



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

**February 18, 2026**

**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 (the “Charter”) to govern the Committee’s operation.

**II. Purpose**

The general purpose of the Committee is 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 be comprised of at least five (5) or more members of the Board, each of whom, in the business judgement of the Board, shall meet the independence requirements of the rules of the Securities and Exchange Commission (the “SEC”) and the Nasdaq Stock Market, LLC (“Nasdaq”). Members of the Committee are appointed by the Board for one-year terms and shall serve at the pleasure of the Board.

The Committee will appoint for approval by the Board 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; (iii) 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; (iv) leading an annual review of the adequacy of this Charter; and, (v) 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 annually, and more often as it determines is necessary or advisable to carry out its responsibilities under this Charter. The Committee Chair shall preside over meetings of the Committee. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information.

A meeting may be called by the Chair of the Committee or by a majority of the members of the Committee. Notice of any meeting shall be given by the person or persons calling the meeting to each member at least 24 hours prior to the meeting. Notice may be given in the same fashion as permitted for notice of Board meetings pursuant to the Company's by-laws and applicable law. Notice may be waived by any member in attendance at the meeting. A majority of the entire membership of the 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.

#### **V. Authority and Responsibilities**

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

1. Lead the search for individuals qualified to become members of the Board and 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. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
2. Develop and recommend to the Board for approval procedures for the submission of recommendations of director nominees by stockholders as it deems appropriate.
3. Review and monitor the Board's compliance with applicable SEC regulations and listing standards for independence of directors and director nominees.
4. Review and make recommendations to the Board regarding the size and composition of the Board and committees thereof.
5. 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 reelection to the Board and committees thereof. Develop additional selection criteria, if any, as appropriate from time to time, taking into consideration the Company's business strategy, the business environment, and current Board composition.

6. Review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each 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.
7. Review the Board's Corporate Governance Guidelines on an annual basis, or more frequently if appropriate, and recommend changes to the Board for approval.
8. Review and approve an applicable Code of Ethics and Code of Ethics for Senior Financial Officers as presented by the Chief Ethics Officer on an annual basis, and receive reporting on Code of Ethics inquiries and dispositions of same.
9. 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 to the Board as necessary.
10. 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 and review the evaluations prepared by each Board committee of such committee's performance and consider any recommendations for proposed changes to the Board.
11. At least annually, assess the performance of the CEO and Chairman as it relates to his / their relationship with the Board and, in coordination with the Compensation Committee, evaluate the adequacy of management succession planning, particularly in the area of CEO succession.
12. At least annually, assess the effectiveness of the role of the Chair and evaluate his / her performance.
13. At least annually, the Committee shall review the changes proposed by each committee of such committee's charter and recommend any changes to the Board.
14. Prepare and review with the Board an annual performance evaluation of the Committee. The performance evaluation by the Committee shall be conducted in such a manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report.
15. Review and reassess the adequacy of this Charter at least annually. The Committee shall make a recommendation on the Charter to the Board for approval.

## **VI. Delegation of Authority**

The Committee may form and delegate authority to subcommittees as it deems appropriate. No subcommittee shall consist of fewer than two (2) members and 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.

## **VII. Reporting**

The Chair of the Committee will report on the Committee's activities to the Board at the first Board meeting following each Committee meeting to the fullest extent possible.

Minutes will be recorded of each meeting of the Committee and will be distributed to the Committee for approval following each Committee meeting. Once approved, the Committee minutes will be included in the Board package for the next regularly scheduled meeting of the Board to accompany the foregoing report by the Chair to the Board.

## **VIII. Authority to Retain Advisors**

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 shall have the sole authority to retain and terminate any search firm assisting the Committee in identifying director candidates, including sole authority to approve all such search firm's fees and other retention items. 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 18, 2026