

**Eastern Bankshares, Inc.
and
Eastern Bank
Nominating and Governance Committee Charter**

Adopted: September 3, 2020

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| <p>Purpose and Scope</p> | <p>The Nominating and Governance Committee (the “Committee”) is created by the Board of Directors of Eastern Bankshares, Inc., jointly with the Board of Directors of Eastern Bank (together the “Board”) to assist the Board with the implementation of sound corporate governance principles and practices.</p> <p>The Committee will accomplish this by: (i) assisting with the recruitment and recommendation of director nominees and reviewing the independence, expertise and performance of the members of the Board and its committees; (ii) assisting in the development and implementation of corporate governance principles and guidelines applicable to the Board, the Bank and the Company that are consistent with sound corporate governance practices and in compliance with applicable legal, regulatory or other requirements and (iii) monitoring and reviewing any other corporate governance matters which the Board may refer to the Committee from time to time. The Committee exercises authority delegated by the Board and reports directly to the Board.</p> |
| <p>Membership</p> | <p>The Committee shall consist of at least three members, comprised solely of directors deemed by the Board to be independent in accordance with the Director Independence Policy and who meet the independence requirements of the NASDAQ listing standards and any other applicable laws, rules or regulations regarding independence. Committee members shall be appointed by the Board annually and as vacancies or newly created positions occur and may be removed by the Board at any time.</p> <p>The Board shall designate the Committee Chair.</p> |
| <p>Meeting Frequency</p> | <p>The Committee shall meet at least four times annually or more frequently as the Committee deems necessary. The Committee Chair, in consultation with the other Committee members, shall determine the length of Committee meetings and shall set meeting agendas consistent with this Charter</p> |
| <p>Responsibilities</p> | <p>In addition to any other responsibilities that may be expressly delegated by the Board from time to time, the Committee is responsible for the matters set forth below.</p> <p>To the extent permitted by law, the Committee may diverge from these responsibilities and may also consider other matters reasonably related</p> |

to these assigned responsibilities consistent with the Committee's purpose as stated in this Charter. Accordingly, the Committee shall have the following responsibilities;

NOMINATING DUTIES

- Recommend the number of Directors to be elected;
- Oversee the identification and recruitment of qualified potential candidates for nomination as Directors of Eastern Bankshares, Inc. (the "Company") and Eastern Bank (the "Bank"), in such manner as the Committee deems appropriate;
- Recommend to the Board criteria for Director and committee membership and recommend individuals for the Board's selection to become Directors and committee members. In making its recommendations, the Committee shall:

- * Review the qualifications and analyze the independence of proposed new Directors and committee members to ensure they have the appropriate professional experience and required independence as set forth in the Director Independence Policy and as applicable the Audit Committee Independence Policy (taking into account the enhanced independence, financial literacy and financial expertise standards that are required under the NASDAQ listing standards for Audit Committee), the NASDAQ listing standards and any other criteria approved by the Board.

- * Periodically review the composition of the Board and committees in light of current challenges, needs of the Company and the Bank and their respective committees, and recommend any changes thereto after considering issues such as other committee needs, skills, diversity, background, experience and tenure;

GOVERNANCE DUTIES

- Review and make recommendations to the Corporate Governance Guidelines ("Guidelines") on an annual basis to confirm that such Guidelines remain consistent with sound corporate governance practices and outside director independence standards as well as with any legal and regulatory requirements regarding general best corporate governance practices;
- Review and recommend standards for determining outside Director independence consistent with legal or regulatory corporate governance requirements and the NASDAQ listing requirements and review and assess these standards on a periodic ongoing basis;
- Review the qualifications and assess the independence of the current Board and its committee members pursuant to the

Independence Policy, and the Audit Committee Independence Policy (as applicable) and other independence requirements including NASDAQ listing requirements on an annual basis and make any recommendations for changes in the composition of the Board and its committees;

- Recommend such changes to the committee structure and functions as the Committee deems advisable;
- Confirm that each standing committee of the Company has a charter in effect and that such charter is reviewed at least annually by its committee;
- Review any proposed amendments to the Articles of Incorporation and By-Laws and recommend appropriate action;
- Review and assess compliance with the Corporate Governance Guidelines and Code of Conduct and any other applicable corporate governance requirements established by federal laws and regulations or otherwise as applicable to the Company or Bank and make a recommendation to the Board on any Director requests for waiver of the Corporate Governance Guidelines, Code of Conduct or Related Party Transaction Policy;
- Monitor compliance with any commitments made to the regulators or otherwise regarding changes in corporate governance practices;
- Evaluate potential conflicts of interest or interested transactions involving Directors and make recommendations to the Board for any resolution or determination of such conflicts or of any interested transactions;
- Recommend such additional actions related to corporate governance matters as the Committee may deem necessary or advisable from time to time.

BOARD AND COMMITTEE EVALUATION DUTIES

- Review and assess the quality and clarity of the information provided to the Board and make recommendations to management as the Committee deems appropriate for improving such materials;
- Facilitate a periodic Board and committee self-evaluation by:
 - Soliciting, receiving and compiling comments from all members of the Board and the committees thereof,
 - Providing the Committee's assessment of performance, and,
 - Leading a discussion of the members' comments and the Committee's assessment with the full membership.

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| | <p><i>DIRECTOR ORIENTATION & CONTINUING EDUCATION</i></p> <ul style="list-style-type: none"> • Oversee the onboarding and mentoring programs for new Directors and committee members and annually review the related materials; • Oversee continuing education programs, particularly those geared toward public company boards and committees. <p><i>ADMINISTRATIVE DUTIES</i></p> <ul style="list-style-type: none"> • Report regularly on its activities to the Board of Directors; • Maintain minutes of meetings and records relating to those meetings and the Committee’s actions and activities; • Review and reassess the adequacy of this Charter annually to ensure it remains consistent with sound corporate governance practices and applicable legal and regulatory requirements and recommend any proposed changes to this Charter. • Meet in Executive Session as may be necessary or appropriate. <p><u>Joint Sessions of the Committee</u></p> <p>The Committee may meet simultaneously as a committee of the Company and of Eastern Bank, though it should hold separate sessions if necessary to address issues that are relevant to one entity but not the other or to consider transactions between the two entities or other matters where the Company and the Bank may have different interests; and</p> <p>The Committee should consult with counsel if, in the opinion of the Committee, any matter under consideration by the Committee has the potential for any conflict between the interests of the Company and those of the Bank or the Company’s other subsidiaries in order to ensure that appropriate procedures are established for addressing any such potential conflict and for ensuring compliance with policies regarding Sections 23A and 23B of the Federal Reserve Act.</p> |
| <p>Authority and Delegations</p> | <p>The Committee may, in its discretion, delegate any portion of its duties and responsibilities to a subcommittee of the Committee.</p> <p>The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities under this charter. The</p> |

Committee shall also have the authority to select, retain and terminate outside counsel or other experts or consultants, as it deems appropriate, and to approve the fees and to determine the retention terms of such individuals, without seeking approval of the Board or management, which fees shall be at the cost and expense of the Company. With respect to consultants or search firms used to identify directory candidates, this authority shall be vested solely in the Committee. In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees 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 as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.