

POPULAR, INC.
TECHNOLOGY COMMITTEE CHARTER

Purpose

The role of the Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Popular, Inc. (the “Corporation”) is to assist the Board in its oversight of the Corporation’s technology functions, strategy, operations, investments and needs.

Membership

The Committee will consist of at least three members of the Board, each of whom shall be a non-employee outside director.

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.

Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. Oversee the development and implementation of the Corporation’s technology strategy and major initiatives.
2. Make recommendations to the Board and provide guidance to management regarding the Corporation’s technology strategy and other technology-related matters, considering the Corporation’s business initiatives, financial and technological resources, risk posture and appetite, applicable regulatory requirements, as well as the impact of changes in technology.



3. Oversee, assess and review major technology related transactions, acquisitions, investments, projects and architecture decisions, including the financial, customer and strategic benefits thereof.
4. Monitor the risks associated with critical technology vendor relationships.
5. Monitor and evaluate management's plans and activities relevant to technology innovation and emerging technologies, including artificial intelligence, taking into consideration the Corporation's technology infrastructure, growth, competitive position, and risk posture and appetite.
6. Review and receive reports from management and third parties, as and when appropriate, regarding the Corporation's technology functions, operations, strategy and initiatives, as well as current and emerging technology trends and risks arising therefrom.
7. Conduct and authorize reviews into any matters within its scope of responsibilities.
8. 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.
9. Review annually this charter and, if necessary, recommend to the Board changes thereto.
10. Handle any other duty or responsibility expressly delegated to the Committee by the Board from time to time.

Delegation to Subcommittee

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 shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to engage outside advisors and to retain independent counsel and other experts or consultants, without seeking approval of the Board or management, and to determine the compensation to be paid by the Corporation to such counsel, experts or consultants.

