



**AUDIT
COMMITTEE CHARTER
OF NORTHWEST BANK AND
NORTHWEST BANCSHARES, INC.
February 22, 2024**

I. Audit Committee Charter

The Board of Directors (the “Board”) of Northwest Bank and Northwest Bancshares, Inc. (the “Company”) have established an Audit Committee (the “Committee”) and have approved this Audit Committee Charter to govern the Committee’s operation.

II. Purpose

The Audit Committee is appointed by the Northwest Bancshares, Inc. and Northwest Bank (“Company”) Board of Directors (“Board”) and has approved this Charter to govern the Committee’s operation. The general purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities, particularly those that pertain to the integrity of the Company’s financial statements, compliance with legal and regulatory requirements, the independent auditors’ qualifications and independence, the performance of the independent auditors and the Company’s internal audit function. The Committee will also prepare the report required in accordance with rules of the Securities and Exchange Commission (SEC) to be included in the Company’s annual proxy statement.

The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditing firm for the purpose of rendering an opinion on the Company’s consolidated financial statements and internal control over financial reporting.

III. Membership

The Audit Committee members shall be approved by the Board of Directors and shall meet the independence and “financial literacy” requirements of the National Association of Security Dealers Automated Quotations Stock Market, Inc. (“NASDAQ”) and other regulatory and supervisory authorities. The Audit Committee shall be comprised of at least three directors each of whom shall be independent directors, free from any relationship that would interfere with the exercise of their independent judgment. At least one member of the Audit Committee shall have the requisite accounting or related financial management expertise to qualify as an “audit committee financial expert” as defined by the SEC and at least two members of the audit committee shall have "banking or related financial management expertise" as Codified in 12 C.F.R. § 363.5. Committee members shall serve the

Board of Directors for duration as determined by the Board. The Committee will appoint for approval of the Board of Directors a Chair who shall serve a term of one year and will be responsible for: (i) establishing a meeting schedule and an agenda for each meeting of the Committee; (ii) chairing meetings and ensuring there is adequate time for discussion; ensuring a member of the Northwest Office of Corporate Secretary is present for each meeting for purposes of preparing minutes that will be reviewed and approved by Committee membership and made available to the Board; (iii) leading an annual review of the adequacy of the Charter; and, (iv) leading an annual review of the effectiveness of the Committee, as well as appropriateness of membership, chair leadership and succession planning as it concerns said positions.

IV. Meetings and Structure

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The quarterly meetings will include separate executive sessions with the internal auditors and the independent auditing firm to discuss matters relevant to the Committee's responsibilities. The Committee also meets in executive session with only Directors present. The Audit Committee may request any officer or employee of the Company, the Company's internal and/or outside counsel or independent auditing firm to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. A majority of the entire membership of the Audit Committee shall constitute a quorum, and all actions taken by the Committee shall require the affirmative vote of a majority of the membership of the Committee. The Audit Committee shall keep written minutes and other relevant records of all Committee meetings and discussions. The minutes will be distributed to the Committee for approval following each Committee meeting and, once approved by the Audit Committee, will be included in the Board package for the next regularly scheduled meeting of the Board to accompany the report/update provided by the Audit Committee Chair during the next regularly scheduled meeting of the Board of Directors. The Audit Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to those subcommittees such power and authority as the Committee deems appropriate; provided, however, that (a) no subcommittee shall consist of fewer than two members and (b) the Committee shall not delegate to a subcommittee any power or authority required by any law, rule or regulation to be observed and/or exercised by the Committee as a whole.

V. Specific Authority and Duties

Charter Review

The Audit Committee shall review and reassess the adequacy of this Charter at least annually. The Charter shall be presented to the Nominating and Corporate Governance Committee for a recommendation of approval to the Northwest Board of Directors and the document shall thereafter be available on the Company's website for public view or published in the proxy statement at least every three years in accordance with SEC regulations.

Oversight of Financial Reporting

The Audit Committee will review the Company's annual audited financial results and quarterly financial results prior to filing or distribution. The Committee shall include discussion with management and independent auditors of significant issues regarding accounting principles, practices, judgments, and alternative treatments within generally accepted accounting principles, but shall not delegate these responsibilities. The independent auditors shall communicate to the Committee, at quarterly meetings, matters required in accordance with requirements of the Public Company Accounting Oversight Board. However, if the independent auditors consider it necessary to communicate such matters in advance of a quarterly meeting, such communication may be addressed to the Chairman of the Committee for his/her action.

The Committee is responsible to oversee the financial reporting process, the process and structure over internal control, work of the internal auditors, and the relationship with the independent auditing firm. The Committee also oversees the annual integrated independent audit of the Company's consolidated financial statements and internal control over financial reporting. Management is responsible for appropriate preparation and presentation of financial information and for related policies and internal controls, internal audit for providing timely testing of controls and compliance and for reporting thereon, and the independent auditing firm for completion of procedures with respect to quarterly and annual financial reporting in accordance with professional standards.

Oversight of the Company's Relationship with the Independent Auditors

The independent auditors shall report directly to the Audit Committee. The Audit Committee shall be directly responsible for the appointment, compensation, retention, and oversight of their work, evaluation and termination of the independent auditor for the purpose of preparing and issuing an audit report and related work. All auditing services and permitted non-audit services to be considered with the independent auditors shall be reviewed and pre-approved by the Committee. The Committee before accepting an initial engagement with a registered public accounting firm shall receive a written statement describing all relationships between the registered public accounting firm or any affiliates of the firm and the potential audit client that may reasonable be thought to bear on independence. At least on an annual basis after becoming the issuer's auditor the Committee shall receive from the registered public accounting firm a similar communication which also affirms to the audit committee of the issuer, in writing, that the firm is independent.

The Committee is responsible for resolution, should they arise, of disagreements between management and the independent auditing firm.

The Committee shall discuss any material issues raised by the most recent quality control review of the independent auditors, or any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditors and any steps taken to deal with such issues.

The Committee shall recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditors.

The Audit Committee shall review the independent auditing firm's audit plan; discuss scope, staffing, reliance upon management and internal audit, and general approach.

The Committee shall ensure that engagement letters and any related agreements with the independent public accountants for services do not contain any limitations of liability provisions. The Committee shall also be made aware of communications between the audit team and the audit firm's national office with respect to difficult auditing or accounting issues presented by the engagement.

Oversight of the Internal Audit Function

The Audit Committee shall review the organizational structure, qualifications and staffing levels of the internal audit department, scope of its work and planned activities. The Committee will review and approve any outsourcing or co-sourcing arrangements pertaining to the internal audit function.

The Chief Auditor shall periodically review and reassess the Internal Audit Department Policy to ensure that it meets the needs of the Company and present it to the Committee for approval.

The Committee shall review the appointment, termination, and replacement of senior audit executives. The Committee shall determine the general effectiveness of both the Chief Auditor and the Internal Audit Department as a whole.

As deemed appropriate, the Committee shall review significant reports prepared by the internal audit department together with management's response and follow-up to these reports. The Committee is responsible for resolution, should they arise, of disagreements between management and internal audit.

Other Audit Committee Responsibilities

The Audit Committee shall ensure that procedures have been established for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

The Audit Committee shall prepare and review with the Board an annual performance evaluation of the Audit Committee. The performance evaluation by the Audit Committee shall be conducted in such a manner, as the Audit Committee deems appropriate. The report to the Board may take the form of an oral report by the Chairperson of the Audit Committee or any other member of the Audit Committee designated by the Audit Committee to make this report.

The Audit Committee shall conduct appropriate review and oversight of all related party transactions for potential conflict of interest situations on an on-going basis.

The Committee shall perform any other activities consistent with this charter, the Company's by-laws, and governing law, as the Committee or Board deems necessary or appropriate, including the authority to obtain advice and seek assistance from external legal or other advisors and consultants and shall be provided appropriate funding in connection therewith.

The Committee also shall have available to it such support personnel, including management staff, as it deems necessary to discharge its responsibilities.