WASHINGTON TRUST BANCORP, INC.
THE WASHINGTON TRUST COMPANY
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Approved by the Board of Directors on October 15, 2026

I. General Statement of Purpose

The Board of Directors of Washington Trust Bancorp, Inc. (the "Corporation") and the Board of Directors of The Washington Trust Company (the "Bank") (collectively, "the Board") have jointly established a Nominating and Corporate Governance Committee (the "Committee"), which is responsible for:

1) Establishing procedures for identifying and evaluating nominees for the Board;
2) Establishing procedures to be followed by shareholders in submitting recommendations for director candidates;
3) Evaluating and recommending to the Board qualified individuals to serve as Board and/or Committee members, consistent with criteria approved by the Board;
4) Reviewing and assessing succession plans for the Chief Executive Officer ("CEO");
5) Developing and recommending to the Board corporate governance policies, including a set of Corporate Governance Guidelines, Code of Ethics & Standards of Personal Conduct, and Insider Trading Procedures;
6) Overseeing the evaluation of the Board and management;
7) Overseeing the Corporation's environmental, social and governance ("ESG") policies and initiatives; and
8) Performing such other functions necessary to ensure that the Corporation and its subsidiaries exercise strong governance practices.

II. Committee Structure and Operations

The Committee shall have at least three members, each of whom must be an "independent director" as defined by Nasdaq Listing Rules.

The members of the Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Any vacancy on the Committee shall be filled by the Board. The Board shall designate one member of the Committee to serve as Chairperson of the Committee.

III. Meetings

1) The Committee shall establish a schedule of meetings to be held each year in such frequency and timing as it deems necessary. Regular meetings of the Committee shall be called in

according to the schedule. Special meetings of the Committee may be called by the Committee Chairperson, a majority of the members of the Committee, the Chairperson of the Board, or a majority of the Board.

2) The Committee may meet in person, virtually, by telephone or by any other means which allows the members to interact effectively with one another and fully discuss proposed actions.

3) A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting, and the Committee may act by a vote of a majority of members present at such meeting. In the event of a tie vote on any issue, the Chairperson's vote shall decide the issue.

4) In lieu of a meeting, the Committee may act by unanimous written consent.

5) The Secretary of the Corporation will be the management liaison to the Committee and will act as the Committee Secretary. The Committee Secretary will keep minutes of all Committee meetings, which will be distributed to all Board members. The Chairperson of the Committee will keep minutes of any executive session.

6) Committee meeting agendas consistent with this Charter shall be the responsibility of the Committee Chairperson. The Committee Secretary will assist the Committee Chairperson in preparing the agenda and gathering meeting materials, as appropriate. The agenda and all materials to be reviewed at the meetings should be received by the Committee members as far in advance of the meeting day as practicable.

7) Following each Committee meeting, the Committee Chairperson shall provide a report to the Board concerning the Committee's actions and the execution of its duties and responsibilities.

IV. Committee Activities

The Committee's purpose and responsibilities shall consist of:

A. Review of Charter

Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Annual Performance Evaluation of the Committee

Perform an annual performance evaluation of the Committee and report to the Board on the results of such evaluation.

C. Selection of Director Nominees

1) *Establish Director Qualifications*. Recommend to the Board the criteria for Board and committee membership, which shall include:

- a description of any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee; and
- a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Corporation's and the Bank's directors to possess.

Annually, the Committee will reassess the adequacy of such criteria and submit any proposed changes to the Board for approval. The current criteria for Board membership are set forth in Exhibit A.

2) *Procedures for Recommending Director Candidates.* Establish procedures to be followed by shareholders and by the Board in submitting recommendations for director candidates to the Committee. The current procedures are set forth in Exhibit B.

3) *Process for Identifying and Evaluating Nominees*. Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by shareholders. The current process for identifying and evaluating nominees for the Board is outlined in Exhibit C.

4) *Director Nomination and Vacancies*. Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board:

   - select such director nominees for election at each annual meeting of shareholders;
   - if there is a vacancy on the Board (including a vacancy created by the increase in the number of directors on the Board), recommend to the Board the director nominee to fill such vacancy in accordance with the Corporation's Articles of Incorporation or Rhode Island law; provided that, if the Corporation is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as members of the Board (pursuant, for example, to the rights of shareholders to elect directors in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Committee; and
   - recommend individuals to the Board for appointment as Chair and as members of Board committees.

D. Annual Meeting and Shareholder Communications

1) Recommend to the Board the agenda, location, date and time for Annual Meeting of Shareholders.

2) Recommend Directors to be nominated by the Board for election by the shareholders.

3) Recommend to the Board all matters to be brought to shareholder vote.

4) Review all shareholder nominations and proposals submitted to the Corporation (including any proposal relating to the procedures for making nominations or electing directors), determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal.

5) Review shareholder voting results and recommend to the Board any action deemed necessary and appropriate.

6) Review communications from shareholders on corporate governance matters and take actions (or recommend action to the Board) based on a thorough evaluation.

E. Governance Matters

1) *Policy Oversight*

a. Develop and recommend to the Board a set of Corporate Governance Guidelines, Code of Ethics & Standards of Personal Conduct, and Insider Trading Procedures applicable to the Corporation (the "Policies").

b. Review and reassess the adequacy of the Policies annually and recommend any proposed changes to the Board for approval.

c. Monitor compliance with the Policies, including stock ownership requirements.

2) Review with management the impact of the Corporation's business operations and business practices with respect to ESG issues. Periodically report to the Board with regard to the Corporation's ESG policies and initiatives, including potential long-term and short-term trends and the impact of ESG issues on the Corporation.

3) Stay abreast of corporate governance matters, developments and practices. Recommend appropriate actions to the Board.

4) Perform any other activities consistent with this Charter, the Corporation's Corporate Governance Guidelines, the Corporation's By-laws, and applicable law, as the Committee deems appropriate or as requested by the Board.

F. Oversight of Board, Committees and Management

1) *Board and Committee Oversight*

a. Establish the schedule of meetings annually.

b. Recommend to the Board such changes to the Board's committee structure and functions as the Committee deems advisable.

c. Confirm that each standing committee of the Board has a charter in effect, that such charter is reviewed at least annually by its committee and that such charter complies with all applicable law, rules and regulations.

2) *Evaluation of the Board and Committees*

a. *Board and Committee Self-Evaluation Process*. Oversee annual evaluation of the Board and its committees for the prior fiscal year.

b. *Board Skills*. Periodically review the qualifications, skills and independence of Board members and committee composition. The Committee will recommend actions as appropriate to address gaps.

c. *Board Education*. The Committee will review educational activities of Directors to ensure that skills are continually refreshed and advanced. Periodically prepare or assemble materials and conduct sessions for Directors on topics that will assist them in discharging their duties.

3) *Evaluation of Management*

a. Oversee an annual evaluation of senior management.

b. Oversee and communicate the evaluation of the CEO conducted by the Board. Determine the process for evaluating the CEO, including identifying key attributes for success. Solicit

input from all outside directors on the CEO's performance. Communicate CEO performance assessment to CEO, as well as to the Compensation and Human Resources Committee for consideration in determining CEO compensation.

G. Retention of Search Firms to Identify Director and CEO Candidates

Exercise sole authority to retain and terminate any search firm that is to be used by the Corporation to assist in identifying director candidates and candidates for CEO. The Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

H. CEO Succession Planning

1) *Long-term Succession Planning*. Review and assess succession planning for the CEO position and make recommendations to the Board on this matter as appropriate.

2) *Emergency Succession Plan*. At least annually, review the Emergency Succession Plan for the CEO and recommend changes as necessary to the Board.

I. Other Committee Responsibilities

The Committee may perform such other functions as may be requested by the Board from time to time.

In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Corporation or the Bank, the Corporation's or the Bank's outside legal counsel, the Corporation's independent auditor or any other professional retained by the Corporation or the Bank to render advice to the Corporation or the Bank, attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee 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 responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

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EXHIBIT A Board Membership Criteria

The Committee believes that it is in the best interests of the Corporation and its shareholders for highly qualified individuals to serve on the Board.

At a minimum, the Committee must be satisfied that each director nominee meets the following minimum qualifications:

- The nominee shall have the highest personal and professional integrity, shall demonstrate sound judgment and shall be expected to effectively interact with other members of the Board to serve the long-term interests of the Corporation and its shareholders.
- The nominee shall have experience at a strategic or policy-making level in a business, government, not-for-profit or academic organization of high standing.
- The nominee shall have a record of distinguished accomplishment in his or her field.
- The nominee shall be well regarded in the community and shall have a long-term reputation for the highest ethical and moral standards.
- The nominee shall have sufficient time and availability to devote to the affairs of the Corporation, particularly in light of the number of boards on which the nominee may serve or any other outside obligations the nominee may have.
- To the extent such nominee serves or has previously served on other boards, the nominee shall have a demonstrated history of actively contributing at board meetings.

In addition to the minimum qualifications for each nominee set forth above, the Committee shall take the following into consideration when identifying nominees:

- A majority of the Board shall be “independent” as defined by the Nasdaq Stock Market Rules.
- Each of its Audit, Compensation and Human Resources, and Nominating and Corporate Governance Committees shall be comprised entirely of independent directors as defined by the Nasdaq Stock Market Rules and applicable SEC rules.
- At least two members of the Audit Committee shall have such experience, education and other qualifications necessary to qualify as an “audit committee financial expert” as defined by the rules of the SEC.

Finally, in addition to any other standards the Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Committee may consider the following factors when recommending that the Board select persons for nomination:

- Whether the nominee has direct experience in the banking industry or in the markets in which the Corporation and the Bank operate.
- Whether the nominee, if elected, assists in achieving a mix of Board members that represents a variety of background, experience and diversity.

EXHIBIT B Procedures for Recommending Director Nominees

All shareholder recommendations for director candidates must be submitted to the Secretary of the Corporation at 23 Broad Street, Westerly, RI 02891, who will forward all recommendations to the Nominating and Corporate Governance Committee.

All shareholder recommendations must be submitted to the Corporation not less than 120 calendar days prior to the one-year anniversary date of the Corporation's proxy statement for the immediately preceding annual meeting of shareholders, in order for the recommendation (if appropriate) to be included in the Corporation's proxy statement.

All shareholder recommendations for director candidates must include the following information:

1) The name and address of record of the shareholder.

2) A representation that the shareholder is a record holder of the Corporation's securities, or if the shareholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.

3) The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full years of the proposed director candidate.

4) A description of the qualifications and background of the proposed director candidate that addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.

5) A description of all arrangements or understandings between the shareholder and the proposed director candidate.

6) The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Corporation's annual meeting of shareholders and (ii) to serve as a director if elected at such annual meeting.

7) Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the SEC.

EXHIBIT C Process for Identifying and Evaluating Nominees

The Committee may solicit recommendations from any or all of the following sources:

- non-management directors;
- CEO;
- other executive officers;
- third-party search firms; or
- any other source it deems appropriate.

The Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.

The Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.

The Committee will consider for nomination any such proposed director candidate who is deemed qualified by the Committee in light of the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.

In identifying and evaluating proposed director candidates, the Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board.