

POPULAR, INC.

TALENT AND COMPENSATION COMMITTEE CHARTER

Purpose

The role of the Talent and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Popular, Inc. (the “Corporation”) is to: (i) discharge the Board’s responsibilities relating to compensation of the Corporation’s Chief Executive Officer (“CEO”) and all other executive officers, (ii) adopt and review policies that govern the Corporation’s compensation, incentive, and benefits programs, (iii) oversee succession planning for the CEO and review and advise management regarding development and succession planning for executive officers and, generally, for the Corporation as a whole, (iv) review and advise management regarding the Corporation’s human capital strategies. The Committee shall fulfill the responsibilities set forth in this charter, including the performance of any and all duties required of it under any applicable law, regulation, directive, guideline or regulatory or judicial precedents or authorities and orders of any applicable governmental authority.

Membership

The Committee will consist of at least three members of the Board, each of whom the Board has determined has no material relationship with the Corporation and each of whom is otherwise “independent” under the rules of The Nasdaq Stock Market, Inc. (“Nasdaq”), applicable law and Securities and Exchange Commission rules.

The Board will appoint the members of the Committee. Members will serve at the pleasure of the Board and for such term or terms as the Board may determine. The Board may remove any member from the Committee at any time with or without cause.

Meetings

The Committee will designate one member of the Committee as its chair. The Committee will meet in person or telephonically at least four times a year at a time and place determined by the Committee chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or advisable by the Committee or its chair. The Committee will meet periodically (at least annually) in executive session, outside the presence of management, to discuss such matters as it may deem appropriate. The Committee will maintain adequate minutes of its proceedings and will report to the Board at the next regularly scheduled Board meeting following a Committee meeting, on actions taken and significant matters reviewed by the Committee.

A quorum shall consist of the majority of the members of the Committee. The decisions of the Committee shall be adopted by an affirmative vote of the majority of the members present at the meeting in which the decision is considered. In the event of a tie vote on any issue, the chair’s vote will decide the issue.



The Committee may invite such members of management to its meetings as it may deem advisable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The Corporation's CEO should not attend any meeting where the CEO's performance or compensation is discussed, unless specifically invited by the Committee. The Corporation's CEO may not be present during voting or deliberations on his or her compensation. The Corporation's Executive Vice President for the Administration Group will provide advice and recommendations to the Committee regarding any and all matters that fall within the scope of the Committee's duties and responsibilities.

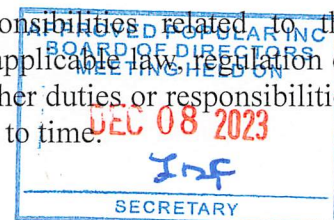
Duties and Responsibilities

The following are the duties and responsibilities of the Committee. In undertaking these responsibilities, the Committee shall take into account factors it deems appropriate from time to time, including the Corporation's business strategy, market trends and leading human resources practices.

1. Compensation Philosophy, Programs and Policies. In consultation with senior management, review and approve the Corporation's general compensation philosophy for executives and other employees and the overall goal and purpose of the Corporation's incentive compensation program. Oversee the development and implementation of cash- and equity-based executive compensation programs and related policies. In reviewing the Corporation's compensation philosophy and programs, the Committee shall consider, among other factors, the Corporation's financial performance, the risks to the Corporation which may be posed by such programs and the desirability of providing a sufficient level of compensation necessary to attract and retain the highest quality talent.
2. CEO Compensation. Annually review and approve corporate goals and objectives relevant to the CEO's compensation and evaluate the CEO's performance in light of those goals and objectives. The Committee shall have the sole authority to set the CEO's compensation level based on this evaluation. In determining the long-term incentive compensation of the CEO, the Committee shall consider, among other factors, the Corporation's performance, the individual's performance, the value of similar incentive awards to counterparts at comparable companies and, if appropriate, the awards given to the CEO in past years.
3. Other Officers' Compensation. Review and approve the compensation program, structure and awards for the Corporation's executive officers and/or members of its Senior Management Team, including the material terms of employment for individuals who will be executive officers and/or members of the Senior Management Team upon the effective date of their hire or promotion. Review and approve incentive compensation parameters for all other executives.
4. Stock Ownership Guidelines. Review and approve stock ownership guidelines for the executive officers of the Corporation and conduct an annual compliance review.
5. Succession Planning. The Committee shall oversee succession planning for the CEO and shall review and advise management regarding succession for members of the Senior Management Team and other key positions.



6. Human Capital Strategies. The Committee shall review and advise management regarding the Corporation's human capital strategies, practices, and initiatives, including Environmental, Social and Governance (i.e., ESG) matters related to culture, talent acquisition and development, workforce engagement, diversity, equity (including pay equity) and inclusion.
7. Benefit Plans. Review and make recommendations to the Board with respect to the Corporation's cash and equity-based plans, retirement plans, deferred compensation plans and welfare benefit plans as the Committee may deem necessary or advisable, unless otherwise provided by applicable law. The Committee shall oversee the activities of the individuals and committees responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans.
8. Compliance with the Law. Oversee, in consultation with management, compliance with federal, state and local laws and regulations as they affect compensation matters.
9. Post-Service Arrangements. Review and approve, subject to any legal limitations, any severance or similar termination payments proposed to be made to any current or former executive officer of the Corporation.
10. Risk Management. Review periodically, in consultation with the Chief Risk Officer, whether the incentives and risks arising from the Corporation's sales practices and compensation plans for all employees are reasonably likely to have a material adverse effect on the Corporation. Take such action as the Committee deems necessary to limit any risks identified as a result of the risk-related reviews.
11. Compensation Disclosures. Review and recommend for approval by the Board the Corporation's Compensation Discussion and Analysis for inclusion in the Corporation's annual proxy statement. The Committee shall also produce an annual report on executive compensation for the Corporation's annual proxy statement in compliance with and to the extent required by applicable law, rules and regulations.
12. Performance Evaluation. Produce and provide to the Board an annual performance evaluation of the Committee, which evaluation will compare the performance of the Committee with the requirements of this charter. The performance evaluation by the Committee may be conducted in any manner that the Committee deems appropriate. Results of this evaluation will be reported to the Board and such reports may be made orally by the chair of the Committee or any other member of the Committee designated by the Committee to make this report.
13. Review of Charter. Review annually this charter and, if necessary, recommend to the Board changes thereto.
14. Other Duties. Fulfill the Committee's duties and responsibilities related to the compensation of executives and other employees under any applicable law, regulation or other legal authority. The Committee shall also handle any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.



Delegation of Authority

When appropriate, as permitted under applicable law, the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee comprised of one or more members of the Committee, the Board or members of management, including without limitation the Popular, Inc. Benefits Committee and the Popular, Inc. Corporate Investment Committee.

Resources and Authority

The Committee will have the resources, funding and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of any compensation consultants, outside legal counsel or other advisors to the Committee (each, an "Advisor"), as it deems appropriate, without seeking approval of the Board or management. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor it retains. To the extent required by Nasdaq rules to conduct an independence assessment with respect to any Advisor, the Committee may select or receive advice from an Advisor only after taking into consideration the following factors:

- the provision of other services to the Corporation by the person/entity that employs the Advisor;
- the amount of fees received from the Corporation by the person/entity that employs such that Advisor as a percentage of person/entity's total revenue;
- the policies and procedures of the person/entity that employs the Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the Advisor with a member of the Committee;
- any business or personal relationship of the Advisor or the person/entity employing the Advisor with an executive officer of the Corporation; and
- any stock of the Corporation owned by the Advisor.

Although the Committee is required to consider these factors, it is free to select or receive advice from an Advisor that is not independent.

