



**WASHINGTON TRUST BANCORP, INC.
THE WASHINGTON TRUST COMPANY
COMPENSATION & HUMAN RESOURCES COMMITTEE CHARTER**

Approved by the Board of Directors December 21, 2017

I. Committee Purpose

The Board of Directors of Washington Trust Bancorp, Inc. and the Board of Directors of The Washington Trust Company (collectively, the “Board”) have jointly established the Compensation and Human Resources Committee (the “Committee”) to discharge the Board’s responsibilities relating to compensation of the Corporation’s Directors and Executive Officers. The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Corporation as they affect the Executive Officers and Directors.

II. Definitions

Corporation: Washington Trust Bancorp, Inc. and its subsidiaries.

Executive Officers: All officers of the Corporation who have been designated as “reporting persons” under Section 16 of the Securities Exchange Act of 1934.

Senior Managers: All employees who are not Executive Officers as defined above, but who hold the title of “Senior Vice President” or “Managing Director”, or any other employee who is designated by the Committee as a Senior Manager for the purposes of this Charter.

Directors: All directors of Washington Trust Bancorp, Inc. and The Washington Trust Company.

III. Committee Duties, Authorities and Responsibilities

The duties, authorities and responsibilities of the Committee include the following:

A. Establishing Compensation Philosophy:

1. The Committee will establish the compensation philosophy of the Corporation.
2. Annually, the Committee will review the compensation philosophy; best practices; the alignment of compensation with business goals and strategies; and the Corporation’s processes and procedures for consideration of compensation.
3. Review competitive data, market trends and best practices related to executive and director compensation.

B. Executive Compensation:

1. Together with the independent directors of the Board, review and approve the corporate goals and objectives that may be relevant to the compensation of the Corporation’s Chief Executive Officer (“CEO”).

2. Determine appropriate annual compensation for CEO, including salary, bonus, incentive and equity compensation, after consideration of an assessment of the CEO's performance by the independent directors of the Board in light of the goals and objectives that were set for the CEO. The CEO may not be present during voting or deliberations on his or her compensation.
 3. Determine appropriate annual compensation for all other Executive Officers, including salary, bonus, incentive and equity compensation after consideration of the CEO's assessment of their performance and compensation recommendations.
 4. Establish stock ownership and equity retention guidelines for Executives and periodically monitor adherence.
 5. Provide oversight of management's decisions regarding the compensation policies for all other employees of the Corporation.
 6. Approve all equity awards, terms and payouts made to all employees.
 7. Annually, review total compensation, including cash, equity and benefits as well as any perquisites, employment contracts (including severance agreements and change in control agreements) for all Executive Officers.
 8. Review and approve all major incentive plans annually, including the annual terms, performance measures, and target payout levels. Major incentive plans include any plan that provides a payment to an Executive Officer or Senior Manager, as well as any plan that provides sales commissions or makes payments that in aggregate exceed \$20,000 annually. The Committee may amend, suspend, modify or terminate any incentive plan at any time, subject to the applicable laws, regulations and listing requirements.
 9. Conduct a risk assessment of all compensation programs annually to ensure that they do not motivate unnecessary or excessive risk taking.
- C. Director Compensation:
1. Annually, evaluate Director compensation with consideration of competitive data, market trends, and director roles/responsibilities.
 2. Determine appropriate Director compensation, including retainer schedules, committee compensation, benefit eligibility and equity compensation.
 3. Approve all equity awards, terms and payouts made to Directors.
 4. Recommend Director stock ownership guidelines. Establish equity retention guidelines for Directors and periodically monitor adherence.
- D. Oversight for the Corporation's Compensation and Benefit Plans: Administer the Corporation's retirement, benefit and equity plans, consistent with the terms of the plans. The Committee has delegated the responsibility for daily administration of these plans to the Human Resources Department, except that the Committee will authorize the commencement of all payments under the defined benefit supplemental retirement plans.

E. Other Roles and Responsibilities:

1. Determine the peer group used in assessing competitive compensation trends. The Committee may rely on the advice of an independent compensation consultant or other resources to assist in this selection process.
2. Review and discuss with management the Compensation Discussion and Analysis ("CD&A"), and recommend its inclusion in the Corporation's proxy statement or annual report on Form 10-K.
3. Issue the Compensation Committee Report to be included in the Corporation's proxy statement or annual report on Form 10-K in accordance with the applicable rules and regulations of the Securities and Exchange Commission, any securities exchange on which the Corporation's securities are traded, and any other rules and regulations applicable to the Corporation.
4. Review and assess the adequacy of this Charter annually (including whether the requirements of the Charter have been fulfilled), and submit any revisions to the Board for approval.
5. Evaluate the Committee's performance annually.
6. Review and discuss with the Board the Corporation's succession planning process for key officers and positions, provided that CEO succession planning shall be the responsibility of the Corporation's Nominating and Corporate Governance Committee.
7. Perform any other activities consistent with this Charter, the Corporation's By-laws, and applicable law, as the Committee deems appropriate or as requested by the Board.

F. Compensation Consulting Firms or Other Outside Advisors:

1. The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel and/or other advisers, provided that:
 - a. The Compensation Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Compensation Committee;
 - b. The Corporation must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other adviser; and
 - c. Before any compensation consultant, legal counsel or other adviser (other than (a) in-house legal counsel or (b) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of the SEC's Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Corporation, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based

on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) is selected by, or provides advice to, the Compensation Committee, the Compensation Committee shall take into consideration the following factors:

- The provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser;
 - The amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
 - Any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and
 - Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.
2. The Corporation may not engage a compensation consultant engaged by the Compensation Committee, or an affiliate of any such compensation consultant, to provide any other services to the Corporation without the approval of the Compensation Committee.

IV. Committee Structure and Operations

- A. Committee Membership: The Board will appoint the Committee members and a Chairperson. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the membership of the Committee at any time with or without cause.
- B. Committee Size and Member Qualifications: The Committee shall consist of at least three members of the Board who shall be appointed annually by the Board. All members of the Committee at all times during their tenure on the Committee must meet the definitions of:
1. A “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities and Exchange Act of 1934, as amended;
 2. An “outside director” within the meaning Section 162(m) of the Internal Revenue Code of 1986, as amended; and
 3. An “independent director” meeting the independence standards established pursuant to applicable laws, rules, regulations and listing requirements.

C. Committee 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 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. Executives, management representatives, third-party service providers and others, as needed and requested by the Committee, may attend the general session portions of each meeting to provide information to the Committee or otherwise enable the Committee to fulfill its duties and responsibilities, and in any event shall not be entitled to vote.
3. The CEO may not be present during voting or deliberations concerning his or her compensation.
4. It is the Committee's intent to hold regular executive sessions. The Committee may confer with independent consultants and other independent advisors in executive session, but generally, executives, management representatives, and other non-Committee members will be excluded.
5. Attendance at meetings shall be permitted by telephone or other means, which allow the members to interact effectively with one another and fully discuss proposed actions, as permitted by the Board.
6. A majority of Committee members will be a quorum for the transaction of business.
7. The Senior Executive Vice President, Chief Human Resources Officer will be the management liaison to the Committee and will act as the Committee Secretary.
8. 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.
9. The Committee Secretary will prepare a preliminary agenda for regularly scheduled meetings. The Committee Chairperson will make the final decision regarding the agenda for regularly scheduled meetings and shall develop the agenda for special meetings based on the information supplied by the party(ies) requesting the special meeting.
10. 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. The Committee Secretary should coordinate all mailings to the Committee members, to the extent practicable.

- D. Committee Reporting to the Board: 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. In addition, the Committee Chairperson shall present a report (at least annually) to the Board concerning the Committee's self evaluation as described earlier.