

## **Nominating and Corporate Governance Committee Charter**

**Approved and adopted on April 24, 2023**

### **1.0 Members**

The Board of Directors (the “Board”) of CoStar Group, Inc. (the “Company”) will appoint a Nominating and Corporate Governance Committee of at least two members, consisting entirely of independent directors, and will designate one member as chairperson. For purposes hereof, an "independent" director is a director who meets the Nasdaq National Market definition of "independence," as determined by the Board of Directors of the Company.

### **2.0 Purpose, Duties, and Responsibilities**

The purpose of the Nominating and Corporate Governance Committee will be to engage in succession planning for the Board, identify individuals qualified to become Board members, recommend to the Board director candidates to be nominated at the annual meeting of stockholders, and perform a leadership role in shaping the Company's corporate governance. The duties and responsibilities of the Nominating and Corporate Governance Committee will be to:

- i. Engage in succession planning for the Board and key leadership roles on the Board and its committees.
- ii. Periodically evaluate the composition of the Board to assess the skills and experience that are currently represented on the Board, as well as the skills and experience that the Nominating and Corporate Governance Committee believes the Board will find valuable in the future, given the Company's current standing and strategic plans.
- iii. Develop criteria for identifying and evaluating candidates for the Board. These criteria include, among other things, an individual's business experience, skills and background, independence, judgment, integrity, and ability to commit sufficient time and attention to the activities of the Board, as well as the absence of any potential conflicts with the Company's interests. The Committee is committed to including in each search (whether conducted in-house or with the assistance of a third-party search firm) qualified candidates who reflect diverse backgrounds, including diversity of gender and race. The Nominating and Corporate Governance Committee considers these criteria in the context of an assessment of the perceived needs of the Board as a whole and seeks to achieve a diversity of occupational and personal backgrounds on the Board.
- iv. Identify, review the qualifications of, and recruit candidates for the Board.
- v. Assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- vi. Establish a procedure for the consideration of Board candidates recommended by the Company's stockholders.
- vii. Recommend to the Board candidates for election or reelection to the Board at each annual stockholder's meeting.

- viii. Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- ix. Recommend to the Board candidates for appointment to Board committees and consider periodically rotating directors among the committees.
- x. Be responsible for shaping the Company's corporate governance principles, and recommend changes to these principles, as necessary.
- xi. Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees.
- xii. Review and recommend to the Board retirement and other tenure policies for directors.
- xiii. Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- xiv. Oversee evaluation of the Board and its committees.
- xv. Annually evaluate the performance of the Nominating and Corporate Governance Committee and the adequacy of the committee's charter and recommend changes to the Board as appropriate.
- xvi. Perform such other duties and responsibilities as are consistent with the purpose of the Nominating and Corporate Governance Committee and as the Board or the committee deems appropriate.

### **3.0 Outside Advisors**

The Nominating and Corporate Governance Committee will have the authority to retain and to direct management to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions.

### **4.0 Meetings**

The Nominating and Corporate Governance Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the committee determines. The majority of the members of the Nominating and Corporate Governance Committee constitutes a quorum. The Nominating and Corporate Governance Committee shall report regularly to the full Board with respect to its meetings.