

## **Webster Financial Corporation and Webster Bank, National Association Compensation and Human Resources Committee Charter**

### **Purpose**

The purpose of the Compensation & Human Resources Committee (the “*Committee*”) is to assist the Boards of Directors (collectively, the “*Board*”) of Webster Financial Corporation (the “*Company*”) and Webster Bank, National Association (the “*Bank*” and together with the Company, “*Webster*”) by discharging the Board’s responsibilities, and reviewing and approving the compensation of Webster’s Chairperson and Chief Executive Officer (the “*CEO*”), its Executive Officers (as identified and defined by the Board from time to time) and non-employee directors with a view towards eliminating elements that could encourage unnecessary and/or excessive risk taking. In addition, the Committee is responsible for overseeing Webster’s talent management program, which includes employee recruitment, development, retention, and succession planning.

### **Composition**

The Committee shall be composed of at least three directors. The members of the Committee, and its Chair, shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board and may be removed and replaced by the Board. All Committee members shall meet the independence requirements of the Listed Company Manual for the New York Stock Exchange (the “*NYSE Rules*”) and any standards of independence as may be prescribed for purposes of any other required applicable laws, including, without limitation, the definition of a “non-employee director” as defined in SEC Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

### **Authority and Operations**

The Committee may delegate to its Chair or any member of the Committee such power and authority as the Committee deems appropriate, except such powers and authorities required by law to be exercised by the whole Committee or by a subcommittee of at least two members. The Committee may form and delegate power and authority as it deems appropriate to subcommittees. In the absence of the Chair of the Committee at any meeting of the Committee, the members of the Committee may designate one of the other members of the Committee to serve as Chair of the meeting.

The Committee shall meet at least three times per year either in person or by remote means where all Committee members can participate and hear each other. Additional meetings may occur as the Committee, or its Chair deems advisable. The Committee shall meet periodically in executive session without Webster’s management present. In lieu of a meeting, the Committee may act by a unanimous written consent setting forth the action so taken. Said consent may be in electronic form and signed electronically by all Committee members. The Committee shall cause to be kept adequate minutes of its proceedings and shall report on its actions and activities at the next regularly scheduled meeting of the Board.

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate compensation consultants, independent legal counsel or other advisors (“*Compensation Advisors*”) as it deems appropriate, after considering all factors relevant to the Compensation Advisor’s independence, including the factors specified by applicable NYSE Rules. The Committee shall have sole authority to approve the fees and other retention terms for such Compensation Advisors and oversee their work. Any communications between the Committee and legal counsel in the course of obtaining legal advice shall be considered privileged communications of Webster and the Committee shall take all necessary steps to preserve the privileged nature of those communications.

## **Practices**

In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of Webster whom the Committee member reasonably believes to be reliable and competent in the matters presented;
- Compensation Advisors, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; or
- Another committee of the Board as to matters within its designated authority.

The Chief Human Resources Officer, or other delegated officer or employee of Webster, shall work with the Committee Chairperson to prepare agendas and materials for the Committee meetings, which shall be sent to Committee members in advance of the meetings. Board and Committee members may add items to the agenda. A majority of the members of the Committee, present in person or by remote means, shall constitute a quorum. A majority vote of the Committee members present at the meeting, if a quorum is present, shall constitute an act of the Committee.

## **Duties and Responsibilities**

For each of the following, the Committee shall:

### **1. CEO**

- a. Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation, including base salary, short-term and long-term incentive awards, based on this evaluation (subject to the ratification by the independent directors of the Board).
- b. Ensure the annual performance evaluation for the CEO is reviewed with the CEO by the Lead Independent Director.
- c. Make recommendations to the Board regarding any employment agreement, retention, severance, executive benefits, executive perquisites, change-in-control agreements and non-compete agreements, as applicable, for the CEO.

### **2. Executive Officers (other than the CEO) and other Officers**

- a. Annually, and in light of the review of the annual performance evaluations of the Executive Officers, review and discuss the recommendations from the CEO and approve or make further recommendations as to the base salaries, short-term and long-term incentive awards of the other Executive Officers and, with respect to the Chief Risk Executives and Chief Audit Executive, recommend the same for final approval by the Risk Committee and the Audit Committee of the Board, respectively.
- b. Review and approve any employment agreement, retention, severance, change-in-control agreements, executive benefits, executive perquisites, non-compete agreements or non-solicitation agreements, as applicable, for Executive Officers.
- c. For the periods in between committee meetings, authority for compensation decisions for newly hired or promoted Executive Officers (other than with respect to the Chief Risk Executives and Chief Audit Executive, whose hiring, firing and compensation is approved by the Risk Committee and the Audit Committee of the Board, respectively) is designated to the

CEO in consultation with the Chair of the Committee. Such actions shall be reported and subject to ratification at the next regular meeting of the Committee.

- d. All other compensation decisions for employees who are not Executive Officers is designated solely to the CEO.

### **3. Incentive and other Compensation Plans**

- a. Review and approve long-term incentive equity awards pools and performance award funding, except as otherwise delegated to the CEO by the Board.
- b. Approve Webster's annual short-term incentive plan including, but not limited to, establishing performance target goals and determining whether such performance target goals have been achieved following the completion of the relevant plan year.
- c. Make recommendations to the Board, as appropriate, with respect to the adoption of or the amendment of Webster's long-term (equity-based) incentive plans, retirement and welfare benefit plans and any other employee benefit plans of Webster that have not been delegated to another authority.
- d. Provide oversight to the short-term incentive compensation programs to achieve:
  - Appropriate balance between risk taking and financial goals in a manner that does not encourage employees to expose the organization to imprudent or excessive risk.
  - Consistency with the federal banking laws, regulations and guidelines and safety and soundness practices.
  - Appropriate governance within the management structure with regards to review, approval and administration of all incentive compensation plans.
- e. Conduct a risk-assessment of all incentive compensation plans of Webster at least annually to determine the level and type of risk involved in each program.
- f. Review risk considerations for financial incentives for each Executive Officer and adjust awards (including application of Meaningful Consequences, as set forth in Webster's Incentive Compensation Policy) where appropriate.
- g. The Committee shall support the Audit Committee and the Risk Committee in each of its duties of appointment or removal, annual performance review and approval of the compensation of Webster's Chief Audit Executive and Chief Risk Executives, respectively.

### **4. Leadership Development, Succession Planning, and Culture**

- a. Periodically review and approve a written talent management program that provides for development, recruitment and succession planning, for the CEO and key Executive Officer positions, including the Chief Audit Executive and Chief Risk Executives and their direct reports, to build and maintain a pool of qualified candidates to fill future key leadership positions; assist the Board in developing and evaluating potential candidates for these executive positions.
- b. Assist the Board in overseeing the development, implementation, and effectiveness of Webster's strategies and policies regarding human resource matters, including, but not limited to, learning and development, employee recruitment, retention and engagement, and pay equity practices.

### **5. Other**

- a. Review at least annually the compensation philosophy for Webster with respect to salaries and other compensation for the Executive Officers which considers business and financial objectives, compensation provided by comparable companies and/or such other information as may be deemed appropriate and make such changes to the compensation philosophy as deemed necessary or desirable.

- b. Review and discuss the Company's Compensation Discussion and Analysis prepared by management and recommend approval to the Board for inclusion in the Annual Proxy Statement.
- c. Review, with the assistance of the Compensation Advisors, the compensation for outside, non-employee directors, and make recommendations to the Board on an annual basis.
- d. Review and approve, on a periodic basis, Webster's guidelines regarding non-employee director stock ownership.
- e. Review and consider the results of stockholder votes on the "say-on-pay" proposals in the Annual Proxy Statement, and review and approve any compensation-related matters to be considered by stockholders.
- f. Oversee Webster's compensation recoupment, or "claw-back", policies.
- g. Review and approve, on a periodic basis, Webster's guidelines regarding employee stock ownership and review the current holding levels for Executive Officers.
- h. Consult with the Risk Committee of the Board as necessary or appropriate to confirm that all Committee decisions on compensation align with Webster's strategic objectives and risk appetite.
- i. Review annually the Committee's effectiveness, and the results of such review shall be shared with the full Board.
- j. Review periodically the adequacy of this charter and recommend any proposed changes to the Board for approval.
- k. Review and assess periodically the performance of any Compensation Advisors engaged by the Committee.
- l. Annually review and, when appropriate, revise the Company's peer group of companies used for comparative compensation purposes.
- m. Engage in such other duties, responsibilities and activities as may be directed or delegated by the Board.

Adopted by the Board as of July 30, 2025.