

IRON MOUNTAIN INCORPORATED
CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Iron Mountain Incorporated (the “Company”), with the recommendation of the Nominating and Governance Committee. The Guidelines are a statement of the policy of the Board with respect to certain matters of corporate governance. The Guidelines are in addition to and are not intended to change or interpret any Federal or state law or regulation, the Certificate of Incorporation or Bylaws of the Company or the charter of any committee of the Board. The Guidelines are subject to modification by the Board, with the recommendation of the Nominating and Governance Committee.

I. COMPOSITION AND SELECTION OF THE BOARD

Size of the Board.

The number of members of the Board should be appropriate for efficient performance of the Board’s duties and for consideration and deliberation of issues relevant to the Company’s businesses and related interests, and shall be determined in accordance with the Company’s Bylaws and applicable law.

Nomination and Selection of Directors.

The Board as a whole will be responsible for nominating individuals for election to the Board by the shareholders and for filling vacancies on the Board that may occur between annual meetings of the shareholders. The Board as a whole will also be responsible for developing and approving criteria, in addition to those set forth in the Guidelines, for candidates for Board membership. The Nominating and Governance Committee will be responsible for seeking candidates to become Board members, consistent with the criteria set forth in the Guidelines and approved by the Board, and for recommending candidates to the entire Board for selection by the Board for nomination to fill vacancies on the Board or expiring terms of directors at each annual meeting of shareholders. Shareholders may make nominations in accordance with the Company’s Bylaws and applicable state and federal laws. Vacancies on the Board may be filled in the manner prescribed in the Bylaws and by applicable law.

Nominees for director will be selected on the basis of their integrity, experience, achievements, judgment, intelligence, personal character, ability to make independent analytical inquiries, willingness to devote adequate time to Board duties, and likelihood that he or she will be able to serve on the Board for a sustained period. The Nominating and Governance Committee shall also consider the specific experience, qualifications, attributes or skills that qualify a nominee to serve on the Board or a committee thereof in light of the Company’s business and structure. In connection with the selection of nominees for director, the Board’s policy is to give due consideration to the Board’s overall balance of diversity of perspectives, backgrounds and experiences. The Nominating and Governance Committee will consider any suggestions offered by other directors or shareholders with respect to potential directors and there will be no difference in the manner in which potential nominees are evaluated. However, the Nominating and Governance Committee, and the Board, will not be required to enlarge the size of the Board in order to nominate an otherwise fully qualified candidate proposed by a shareholder.

Independence.

A majority of the directors shall meet the New York Stock Exchange listing standards for independence. The full Board will make affirmative determinations of the independence of each director. Such determinations shall be made using the standards and processes approved and adopted from time to time by the full Board.

The category or type of transactions, relationships or arrangements considered by the Board in making such determinations may be disclosed to shareholders in accordance with the rules and regulations of the New York Stock Exchange and the Securities and Exchange Commission.

Change in Job Responsibility.

Directors are expected to report to the Chair of the Board (the “Chairperson”) and the chair of the Nominating and Governance Committee when they experience a significant change in their job responsibility and the director must offer to resign from the Board. The Nominating and Governance Committee shall evaluate such change and whether such director continues to meet the requirements for service on the Board and make a recommendation to the Board as to whether or not to accept the resignation.

New Directorships.

Directors are expected to devote sufficient time to fulfill their responsibilities as directors of the Company. Accordingly, a director shall notify the Chairperson and the chair of the Nominating and Governance Committee prior to accepting any invitation to serve on the board of another public company or other significant commitments involving affiliation with other for-profit businesses, non-profit entities or governmental units. The Nominating and Governance Committee shall evaluate and advise the Board whether, due to conflicts in schedules or competitive considerations, simultaneous service on the other board or affiliation with the other entity may impede the director’s ability to fulfill his or her responsibilities to the Company, including, without limitation, the Board’s requirements with respect to independence and conflicts of interest.

Limit on the Number of Other Board Memberships.

A director may serve on the board of other public companies, but shall limit such service to a reasonable number of companies which does not conflict with his or her responsibilities as a director of the Company and which complies with the limits specified below.

- *Limit on Public Company Boards:* The number of public company boards on which a director may serve, including the Company’s Board, is limited to:
 - i. four (4) boards of directors in the case of a director who is not a public company executive and
 - ii. two (2) boards of directors for a director who serves as an executive of a public company.
- *Limit on Public Company Audit Committees:* A director who is a member of the Board’s Audit Committee cannot sit on the audit committee of more than three (3) public companies (including the Board’s Audit Committee) without the Board first determining that such simultaneous service would not impair the ability of such director to effectively serve on the Board’s Audit Committee, and the Company shall disclose in its annual proxy statement either any such determination or the website address where the disclosure regarding any such determination can be found.

Director Retirement and Term Limits.

Any member of management who is a director of the Company will offer to resign from the Board at the time he or she retires from active management with the Company or otherwise ceases employment with the Company for any reason. The Board will determine whether to accept such resignation.

The Board does not favor term limits, due to the valuable expertise and knowledge that experienced Board members can bring to the Company, but the Board believes that it is important to monitor overall Board performance.

Chairperson and Chief Executive Officer.

The Board specifically reserves the right to vest the responsibilities of Chairperson and chief executive officer in the same individual, and also to separate these positions based on what is deemed to be in the Company's best interest at any given point in time.

II. DIRECTOR RESPONSIBILITIES

The Board is elected by and accountable to the shareholders and is responsible for the strategic direction, oversight and control of the Company. In carrying out its responsibilities, the Board will exercise sound, informed, and independent business judgment. The Board recognizes that to do so requires individual preparation by each director and group deliberation by the Board. The Board's responsibilities include both decision-making and oversight.

Decision-Making.

Among other things, the Board's decision-making responsibilities include:

- review and approval of the Company's mission, strategies, objectives and policies, as developed by management;
- the selection of nominees for Board and committee membership;
- the selection and continued retention of the Company's chief executive officer;
- the approval of material investments or divestitures, strategic transactions, and other significant transactions that are not in the ordinary course of the Company's business;
- the evaluation of the performance of the Board and (acting through committees) committees of the Board; and
- review and approval, by the independent members of the Board, of compensation for the chief executive officer and the executive Chairperson, if any, and review and approval, by the Compensation Committee, of compensation for persons who report directly to the chief executive officer.

Responsibilities.

Among other things, the Board's oversight responsibilities include monitoring:

- the Company's financial reporting and disclosure processes and internal controls;
- the Company's compliance with legal requirements and ethical standards;
- the performance of the Company, including performance against budgets and plans;
- the oversight of the Company's risk management either directly or through a designated Committee, including oversight of the risk of failure to grow existing or new businesses;
- the performance and effectiveness of the chief executive officer, the executive Chairperson, if any, and management (to the extent not overseen by the Compensation Committee); and
- the development of leaders and sound succession plans.

Expectations.

Among other things, the Board expects each director to:

- understand the Company's businesses and the marketplaces in which they operate;
- regularly attend meetings of the Board and of the committees on which he or she serves;

- attend the annual meeting of shareholders of the Company;
- review and understand the materials provided in advance of meetings and any other materials provided to the Board from time to time;
- actively, objectively and constructively participate in meetings and the strategic decision-making processes;
- share his or her perspective, background, experience, knowledge and insights as they relate to the matters before the Board and its committees; and
- be reasonably available when requested to advise management on specific issues not requiring the attention of the full Board but where an individual director's insights might be helpful to management.

Disclosure Limitations.

Non-management directors should be familiar with Regulation FD and the Company's Disclosure Policy. No director shall disclose material nonpublic information concerning the Company except under circumstances approved by the chief executive officer or the chief financial officer and any such communications shall be made in a manner consistent with the limitations on disclosures under federal and state laws and regulations and the Company's Disclosure Policy.

III. BOARD MEETINGS

Meetings.

The Board will generally hold regular meetings four (4) times a year, on dates selected and upon notice as provided by the Bylaws. Special Meetings will be held as circumstances require, upon notice as provided by the Bylaws.

Agenda.

The Chairperson, in consultation with the other Board members, shall set the agenda for Board meetings. The chair of each committee shall set the agenda for the meetings of the applicable committee. Directors and committee members may suggest agenda items and may raise other matters at meetings. Agenda and other information and materials that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should, if practicable, be distributed to the directors prior to the meeting, in order to provide ample time for review.

Lead Director.

To the extent the Board does not have an independent Chairperson, the Board may, from time to time in its discretion, select an independent director to act as "lead director", to chair executive sessions of the non management or independent directors and to have such other duties and responsibilities as the independent directors may choose.

Executive Sessions of Non-Management Directors.

The non-management directors (as defined by New York Stock Exchange listing standards) will generally meet at least four (4) times a year in regularly scheduled executive sessions and may hold such additional executive sessions as they determine necessary or appropriate. In addition, if any non-management director is not independent (as defined by the New York Stock Exchange rules), the independent directors shall meet at least once each year without such non-independent director. The independent Chairperson of the Board will act as the chair of such executive sessions or, if the Board has an executive Chairperson, the lead director, if any, or an independent director selected by the non-management directors will act as chair of such executive

sessions. The agenda of such executive sessions shall be determined by the independent Chairperson, the lead director or such other independent director selected, as the case may be, in consultation with the other independent directors and any non-management director who is not independent.

IV. BOARD COMMITTEES

Number and Names of Board Committees.

The Board shall at all times have an Audit Committee, a Nominating and Governance Committee and a Compensation Committee; such committees will be considered “standing committees”. The duties and responsibilities for each of these committees shall be outlined in the committee charters, which shall be approved by the Board upon the recommendation of the applicable committee. Each committee has oversight of specific risk areas as specified in the charters of the committees. The Board has ultimate oversight of all risk management. Each of these committees shall operate in accordance with applicable law, its charter, the Certificate of Incorporation and Bylaws of the Company, and the applicable rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange. Normally, each standing committee will report on its meetings and activities at the next regularly scheduled meeting of the full Board. Each standing committee will prepare minutes of its meetings and furnish such minutes to the other members of the Board as promptly as practicable, and in any event by the date of the next following regularly scheduled meeting of the Board, so that the full Board will be aware of each committee’s actions.

Independence of Board and Committees.

All standing committees shall be chaired by independent directors. The Audit Committee, Nominating and Governance Committee and Compensation Committee shall be composed entirely of independent directors.

Other Committees.

The Board may also establish such other standing or ad hoc committees as it deems appropriate and delegate to those committees any authority permitted by applicable law and the Company’s Bylaws as the Board sees fit, other than the responsibilities delegated to the standing committees in their charters or reserved to the full Board. The Board has a Finance Committee and a Risk and Safety Committee.

Assignment of Committee Members.

The Nominating and Governance Committee shall be responsible, after consultation with the Chairperson, for making recommendations to the Board with respect to the assignment of Board members to various standing committees. After reviewing the Nominating and Governance Committee’s recommendations, the Board shall be responsible for appointing the chairs and members to the committees on at least an annual basis. The Nominating and Governance Committee shall annually review the committee members, responsibilities and membership for each committee and shall recommend changes to the Board.

V. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

Access to the Company’s Management.

Each director shall have complete access to the Company’s management. The Company’s management will make itself available to answer the directors’ questions about the Company between meetings at reasonable times.

Independent Advisors.

The Board and Board committees may engage and consult with financial, legal, or other independent advisors as they may deem necessary, at the Company’s expense, without consulting or obtaining the approval of any officer of the Company in advance.

VI. DIRECTOR COMPENSATION

Each year the Nominating and Governance Committee shall review the compensation paid to directors and give its recommendations to the Board regarding both the amount of director compensation that should be paid and the allocation of that compensation between equity-based awards and cash. Directors who are employees of the Company or any of its subsidiaries or affiliates shall not receive any compensation for their services as directors.

The Board believes it is important to align the interests of directors with those of the shareholders and for directors to hold equity ownership positions in the Company. Accordingly, the Board believes that a portion of directors' compensation should be paid in shares or other forms of compensation that correlate with the market value of the Company. In determining the amount and composition of the compensation of the Company's directors, the compensation of directors of other comparable enterprises, both with respect to size and industry, may be considered.

VII. EXECUTIVE COMPENSATION CLAWBACK POLICY

The Board believes that it is in the best interests of the Company and its shareholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company's pay-for-performance compensation philosophy. The Board has therefore adopted a clawback policy, which is set forth in Exhibit A to these Guidelines. The clawback policy provides for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws and describes certain remedies available to the Board to address executive officers who have engaged in fraudulent or other intentional misconduct.

VIII. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

Director Orientation.

Materials and briefings should be provided to new directors, on an individualized basis, to permit them to become familiar with the Company's business, industry and corporate governance practices.

Continuing Education.

The Board encourages its members to participate in continuing education programs sponsored by universities, stock exchanges or other organizations or consultants specializing in director education. Directors may attend a reasonable number of continuing education programs at the Company's expense.

IX. MANAGEMENT EVALUATION AND SUCCESSION

Evaluation of Chief Executive Officer and Executive Chairperson.

The Compensation Committee and the independent Chairperson/lead director, or another committee designated by the Board, shall develop and implement an annual process for evaluating the performance of the chief executive officer and the executive Chairperson, if any. Such evaluation shall include measurable performance objectives established by the Compensation Committee in consultation with the chief executive officer and the executive Chairperson, as applicable, which shall correlate with goals and objectives for the Company that have been approved by the Compensation Committee. The annual chief executive officer and executive Chairperson performance assessment process shall be timed to allow the outcomes from such process to serve as the basis for the recommendation of the Compensation Committee on compensation (including incentive compensation) for the chief executive officer and the executive Chairperson; such recommendation shall be presented to the independent directors in executive session for Board approval.

Evaluation of Other Senior Management and Other Compensation Plans.

The Compensation Committee shall develop and implement annual processes for reviewing and approving the compensation structure proposed by the chief executive officer for those officers who report to him or her directly (including the Company's executive officers as determined pursuant to Section 16 of the Securities Exchange Act of 1934); and shall review and approve the annual compensation (including salary, incentive and equity compensation) for such officers; and shall report such determinations to the full Board on a timely basis. The Compensation Committee shall from time to time review the Company's cash and equity-based incentive programs generally to assess their effectiveness in meeting the Company's goals and objectives.

Management Succession Planning.

The Board of Directors believes that chief executive officer and senior management succession planning is an important responsibility of the Board. The Board will review and discuss procedures and processes related to talent development and succession. At least annually the chief executive officer shall make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals to the Board.

X. ANNUAL PERFORMANCE EVALUATION OF THE BOARD

Evaluation by the Board and Committees.

Each year, the Board and each standing committee will conduct a self-evaluation to determine whether it is functioning effectively. The Nominating and Governance Committee will establish the process for, and implement and oversee, the Board's annual performance evaluation of each Board and Committee member. The Nominating and Governance Committee shall review the results of the Board, Committee and individual evaluations; and report to the Board the results of the full Board and Committee evaluations and, as appropriate, report to the Chairperson the results of the individual director evaluations. The Board and each standing Committee will discuss its evaluation report to determine what, if any, action could improve Board and Committee performance.

Evaluation of the Corporate Governance Guidelines.

The Board recognizes that the Corporate Governance Guidelines must continue to evolve to meet the changing needs of the Company and its shareholders and changing requirements. The Board, upon the recommendations of its Nominating and Governance Committee, after reviewing and reassessing the adequacy of the Corporate Governance Guidelines, will determine whether any changes are appropriate.

Shareholder Access to Directors.

The Board values the input and insights of the Company's shareholders and believes that effective Board-Shareholder engagement and communication strengthens the Board's role as an active, informed and engaged fiduciary. To further facilitate such engagement and communication, the Company has a Shareholder Engagement and Communication Policy overseen by the Nominating and Governance Committee. In accordance with such policy, Shareholders of the Company and other interested parties may communicate with the Board, any individual director, including any lead director, or the independent or non-management directors as a group.

For business to be conducted at a meeting of shareholders, shareholders must comply with applicable notice and related provisions of the Company Bylaws as well as applicable laws.

XI. CONFLICTS OF INTEREST

Directors are expected to avoid any action, position or interest that conflicts with the interest of the Company, or gives the appearance of a conflict. No director shall serve on the Board of, or provide consulting or management services to, a competitor of the Company unless such activity is specifically disclosed to, and approved by, the full Board. Each director shall notify the Chairperson or the General Counsel of the Company promptly if the director becomes aware of any set of facts that might give rise to a conflict of interest or an appearance of a conflict of interest. In addition, the Company should annually solicit information from directors in order to monitor potential conflicts of interest. Directors are expected to be mindful of their fiduciary obligations to the Company. When faced with a situation involving a potential conflict of interest, directors are encouraged to seek advice from the General Counsel of the Company. Directors must recuse themselves and not participate in the discussion and voting on any matter presented at a Board meeting if they believe that they have a personal interest or a conflict of interest. If a significant conflict of interest with a director exists and cannot be resolved, the director is expected to tender his or her resignation to the Chairperson.

XII. WAIVERS OF CORPORATE GOVERNANCE GUIDELINES

The Nominating and Governance Committee or Board shall review and, if appropriate, approve any requests for waivers of these Guidelines.

Amended and Restated on February 25, 2025

EXHIBIT A
IRON MOUNTAIN INCORPORATED
CLAWBACK POLICY

Introduction

The Board of Directors (the “Board”) of Iron Mountain Incorporated (the “Company”) believes that it is in the best interests of the Company and its shareholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company’s pay-for-performance compensation philosophy. The Board has therefore adopted this clawback policy, which (i) provides for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws in compliance with Section 10D of the Securities Exchange Act of 1934 (the “Exchange Act”), (ii) is intended to comply with applicable listing standards adopted by the New York Stock Exchange (the “NYSE”), and (iii) describes certain remedies available to the Board to address executive officers who have engaged in fraudulent or other intentional misconduct (this “Policy”).

Administration

This Policy shall be administered by the Board or, if so designated by the Board, the Compensation Committee, in which case references herein to the Board shall be deemed references to the Compensation Committee. Any determinations made by the Board shall be final and binding on all affected individuals. Subject to any limitation under applicable law, the Board, or, if so designated by the Board, the Compensation Committee, may authorize and empower any officer or employee of the Company to take any and all actions necessary or appropriate to carry out the purpose and intent of this Policy (other than with respect to any recovery under this Policy involving such officer or employee).

Covered Executives

This Policy applies to the Company’s current and former executive officers, as determined by the Board in accordance with Section 10D of the Exchange Act and the listing standards of the NYSE, and such other senior executives who may from time to time be deemed subject to this Policy by the Board (collectively, the “Covered Executives”).

Recoupment; Accounting Restatement

In the event the Company is required to prepare an accounting restatement (an “Accounting Restatement”) of its financial statements to correct an error (i) in previously issued financial statements that is material to the previously issued financial statements or (ii) that is not material to previously issued financial statements but that would result in a material misstatement if (A) the error was left uncorrected in the current report or (B) the error was recognized in the current period, the Board will require reimbursement or forfeiture of any excess Incentive Compensation (as defined below) received by any Covered Executive during the Covered Time Period.

Whether an error is material shall be determined by the Company with the oversight of the Audit Committee, based on the relevant facts and circumstances. For purposes of this Policy, “Incentive Compensation” means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a financial reporting measure.

Covered Time Period

Incentive Compensation is subject to required recovery pursuant to this Policy if it is received by a Covered Executive during the three completed fiscal years preceding the date on which the Company is required to

prepare an Accounting Restatement, or any transition period within or following those fiscal years (the “Covered Time Period”).

The Company is deemed to be “required” to prepare an Accounting Restatement upon the earlier of the following:

- the Board, a committee thereof, or any of the Company’s executive officers concluded or reasonably should have concluded that the Company is required to prepare an Accounting Restatement due to material noncompliance of the Company with any financial reporting requirement; or
- a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.

Incentive Compensation

For purposes of this Policy, Incentive Compensation includes any of the following (provided that such compensation is granted, earned, or vested based wholly or in part on the attainment of a financial reporting measure):

- annual bonuses and other short- and long-term cash incentives;
- stock options;
- stock appreciation rights;
- restricted stock units;
- performance units; and
- shares of stock or other equity awards issued under our employee stock purchase plan.

For the purposes of this Policy, “financial reporting measures” are measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements and any measures derived in whole or in part from such measures, which may include, but are not limited to, the Company’s:

- stock price;
- total shareholder return;
- revenues;
- net income;
- profitability of one or more reportable segments;
- earnings before interest, taxes, depreciation, and amortization (“EBITDA”);
- adjusted EBITDA;
- funds from operations;
- return on invested capital;
- liquidity measures such as working capital or operating cash flow; and

- earnings measures such as earnings per share or adjusted funds from operations per share.

A financial reporting measure need not be presented within the financial statements or included in a filing with the Securities and Exchange Commission in order to constitute a financial performance measure under this Policy.

This Policy applies to all Incentive Compensation received by a Covered Executive (i) after such person began service as a Covered Executive, (ii) who served as a Covered Executive at any time during the performance period for that Incentive Compensation, (iii) while the Company has a class of securities listed on a national securities exchange or a national securities association; and (iv) during the Covered Time Period.

Incentive Compensation will be deemed “received” for purposes of this Policy in the fiscal period during which the applicable financial reporting measure is attained, even if the payment or grant occurs after the end of that period.

Excess Incentive Compensation: Amount Subject to Recoupment

The amount to be recouped from a Covered Executive in the event of an Accounting Restatement, as required by this Policy and Rule 10D-1 under the Exchange Act, will be the amount of Incentive Compensation received by the Covered Executive in excess of what would have been received if the Incentive Compensation was determined based on the restated financial statements, as determined by the Board, without regard to any taxes paid. The Company is required to recoup excessive Incentive Compensation received by a Covered Executive regardless of whether such Covered Executive engaged in any misconduct and regardless of fault.

If the Board cannot determine the amount of excess Incentive Compensation received by the Covered Executive directly from the information in the restated financial statements (e.g., in the event that the Incentive Compensation is based on the Company’s stock price or total shareholder return), then the Board will determine such excess amount on a reasonable estimate of the effect of the accounting restatement on the applicable measure.

The Board shall recover any excess Incentive Compensation in accordance with this Policy unless such recovery would be impracticable, as determined in accordance with Rule 10D-1(b)(iv) under the Exchange Act and the listing standards of NYSE. In order for the Company to determine that recovery would be impracticable, a majority of the Company’s independent directors, or, if so designated by the Board, the Compensation Committee, must conclude the following:

- the direct expense paid to a third party to recover the Incentive Compensation would exceed the amount of the Incentive Compensation to be recovered, provided that the Company has (A) made a reasonable attempt to recover such excess and (B) provided documentation of such attempts to the NYSE;
- recovery would violate home country law where that law was adopted prior to November 28, 2022, provided, that the Board is presented with an opinion of home country counsel to that effect and such opinion is acceptable to the NYSE; or
- the recovery of the Incentive Compensation would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to the Company’s employees, to fail to meet the requirements for qualified pension, profit-sharing, and stock bonus plans under Section 401(a)(13) of the U.S. Internal Revenue Code or the minimum vesting standards under Section 411(a) of the U.S. Internal Revenue Code.

Method of Recoupment

The Board will determine, in its sole discretion, the method for recouping Incentive Compensation hereunder, which may include, without limitation:

- requiring reimbursement of cash Incentive Compensation previously paid;
- seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;
- offsetting the recouped amount from any compensation otherwise owed by the Company to the Covered Executive;
- cancelling outstanding vested or unvested equity awards; and/or
- taking any other remedial and recovery action permitted by law, as determined by the Board.

Fraudulent and Other Intentional Misconduct

If the Board determines that a Covered Executive has engaged in fraudulent or other intentional misconduct, the Board may take a range of actions to remedy the misconduct, prevent its recurrence, and impose discipline on such Covered Executive as deemed appropriate by the Board in its sole discretion. Discipline may vary depending on the facts and circumstances, and may include, without limitation, termination of employment, initiating a legal action for breach of fiduciary duty, and recoupment of certain Incentive Compensation, including as required by Section 10D under Exchange Act and as described in this Policy.

No Indemnification

The Company shall not indemnify any Covered Executives against the loss of any incorrectly awarded Incentive Compensation or from any consequence arising therefrom, and the Company shall not pay the premiums on an insurance policy that would cover any Covered Executives' potential clawback obligations.

Interpretation

The Board is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act, Rule 10D-1, and any applicable rules or standards adopted by the Securities and Exchange Commission or by the NYSE.

Effective Date

This Policy shall be effective as of November 30, 2023 (the "Effective Date") and, in accordance with NYSE Rule 303A.14, shall apply to Incentive Compensation that is approved, awarded or granted to, or received by, Covered Executives on or after October 2, 2023.

Amendment; Termination

The Board may amend this Policy from time to time in its discretion and may terminate this Policy at any time.

Other Recoupment Rights

The Board intends that this Policy will be applied to the fullest extent of applicable law. The Board may require that any employment agreement, equity award agreement, or similar agreement entered into or amended on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, (a) any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company, including termination of employment or institution of legal proceedings; and (b) any statutory recoupment requirement, including Section 304 of the Sarbanes-Oxley Act of 2002. For the avoidance of doubt, any amounts paid to the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 shall be considered (and may be credited) in determining any amounts received under this Policy.

Successors

This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.