

Clawback Policy SECURE Waste Infrastructure Corp.

Overview

SECURE Waste Infrastructure Corp. (the "**Corporation**") has adopted this clawback policy (the "**Policy**") to set out the guidelines for the recovery of compensation from current and former officers of the Corporation (each, an "**Officer**") if there is a restatement of the financial results of the Corporation.

Accounting Restatement and Calculation of Excess Compensation

In the event of a restatement of the Corporation's financial results, the board of directors of the Corporation (or an appropriate committee of independent directors as designated by the board of directors of the Corporation) (the "**Board**") shall review the impact on the compensation paid or awarded to the Officers of the Corporation.

Without limiting the foregoing, the Board may require reimbursement or forfeiture to the Corporation of the Excess Compensation (as defined below) from: (i) any bonus or incentive compensation awarded to or received by; and (ii) any equity-based compensation awarded to or realized by, any Officer at the time that compensation that may be subject to this Policy is paid to them, on an after-tax basis, in the following circumstances:

- the Corporation's financial statements are required to be restated as a result of material non-compliance with any financial reporting requirement under applicable securities laws (other than a restatement due to a change in financial accounting rules);
- as a result of such restatement, a performance measure or specified performance target which was a material factor in determining the amount of bonus, incentive or equity compensation previously earned by an Officer is restated; and
- the Board determines in its discretion that a lower amount of bonus, incentive or equity compensation would have been paid to such Officer based upon the restated financial results such that the Officer received an excess amount of compensation (the "**Excess Compensation**") as a result of the restatement.

Recovery Process

In determining whether to require reimbursement or forfeiture, and, if so, the amount of such reimbursement or forfeiture, the Board may take into account such considerations as it deems appropriate, including: (i) the likelihood of success in seeking reimbursement or forfeiture under governing law relative to the effort involved; (ii) whether the assertion of a reimbursement or forfeiture claim may prejudice the interests of the Corporation in any related proceeding or investigation, or otherwise; (iii) whether the expense of seeking reimbursement or forfeiture is likely to exceed the amount sought or likely to be recovered; (iv) the passage of time since the occurrence of the financial restatement; (v) any pending or threatened legal proceedings relating to any acts or omissions giving rise, directly or indirectly, to the financial restatement, and any actual or anticipated resolution (including any settlement) relating thereto; and (vi) such other factors as it may deem appropriate under the circumstances. Any action taken by the Board pursuant to this Policy may be in addition to any other disciplinary action taken with respect to an Officer, if applicable.

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In determining the after-tax portion of any compensation recoverable by the Corporation under this Policy, the Board shall take into account its good faith estimate of the value of the tax deduction, if any, available to an Officer in respect of such repayment.

Upon the occurrence of a financial restatement, before the Board determines to seek recovery pursuant to this Policy, the Board shall provide the respective Officer with written notice and an opportunity to be heard at a meeting of the Board (which may take place either in person or by way of a conference call, as determined by the Board).

Forms of Recovery

If the Board, in its discretion, determines to seek reimbursement from an Officer for any compensation recoverable under this Policy, the Corporation shall have the right to demand that the Officer reimburse the Corporation for such compensation. To the extent an Officer does not make reimbursement of such compensation, the Corporation shall have the right to sue for reimbursement and/or enforce the reimbursement through the reduction or cancellation of outstanding and future incentive compensation. To the extent any equity of the Corporation has been issued under vested awards or such equity has been sold by an Officer, the Corporation shall have the right to cancel any other outstanding equity-based compensation awards with a value equivalent to the amount of the compensation recoverable under this Policy, as determined by the Board.

The determination of the Board with respect to forms of recovery need not be uniform with respect to one or more Officers.

Time Period for Review

This Policy shall apply to any bonus, incentive or equity compensation paid to an Officer from and after the date of the adoption of this Policy by the Board during the three (3) year period preceding the date on which the Corporation discloses via publicly filed disclosure that it is required to restate its financial statements.

No Additional Payments

In no event shall the Corporation be required to award Officers an additional payment if the Corporation restates its financial results and the restated or accurate financial results would have resulted in a higher incentive compensation payment.

Board Determination Final

Any determination by the Board with respect to this Policy shall be final, conclusive and binding on all interested parties.

Remedies Cumulative

This Policy is in addition to (and not in lieu of) any right of repayment, forfeiture or right of offset against any Officer that is required pursuant to any statutory repayment requirement (regardless of whether implemented at any time prior to or following the adoption of this Policy).

Amendment; Termination

The Board may amend or terminate this Policy at any time. This Policy was last reviewed and/or amended on October 31, 2023.