



Compensation and Benefits Committee

This Compensation and Benefits Committee Charter was adopted by the Board of Directors (the “Board”) of First BanCorp. (the “Corporation”) on February 4, 2026 (this charter supersedes any previous Compensation and Benefits Committee Charter approved by the Board).

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Corporation. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation’s Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

I. PURPOSE

The Compensation and Benefits Committee (the “Committee”) is responsible for the oversight of the Corporation compensation policies and practices including the evaluation and recommendation to the Board of the proper and competitive salaries and incentive compensation programs of the executive officers and key employees of the Corporation.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of three or more members of the Board, each of whom the Board has selected and determined to be “independent” in accordance with applicable listing standards of the New York Stock Exchange and the Corporation’s Independence Principles for Directors.

In affirmatively determining the independence of any director who will serve on the Committee, the Committee must consider all factors specifically relevant to determining whether a director has a relationship with the Corporation which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to:

- (a) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the listed company to such director; and
- (b) whether such director is affiliated with the Corporation, a subsidiary of the Corporation or an affiliate of a subsidiary of the Corporation.

Each member of the Committee shall, in the judgment of the Board, have the experience and understanding necessary to evaluate the reports and other information presented to the Committee commensurate to fulfilling his/her responsibilities.

The members of the Committee shall be nominated by the Corporate Governance and Nominating Committee and appointed by the Board and shall serve for such term as the Board determines or until their successors are elected or appointed or until their death, resignation or removal. Committee members may be replaced by a majority vote of the Board. The Corporate Governance and Nominating Committee of the Corporation will recommend, and the Board will designate one member of the Committee to serve as the Chairman of the Committee.

III. COMMITTEE MEETINGS

The Committee shall meet as often as it may deem necessary and appropriate to carry out its roles and responsibilities, but in no event less than two (2) times per year. Meetings may be called out by the Chairman of the Committee or the Chairman of the Board. All meetings of and other actions by the Committee shall be held or otherwise taken pursuant to the Corporation's By-laws, including bylaw provisions governing notices of meetings, waivers thereof, the number of Committee members required to take action at meetings or by written consent, and other related matters.

The Chairman of the Committee shall be responsible for scheduling all meetings of the Committee and, together with other members of the Committee and management as appropriate, developing a written agenda for each meeting. The Chairman shall preside at the meetings of the Committee. In the absence of the Chairman, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. The Committee may from time to time delegate to its Chair or form and delegate to subcommittees certain powers or responsibilities that the Committee itself may have hereunder, but such delegation shall not be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole.

The Committee shall keep written minutes of meetings, which shall be maintained in the books and records of the Corporation.

The Committee may request that any director, officer, or employee of the Corporation, or other persons whose advice and counsel are or have been sought by the Committee or the Corporation, attend any meeting to provide such information as the Committee requests.

The Committee has the authority to conduct any investigation and access any officer, employee, or agent of the Corporation appropriate to fulfilling its duties and responsibilities. The Committee shall have full access to any relevant records of the Corporation and have the power and authority to obtain, at its discretion, advice and assistance from internal or external financial, legal, accounting or other advisors and consultants, and to hire and compensate such external advisors to, among others, assist in determining appropriate compensation levels for the Chief Executive Officer ("CEO"), the other executive officers and selected senior executives at the Corporation's expense. The Corporation shall provide appropriate funding for the Committee to retain any such advisors without requiring the Committee to seek Board approval.

IV. DUTIES AND RESPONSIBILITIES

To fulfill its duties and responsibilities, the Committee shall:

1. Annually review and approve corporate goals and objectives relevant to the CEO's compensation, as well as the compensation plan design, including the various elements of compensation paid to the CEO and the executive officers. Review and changes to the compensation plan design shall be conducted and approved as deemed necessary and appropriate but not required on an annual basis.
2. Evaluate the performance of the CEO and the other executive officers in light of the established goals and objectives and recommend to the Board for its approval the compensation level of the CEO and the other executive officers based on such evaluation.
3. Annually review and recommend to the Board for its approval the salaries, short-term incentive opportunities and awards (including cash incentives) and long-term incentive opportunities and awards (including equity-based incentive plans) of the CEO, the other executive officers and selected senior executives. The CEO may not be present during voting or deliberations on his or her compensation.

4. Periodically and as and when appropriate, evaluate and recommend to the Board for its approval severance arrangements, employment contracts, any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits, and any special or supplemental compensation and benefits for executive officers and selected senior executives.
5. Review and discuss with management the Corporation's Compensation Discussion and Analysis ("CD&A") and annual report on Form 10-K, and based on such review and discussion, determine whether or not to recommend to the Board the inclusion of the CD&A in the Corporation's annual proxy statement.
6. Review the Corporation's incentive plans risk management to ensure that such compensation programs and incentives are not reasonably likely to create a material risk to the Corporation. The focus is on incentives and risks.
7. Select a compensation consultant, legal counsel, or other advisor to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:
 - (a) the provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other advisor;
 - (b) the amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
 - (c) the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
 - (d) any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
 - (e) any stock of the Corporation owned by the compensation consultant, legal counsel, or other advisor; and
 - (f) any business or personal relationship of the compensation consultant, legal counsel, other advisor, or the person employing the advisor with an executive officer of the Corporation.
8. Be responsible for the appointment, compensation, and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee.
9. Carry out such other duties that may be delegated to it by the Board from time to time.
10. Produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
11. Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans.
12. Make regular reports to the Board.

13. Provide input on human capital matters such as talent management and employee engagement.
14. Review and make recommendations to the Board regarding independent directors compensation.
15. Review and administer the Corporation's Clawback Policy.

V. EVALUATIONS AND REPORTS

The Committee shall evaluate its own performance on an annual basis, including reviewing the Committee's compliance with this charter, and develop criteria for such evaluation. The performance evaluation should also recommend to the Board any improvements to this 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 but shall address, at a minimum, the adequacy, appropriateness, and quality of the information and recommendations provided by the Committee to the Board, the manner in which it was discussed, and whether the Committee was able to complete its work in an effective manner. Results of this evaluation will be reported to the Board and such reports may be made orally by the Chairman of the Committee or any other member of the Committee designated by the Committee.

Reports of actions taken at meetings or approved by consent by the Committee since the most recent Board meeting (except to the extent covered in an interim report circulated to the Board) shall be made by the Committee Chairman or his/her delegate to the Board at its next regularly scheduled meeting following the Committee meeting or action and shall be accompanied by any recommendations from the Committee to the Board.

The Committee shall annually review and assess the adequacy of its charter and recommend any proposed changes to the Board for its approval. The Committee may recommend amendments to this Charter at any time and submit amendments for approval to the Board.