

# Northwest Natural Holding Company

(the “Company”)

## Statement of Policy

### Director Independence Standards

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#### I.

##### Policy

It is the sense of this Board that the expertise and perspective of independent directors is of great value and benefit to the Company and its stockholders. Accordingly, and in keeping with the other high standards of corporate governance which this Board has established for itself, the listing standards of the New York Stock Exchange, and laws and regulations applicable to the Company, this Board establishes the following guidelines on director independence and for determining whether its members are independent.

#### II.

##### Director Independence – General

The Board believes that a substantial majority of its members should satisfy these standards for independence.

No director may be deemed independent unless the Board affirmatively determines, after due deliberation, that the director has no material relationship with the Company either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company. In each case, the Board shall broadly consider all the relevant facts and circumstances from the standpoint of the director as well as from that of persons or organizations with which the director has an affiliation and shall apply these standards. Trivial or *de minimis* affiliations or connections to the Company by a director or their immediate family will not generally be cause for the Board to determine that the director is not independent. In addition, a director is not independent if:

- (1) The director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer, of the Company. Employment as an interim Chair or Chief Executive Officer or other executive officer shall not disqualify a director from being considered independent following that employment.
- (2) The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in

direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service). Compensation received by a director for former service as an interim Chair or Chief Executive Officer or other executive officer shall not be considered in determining independence under this test. Compensation received by an immediate family member for service as an employee of the Company (other than an executive officer) need not be considered.

- (3) (A) The director or an immediate family member is a current partner of a firm that is the Company's internal or external auditor (B) the director is a current employee of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and who personally works on the Company's audit; or (D) the director or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time.
- (4) The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee.
- (5) The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues. Relationships involving a director's affiliation with another company that account for lesser amounts than those specified will not be considered to be material relationships that would impair the director's independence, provided that the related payments for goods or services or in connection with other contractual arrangements are made in the ordinary course of business and on substantially the same terms as those prevailing at the time for comparable transactions with non-affiliated parties.

For purposes of the foregoing, an "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home. However, when applying the foregoing look-back provisions, the Company need not consider individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated. In addition, references to the "Company" include any parent or subsidiary in a consolidated group with the Company or such other company as is relevant to any determination under the foregoing independent standards.

The ownership of stock of the Company by directors is encouraged and substantial stock ownership will not affect the status of a director as either independent or non-independent.

The Board will annually review the commercial, industrial, banking, advisory, counseling, consulting, legal, accounting and charitable relationships between the Company's directors and the organizations with which they and the members of their immediate families have material interests. For relationships that are either not covered by or do not satisfy these guidelines, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, shall be made by the directors satisfying the independence guidelines.

### **III.**

#### **Director Independence – Audit Committee Members**

No director who is a member of the Audit Committee of the Board may accept directly or indirectly any consulting, advisory or compensatory fee from the Company, or from any of its subsidiary companies, other than in that director's capacity as a member of the Board of the Company or any of the subsidiary companies or any of the Board's or subsidiary Boards' several committees.

In addition, no director who is a member of the Audit Committee may be an affiliated person of the Company or any of its subsidiary companies apart from affiliation occasioned by the director's service as a member of the Board of the Company or any of the Company's subsidiaries or any of the Board's or the subsidiary Board's several committees. A director would be deemed an affiliated person of the Company if that director directly or indirectly, through one or more intermediaries, controls, or is controlled by, or is under common control with the Company.

### **IV.**

#### **Director Independence – Organization and Executive Compensation Committee Members**

In addition to the requirements of Section II "Director Independence – General" herein, in affirmatively determining the independence of any director who will serve on the Organization and Executive Compensation Committee, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a member of the Organization and Executive Compensation Committee, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

### **V.**

#### **Independence of Certain Committee Members**

No director may serve on the Governance Committee, Audit Committee or Organization and Executive Compensation Committee of the Board unless such director is independent in accordance with these Standards.

## **VI.**

### **Approval and Adoption**

This Statement of Policy of the Board of Directors of Northwest Natural Holding Company was approved and adopted by resolution of the Board of Directors of the Company on October 1, 2018 and was amended on July 22, 2020 and July 26, 2022.