plans for 18 months.

Mr. Spaeth and Mr. Collins

Under the Severance Plan, on termination of employment by the Company without cause or resignation for good reason other than during the change in control period, each of Mr. Spaeth and Mr. Collins is entitled to (a) continued payment of his base salary for 12 months; (b) a prorated portion of his earned bonus for the year in which his employment terminates, based on the portion of the year employed and payable in a lump sum after the earned bonus is determined; and (c) payment of COBRA premiums for continued coverage under the Company’s group health plans for 12 months.

On a change in control termination, each of Mr. Spaeth and Mr. Collins is entitled to (a) a lump-sum severance payment in an amount equal to his base salary plus his target bonus; (b) a prorated portion of his target bonus for the year in which his employment terminates, based upon the portion of the year employed; (c) full vesting of all service-based equity awards; and (d) payment of COBRA premiums for continued coverage under the Company’s or successor’s group health plans for 12 months.

TABLE OF CONTENTS

Equity Incentive Awards

Termination of Employment

As noted above, on termination of his employment by the Company without cause or his resignation for good reason other than during the change in control period, Mr. Abramo is entitled to 12 months' accelerated vesting of service-based equity awards, and on a change in control termination, each of our named executive officers is entitled full vesting of all service-based equity awards.

With respect to the RSUs granted to each of Mr. Spaeth and Mr. Collins in connection with the IPO, under the terms of the award agreement, on termination of employment by the Company without cause other than during the change in control period, a prorated portion of the RSUs that was scheduled to vest on the next annual vesting date will vest.

Except as described above, on termination of employment for any reason, the unvested portion of each of the equity awards held by our named executive officers will be canceled, and the vested portion of each option generally will remain exercisable for 90 days (or one year, in the case of death or disability, or, if the vested options are in-the-money, until the earlier of the tenth anniversary of the option grant date or 30 days following expiration of any trading restriction under the Company's insider trading policy that is in effect at the time of termination of employment). However, if the termination is by the Company for cause, the entire option (including the vested portion) will be canceled.

Change in Control

In addition to the severance benefits described above, if a "Trigger Event" occurs, the options granted to each of Mr. Abramo and Mr. Spaeth before the IPO will vest in full if he remains employed until the consummation of the Trigger Event or his employment is terminated in anticipation of the Trigger Event.

A "Trigger Event" is generally defined as (a) a transaction or series of related transactions in which more than 50% of the equity interests of the Company are transferred to a third-party purchaser as a result of which our pre-IPO private equity investors collectively reduce their direct or indirect equity investments in the Company to less than 30% of the fully diluted equity interests of the Company or (b) a sale of all or substantially all of the Company's assets.

Our Board under the EIP, or our Compensation Committee under the Omnibus Incentive Plan, has the authority to make various adjustments with respect to awards outstanding under the applicable plan in connection with a change in control or specified other significant events involving the Company, including (among others): (a) continuing or assuming the awards by the Company (if it is the surviving corporation) or by the surviving corporation or its parent; (b) substituting awards by the surviving corporation or its parent; (c) accelerating exercisability, vesting and/or lapse of restrictions applicable to the awards; (d) adjusting performance criteria applicable to the awards or deeming the criteria met at target; or (e) canceling the awards in consideration of a payment in cash or other consideration to the holders of the awards, in each case in an amount equal to the intrinsic value of the award (which may be equal to but not less than zero).

Compensation of our Directors

Under our non-employee director compensation program, each of our non-employee directors is compensated for service on the Board of Directors through a combination of cash fees and equity awards, as described below. Directors other than non-employee directors do not receive any extra compensation for board service.

TABLE OF CONTENTS

Cash Fees

Cash retainer fees payable to our non-employee directors are as follows:

Description/Recipient	Dollar amount per annum (\$)
Basic retainer for each non-employee director	70,000
Audit Committee chair	25,000
Audit Committee member other than chair	12,500
Compensation Committee chair	20,000
Compensation Committee member other than chair	10,000
Nominating and Governance Committee chair	20,000
Nominating and Governance Committee member other than chair	10,000
Privacy and Cybersecurity Committee chair	20,000
Privacy and Cybersecurity Committee member other than chair	10,000
Non-executive chair, if any	85,000
Lead Independent Director, if any	25,000

There is no separate consideration for attendance at or participation in board meetings or discussions or other activities undertaken in the course of Board service. Consideration for service on special committees, if any, is determined by the Board on a case-by-case basis.

Cash compensation is payable in four equal quarterly installments in arrears, with prorated payments made for partial quarters of service, including to (a) a new director joining the Board as a non-employee director, for the quarter in which the director joins the Board; (b) a director who becomes a non-employee director during board service, for the quarter in which non-employee director status is attained; (c) new committee chairs and members for the quarter in which they are appointed; and (d) for a director leaving the Board in mid-quarter.

Equity Awards

Our non-employee directors also receive equity-based compensation in the form of RSUs granted pursuant to and governed by the Omnibus Incentive Plan.

Each person who is elected as a non-employee director at a regular annual meeting of stockholders of the Company, or who is a continuing non-employee director immediately after the annual meeting because the class in which the director sits was not up for election, receives an award of RSUs with a grant date total value of \$165,000, with the number of underlying shares of Common Stock equal to the quotient obtained by dividing (a) \$165,000, by (b) the fair market value per share of the Common Stock on the date the RSUs are issued.

In addition, each person appointed as a non-employee director or who attains non-employee director status between annual meetings receives a prorated award of RSUs, with the number of underlying shares of Common Stock equal to the quotient obtained by dividing (a) the product of \$13,750 and the number of full 30-day periods from the date of election or appointment to the Board or attainment of non-employee director status until the scheduled or anticipated date of the next annual meeting (if the next annual meeting has not yet been scheduled, assuming the next annual meeting is scheduled to be held on the same month and day as the immediately preceding annual meeting), by (b) the fair market value per share of the Common Stock on the date the RSUs are issued.

The annual equity awards generally are issued on the date of each annual meeting, and the prorated equity awards generally are issued on the date the director commences board service or attains non-employee director status.

Annual equity awards, subject to continued service, vest on the first anniversary of the date of issuance, or if earlier, on (but effective immediately prior to) the occurrence of a change in control, or the annual meeting next following the date of issuance.

Prorated equity awards, subject to continued service, vest on the date of the annual meeting next following commencement of board service or attainment of non-employee director status or, if earlier, on (but effective immediately prior to) the occurrence of a change in control, or the anticipated date of the next annual meeting used in calculating the prorated award.

TABLE OF CONTENTS

If a director ceases service as a result of inability to discharge his or her duties due to death or disability before vesting in full of the director's equity awards, then the awards will immediately vest in full. Under all other circumstances, vesting of equity awards will cease, and unvested equity awards will lapse, on cessation of a director's service for any reason.

Expenses

We reimburse our non-employee directors for expenses incurred in connection with attending Board and committee meetings and provide our non-employee directors with business travel accident insurance.

The following table sets forth compensation earned by our non-employee directors during the fiscal year ended December 31, 2021.

Name	Fees Earned or Paid in Cash(\$)(1)	Stock Awards(\$)(2)	Option Awards (\$)(3)	Total (\$)
James Carey(4)	14,000	82,498	—	96,498
Mark Dzialga	18,375	82,498	—	100,873
Peter Fasolo, Ph.D.	15,750	82,498	—	98,248
Josh Feldman(4)	14,000	82,498	—	96,498
James LaPlaine(5)	4,200	68,744	—	72,944
James Matthews(4)	21,875	82,498	—	104,373
Peter Munzig(4)	17,500	82,498	—	99,998
Jill Smart	16,188	82,498	—	98,686
Lisa Troe	16,188	82,498	404,231	502,917

(1) Amounts set forth in this column represent the aggregate dollar amount of all fees earned or paid in cash for services as a director, including basic retainer fees and committee and/or chair fees. Cash compensation of our Board of Directors commenced with our IPO on October 28, 2021.

(2) Amounts set forth in this column represent the aggregate grant date fair value of the RSU awards granted to the directors in 2021 computed in accordance with FASB ASC Topic 718. In fiscal year 2021, each our of directors (except Mr. LaPlaine) received a grant of 4,342 RSUs on October 28, 2021. Mr. LaPlaine was appointed to our Board of Directors effective as of December 13, 2021 and, as a result, he received a prorated grant of 4,648 RSUs. None of the directors held any other RSUs as of December 31, 2021.

(3) Prior to the IPO, in connection with their joining the board of managers of the Company's predecessor HireRight GIS Group Holdings LLC ("HGGH"), Ms. Smart and Mr. Fasolo (in 2018) and Ms. Troe (in 2021) each was granted an option to purchase 860,076 units of HGGH. In connection with the IPO, each of these options converted into an option to purchase 53,858 shares of Common Stock, which remained outstanding as of December 31, 2021. The amount shown in this column for Ms. Troe represents the aggregate grant date fair value of the option computed in accordance with FASB ASC Topic 718. No amount is shown in this column for Ms. Smart or Mr. Fasolo because their options were granted before 2021.

(4) All fees earned by Mr. Carey and Mr. Matthews are paid directly to Stone Point, and all fees earned by Mr. Feldman and Mr. Munzig are paid directly to General Atlantic. The RSUs granted to Mr. Carey and Mr. Matthews are held by the directors solely for the benefit of Stone Point, and the RSUs granted to Mr. Feldman and Mr. Munzig are held by the directors solely for the benefit of General Atlantic.

(5) Mr. LaPlaine was appointed to our Board of Directors effective as of December 13, 2021 and, as a result, he received prorated compensation for his services.

TABLE OF CONTENTS

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Other than compensation arrangements for the Company's executive officers and directors (see "Executive Compensation" for a discussion of compensation arrangements for its named executive officers and directors) and the transactions discussed below, there were no transactions since the beginning of the Company's 2021 fiscal year, and there are no currently proposed transactions, to which the Company was a party or will be a party, in which:

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

Policies and Procedures for Related Party Transactions

The Board of Directors adopted a written Related Person Transaction Policy (the "policy"), which is overseen by the Audit Committee and sets forth the Company's policy with respect to the review and approval by the Audit Committee and disclosure of all related person transactions.

For purposes of the policy, a "related person transaction" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which we were, are or will be a participant and the amount involved exceeded, exceeds or will exceed \$120,000 and in which any related person (as defined in the policy) had, has or will have a direct or indirect material interest. A "related person transaction" does not include any employment relationship or transaction involving an executive officer and any related compensation resulting solely from that employment relationship that has been reviewed and approved by the Board of Directors, Compensation Committee or group of independent directors of the Company.

The policy requires that notice of a proposed related person transaction be provided to our legal department prior to entry into such transaction. If the Company's legal department determines that such transaction is a related person transaction, the proposed transaction will be submitted to the Audit Committee for consideration. Under the policy, the Audit Committee may approve only those related person transactions that are in, or not inconsistent with, the Company's best interests and the best interests of its stockholders. In the event that the Company becomes aware of a related person transaction that has not been previously reviewed, approved or ratified under the policy and that is ongoing or is completed, the transaction will be submitted to the Audit Committee so that it may determine whether to ratify, rescind or terminate the related person transaction.

The policy also provides that the Company's Audit Committee review certain previously approved or ratified related person transactions that are ongoing to determine whether the related person transaction remains in the Company's best interests and the best interests of its stockholders. Additionally, the Company will make periodic inquiries of directors and executive officers with respect to any potential related person transaction of which they may be a party or of which they may be aware.

Stockholders Agreement

On October 28, 2021, the Company entered into a Stockholders Agreement with the Principal Stockholders that provides the Principal Stockholders each the right to designate nominees for election to the Board of Directors. The Principal Stockholders may also assign their designation rights under the Stockholders Agreement to an affiliate.

The Stockholders Agreement provides (x) investment funds managed by General Atlantic the right to designate: (i) a majority of the nominees for election to the Board of Directors for so long as such funds beneficially own over 40% of the voting power of the then outstanding shares of capital stock entitled to vote generally in the election of directors; (ii) three of the nominees for election to the Board of Directors for so long as such funds beneficially own at least 30% but less than or equal to 40% of the voting power of the then outstanding shares of capital stock entitled to vote generally in the election of directors; (iii) two of the nominees for election to the Board of Directors for so long as such funds beneficially own at least 20% but less than or equal to 30% of the voting power of the then outstanding shares of capital stock entitled to vote generally in the election of directors; and (iv) one of the nominees for election to the Board of Directors for so long as such funds beneficially own at least 10% but less than or equal to 20% of the voting power of the then outstanding

TABLE OF CONTENTS

shares of capital stock entitled to vote generally in the election of directors and (y) investment funds managed by Stone Point the right to designate: (i) two of the nominees for election to the Board of Directors for so long as such investment funds and their affiliates beneficially own at least 20% of the voting power of the then outstanding shares of capital stock entitled to vote generally in the election of directors and (ii) one of the nominees for election to the Board of Directors for so long as such investment funds and their affiliates beneficially own at least 10% but less than 20% of the voting power of the then outstanding shares of capital stock entitled to vote generally in the election of directors. In each case, the Principal Stockholders' nominees must comply with applicable law and stock exchange rules. General Atlantic and Stone Point have agreed to vote for the other's nominees to the Board of Directors.

Until such time as any Principal Stockholder, directly or indirectly, ceases to beneficially own at least 10% of the Common Stock then outstanding, such Principal Stockholder will have the right to designate at least one member of each committee of the Board of Directors; provided, that any such designee shall be a director and shall be eligible to serve on the applicable committee under applicable law or stock exchange listing standards, including any applicable independence requirements. In addition, the Principal Stockholders shall be entitled to designate the replacement for any of their board designees whose board service terminates prior to the end of the director's term regardless of the applicable Principal Stockholder's beneficial ownership at such time.

As long as the investment funds managed by General Atlantic beneficially own at least 25% of the Common Stock then outstanding, the prior written consent of such funds will be required prior to taking the following actions:

- (a) any acquisition or disposition in which aggregate consideration is greater than \$250,000,000 in a single transaction or series of related transactions;
- (b) any transaction in which any person or group acquires more than 50% of the Company's then outstanding capital stock or the power to elect a majority of the members of the Board of Directors;
- (c) any incurrence or refinancing of indebtedness of the Company and its subsidiaries to the extent such incurrence or refinancing would result in the Company and its Subsidiaries having indebtedness in excess of \$750,000,000 principal amount in the aggregate;
- (d) hiring or termination of the Company's chief executive officer;
- (e) any increase or decrease in the size of the Board of Directors;
- (f) any reorganization, recapitalization, voluntary bankruptcy, liquidation, dissolution or winding-up;
- (g) any repurchase or redemption of capital stock of the Company (other than (i) on a pro rata basis, (ii) pursuant to an open market plan approved by the Board of Directors or (iii) accepting shares from recipients of awards under the Company's equity incentive plan in satisfaction of the obligation of such recipients to pay the exercise price of options or reimburse the Company for income tax withholding deposits paid by the Company on behalf of such recipients, or repurchase from employees following their departure);
- (h) any payment or declaration of dividends on capital stock of the Company;
- (i) any entry into a joint venture involving amounts in excess of \$50,000,000;
or
- (j) adoption of a poison pill or similar rights plan.

As long as the investment funds managed by General Atlantic beneficially own any shares of the Common Stock, the prior written consent of such funds will be required prior to any amendment to the governing documents of the Company if such change is adverse to the rights of General Atlantic (including, for the avoidance of doubt, the advance waiver of corporate opportunities).

TABLE OF CONTENTS

Additionally, until the earlier of such time as (i) Stone Point ceases to hold at least 75% of the Common Stock held by Stone Point as of the initial public offering or (ii) General Atlantic ceases to hold at least 25% of the Common Stock then outstanding, the prior written consent of Stone Point will be required prior to taking the following actions:

- (a) any acquisition or disposition in which aggregate consideration is greater than \$250,000,000 in any single transaction or series of related transactions;
- (b) any reorganization, recapitalization, voluntary bankruptcy, liquidation, dissolution or winding-up (other than a sale of the Company, however structured);
- (c) any repurchase or redemption of capital stock of the Company from General Atlantic or any of its affiliates (other than (i) on a pro rata basis or (ii) pursuant to an open market plan approved by the Board of Directors); or
- (d) the entry into, or amendment of, any agreement or arrangement with General Atlantic or any of its affiliates (excluding ordinary course, arm's length commercial transactions).

As long as the investment funds managed by Stone Point beneficially own any shares of the Common Stock, the prior written consent of such funds will be required prior to any amendment to the governing documents of the Company if such change is disproportionately adverse to the rights of Stone Point as compared to General Atlantic (including, for the avoidance of doubt, the advance waiver of corporate opportunities).

Under the Stockholders Agreement, the Company is obligated to (i) indemnify its Principal Stockholders and their affiliates from any losses arising out of (a) their ownership of Common Stock and (b) any litigation to which they are made a party in their respective capacities as stockholders or current or prior owners of the Company's securities, subject to customary carve-outs; and reimburse the Principal Stockholders for reasonable out-of-pocket expenses incurred in connection with monitoring their investment in the Company.

The Board and Committee designation rights and prior approval rights of the Principal Stockholders under the Stockholders Agreement will terminate with respect to a Principal Stockholder at such time as such Principal Stockholder owns less than 5% of the Common Stock then outstanding.

Registration Rights Agreement

On October 28, 2021, the Company entered into a registration rights agreement with the Principal Stockholders and certain other stockholders (the "**Applicable Holders**"). The Principal Stockholders are entitled to request that we register the Principal Stockholders' shares on a long-form or short-form registration statement on one or more occasions in the future, which registrations may in certain circumstances be "shelf registrations," and such other stockholders will be entitled to participate in such offerings on a pro rata basis. The Applicable Holders are also entitled to participate in certain of the Company's registered offerings, subject to the restrictions in the registration rights agreement. Under the registration rights agreement, the Company pays the expenses in connection with the exercise of these rights. The registration rights described in this paragraph apply to (i) shares of the Common Stock held by the Applicable Holders and their affiliates and (ii) any of the Company's capital stock (or that of the Company's subsidiaries) issued or issuable with respect to the Common Stock described in clause (i) with respect to any dividend, distribution, recapitalization, reorganization, or certain other corporate transactions ("**Registrable Securities**"). These registration rights are also for the benefit of any subsequent holder of Registrable Securities; provided that any particular securities will cease to be Registrable Securities when they have been sold in a registered public offering, sold in compliance with Rule 144 of the Securities Act of 1933, as amended, or the Securities Act, or repurchased by the Company or its subsidiaries. In addition, any Registrable Securities held by a person other than the Principal Stockholders and their affiliates will cease to be Registrable Securities if they can be sold without limitation under Rule 144 of the Securities Act.

Income Tax Receivable Agreement

On October 28, 2021, the Company entered into an income tax receivable agreement ("**TRA**") pursuant to which the Company's pre-IPO equity holders or their permitted transferees have the right to receive payment by the Company of 85% of the benefits, if any, that the Company and its subsidiaries realize, or are deemed to realize (calculated using certain assumptions), as a result of savings in U.S. federal, state and local income taxes that the Company and its subsidiaries realize (or are deemed to realize in the case of a change of control and

TABLE OF CONTENTS

certain subsidiary dispositions, as discussed below) as a result of the recognition of the Pre-IPO Tax Benefits (as defined below). Actual tax benefits realized by us may differ from tax benefits calculated under the TRA as a result of the use of certain assumptions in the TRA, including assumptions relating to state and local income taxes, to calculate tax benefits.

We expect to be able to utilize the Pre-IPO Tax Benefits. We expect that the Pre-IPO Tax Benefits will reduce the amount of tax that the Company and its subsidiaries would otherwise be required to pay in the future.

For purposes of the TRA, cash savings in income tax will be computed by reference to the reduction in the liability for income taxes resulting from the utilization of the Pre-IPO Tax Benefits subject to the TRA. The term of the TRA commenced upon consummation of the IPO and will continue until all relevant Pre-IPO Tax Benefits have been utilized, accelerated or expired.

While the actual amount and timing of any payments under the TRA will vary depending upon a number of factors, including the amount and timing of the taxable income the Company and its subsidiaries generate in the future, and the Company's and its subsidiaries' use of the Pre-IPO Tax Benefits, and estimating the amount and timing of payments that may become due under the TRA is by its nature imprecise, we expect that during the term of the TRA, the payments that we may make could be substantial. Assuming no material changes in the relevant tax law and that we earn sufficient taxable income to realize in full the potential tax benefit described above, we expect that future payments under the TRA will aggregate to approximately \$210.6 million over the next 12 years. Based on the Company's current taxable income estimates, it expects to repay the majority of this obligation by the end of its 2030 fiscal year.

Payments under the TRA are based on the tax reporting positions that the Company determines, and the IRS, or another tax authority may challenge all or part of its net operating losses, existing tax basis or other tax attributes or benefits it claims, as well as other related tax positions the Company takes, and a court could sustain such challenge. Although the Company is not aware of any issue that would cause the IRS to challenge its net operating losses, existing tax basis or other tax attributes or benefits for which payments are made under the TRA, if the outcome of any such challenge would reasonably be expected to materially affect a recipient's payments under the TRA, then the Company will not be permitted to settle such challenge without the consent (not to be unreasonably withheld or delayed) of the pre-IPO equityholders (or their transferees or assignees). The interests of the pre-IPO equityholders (or their transferees or assignees) in any such challenge may differ from or conflict with the Company's interests and its then-current stockholders' interests, and the pre-IPO equityholders (or their transferees or assignees) may exercise their consent rights relating to any such challenge in a manner adverse to the Company's interests and your interests. The Company will not be reimbursed for any cash payments previously made to our pre-IPO equityholders (or their transferees or assignees) under the TRA in the event that any tax benefits initially claimed by the Company and for which payment has been made to our pre-IPO equityholders (or their transferees or assignees) are subsequently challenged by a taxing authority and are ultimately disallowed. Instead, any excess cash payments made by the Company to pre-IPO equityholders (or their transferees or assignees) will be netted against any future cash payments that the Company might otherwise be required to make to its pre-IPO equityholders (or their transferees or assignees) under the terms of the TRA. However, the Company might not determine that it has effectively made an excess cash payment to its pre-IPO equityholders (or their transferees or assignees) for a number of years following the initial time of such payment and, if any of the Company's tax reporting positions are challenged by a taxing authority, it will not be permitted to reduce any future cash payments under the TRA until any such challenge is finally settled or determined. Moreover, the excess cash payments the Company previously made under the TRA could be greater than the amount of future cash payments against which it would otherwise be permitted to net such excess. The applicable U.S. federal income tax rules for determining applicable tax benefits the Company may claim are complex and factual in nature, and there can be no assurance that the IRS, any other taxing authority or a court will not disagree with its tax reporting positions. As a result, payments could be made under the TRA significantly in excess of any tax savings that the Company realizes in respect of the tax attributes with respect to its pre-IPO equityholders (or their transferees or assignees) that are the subject of the TRA.

In addition, the TRA provides that in the case of a change in control, the material breach of the Company's obligations under the TRA, certain proceedings seeking liquidation, reorganization or other relief under bankruptcy, insolvency or similar law, or certain asset dispositions not constituting a change of control, the Company is required to make a payment to its pre-IPO equityholders (or their transferees or assignees) in an amount equal to the present value of future payments (calculated using a discount rate equal to the lesser of the

TABLE OF CONTENTS

lesser of (i) 650 basis points and (ii) LIBOR plus 100 basis points, which may differ from its, or a potential acquirer's, then-current cost of capital) under the TRA, which payment would be based on certain assumptions, including those relating to the Company's future taxable income. In these situations, the Company's obligations under the TRA could have a substantial negative impact on its, or a potential acquirer's, liquidity and could have the effect of delaying, deferring, modifying or preventing certain mergers, asset sales, other forms of business combinations or other changes of control. These provisions of the TRA may result in situations where the Company's pre-IPO equityholders (or their transferees or assignees) have interests that differ from or are in addition to those of its other stockholders. In addition, the Company could be required to make payments under the TRA that are substantial and in excess of our, or a potential acquirer's, actual cash savings in income tax.

Decisions the Company makes in the course of running its business, such as with respect to mergers, asset sales, other forms of business combinations or other changes in control, may influence the timing and amount of payments made under the TRA. For example, an earlier disposition of assets resulting in an accelerated use of existing basis or available net operating losses may accelerate payments under the TRA and increase the present value of such payments. Such effects may result in differences or conflicts of interest between the interests of the Company's pre-IPO equityholders (or their transferees or assignees) and the interests of other stockholders.

Finally, because the Company is a holding company with no operations of its own, its ability to make payments under the TRA is dependent on the ability of its subsidiaries to make distributions to the Company. Although existing credit agreements generally restrict distributions from its subsidiaries to the Company, they contain provisions which allow certain distributions which the Company believes will be sufficient to cover its payment obligations under the TRA. However, the Company may choose to utilize certain permitted distribution flexibility contained in its credit agreements for other purposes, in which case its subsidiaries may be restricted from making distributions to it, which could affect its ability to make payments under the TRA. In addition, the Company may, in the future, refinance the credit agreements, incur additional debt obligations or enter into other financing transactions on terms that may not be as favorable as its current credit agreements. The Company currently expects to fund these payments from cash flow from operations generated by its subsidiaries as well as from excess tax distributions that it receives from its subsidiaries. To the extent the Company is unable to make payments under the agreement for any reason (including because its debt obligations restrict the ability of its subsidiaries to make distributions to the Company), under the terms of the TRA such payments will be deferred and accrue interest until paid. If the Company is unable to make payments due to insufficient funds, such payments may be deferred indefinitely while accruing interest at a per annum rate of LIBOR plus 500 basis points. These deferred payments could negatively impact the Company's results of operations and could also affect its liquidity in future periods in which such deferred payments are made.

"Pre-IPO Tax Benefits" means the tax benefits arising as a result of: (i) all depreciation and amortization deductions, and any offset to taxable income and gain or increase to taxable loss, resulting from the tax basis that the Company has in its and its subsidiaries' intangible assets as of this offering, and (ii) the utilization of the Company's and its subsidiaries' U.S. federal, state and local net operating losses and disallowed interest expense carryforwards, if any, attributable to periods prior to the IPO.

Related Party Operating Lease

On July 12, 2018, the Company entered into an operating lease for office space with a company owned by a former owner of GIS, who, with his wife, continues to be the beneficial owner of approximately 13.7% of the Company's outstanding common stock as of December 31, 2021. The initial lease term was three years, with six one-year renewal options. For years one through three, a pre-payment of \$6.0 million was made on July 12, 2018. Rent for the optional renewals in years four through nine is \$0.6 million each year. The initial lease expired on July 11, 2021, at which time the Company exercised an option to renew for an additional year.

Other Transactions with Affiliates

Certain transactions with various entities owned by the Company's Principal Stockholders are considered related party transactions. These transactions consist primarily of revenues from background searches performed for such parties and costs incurred for benefits and advisory services obtained from such parties. Purchases from related parties are recorded in selling, general and administrative expense in the Company's consolidated statements of operations. Both the revenue and purchase related party transactions are immaterial for the years ended December 31, 2021.

TABLE OF CONTENTS

The Company entered into indemnification agreements with each of its executive officers and directors. The indemnification agreements provide the executive officers and directors with contractual rights to indemnification, expense advancement and reimbursement, to the fullest extent permitted under the Delaware General Corporation Law (the “**DGCL**”). Additionally, the Company may enter into indemnification agreements with any new directors or officers that may be broader in scope than the specific indemnification provisions contained in Delaware law.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee has reviewed and discussed with the Company's management and with PwC the audited financial statements of the Company for the fiscal year ended December 31, 2021. The Audit Committee has discussed with PwC the matters required to be discussed under the standards of the Public Company Accounting Oversight Board ("PCAOB") and the SEC.

The Audit Committee has also received the written disclosures and the letter from PwC required by the applicable requirements of the PCAOB regarding the independent accountant's communication with the Audit Committee concerning independence and the Audit Committee has discussed the independence of PwC with that firm.

Based on the Audit Committee's review and discussions of the matters noted above, the Audit Committee recommended to the Board of Directors that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 for filing with the SEC.

Members of the Audit Committee:

Lisa Troe, Chairperson
Jim Matthews
Jill Smart

[TABLE OF CONTENTS](#)

AUDIT-RELATED FEES, TAX FEES AND ALL OTHER FEES

Fees paid or accrued for professional services provided by our independent auditors in each of the categories listed are as follows for the periods presented. All such fees are in accordance with our approval policies described below.

Fee Category	Years Ending December 31	
	2021	2020
Audit Fees	\$4,718,351	\$1,895,840
Audit-Related Fees	\$ —	\$ —
Tax Fees	\$ 193,542	\$ 375,563
All Other Fees	\$ 1,962	\$ 4,772
Total	\$4,913,855	\$2,276,175

Audit Fees— primarily represent amounts for services related to the audit of our consolidated financial statements, reviews of our interim condensed consolidated financial statements, services provided in connection with statutory or regulatory filings or engagements and the issuance of consents and comfort letters for other periodic reports or documents filed with the SEC. These fees also include services provided in connection with the Company's initial public offering.

Tax Fees— represent amounts for tax compliance, tax advice, and tax planning services.

All Other Fees— consist of all fees for services other than those in the above categories and primarily consist of annual licensing fees, including fees for subscription to PricewaterhouseCoopers' online research tools.

The Audit Committee has adopted a pre-approval policy that provides guidelines for the audit, audit-related, tax, and other permissible non-audit services that may be provided by the independent auditors. Under the policy, the Audit Committee annually, and from time to time, pre-approves the audit engagement fees and terms of all audit and permitted non-audit services to be provided by the independent auditor.

TABLE OF CONTENTS

PROPOSAL 2 – RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed PwC to be the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022. PwC has served as the Company’s or its predecessor’s independent registered public accounting firm since fiscal year 2018 and is considered by the Audit Committee and the Board of Directors to be well qualified. Representatives of PwC are expected to be present at the Annual Meeting. Such representatives will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

The proposal will be approved by the affirmative vote of a majority of the shares of the Common Stock present in person or by proxy at the Annual Meeting and entitled to vote. Abstentions will have the effect of voting “against” the proposal. Brokers have discretion to vote any uninstructed shares with respect to the ratification of appointment of accountants.

The Board of Directors recommends that the stockholders vote FOR such ratification.

[TABLE OF CONTENTS](#)

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the beneficial ownership of the Common Stock as of the Record Date by:

- each person, or group of affiliated persons, who the Company knows to beneficially own more than 5% of the Common Stock;
- each of the Company’s named executive officers for fiscal year 2021;
- each of the Company’s current directors;
and
- all of the Company’s current directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to such securities. Except as otherwise indicated, all persons listed below have sole voting and investment power with respect to the shares beneficially owned by them, subject to applicable community property laws. Unless otherwise indicated, the address of each person or entity named in the table below is c/o HireRight Holdings Corporation, 100 Centerview Drive, Suite 300, Nashville, TN 37214.

	Shares of Common Stock Beneficially Owned	
	Number	Percent
5% Stockholders		
General Atlantic ⁽¹⁾	29,719,898	37.4%
Stone Point Capital ⁽²⁾	16,552,423	20.8%
RJC GIS Holdings, LLC ⁽³⁾	10,895,969	13.7%
Named Executive Officers and Directors		
Guy Abramo	643,143	*
Thomas Spaeth	116,718	*
Scott Collins	82,057	*
James Carey ⁽⁴⁾	4,342	*
Mark Dzialga	4,342	*
Peter Fasolo, Ph.D.	42,042	*
Josh Feldman	4,342	*
James LaPlaine	4,648	*
James Matthews ⁽²⁾	4,342	*
Peter Munzig	4,342	*
Jill Smart	42,042	*
Lisa Troe	15,113	*
All current directors and executive officers as a group (16 persons)	1,194,485	1.5%

* Less than 1%.

(1) Shares are held by General Atlantic (HRG) Collections, L.P. (“**GA HRG Collections**”), GAPCO AIV Interholdco (GS), L.P. (“**GAPCO GS**”), GA AIV-1 B Interholdco (GS), L.P. (“**GA AIV-B GS**”), and GA AIV-1 A Interholdco (GS), L.P. (“**GA AIV-A GS**”). The limited partners of GA HRG Collections that share beneficial ownership of the shares held by GA HRG Collections are the following General Atlantic investment funds: General Atlantic Partners 100, L.P. (“**GAP 100**”) GAP Coinvestments CDA, L.P. (“**GAPCO CDA**”), GAP Coinvestments III, LLC (“**GAPCO III**”), GAP Coinvestments IV, L.P. (“**GAPCO IV**”) and GAP Coinvestments V, LLC (“**GAPCO V**”). The limited partners of GAPCO GS that share beneficial ownership of the shares held by GAPCO GS are indirectly held by GAPCO CDA, GAPCO III, GAPCO IV and GAPCO V. The limited partners that share beneficial ownership of the shares held by GA AIV-A GS and GA AIV-B GS are the following GA investment funds: in the case of GA AIV-A GS, General Atlantic Partners AIV-1 A, L.P. (“**GAP AIV-1 A**”) and in the case of GA AIV-B GS, General Atlantic Partners AIV-1 B, L.P. (“**GAP AIV-1 B**”). General Atlantic (SPV) GP, LLC (“**GA SPV**”) is the general partner of GA HRG Collections, GAPCO GS, GA AIV-A GS and GA AIV-B GS. The ultimate general partner of GAP AIV-1 A, GAP AIV-1 B and GAP 100 is General Atlantic, L.P. (“**GA LP**”). GA LP is the sole member of GA SPV, the managing member of GAPCO III, GAPCO IV and GAPCO V and the general partner of GAPCO CDA. GA LP is controlled by the Management Committee of GASC MGP, LLC (the “**GA Management Committee**”). There are nine members of the GA Management Committee. GA LP, GA SPV, GAP 100, GAP AIV-1 A, GAP AIV-1 B, GAPCO III, GACO IV, GAPCO V, GAPCO CDA, GA AIV-B GS, GA AIV-A GS, GAPCO GS and GA HRG Collections (collectively, the “**GA Group**”) are a “group” within the meaning of Rule 13d-5 of the Securities Exchange Act of 1934, as amended. Each of the members of the GA Management Committee disclaims ownership of the shares held by GA HRG Collections, GAPCO GS, GA AIV-B GS, and GA AIV-A GS except to the extent that he has a pecuniary interest therein. The mailing address of the GA Group is c/o General Atlantic Service Company, L.P., 55 East 52nd Street, 33rd Floor, New York, NY 10055.

TABLE OF CONTENTS

- (2) Shares are held by Trident VII, L.P., Trident VII Parallel Fund, L.P., Trident VII DE Parallel Fund, L.P. and Trident VII Professionals Fund, L.P. (the “**Trident VII Partnerships**”). Trident Capital VII, L.P. (“**Trident VII GP**”) is the general partner of Trident VII, L.P., Trident VII Parallel Fund, L.P. and Trident VII DE Parallel Fund, L.P., and Stone Point GP Ltd. (“**Professionals GP**”) and together with Trident VII GP, the “**Trident GPs**”) is the general partner of Trident VII Professionals Fund, L.P. Pursuant to certain management agreements, Stone Point Capital LLC, the investment manager of the Trident VII Partnerships, has received delegated authority by Trident VII GP relating to the Trident VII Partnerships, provided that the delegated discretion to exercise voting rights may not be exercised on behalf of any of the Trident VII Partnerships without first receiving direction from the Investment Committee of the Trident VII GP or a majority of the general partners of the Trident VII GP. Each of the directors appointed by the Trident VII Partnerships disclaims any beneficial ownership of any shares held by the Trident VII Partnerships except to the extent of his ultimate pecuniary interest. The mailing address of Stone Point Capital LLC is 20 Horseneck Lane, Greenwich, CT 06830.
- (3) All of the interests in RJC GIS Holdings, LLC are held by (a) The Raymond W. Conrad Revocable Trust dated April 17, 2009, of which Raymond Conrad is trustee; (b) the Jeanne S. Conrad Revocable Trust dated April 17, 2009, of which Jeanne Conrad is trustee; (c) the RWC Family Trust, of which Jeanne Conrad is trustee; and (d) the JSC Family Trust, of which Raymond Conrad is trustee.
- (4) Mr. Carey, as a member of the Investment Committee and owner of one of the five general partners of Trident VII GP, may be deemed to be the beneficial owner of the securities held directly by the Trident VII Partnerships. Mr. Carey disclaims beneficial ownership of the shares of Common Stock held of record or beneficially by the Trident VII Partnerships, except to the extent of any pecuniary interest therein.

TABLE OF CONTENTS

DELINQUENT SECTION 16(A) REPORTS

Section 16(a) of the Exchange Act requires the Company's executive officers, directors, and persons who own more than 10% of a registered class of the Company's equity securities (the "10% Stockholders") to file reports of ownership and changes of ownership with the SEC. The Company assists its directors, officers and certain 10% Stockholders by assisting in their completion of Section 16 reports and filing these reports on their behalf. Based solely on a review of Section 16(a) reports filed electronically with the SEC during or with respect to the fiscal year ended 2021, or written representations that no other reports were required, the Company believes that our Section 16(a) reporting persons complied with all applicable filing requirements during the fiscal year ended 2021.

STOCKHOLDER PROPOSALS

A holder of the Common Stock who wishes to present a proposal for inclusion in the Company's proxy statement for the 2023 Annual Meeting of stockholders (the "2023 Annual Meeting") pursuant to Rule 14a-8 under the Exchange Act ("Rule 14a-8") must deliver the proposal to our principal executive offices (HireRight Holdings Corporation, 100 Centerview Drive, Suite 300, Nashville, TN 37214) to the attention of the Corporate Secretary, no later than the close of business on December 29, 2022, unless the date of the 2023 Annual Meeting is more than 30 days before or after June 2, 2023, in which case the stockholder proposal must be received a reasonable time before we begin to print and mail our proxy materials.

For any stockholder proposal or director nomination that is not submitted for inclusion in our proxy statement pursuant to the process set forth above but is instead sought to be presented directly at the 2023 Annual Meeting, stockholders are advised to review our bylaws as they contain requirements with respect to advance notice of stockholder proposals and director nominations. Our bylaws provide that stockholders who are seeking to bring business before an Annual Meeting of stockholders and stockholders who are seeking to nominate candidates for election as directors at an Annual Meeting of stockholders, other than that submitted by the General Atlantic stockholder, must provide timely notice thereof in writing. To be timely, a stockholder's notice generally must be delivered to and received at our principal executive offices not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's Annual Meeting of stockholders; provided, however, that if and only if the Annual Meeting is not scheduled to be held within a period that commences 30 days before such anniversary date and ends 30 days after such anniversary date, or if no Annual Meeting was held in the preceding year, such stockholder's notice must be delivered by the later of the tenth day following the day the public announcement of the date of the Annual Meeting is first made and the date which is 90 days prior to the date of the Annual Meeting.

We advise you to review our bylaws for additional stipulations relating to the process for identifying and nominating directors, including advance notice of director nominations and stockholder proposals. Copies of the pertinent bylaw provisions are available on request to the Secretary at the address set forth above.

In addition to satisfying the advance notice procedures in our bylaws and other requirements under the Exchange Act, stockholders who intend to solicit proxies in support of director nominees other than our nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 3, 2023.

HOUSEHOLDING MATTERS

The SEC has adopted rules that permit companies to deliver a single Notice of Internet Availability of Proxy Materials or a single copy of proxy materials to multiple stockholders sharing an address unless a company has received contrary instructions from one or more of the stockholders at that address. This means that only one copy of the Annual Report, this proxy statement and Notice of Internet Availability of Proxy Materials may have been sent to multiple stockholders in your household. If you would prefer to receive separate copies of the Notice of Internet Availability of Proxy Materials and/or proxy statement, either now or in the future, please mail a request to HireRight Holdings Corporation, 100 Centerview Drive, Suite 300, Nashville, TN 37214, Attention: Office of the Corporate Secretary. Upon request, the Secretary will promptly provide a separate copy of the Annual Report and this proxy statement and Notice of Internet Availability of Proxy Materials. In addition, stockholders at a shared address who receive multiple Notices of Internet Availability of Proxy Materials or multiple copies of proxy statements may request to receive a single Notice of Internet Availability of Proxy Materials or a single copy of proxy statements in the future in the same manner as described above.

[TABLE OF CONTENTS](#)

OTHER MATTERS

The Board of Directors, at the time of the preparation of this proxy statement, knows of no business to come before the Annual Meeting other than that referred to herein. If any other business properly comes before the Annual Meeting or any adjournment or postponement thereof, the persons named in the enclosed proxy will have authority to vote, in their discretion, all shares represented by such proxies that have been received and not theretofore properly revoked.

We file our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, and other documents electronically with the SEC under the Exchange Act. You may obtain such reports from the SEC's website at www.sec.gov.

Our Investor Relations website address is <https://ir.hireright.com>. We make available, free of charge through our Investor Relations website, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Sections 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC.

Upon the written request of any record holder or beneficial owner of Common Stock entitled to vote at the Annual Meeting, we will, without charge, provide a copy of our Annual Report on Form 10-K, including the financial statements and the financial statement schedules, for the fiscal year ended December 31, 2021, as filed with the SEC. Requests should be directed to the Office of the Corporate Secretary, HireRight Holdings Corporation, 100 Centerview Drive, Suite 300, Nashville, TN 37214.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement contains certain information that may constitute "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. While we have specifically identified certain information as being forward-looking in the context of its presentation, we caution you that all statements contained in this proxy statement that are not clearly historical in nature are forward-looking. Without limiting the generality of the preceding sentence, these forward-looking statements are generally identified by the use of forward-looking terminology, including the terms "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "likely," "may," "plan," "possible," "potential," "predict," "project," "should," "target," "will," "would" and, in each case, their negative or other various or comparable terminology, we intend to clearly express that the information deals with possible future events and is forward-looking in nature. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking.

Forward-looking information involves risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied in, or reasonably inferred from, such statements. Therefore, caution should be taken not to place undue reliance on any such forward-looking statements. Much of the information in this proxy statement that looks towards future performance of the Company is based on various factors and important assumptions about future events that may or may not actually occur. As a result, our operations and financial results in the future could differ materially and substantially from those we have included in this proxy statement. We assume no obligation (and specifically disclaim any such obligation) to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

ANNUAL MEETING OF STOCKHOLDERS OF HIRERIGHT HOLDINGS CORPORATION

100 Centerview Drive, Suite 300, Nashville, TN 37214

June 2, 2022 at 8:30 am Central Time

GO GREEN

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.astfinancial.com to enjoy online access.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:

The Notice of Meeting, proxy statement and Annual Report are available at <https://ir.hireright.com/sec-filings/annual-reports>

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

203300000000000001000 8

060222

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR ALL NOMINEES" IN THE ELECTION OF DIRECTORS AND "FOR" PROPOSAL 2.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. Election of Directors:

FOR ALL NOMINEES

WITHHOLD AUTHORITY FOR ALL NOMINEES

FOR ALL EXCEPT (See instructions below)

NOMINEES:

- Guy Abramo
- Josh Feldman
- Lisa Troe

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022.

FOR AGAINST ABSTAIN

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting. This proxy when properly executed will be voted as directed herein by the undersigned stockholder. **If no direction is made, this proxy will be voted FOR ALL NOMINEES in Proposal 1 and FOR Proposal 2.**

MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder

Date:

Signature of Stockholder

Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

□ ■

HIRERIGHT HOLDINGS CORPORATION
Proxy for Annual Meeting of Stockholders on June 2, 2022
Solicited on Behalf of the Board of Directors

The undersigned hereby appoints Messrs. Thomas Spaeth and Brian Copple, and each of them, with full power of substitution and power to act alone, as proxies to vote all the shares of Common Stock which the undersigned would be entitled to vote if personally present and acting at the Annual Meeting of Stockholders of HireRight Holdings Corporation, to be held at 100 Centerview Drive, Suite 300, Nashville, TN 37214 on June 2, 2022 at 8:30 a.m. Central Time, and at any adjournments or postponements thereof, as follows:

(Continued and to be signed on the reverse side)