



**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER
OF NORTHWEST BANK AND
NORTHWEST BANCSHARES, INC.**

I. Nominating and Corporate Governance Committee Charter

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

II. Purpose

The purpose of the Committee shall be to assist the Board in identifying qualified individuals to become Board members; determining the size and composition of the Board and its various Committees; monitoring a process to assess Board effectiveness; developing and implementing the Company’s corporate governance guidelines; and, otherwise carrying out the Authority and Responsibilities set forth in Section V of this Charter.

III. Committee Membership

The Committee shall consist of a minimum of five directors, each of whom shall satisfy applicable listing standards for independence *provided, that*, one director who does not satisfy applicable listing standards for independence shall be permitted to serve on the Committee, subject to any limitations or conditions set forth in the listing standards. The members of the Committee shall be approved by the Board and shall serve until their successors are duly appointed and qualified. Unless a Chair is appointed by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. The Chair will be responsible for establishing and maintaining a meeting schedule and an agenda for each meeting of the Committee; presiding over Committee 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 members; leading an annual review of the adequacy of this Charter; and, leading an annual review of the effectiveness of the Committee and leading discussion regarding appropriateness of membership, chair leadership and succession planning as it concerns membership and chair positions.

The Chair of the Committee shall also appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below five, or in the event that it is determined that the number of members on the Committee should be increased. The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Committee. Any Committee member may

resign effective upon giving written notice to the Chair of the Committee who shall share same with the Office of Corporate Secretary and Board. A successor member may be named by the Chair or the Board when a resignation becomes effective.

IV. Meetings and Structure

The Committee shall meet at least annually, and may hold additional meetings as needed or appropriate. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information. A majority of the entire Committee membership 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 Committee shall keep written minutes and other relevant records of all Committee meetings and decisions. The Committee will report its actions to the Board at the next regularly scheduled Board Meeting and shall present to the full Board any actions taken for approval or ratification by the Board, as necessary.

The 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. Authority and Responsibilities

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the Board and to select or recommend to the Board potential director nominees to be presented for stockholder approval at the annual meeting of stockholders. The Committee shall select or recommend to the Board for nomination individuals who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who are effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholders. In addition, the Committee shall develop and recommend to the Board for approval procedures for the submission of recommendations of nominees by stockholders as it deems appropriate. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
2. To review and monitor the Board's compliance with applicable SEC regulations and listing standards for independence.
3. To make recommendations to the Board regarding the size and composition of the

Board and committees thereof and develop and recommend to the Board criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, diversity and stock ownership) for the selection of individuals to be considered for election or re-election to the Board and committees thereof.

4. To review the Board's committee structure and to recommend to the Board for its approval directors to serve as members of each committee; *provided*, that the initial appointments to the committees of the Board shall be made by the Board, subject to ratification and approval of the Committee. The Committee, in consultation with the CEO and Chairman of the Board, shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
5. To develop and recommend corporate governance guidelines to the Board for its approval. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
6. To annually receive and approve an applicable Code of Ethics and Code of Ethics for Senior Financial Officers as presented by the Chief Ethics Officer and to receive reporting on Code of Ethics inquiries and dispositions of same.
7. To develop and recommend a policy regarding stockholder nominations for director and stockholder communications with directors to the Board for its approval. The Committee shall review this policy on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
8. To develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.
9. To assess the adequacy of communications with management and the adequacy of internal reporting.
10. To assess the performance of the CEO and Chairman as it relates to his / their relationship with the Board and to evaluate the adequacy of management succession planning, particularly in the area of CEO succession.
11. To assess the effectiveness of the role of the Lead Director and evaluate his / her performance.
12. To delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.
13. To retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion, and to approve related fees and retention terms.

14. To report its actions and recommendations to the Board after each Committee meeting.
15. Annually, to perform a self-assessment relative to the Committee's purpose, duties and responsibilities set forth herein.
16. To review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

VI. Committee Resources

The Committee shall have 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.

Approved by the Board on February 22, 2024