

**Webster Financial Corporation and Webster Bank, National Association  
Technology Committee Charter**

**PURPOSE**

The Technology 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: (i) assist the Board in fulfilling its oversight responsibilities with respect to the overall role of technology in executing Webster’s business strategy, including, but not limited to, technology strategy, major technology investment, operational performance, cybersecurity, data privacy and technology trends that enable Webster’s strategic plan, and (ii) assist the Board and Webster’s Risk Committee in review of technology risks.

**MEMBERSHIP**

The Committee shall be comprised of no fewer than three directors. Members of the Committee shall be appointed by the Board on the recommendation of Webster’s Nominating and Corporate Governance Committee.

The Chair of the Committee shall meet the independence requirements of the Listed Company Manual for the New York Stock Exchange, along with any other standards, laws and regulations applicable to Webster, and shall be appointed by the Board on the recommendation of Webster’s Nominating and Corporate Governance Committee. All members of the Committee shall have the experience, expertise and judgement to contribute to the purpose 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 four times annually, or more frequently as circumstances dictate, either in person or by remote means where all Committee members can participate and hear each other. The Committee may meet with the Chief Information Officer, management and other employees of Webster, in separate executive sessions, as deemed necessary and appropriate. The Committee may meet in executive session without any members of management present at each of the regularly scheduled Committee meetings. The Committee may request that certain directors of Webster, officers or employees of Webster, or other outside advisors to Webster, attend Committee meetings. Minutes of all Committee meetings shall document decisions taken by the Committee.

A majority of the members of the Committee shall constitute a quorum for the transaction of business, and 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 shall be signed by all members of the Committee and may be in electronic form and delivered by electronic means.

The Committee Chair shall preside at all Committee meetings with the support of the Chief Information Officer and the Corporate Secretary and ensure that the Committee carries out its duties, as set forth in this Charter. An agenda will be prepared for each regularly scheduled Committee meeting and the Committee Chair will ensure that such agenda is provided to each Committee member prior to each regularly scheduled

meeting. In the absence of the Committee Chair at any meeting of the Committee, the members of the Committee may designate one of its members to serve as Chair of the meeting.

## **PRACTICES**

The Committee shall have complete and open communication with, Webster's management, including the Chief Information Officer and other employees who have management responsibilities, and may obtain advice and assistance from internal legal, risk, audit and/or other advisors, whom the Committee believes to be reliable and competent in the matters presented.

In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports and 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.

Notwithstanding anything to the contrary in this Charter, responsibility for the oversight of operational risks associated with technology, cybersecurity, information technology, and information security, including risk assessment and risk management, shall remain with the Risk Committee of the Board, with reports to the Technology and Audit Committees of the Board as appropriate.

## **AUTHORITY, DUTIES AND RESPONSIBILITIES**

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

1. Review and align with management on Webster's technology strategic plan, and review significant initiatives and evolving industry trends in connection with the strategy and goals of Webster.
2. Review, and where appropriate, make recommendations to the Board regarding significant investments and expenditures in support of Webster's overall technology strategy.
3. Receive reports and any relevant metrics from management concerning Webster's technology operations including, among other things, software development performance, technical operations performance, technology architecture, data management, and significant technology investments and approve related policies or recommend such policies to the Board for approval, as appropriate.
4. Review significant risk management reports and findings of regulators and independent external auditors, as applicable to the mandate of the Committee, including management's remediation plans and progress against such plans. The Committee may also oversee management's efforts to explore technology solutions for control deficiencies that have been identified in these reports.
5. Review and monitor Webster's culture and talent strategy related to technological and digital transformation and receive reports from management concerning Webster's related progress.
6. Receive reports from members of management, as and when appropriate, on any relevant technology and innovation metrics.
7. Authorize relationships and/or material contract changes for "Critical Service Providers" that provide primarily or exclusively technology-based services.
8. Review technology third party strategy set forth by management, in coordination with risk organization.

## **OTHER AUTHORITY, DUTIES AND RESPONSIBILITIES**

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.
2. Report Committee actions and recommendations to the Board at the next regularly scheduled meeting of the Board following each Committee meeting.
3. 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.
4. The Committee shall review annually the Committee's effectiveness, and the results of such review shall be shared with the full Board.
5. The Committee shall review and assess annually the adequacy of this Charter and recommend any changes to this Charter to the Board.
6. Perform any other activities consistent with this Charter, Webster's Bylaws and governing law, as the Board may specifically delegate to the Committee.
7. The Committee may meet on at least an annual basis with the Risk Committee of the Board and the Audit Committee of the Board to discuss areas of common interest and significant matters impacting Webster. In particular, the Committee:
  - May coordinate with the Audit Committee to review and discuss audit findings related to technology, or to discuss key areas or risks (including self-identified) worthy of coordination between the Committee and the Audit Committee; and
  - May coordinate with the Risk Committee on technology and cybersecurity risk assessment and risk management practices.
8. The Technology Committee may meet in joint session with other Company committees on an annual basis to discuss areas of common interest and significant matters impacting the Company.
9. Understand the charters of other Board committees and coordinate with Board committees on matters that directly or indirectly cross committee responsibilities.

Adopted by the Board as of July 19, 2023.