



Webster Financial Corporation & Webster Bank, National Association Nominating and Corporate Governance Committee Charter

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of Webster Financial Corporation (the “Company”) and Webster Bank, National Association (the “Bank” and, together with the Company, “Webster”) is a committee established by both boards of directors (collectively, the “Board”). The purpose of the Committee is to assist the Board in: (i) Board succession planning: identifying individuals qualified to become Board members and recommending to the Board director nominees for the next annual meeting of the stockholders of Webster; (ii) reviewing the qualifications and independence of the members of the Board and its related committees on an annual basis as well as the structure and composition of the Board; (iii) serving as a resource and providing oversight of corporate governance issues and related matters, including Corporate Responsibility matters; and (iv) overseeing certain policies and procedures.

Composition

The Committee shall be comprised of no fewer than three directors. All Committee members must meet the independence requirements of the Listed Company Manual for the New York Stock Exchange (“NYSE”), along with any other standards, laws and regulations applicable to Webster. Committee members and the Chair of the Committee shall be appointed annually by the Board, on the recommendation of the Committee. Committee members may be removed and replaced at the Board’s discretion. Any vacancy on the Committee may be filled by the Board.

Meetings

The Committee shall meet at least three times annually either in person or by remote means where all Committee members can participate and hear each other. A majority of the members of the Committee shall constitute a quorum. The Committee may meet in executive session without any members of management present or the Committee may request that certain non-Committee member directors of Webster, officers or employees of Webster, or other outside advisors to Webster attend Committee meetings. The Committee meeting agenda shall be managed by the Chair of the Committee. 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. Minutes of all Committee meetings shall document decisions taken by the Committee. The acts of a majority of the Committee members present at a meeting at which a quorum is present shall be the acts of the Committee. 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.

Practices

In carrying out its responsibilities, the Committee will adopt practices which will enable the Committee to best react to changing conditions and to ensure that Webster’s corporate governance principles are sound and remain consistent with any legal, regulatory or NYSE requirements.

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;
- Counsel, 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.

Technology and Audit Committees of the Board as appropriate.

Authorities, Duties and Responsibilities

The Committee shall have the following authority, duties and responsibilities:

1. Identify and evaluate potential candidates for nomination as directors on an ongoing basis, in such manner as the Committee deems appropriate.
2. Recommend to the Board the number of directors to be elected and a slate of nominees for election as directors at Webster's annual meeting of stockholders. If an incumbent director is not elected by the stockholders at the annual meeting, the Committee will consider the conditional resignation of such nominee and make a recommendation to the Board on whether to accept the resignation or take another action.
3. Recommend to the Board standards for determining outside director independence consistent with the requirements of the NYSE and other legal or regulatory corporate governance requirements and review and assess these standards on an ongoing basis, and recommend nominees to fill Board vacancies other than Board nominees at the annual meeting of stockholders.
4. Review the qualifications and independence of the members of the Board and its various committees on a regular periodic basis and make any recommendations the Committee may deem appropriate from time to time concerning any recommended changes in the composition or size of the Board and the committees of the Board.
5. Recommend to the Board such changes to the Board's committee structure and committee (and any subcommittee) functions as the Committee deems advisable and further confirm that each standing committee of the Board has a charter in effect and that such charter is reviewed at least annually by its committee.
6. Recommend to the Board a Lead Independent Director, a Board Chairman, and a Chair for each committee of the Board consistent with Webster's Bylaws and Corporate Governance Policy and review the duties and responsibilities of each.
7. Review and assess on an annual basis the adequacy of Webster's Corporate Governance Policy and recommend any proposed changes to the Board for approval. Webster's Corporate Governance Policy shall include, among other items, the following:
 - a. Standards or definitions used to assist Webster's directors in the determination of the independence of the directors, consistent with the requirements of the NYSE and other legal or regulatory corporate governance requirements, as the Committee deems advisable, and review and reassess any such standards or definitions on a periodic basis;
 - b. Board qualifications guidelines for Webster's directors, as well as any other related standards;
 - c. Policies with respect to communications between Webster's stockholders and Webster's directors; and
 - d. Any policy regarding retirement of directors.

8. Annually review Webster's Code of Conduct and Ethics Policy and recommend proposed changes for approval to the Board.
9. Review and approve on an annual basis (and if any interim material changes are presented) Webster's Related Party Transactions Policy.
10. Review, approve and oversee any transaction between Webster and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis in accordance with Webster's Related-Party Transactions Policy.
11. Oversee and facilitate the process of conducting, an annual self-evaluation of the performance of the Board and its committees, including the use of a third-party facilitator as appropriate, by reviewing and approving the form of self-assessment for the Board and its committees, reviewing the results of the assessments, and reporting on any recommendations to the Board.
12. Provide oversight of the actions of the management-level Corporate Responsibility Committee and review the annual Corporate Responsibility Report.
13. Have the sole authority to retain any search firm engaged to assist in identifying director candidates and have the sole authority to negotiate the terms of such engagement.
14. Review and approve on an annual basis (and if any interim material changes are presented) Webster's Board of Directors Education Policy and oversee the effective implementation of the formal and ongoing director education program outlined therein.
15. Review and approve the holding, or assuming of any board position with any nonaffiliated public company (or subsidiary thereof) by any director or any officer of Webster or its subsidiaries who is considered an "Officer" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16 Officer"). The Committee shall consider recommendations of the General Counsel, and no Section 16 Officer shall accept or stand for election for any such position as set forth in this paragraph without the prior approval of this Committee.
16. Oversee the Company's and Directors' engagement with institutional shareholders, proxy advisors and other interested parties and assess feedback with respect to corporate governance and related matters.
17. Review and report to the Board the result of the analyses of Webster's proxy statement by the major external proxy advisory firms and provide such results to other committees as appropriate.
18. Review and make recommendations to the Board regarding stockholder recommendations for director candidates and stockholder proposals.

Other Authorities, Duties and Responsibilities

The Committee shall have the following additional duties, responsibilities, and authority:

1. Request such other reports and information as may be deemed desirable or appropriate from external or internal sources, including another committee of the Board. The Committee shall similarly provide access to its reports and information to the Board and other Board committees.
2. Report Committee actions and recommendations to the Board at the next regularly scheduled meeting of the Board following each Committee meeting.
3. Have complete access to Webster's legal, financial, and other advisors, and have the power to hire, at the expense of Webster, independent legal, financial and other advisors, as they may deem necessary or desirable.
4. The Committee may form and delegate to one or more subcommittees all or any portion of the Committee's authority, duties and responsibilities, and may establish such rules as it determines necessary or appropriate to conduct the Committee's business.

5. The Committee shall review annually the Committee's effectiveness and report the results to the Board.
6. The Committee shall review and assess the adequacy of this Charter annually and recommend any changes to this Charter to the Board.
7. The Committee may perform any other activities consistent with this Charter, Webster's Bylaws and governing law, as the Board may specifically delegate to the Committee.

Subject: Nominating and Corporate Governance Committee		
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