WASHINGTON TRUST BANCORP, INC.
BOARD OF DIRECTORS
CORPORATE GOVERNANCE GUIDELINES

Approved by the Board of Directors on October 15, 2026

I. Statement of Purpose

The Board of Directors (the "Board") of Washington Trust Bancorp, Inc. (the "Corporation") has adopted these Corporate Governance Guidelines to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the Nasdaq Stock Market and the Articles of Incorporation and by-laws of the Corporation.

II. Director Responsibilities

A. Role of Directors

As set forth in the Corporation's Articles of Incorporation, the business and affairs of the Corporation are managed by or under the direction of the Board. The Board has delegated to the officers of the Corporation the authority and responsibility for managing the Corporation's everyday affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the Chief Executive Officer ("CEO") or senior management.

B. Attendance

Directors are expected to attend each regularly scheduled Board meeting, assigned committee meeting and the Annual Meeting of Shareholders, and to participate in other special meetings of the Board. In the event that Directors are unable to make at least 75% of those regular or special meetings (together with the meetings of Committees on which such Director serves), the Corporation will be required to disclose that fact in its annual proxy statement. In addition, attendance and participation at meetings is an important component of the Directors' duties and, as such, attendance rates will be taken into account by the Nominating and Corporate Governance Committee in connection with assessments of Director candidates for re-nomination as Directors.

C. Time Commitment; Advance Distribution and Review of Materials

Directors are expected to spend the time needed and meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing information and data that are important to the Board's understanding of the business to be conducted at a Board or Committee meeting to the Directors. Management will make every attempt to see that the material is organized and presented in a manner designed to assist the directors with identifying important trends. Directors should review these materials in advance of the meeting.

D. Meeting Agenda

The Chairman of the Board, in consultation with the Lead Director, is responsible for establishing the agenda for each Board meeting. Any Director may suggest item(s) to include on the agenda.

E. Risk Oversight

The Board's role in the Corporation's risk oversight process includes receiving regular reports from members of senior management regarding the Corporation's material risks, including operational, credit, interest rate, liquidity, fiduciary, legal, regulatory, compensation, cybersecurity, artificial intelligence and related technologies, strategic, and reputational risks, to enable the Board to understand and oversee the adequacy of the Corporation's risk identification, risk management, and risk mitigation processes and strategies. The Board provides oversight of these matters and does not perform or duplicate management's responsibilities for identifying, managing and mitigating risk. The full Board of the Corporation or of The Washington Trust Company (or the appropriate Committee, in the case of risks that are under the purview of a particular Committee) shall receive these reports from the appropriate "risk owner" within the organization. When a Committee receives a report, the Chairman of the relevant committee shall report on the content of the report and the committee's discussion to the full Board of the Corporation or of The Washington Trust Company at the next Board meeting. This enables the Board and its Committees to coordinate the risk oversight role, particularly with respect to risk interrelationships. The Audit Committee oversees the Corporation's Enterprise Risk Management Committee, which in turn oversees the Corporation's Enterprise Risk Management Program.

III Director Qualifications and Assessments

A. Director Criteria

The Nominating and Corporate Governance Committee of the Board is responsible for developing and recommending to the Board for its consideration and approval such criteria for prospective Director candidates as the Nominating and Corporate Governance Committee deems necessary or advisable. The Nominating and Corporate Governance Committee will recommend to the Board from time to time such criteria for its consideration and approval.

B. Process for Identifying and Selecting Directors

The Board is responsible for selecting nominees and recommending them for election by the shareholders. The Board has delegated to the Nominating and Corporate Governance Committee the responsibility of identifying suitable candidates for nomination to the Board (including candidates to fill any vacancies that may occur) and assessing their qualifications in light of the policies and principles in these Corporate Governance Guidelines and the Nominating and Corporate Governance Committee's charter. The Nominating and Corporate Governance Committee will recommend prospective Director candidates for the Board's consideration and review the prospective candidates' qualifications with the Board. The Board shall retain the ultimate authority to nominate a candidate for election by the shareholders as a Director or to fill any vacancy that may occur. In identifying prospective Director candidates, the Nominating and Corporate Governance Committee may consider all facts and circumstances that it deems appropriate or advisable. In considering candidates, the

Nominating and Corporate Governance Committee intends to consider such factors as: (i) the candidate possessing relevant experience and expertise to enable him or her to be able to offer germane advice and guidance to management; (ii) proven achievement and competence in his or her field; (iii) the ability to exercise sound business judgment; (iv) the candidate having an understanding of the fiduciary responsibilities required of a director; (v) commitment to devoting time and energy to the affairs of the Corporation; (vi) the candidate having a diverse personal background, perspective and experience; and (vii) commitment to vigorously represent the long-term interests of the Corporation's shareholders.

C. Consideration of Diversity: The Board believes that diversity in its membership is important to serving the long-term interests of stockholders. In evaluating candidates, the Board considers diversity (including diversity of professional experience, social and economic background, gender, race, ethnicity, age, and sexual orientation) as it deems appropriate given the current needs of the Board and the Corporation.

D. Director's Change of Status
When a Director retires or resigns from his or her primary employment, the Director should submit a letter of resignation to the Board at the same time. Whether the Board will accept the letter of resignation will be a matter of discussion at that time.

Additionally, any individual who is elected or appointed to public office must submit a letter of resignation to the Board effective on or before the date of installation. The Board will consider whether to accept such resignation based on conflicting interests and the Directors' duty of loyalty to the Corporation, among other factors.

E. Stock Ownership and Equity Retention Guidelines
The Board believes that stock ownership is the best method of aligning financial interests with shareholders and focusing executives and directors on long-term stock performance. Directors and executives are required to establish and maintain a significant ownership stake in the Corporation over their tenure, as follows:

- The CEO shall maintain an ownership stake equal in value to two times annual base salary. All other executive officers shall maintain an ownership stake equal in value to one-times annual base salary. Until this ownership level is achieved, 50% of all vested equity grants should be retained, after the deduction for any shares surrendered to satisfy the tax liability for that grant and/or sold or surrendered to fund the purchase price of stock options.

- Within five years of joining the Board, Directors shall establish and maintain an ownership stake equal in value to five times the annual cash retainer. Until this ownership level is achieved, 100% of all vested equity grants should be retained by the Director.

F. Independence
At least a majority of the members of the Board shall meet the independence requirements set forth in the Nasdaq Stock Market Rules.

G. No Term Limits

The Board does not believe that an arbitrary limit on the number of consecutive terms a Director may serve is appropriate in light of the substantial benefits resulting from a sustained focus on the Corporation's business, strategy and industry over a significant time period. The Nominating and Corporate Governance Committee will review each Director's continuation on the Board at the time that Director is up for reelection and make a recommendation to the full Board for shareholder approval.

H. Age Limit

Any Director of the Corporation who reaches his or her seventy-second birthday while serving as a Director will be required to resign from the Board as of the next Annual Meeting of Shareholders of the Corporation following such Director's seventy-second birthday. There is no exception or waiver process for this requirement.

I. Limit on Number of Other Boards

Performing the duties and fulfilling the responsibilities of a Director require a significant commitment of time and attention. Excessive time commitments can interfere with a Director's ability to perform and fulfill his or her duties and responsibilities effectively.

While the Board does not believe that explicit limits on the number of other boards of directors on which a Director sits, or on other activities a Director pursues, are appropriate, the Board recognizes that it must consider whether the performance of a Director has been or is likely to be adversely affected by excessive time commitments, including service on other boards of directors. Accordingly, Directors must notify the Corporation (through procedures set forth in the Corporation's Code of Ethics and Standards of Personal Conduct) in advance of commencing new outside employment or accepting a seat on the board of directors of another business entity so that the potential for conflicts or other factors compromising the Director's ability to perform or fulfill his or her duties and responsibilities may be fully assessed.

J. Shareholder Recommendations and Nominations

A shareholder desiring to nominate a person directly for election to the Board at an annual meeting of the shareholders must meet the deadlines and other requirements in the Nominating and Corporate Governance Committee charter and all applicable laws and regulatory requirements.

IV. Board Structure

A. Size of the Board

The Board size shall be determined at least annually, and in accordance with the Articles of Incorporation, based on the Board's assessment of its needs and other relevant circumstances.

B. Committees

The Board intends at all times to have an Audit Committee, a Compensation and Human Resources Committee and a Nominating and Corporate Governance Committee. Each of

these standing committees will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership. Membership on the Audit, Compensation and Human Resources Committee, and Nominating and Corporate Governance Committee Committees is limited to independent directors meeting the independence requirements of the Nasdaq Stock Market Rules, the Sarbanes-Oxley Act of 2002 and any other applicable rules or regulations of the Securities and Exchange Commission and the Internal Revenue Service. The Board may from time to time establish additional committees as necessary or appropriate. The Board will consider rotating committee members periodically, as appropriate, in light of the desire to maintain continuity and effectively utilize Board members' specific expertise.

C. Chairman

The CEO shall serve as Chairman. The Board believes that the CEO is best positioned to serve as Chairman because he is the director most familiar with the Corporation's business and industry, and most capable of effectively identifying and executing strategy priorities. The Corporation's independent directors bring experience, oversight and expertise from various areas outside the Corporation, while the CEO brings Corporation-specific experience and expertise. The Board recognizes its responsibility to hold Management accountable for the execution of strategy once it is developed. The Board believes the combined role of Chairman and CEO, together with an independent Lead Director having the duties described below, is in the best interest of shareholders because it fosters clear accountability and effective decision–making while providing the appropriate balance between strategy development and independent oversight of Management.

D. Lead Director

The Chair of the Nominating and Corporate Governance Committee shall serve as the Lead Director. The Lead Director has the responsibility of presiding at all executive sessions of the Board, consulting with the Chairman and CEO on meeting agendas, acting as a liaison between Management and the non-management directors, including maintaining frequent contact with the Chairman and CEO and advising him on the efficiency of the Board meetings and the facilitation of communication between the non-management directors and Management.

E. Executive Sessions

The Board believes that executive sessions consisting solely of independent directors are part of good governance practices. The Board will conduct executive sessions consisting solely of independent Directors from time to time as required by the Nasdaq Stock Market Rules or as otherwise deemed necessary.

V. Performance Evaluation of the Board and its Committees

The Board will conduct a self-evaluation at least annually for the purpose of determining whether it and its committees are functioning effectively, and each committee of the Board will conduct a self-evaluation at least annually for the purpose of determining whether it is functioning effectively. These evaluations will consider the performance of the Board or the committee, as the case may be, as a unit. The Nominating and Corporate Governance Committee will oversee the evaluation process.

VI. Director Access to Management and Independent Advisors

In carrying out its responsibilities, the Board, and each committee thereof, shall be entitled to rely on the advice and information that it receives from Management and such experts, advisors and professionals with whom the Board, or any such committee, may consult. The Board, and each committee thereof, shall have the authority to request that any officer or employee of the Corporation, the Corporation's outside legal counsel, the Corporation's independent auditor or any other professional retained by the Corporation to render advice to the Corporation, attend a meeting of the Board, or such committee, or meet with any members of or advisors to the Board. The Board or any committee thereof shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its or their responsibilities.

VII. Director Orientation and Continuing Education

A. Orientation

The Corporation will conduct an orientation program for each new Director within three months following the meeting at which the Director is elected. The orientation process for new Directors will include background material and meetings designed to familiarize the new Director with the Corporation's business and strategic plans; significant financial, accounting and risk management issues; regulatory requirements and oversight processes; key policies and practices; principal officers and management structure; auditing and compliance programs; and its code of business conduct and ethics. In addition, the orientation program shall include a review of the Corporation's expectations of its directors in terms of time and effort and a review of the directors' fiduciary duties.

B. Education

Members of the Board are expected to participate in or attend applicable director education or training events. Annually, the Nominating and Corporate Governance Committee will review training and education for the Board.

VIII. Performance Evaluation of CEO

Annually, the full Board shall conduct an evaluation of the CEO. The results of the evaluation should be communicated to the CEO by the Chair of the Nominating and Corporate Governance Committee. The evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of management, etc. The evaluation will be used by the Compensation and Human Resources Committee in the course of its deliberations when considering the compensation of the CEO.

IX. Management Succession

The Nominating and Corporate Governance Committee shall be responsible for reviewing and assessing succession planning for the CEO and shall report on such plan and make recommendations to the Board as appropriate. The Nominating and Corporate Governance Committee shall also review the emergency CEO succession plan at least annually.

In addition, the CEO will, at least annually, present to the Compensation and Human Resources Committee a report on management succession planning as well as a report on the Corporation's program for management development. The Compensation and Human Resources Committee shall report on these matters to the Board and the Board will assist with the implementation of the management succession plan where appropriate.

X. Miscellaneous

A. Communication

The Board believes that Management should be responsible for communications with the press, media and other outside parties made on behalf of the Corporation, though individual Board members may, at the request of Management or of the Board, communicate with outside parties on behalf of the Corporation.

B. Administration of Corporate Governance Guidelines

The Nominating and Corporate Governance Committee is responsible for (i) developing and recommending to the Board these Corporate Governance Guidelines, and (ii) reviewing these Corporate Governance Guidelines at least annually and recommending to the Board any changes thereto.

These Corporate Governance Guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available to the Directors of the Corporation under applicable law or the Corporation's Articles of Incorporation or by-laws.

Although these Corporate Governance Guidelines have been approved by the Board, they may evolve over time as customary practice and legal requirements change. In particular, guidelines that reflect legal, regulatory or exchange requirements as they currently exist will be deemed to be modified as and to the extent those requirements change. In addition, the Corporate Governance Guidelines may be amended by the Board at any time as it deems appropriate.

* * * * *