POPULAR, INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The role of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Popular, Inc. (the "Corporation") is to: (i) exercise general oversight with respect to the governance of the Board; (ii) identify and recommend individuals qualified to become Board members and recommend director nominees and committee members to the Board; (iii) review and report to the Board on matters of corporate governance and develop and recommend to the Board a set of corporate governance principles applicable to the Corporation; (iv) lead the Board and assist its committees in the annual assessment of their performance; (v) recommend to the Board the form and amount of compensation for the Corporation's directors; and (vi) oversee the Corporation's sustainability and social responsibility matters and practices.

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 and Securities and Exchange Commission rules.

The Board will appoint the members of the Committee. The Committee will designate one member of the Committee as its chair. 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 meet in person or by video conference, conference call or similar means of remote communication 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 may meet in executive session, outside the presence of management, as deemed necessary, 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.

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Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

Nominations:

1. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.

2. To identify individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee will recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In nominating candidates, the Committee will take into consideration such factors, as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations that the Committee deems relevant, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, but is not required to do so.

3. To evaluate and consider candidates for director recommended or nominated by stockholders and recommend to the Board, as the Committee deems appropriate, actions with respect to stockholder director nominees in accordance with the Corporation's organizational documents and applicable law.

4. To review any material relationships between the Corporation and any potential nominee for director (including any incumbent director nominee), inform to the Board any such relationship and make recommendations to the Board regarding the independence of directors and nominees.

5. To identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee will take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including, without limitation, the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

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6. Recommend to the Board whether to accept resignations tendered by directors who failed to receive the number of votes required for re-election to the Board as required by the Corporation's bylaws.

Corporate Governance:

1. Recommend to the Board the appointment of the Chairman of the Board and the Lead Independent Director.

2. To lead the Board and assist Board committees in their annual performance evaluation, and, if necessary, to recommend to the Board changes in its structure and procedures.

3. To recommend to the Board changes in the duties and responsibilities of the committees, or the dissolution of committees or creation of additional committees.

4. To review periodically the Corporation's Restated Certificate of Incorporation and Bylaws and, if necessary, to recommend to the Board changes thereto in respect of good corporate governance.

5. To review annually the Corporation's Corporate Governance Guidelines, Code of Ethics and this charter and, if necessary, to recommend to the Board changes thereto in respect of good corporate governance.

6. To address any requests by a director or executive officer to waive a provision of the Corporation's Code of Ethics, including any requests with respect to an actual or potential conflict of interest.

7. To review and consider any communications received from the stockholders of the Corporation.

8. To evaluate the procedures and communication plans for stockholder meetings to ensure that the required information on the Corporation is adequately presented and that the meeting promotes effective communication between the Corporation and its stockholders.

9. To consider stockholder proposals intended to be included in any proxy statement of the Corporation for its annual or special meeting of stockholders.

10. To monitor and interpret directors' compliance with the Corporation's stock ownership requirements.

11. To periodically review and advise the Board on matters of corporate governance.

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12. Determine whether to approve a director's request to join the board of any public company and be notified prior to any director joining any other for-profit non-public company board.

Corporate Sustainability:

1. To oversee the Corporation's strategy, initiatives, practices and policies that relate to sustainability and social responsibility. The Committee may fulfill these responsibilities in consultation and coordination with other committees of the Board.

2. In such manner as the Committee deems appropriate, receive reports and updates from and advise management on corporate sustainability matters, including but not limited to environmental sustainability, community and social impact activities, charitable contributions, philanthropy and other public policy and responsibility matters, that may impact the Corporation, its shareholders, employees, customers and the communities in which it operates.

3. To approve any political contributions to be made by or on behalf of the Corporation and annually receive a report on the political contributions made by the Corporation during the year.

4. To review and oversee the Corporation's reporting with respect to corporate sustainability matters and practices.

Other Duties:

1. To review and make recommendations to the Board as to the form and amount of compensation for the Corporation's directors as prescribed in the Corporate Governance Guidelines.

2. Monitor director attendance at Board and Committee meetings.

3. To 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.

4. To establish and approve annually the Board's continuing education program and annual training calendar, as well as receive a report on the trainings completed each year by directors.

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5. To handle any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

Delegation of Authority

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the 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 outside legal counsel or other experts or consultants, 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 such person or entity it retains. With respect to consultants or search firms used to identify director candidates, this authority will be vested solely in the Committee.

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