



Charter: COMPENSATION & HUMAN RESOURCES COMMITTEE
APPROVED BY: Board of Directors
APPROVAL DATE: February 2024
SCOPE: Butterfield Group
CHARTER SPONSOR: Group Head of Human Resources
NEXT REVIEW DATE: February 2025

Mandate

The Compensation & Human Resources Committee (the “**Committee**”) on behalf of the Board of Directors (the “**Board**”) of The Bank of N.T. Butterfield & Son Limited (the “**Company**”) determines the compensation for Executive Committee members of the Company and its subsidiaries (collectively, the “**Group**”), as well as overall employee compensation programs, the levels and degrees of participation in incentive compensation programs, including bonuses or equity-based incentive plans, and oversees management’s progress in employee development, relations and succession.

1. Committee Membership

- 1.1 The Committee shall consist of a minimum of three members of the Board who meet the independence requirements as established by the Board in accordance with the New York Stock Exchange Listing Rules (“NYSE rules”) and any other applicable laws, rules and regulations regarding independence as they are in effect from time to time.
- 1.2 Members of the Committee shall be appointed by and replaced by the Board upon recommendation of the Corporate Governance Committee, and shall hold office until their successors are appointed, they cease to be directors of the Company, or they resign from the Committee.
- 1.3 The Board shall appoint the Committee Chairman, and may appoint a Deputy Chairman.
- 1.4 The Committee shall appoint the Committee Secretary, who will not be a voting member of the Committee and who will not be counted for quorum purposes.
- 1.5 A Committee member may resign by giving written notice to the Board and may resign Committee membership without resigning from the Board.

2. Committee Proceedings

- 2.1 The Committee shall meet as often as the Committee Chairman or a majority of the members of the Committee determines necessary, but not less frequently than three times per year.
- 2.2 The Committee Chairman shall chair the meeting; however, in his or her absence, one of the other Committee members shall be chosen by the Committee to preside.

- 2.3 A majority of the members of the Committee shall constitute a quorum. If a quorum cannot be obtained, the Board Chairman has the option to appoint another independent director who shall have full voting rights. Alternates for Committee members will not be accepted (except as provided in this section 2.3).
- 2.4 The Committee shall regularly meet in executive session, without management present. The Chief Executive Officer (“CEO”) shall not attend any meeting where the CEO’s performance and/or compensation is discussed, unless specifically requested by the Committee.
- 2.5 The Committee may invite or require other persons to attend meetings where appropriate to assist the Committee in fulfilling its duties.
- 2.6 Meetings of the Committee shall be called by the Committee Secretary at the request of the Chairman or any two members of the Committee with at least three business days’ notice being given, where practical.
- 2.7 The Committee may delegate authority to individuals or sub-committees when it deems appropriate.
- 2.8 The appointed Committee Secretary will produce accurate summary minutes of its proceedings in draft form to the Committee members reasonably promptly, and shall, at the direction of the Committee Chairman, promptly distribute to Committee members after each meeting a report summarizing the key matters discussed and resolved at such meeting. Copies of such minutes and reports are to be provided to the Secretary of the Board.
- 2.9 The Committee Chairman or designate will provide a summary of Committee proceedings at the next Board meeting.
- 2.10 The Committee will evaluate its performance on an annual basis, and will evaluate its compliance with the Committee’s Charter on an annual basis.
- 2.11 The Committee will review the Committee’s Charter on an annual basis.

3. Principal Duties

In addition to carrying out the responsibilities and duties expressly delegated to it by the Board from time to time, the Committee will:

- 3.1 Ensure that fair and effective executive compensation practices are implemented in the Group, consistent with the Group’s culture, compensation philosophy, long-term objectives, strategy and control environment;
- 3.2 Annually review and approve corporate goals and objectives relevant to the compensation of the CEO and evaluate the CEO’s performance in light of those goals and objectives, and, either as a committee or together with the other independent directors, determine and approve the CEO’s compensation level based on this evaluation;

- 3.3 Annually approve the overall compensation packages (including annual base salaries, incentive bonus plan opportunities, equity-based incentive opportunities and other executive benefits) of Group Executive Committee members, with the exception of the CEO;
- 3.4 Periodically and when appropriate, review and approve changes to employee compensation programs, in respect of employees;
- 3.5 Make recommendations to the Board with respect to incentive compensation and equity-based plans that are subject to Board approval, and periodically and when appropriate, review and approve the general criteria and design of the Group's incentive bonus plans; and the calculation of the annual payout amounts under such plans;
- 3.6 Periodically review and, when appropriate, establish environmental, social and governance-related goals and objectives relevant to the compensation of the Group's employees;
- 3.7 Periodically and when appropriate, review and approve changes to other employee benefit plans, including pension and health care benefits, in respect of employees;
- 3.8 Administer and recommend to the Board, where appropriate, changes to the Group's equity-based incentive plans and the granting of awards under such equity-based incentive plans.
- 3.9 Annually review executive stock ownership guidelines and compliance with same;
- 3.10 Oversee the Company's compliance with the U.S. Securities and Exchange Commission's rules and regulations and NYSE rules regarding certain executive compensation matters;
- 3.11 Receive periodic reports on the Group's compensation programs as they affect all employees and review other important matters bearing on management/employee relations;
- 3.12 Review the senior level organization structure and staffing of the Group, and, when necessary, submit any concerns and recommendations to the Board;
- 3.13 Ensure succession plans are in place for key executive positions, including the CEO;
- 3.14 Review general employee-related matters, such as: training and employee development programs; recruitment and retention; employee engagement; and diversity, equity and inclusion initiatives; and review the results of those initiatives;
- 3.15 Administer and periodically review the Clawback Policy, and annually or otherwise as appropriate designate Executive Officers of the Bank, as defined under such policy; and
- 3.16 The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any advisor, such as compensation consultants and legal counsel, to assist it in the performance of its duties, but only, to the extent required by NYSE rules, after taking into consideration factors relevant to the advisor's independence from management, including the factors set forth in the NYSE rules. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee, and shall have sole authority to approve the advisor's fees and the other terms and conditions of the advisor's retention. The Company must provide for appropriate funding, as

determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.