

**Popular, Inc.**  
**Corporate Governance and Nominating Committee Charter**

Purpose of Committee

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Popular, Inc. (“Popular”) is (a) to identify and recommend individuals to the Board for nomination as members of the Board and its committees, (b) to identify and recommend individuals to the Board for nomination as Chief Executive Officer and Chairman of Popular, (c) to promote the effective functioning of the Board and its committees, and (d) to develop and recommend to the Board a set of corporate governance principles applicable to Popular.

Committee Membership

The Committee will consist of three or more members of the Board, each of whom the Board has determined has no material relationship with Popular and each of whom is otherwise “independent” under the rules of The NASDAQ Stock Market, Inc.

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. Members will have experience with board of director’s nominations or corporate governance matters.

Committee Structure and Operations

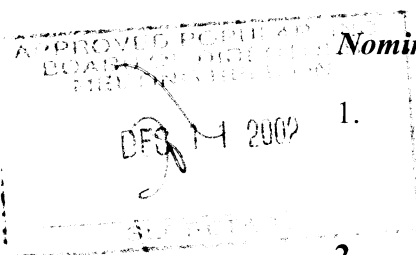
The Committee will designate one member of the Committee as its chair. In the event of a tie vote on any issue, the chair’s vote will decide the issue. The Committee will meet in person or telephonically at least four times a year at a time and place determined by the Committee chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chair.

Committee 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 develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between Popular and a director.
4. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, make a recommendation to the Board as to the class of directors in which the individual should serve..
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.
6. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.

***Corporate Governance:***

1. To conduct an annual performance evaluation of the Board and, if necessary, to recommend to the Board changes in its structure and procedures.
2. To review annually the charter and annual performance evaluation of each committee of the Board and, if necessary, to recommend to the Board changes in the duties and responsibilities of the committees, or the dissolution of committees or creation of additional committees.
3. To review periodically Popular's Restated Articles of Incorporation and Bylaws and, if necessary, to recommend to the Board changes thereto in respect of good corporate governance.

4. To review annually Popular's Corporate Governance Guidelines and Code of Business Conduct and Ethics and, if necessary, to recommend to the Board changes thereto in respect of good corporate governance.
5. To address any requests by a director or executive officer to waive a provision of Popular's Code of Business Conduct and Ethics, including any requests with respect to an actual or potential conflict of interest.
6. To evaluate the procedures and communication plans for stockholder meetings to ensure that the required information on Popular is adequately presented and that the meeting promotes effective communication between Popular and its stockholders.
7. To consider stockholder proposals intended to be included in any proxy statement of Popular for its annual meeting of stockholders.

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.

Performance Evaluation and Other Reports

The Committee will 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 should also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee may be conducted in any manner that the Committee deems appropriate. The report to the Board may take the form of an oral report by the chair of the Committee or any other member of the Committee designated by the Committee to make this report.

The Committee will also produce a summary of the actions taken at each Committee meeting and will present the summary to the Board at the next Board meeting.

Resources and Authority of the Committee

The Committee will have the resources 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 special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority will be vested solely in the Committee.