



**AUDIT
COMMITTEE CHARTER
OF NORTHWEST BANK AND
NORTHWEST BANCSHARES, INC.
February 20, 2025**

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

II. Purpose

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 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. Committee Membership

The Committee shall be comprised of at least three (3) or more members of the Board, each of whom, in the business judgment of the Board, shall meet the independence and other requirements of the rules of the SEC and 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. Each member of the Committee shall, in the judgment of the Board, have the ability to read and understand the Company’s basic financial statements. At least one member of the Committee shall, in the business judgment of the Board, have the requisite accounting or related financial management expertise to qualify as an “audit committee financial expert” as defined by the rules and regulations of the SEC, and at least two members of the Committee shall, in the business judgment of the Board, have “banking or related financial management expertise” as codified in 12 C.F.R. § 363.5.

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 the 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 four times 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 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 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 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

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, to the fullest extent permitted by law. In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee shall have the following duties and responsibilities:

Oversight of Financial Reporting

- A. Review the Company's annual audited financial results and quarterly financial results prior to filing or distribution. The Committee shall also 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.

- B. Oversee the financial reporting process, the process and structure over internal controls, 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

- C. The Committee shall be directly responsible for the appointment, compensation, retention, evaluation, termination and oversight of the work of the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attestation services for the Company. The independent auditors shall report directly to the Committee.
- D. Pre-approve all auditing services and permitted non-audit services to be provided by the independent auditors.
- E. 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 Company that may reasonably be thought to bear on independence. At least on an annual basis after the registered public accounting firm becomes the Company's independent auditor, the Committee shall receive a similar written communication from the independent auditor that affirms the firm is independent.
- F. The Committee is responsible for the resolution of disagreements, should they arise, between management and the independent auditor regarding the Company's financial reporting.
- G. 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 regarding one or more independent audits carried out by the independent auditors and any steps taken to deal with such issues.
- H. Recommend for approval to the Board policies for the Company's hiring of current or former employees of the independent auditors.
- I. Review the independent auditing firm's annual audit plan, discuss scope, staffing, reliance upon management and internal audit, and general approach.

- J. Ensure that engagement letters and any related agreements with the independent auditors 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 Department

- K. Review the organizational structure, qualifications, budget and staffing levels of the Internal Audit Department and the scope of its work and planned activities. The Committee will review and approve any outsourcing or co-sourcing arrangements pertaining to the Internal Audit Department.
- L. Review and approve the Internal Audit Department Policy on a periodic basis.
- M. Review the appointment, performance, 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.
- N. 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 the Internal Audit Department.

Other Committee Responsibilities

- O. Establish procedures 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.
- P. Conduct appropriate review and oversight of all related party transactions for potential conflict of interest situations on an on-going basis in accordance with the Company's Related Person Transactions Policy.
- Q. 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.
- R. Review and reassess the adequacy of this Charter at least annually. The Charter shall be presented to the Nominating and Corporate Governance Committee who shall then review the same and make a recommendation 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 also shall have available to it such support personnel, including management staff, as it deems necessary to discharge its responsibilities.