

Western New England Bancorp, Inc.
Nominating and Corporate Governance Committee Charter

Purpose of Committee

The primary purpose of Western New England Bancorp, Inc.'s Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") is to assist the Board in identifying and recommending individuals to the Board for nomination as Board members and in developing and recommending to the Board corporate governance guidelines applicable to Western New England Bancorp, Inc. (the "Company").

Committee Membership

The Committee shall be comprised of at least three members of the Board, the majority of which is, in the judgment of the Board, "independent" under the rules of the NASDAQ Stock Market LLC ("NASDAQ").

The members of the Committee shall serve for such term or terms as the Board may determine or until their successor is appointed. Vacancies on the Committee shall be appointed by the Executive Committee of the Board with subsequent ratification by the full Board. The Board may remove any member from the Committee at any time with or without cause. Newly appointed Committee members shall complete an orientation schedule with members of Management and the Committee Chair to fully understand their role and responsibilities associated with serving on this Committee.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet as often as necessary to carry out its responsibilities under this Charter, but at least two (2) times a year. The Committee may meet in person or by telephone conference call and may act by unanimous written consent. The Committee shall make regular reports to the Board as further discussed below.

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain counsel and other experts or consultants. Further, the Committee shall have the sole authority to select, retain and terminate any search firm to be used to identify director candidates and to approve the search firm's fee and other retention terms. The Committee shall be provided with briefing materials as far in advance of a meeting as practicable. The Committee may, in the discretion of the Committee Chairperson, invite members of management and such other persons it deems appropriate to carry out its responsibilities, to attend the Committee's meetings. The Committee may also invite non-Committee Directors to attend Committee meetings provided that such non-Committee member may not vote on any actions considered by the Committee.

A majority of the Committee members shall constitute a meeting quorum. Actions voted by the Committee may be approved by a majority of those members present, as long as those present constitute a quorum.

The Company's Corporate Secretary shall maintain minutes and other records of the meetings and activities of the Committee.

At the Board of Directors meeting following each Committee meeting, the Committee Chairperson (or Chairperson designee) shall report to the full Board on the Committee's actions.

Committee Purpose and Responsibilities

Consistent with the Company's By-laws and the Company's Corporate Governance Guidelines, the Committee shall assist the Board of Directors in carrying out its responsibilities relating to the Company's governance practices, CEO and Chairperson succession, and matters relating to the composition and evaluation of the Board of Directors and its leadership. The Committee shall, in fulfilling these purposes, have the following authority and responsibilities:

1. Director Nominations

The Committee is responsible for identifying, screening and recommending to the Board candidates believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors of the Company at the annual meeting of shareholders. This includes the responsibility of reviewing Board candidates proposed by a stockholder of the Company.

In recommending candidates for election to the Board, the Committee shall take into consideration criteria established by the Board of Directors as set forth below with the concurrence of the full Board and such criteria shall be re-evaluated periodically. The criteria weighed in the director selection process include:

- a) the relevance of the candidate's experience to the business of the Company;
- b) enhancing the talent and diversity of the Board;
- c) the candidate's independence from conflict or direct economic relationship with the Company; and
- d) the ability of the candidate to attend Board meetings regularly and devote an appropriate amount of effort in preparation for such meetings.

It is also expected that outside directors nominated by the Board shall be individuals who possess a reputation and hold positions or affiliations befitting a director of a publicly held company, and are actively engaged in occupations or professions or are otherwise regularly involved in the business, professional or academic community. Honorary directors shall not be appointed.

2. Board Committee Structure

The Committee is responsible for recommending to the Board the structure, composition and functions of the committees of the Board and to identify, in consultation with the Chairperson of the Board and the Chief Executive Officer of the Company, Board members qualified to become members of the Board and its committees (including this Committee). In nominating a director for board or committee membership, the Committee shall take into consideration any factors it deems appropriate, including, without limitation, the director's experience and background, and its relevance to the goals and responsibilities of the committee and the director's preferences.

3. Governance

The Committee is responsible for developing and recommending to the Board corporate governance principles applicable to the Company and for reviewing those principles periodically, including overseeing and making recommendations to the Board on developing principles on which the Company bases its corporate governance practices. The Committee is responsible for reviewing the Company's Corporate Governance Guidelines at least annually.

The Committee shall also review the retirement policy for directors within the Company's bylaws; any waiver or interpretation of the code of conduct policy applicable to directors; and potential conflicts of interest or other issues arising as a result of other positions held or proposed to be held by, or any change in the circumstances of, a director.

The Committee shall advise the Chairperson of the Board regarding the formulation of the Company's response to the corporate governance guidelines and disclosure requirements adopted, from time to time by NASDAQ, including reviewing and approval to the Board on an annual basis a statement on corporate governance for inclusion in the annual report or other required disclosure documents of the Company.

4. Board Independence and Performance

The Committee shall review each director's status as an independent director to determine whether any independent director has any other relationship with the Company that, in the judgement of the Board, would interfere with the director's exercise of independent judgement in carrying out such director responsibilities.

In accordance with the Company's Corporate Governance Guidelines, the Board shall conduct an annual review and self-evaluation of its performance to determine whether it and its committees are functioning effectively. The Committee is responsible for overseeing the Board's annual self-evaluation of its performance. The evaluation shall address subjects including the Board's composition, responsibilities, structure and processes and effectiveness.

5. Review of Charter

The Committee shall also review the adequacy of its charter at least annually and recommended any proposed changes to the Board for approval.

6. Committee Reports

The Committee shall produce (a) any reports or other disclosures required to be prepared by the Company in relation to the Committee or its activities pursuant to applicable laws and regulations or NASDAQ rules and regulations for inclusion in the Company's public disclosure documents; (b) an annual self-performance evaluation of the Board; and (c) a report concerning the business conducted and the decisions made at each Committee meeting, and such report shall be presented to the Board after each meeting. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Board.

7. Succession

In accordance with the Company's Corporate Governance Guidelines, the Committee is responsible for annually reviewing and assessing the Company's succession plans for the Chief Executive Officer and other key officers and senior executives of the Company and making recommendations to the Board.

The Committee is also responsible for putting forth a recommendation to the Board for the succession and election of the Chairperson and Chairperson Elect of the Board, including an emergency succession plan, in the event of the death or disability of the CEO and/or the Chairperson in accordance with the Company's Corporate Governance Guidelines. The Board Chair shall be a member of and appointed as Chairperson to the Board's Executive Committee.

8. Board Education

In accordance with the Company's Corporate Governance Guidelines, Board members may, at their discretion, attend seminars, conferences, and continuing education programs designed especially for directors of public companies as detailed within the Corporate Governance Guidelines. The Committee may also establish educational programs for existing members of the Board as well as an onboarding process for new members.

9. Other Matters

- (a) Stockholder Proposals and Advisory Votes: The Committee is responsible for reviewing and making recommendations to the Board regarding the Company's response to stockholder proposals for inclusion in the Company's annual proxy statement.
- (b) Regulatory Oversight: The Committee is responsible for overseeing developments in law and practice relating to corporate governance and the Company's response thereto.
- (c) The Committee shall perform any other responsibilities delegated to the Committee by the Board from time to time.