

# Park National Corporation

## Audit Committee Charter

### Governance Summary

Charter Owner	Board of Directors
Effective Date	April 17, 2000
Most Recently Approved	April 24, 2026
Review Frequency	Annually
Charter Version	2.1
Approval Authority	Board of Directors
File Location	Park Place   <a href="#">Park National Corporation - Corporate Board Charters</a>

### 1. Purpose

This Charter governs the operations of the Audit Committee (“Committee”) of the Board of Directors (“Board”) of Park National Corporation (“Company”). The Committee is established to: (i) oversee the Company’s financial reporting processes and internal controls; (ii) appoint, compensate, and monitor the external Company auditor’s independence and performance; (iii) review financial statements and disclosures; (iv) ensure compliance with relevant regulations; (v) establish whistleblower procedures; and (vi) monitor Company ethics.

The Committee shall have the authority to undertake the specific responsibilities listed herein and to undertake such other responsibilities as the Board from time to time may prescribe.

### 2. Membership & Structure

The Committee shall consist of at least three Board members. Committee members and the Committee Chair shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee (“Nominating Committee”). Committee members are subject to removal by a majority of the Board.

Committee members shall be appointed based primarily upon experience, education, and skills necessary to contribute to the Committee. Members shall serve at the pleasure of the Board and for such a term as the Board may determine. Each Committee member shall satisfy any requirements the Board deems appropriate, as well as requirements provided by applicable laws, rules, and regulations. The Committee Chair shall meet standards required to serve as chair of an audit committee under banking or other laws and regulations. The Committee Chair shall designate a secretary who may be a non-Committee member to record the minutes of the meetings.

Each member of the Committee shall satisfy the independence, qualification, and experience standards specified in the NYSE American Company Guide, including Section 803A, other corporate governance requirements of NYSE American, the Securities Exchange Act of 1934, and standards of independence as may be prescribed under applicable laws, rules, and regulations, including the rules and regulations of the Securities and Exchange Commission (“SEC”) and the Federal Deposit Insurance Corporation (“FDIC”). Each Committee member must be financially literate, as determined in accordance with applicable corporate governance requirements of NYSE American, and able to read and understand fundamental financial statements. At least one member of the Committee shall have financial sophistication as determined in accordance with the applicable corporate governance requirements of the NYSE American and shall be an “audit committee financial expert” as defined by applicable SEC rules and regulations. The Committee shall include at least two members with banking or related financial management expertise as defined by the FDIC.

No Committee member may participate in preparing financial statements of the Company or any then current subsidiary of the Company (i) at any time during such member's service on the Committee or (ii) at any time during the three year period prior to such member's service or at any other time which would cause such member not to satisfy any applicable laws, rules, and regulations governing the independence of members of the Committee. Additionally, no Committee member may be a "large customer" for purposes of the rules and regulations of the FDIC. Committee members may not simultaneously serve on the audit committees of more than three public companies, including the Company, without the approval of the Nominating Committee.

The Committee shall determine which members of the Company's management will attend Committee meetings and may include members of the Company's Internal Audit Department ("Internal Audit"), and the Company's independent registered public accounting firm (the "Public Accounting Firm"). At the Committee's discretion, Committee members may meet in executive session at any meeting. The Committee will determine when to conduct executive sessions without management, and which individuals outside of the Committee may be included for a particular executive session, if any.

### **3. Committee Meetings**

#### **3.1 Meeting Frequency**

The Committee shall meet in conjunction with regularly scheduled Board meetings, or as Committee members deem necessary, but not less than quarterly. The Committee may meet in executive session at any time, but not less than twice each year.

The Committee may also take action without a meeting upon the unanimous written consent of each member. Consent for actions taken without a meeting must clearly and specifically identify the proposed action, and members may provide their consent in physical or electronic form (including by email or through Diligent Boards (or any successor Board portal designated by the Company)). A record of the action and each member's consent must be documented and retained within the minutes of the Committee. Any action so approved shall have the same force and effect as if taken at a duly held meeting.

#### **3.2 Agendas & Minutes**

The Committee Chair shall set the agenda and preside over Committee meetings. In the absence of the Committee Chair, any other member of the Committee may act as chair. The Committee shall maintain written minutes of the Committee's meetings, which minutes shall be filed with the minutes of the Board's meetings.

#### **3.3 Review & Maintenance of Materials**

Meeting materials will be posted to Diligent Boards for the Committee to access and review prior to a scheduled meeting. Any updated documents, before or after the meeting, will be updated on Diligent Boards. The secretary, or designee, will be responsible for maintaining Diligent Boards and all Committee documents.

#### **3.4 Quorum**

A quorum for a meeting is established if half or more of the members are present. The action by a majority of the Committee's members at a meeting at which a quorum is present shall be the act of the Committee. Provided, for actions taken without a meeting, unanimous consent of the entire Committee membership is required.

## **4. Responsibility & Authority**

### **4.1 Authority of the Committee**

In discharging the Committee's oversight role and responsibilities, the Committee is empowered to investigate any matter brought to the Committee's attention or otherwise within the scope of the Committee's duties and responsibilities. This includes full access to all books, records, facilities, and personnel of the Company and the Company's subsidiaries and the Public Accounting Firm, and the power to retain, without prior approval of the Board or the Company's management, outside legal counsel, and other advisors as the Committee determines necessary to assist the Committee in carrying out the Committee's duties and responsibilities.

The Company shall provide for appropriate funding, as determined by the Committee, in the Committee's capacity as a committee of the Board, for payment of (i) reasonable compensation to the Public Accounting Firm engaged by the Committee for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company or any of the Company's subsidiaries, (ii) reasonable compensation to any advisors employed by the Committee and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee's duties and responsibilities.

### **4.2 Responsibilities and Processes**

The primary responsibility of the Committee is to oversee the Company's accounting and financial reporting processes on behalf of the Board and the preparation and audits of the Company's financial statements and to report the results of the Committee's activities to the Board. The Company's management is responsible for the preparation, presentation, and integrity of the Company's consolidated financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and the Company's subsidiaries, and for the establishment and maintenance of systems of disclosure controls and procedures and internal control over financial reporting. The Public Accounting Firm is responsible for auditing the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) (the "PCAOB"), for issuing an attestation/audit report on the Company's internal control over financial reporting, and for reviewing the Company's unaudited interim consolidated financial statements. The Committee, in carrying out its duties and responsibilities, believes its policies and procedures should remain flexible to best react to changing conditions and circumstances.

The following shall be the principal recurring processes of the Committee in carrying out its oversight responsibility. The processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee shall also carry out such other duties and responsibilities delegated to it by the Board from time to time that are related to the purposes of the Committee.

1. The Committee shall ensure that the Public Accounting Firm, at least annually, submits to the Committee the written disclosures and the letter from the Public Accounting Firm required by applicable auditing standards of the PCAOB regarding the Public Accounting Firm's communications with the Committee concerning independence. The Committee shall also be responsible for actively engaging in a dialogue with the Public Accounting Firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the Public Accounting Firm and for taking, or recommending that the full Board take, appropriate action to oversee the independence of the Public Accounting Firm.
2. The Committee shall be directly responsible for the appointment (subject, if applicable, to shareholder ratification), compensation, retention, and oversight of the work of the Public Accounting Firm engaged (including resolution of disagreements between the management of the Company or any of the Company's subsidiaries and the Public Accounting Firm regarding financial reporting) for the purpose of preparing or issuing an audit report or performing

other audit, review, or attest services for the Company or any of the Company's subsidiaries, and the Public Accounting Firm must report directly to the Committee. The Committee should ensure that the proposed audit engagement letter and any related agreements comply with applicable laws, rules, and regulations before engaging the Public Accounting Firm, including ensuring that any such engagement letter or related agreement does not contain any limitation of liability provisions that: (i) indemnify the Public Accounting Firm against claims made by third parties; (ii) hold harmless or release the Public Accounting Firm from liability for claims or potential claims that might be asserted by the Company, other than claims for punitive damages; or (iii) limit the remedies available to the Company.

3. At least annually, the Committee shall obtain and review a report of the Public Accounting Firm regarding (i) the firm's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control or peer or PCAOB review or inspection of the firm or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, (iii) any steps taken to deal with such issues, and (iv) an assessment of the independence of the firm and all relationships between the firm (or any affiliates of the firm) and the Company or any of the Company's officers or directors.
4. The Committee shall evaluate (and provide to the full Board a report of such evaluation) the qualifications, performance, and independence of the Public Accounting Firm, including considering whether the Public Accounting Firm's quality controls are adequate and whether the provision of any non-audit services is compatible with maintaining the independence of the Public Accounting Firm, taking into account the opinions of the Company's management and Internal Audit.
5. The Committee shall set clear hiring policies for employees or former employees of the Public Accounting Firm who participated in or supervised, in any capacity, the audit services or non-audit services provided to the Company or any of the Company's subsidiaries. Such policies shall satisfy all applicable SEC rules and corporate governance standards of NYSE American as well as any other applicable laws, rules, and regulations.
6. The Committee shall review and pre-approve all audit services and permitted non-audit services (including the fees and terms thereof) provided by the Public Accounting Firm to the Company or any of the Company's subsidiaries. The Committee may delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at the Committee's next scheduled meeting. The Committee may establish pre-approval policies and procedures in compliance with the rules and regulations promulgated by the SEC.
7. The Committee shall discuss with Internal Audit and the Public Accounting Firm annually, before each audit begins, the overall scope and plans for their respective audits, including the adequacy of staffing, contingencies to each audit plan, and compensation, and, as applicable, the Public Accounting Firm's anticipated identification and communication of any critical audit matters. Also, the Committee shall discuss with each of the Company's management, Internal Audit, and the Public Accounting Firm the adequacy and effectiveness of the Company's systems of disclosure controls and procedures and internal control over financial reporting and related accounting and financial controls, including the Company's systems to monitor and manage business risk, legal, and ethical compliance programs, and information technology security and control. The Committee shall review with the Company's management, Internal Audit, and the Public Accounting Firm any difficulties or disagreements encountered during the course of the audits, as well as any improvements that could be made in the audit or internal control procedures. The Committee shall review management's assessment of the effectiveness of the Company's internal control over financial reporting as of the end of the Company's then most recent fiscal year and the attestation/audit report of the Public Accounting Firm on the Company's internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002 and the applicable rules and regulations of the SEC and of the FDIC.

8. The Committee shall review and evaluate the experience and qualifications of the lead partner and other senior members of the audit team of the Public Accounting Firm and ensure that all partner rotations, as required by applicable laws and regulations, are executed. The Committee shall also consider whether there should be a rotation of the Public Accounting Firm itself.
9. The Committee shall review and discuss with the Company's management and, where appropriate, the Public Accounting Firm, the Company's financial disclosures in all reports and filings required under applicable law, rules, and regulations, including the earnings press releases, the annual, quarterly, and periodic filings required to be filed under the Exchange Act. On a regular basis, the Committee shall meet with the Public Accounting Firm to discuss any matters that the Committee or the Public Accounting Firm believes should be discussed privately. The Committee shall review with the Public Accounting Firm and the Company's management any audit problems or difficulties and the responses of the Company's management thereto.
10. The Committee shall review and discuss with the Company's management and the Public Accounting Firm, as applicable, the consolidated financial statements and the disclosures to be made under management's discussion and analysis of financial condition and results of operations to be included in or incorporated by reference into the Company's Quarterly Reports on Form 10-Q and Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K) and shall recommend to the Board whether such items should be included in such reports. The Committee Chair may represent the entire Committee for the purpose of the reviews of the Company's Quarterly Reports on Form 10-Q.
11. The Committee shall review disclosures made by the principal executive officer and the principal financial officer of the Company during the certification process in respect of each Quarterly Report on Form 10-Q and each Annual Report on Form 10-K, about significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting and any fraud that involves the Company's management or other employees who have a significant role in the Company's internal control over financial reporting. The Committee shall also discuss any changes in the Company's internal control over financial reporting that occurred during the fiscal quarter that is the subject of such Quarterly Report on Form 10-Q or the last fiscal quarter covered by such Annual Report on Form 10-K.
12. The Committee shall review and discuss periodically as it deems appropriate: (i) any major issues regarding accounting principles and financial statement presentations (including significant new implementations or changes to the Company's selection or application of accounting principles) and the adequacy of the Company's internal controls and special audit steps adopted in light of material control deficiencies; (ii) any significant deficiency or material weakness identified by the Public Accounting Firm, Internal Audit, or the Company's management relating to the Company's financial reporting or internal controls and proposed remediation to address and rectify such significant deficiency or material weakness; (iii) any analyses prepared by the Company's management or the Public Accounting Firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's consolidated financial statements (including analyses or reasons for change related to the effects of alternative methods under U.S. GAAP on the consolidated financial statements); and (iv) the effect of new or pending regulatory guidance and accounting standards, as well as off-balance sheet structures, on the Company's consolidated financial statements. The Committee shall monitor the Company's progress in remediating any significant deficiencies or material weaknesses in financial reporting or internal controls.
13. The Committee shall discuss with the Company's management the Company's processes regarding compliance with applicable laws, rules, and regulations, including without limitation, the Federal laws and regulations concerning loans to insiders and the Federal and, if applicable, State laws and regulations concerning dividend restrictions, and communication of and compliance with the Company's Code of Business Conduct and Ethics (the "Code of Ethics"). The Committee shall have the authority to investigate any alleged violation of the Code of Ethics by any of the officers or directors of the Company or the Company's subsidiaries. In the event the Committee determines that a violation

of the Code of Ethics has occurred, the Committee shall be authorized to take any action it deems appropriate. If the violation involves an executive officer or director of the Company, the Committee shall notify the board. The Committee shall review with the Company's legal counsel, legal compliance with the Company's securities trading policies, including, without limitation, the Company's Insider Trading Policy.

14. The Committee shall institute procedures for the receipt, retention, and treatment of complaints received by the Company or any of the Company's subsidiaries regarding accounting, internal accounting controls or auditing matters, ethical matters, and the confidential, anonymous submission by employees of the Company or employees of the Company's subsidiaries of concerns regarding questionable accounting, internal control, auditing, or ethical matters. This process shall include complaints and reports (including whistleblower complaints and reports) received via the Park Improvement Line, which is the Company's confidential hotline for such matters.
15. The Committee shall review and oversee procedures designed to identify "related person" transactions that are material to the Company's consolidated financial statements or otherwise require disclosure under any applicable law or the rules and regulations adopted by the SEC, NYSE American, or any other appropriate regulatory agency or body. The Committee shall have the authority to approve any such "related person" transactions.
16. The Committee shall discuss the Company's major financial risk exposures, and the steps the Company's management has taken to monitor and control such exposures, including the guidelines and policies to govern the process by which risk assessment and management are undertaken.
17. The Committee shall prepare the Committee report to be integrated into the Company's annual proxy statement, as required by SEC rules and regulations, as well as review any other information related to the duties and responsibilities of the Committee required to be disclosed under applicable laws, rules, and regulations.
18. The Committee shall be directly responsible for the appointment, annual review, compensation, and termination of the Chief Auditor. The Committee Chair shall have lead responsibility for ensuring these duties are complete. The Chief Auditor shall report directly to the Committee, with an administrative reporting relationship to the Company's Chief Executive Officer. The Committee, on an annual basis, shall review and approve the Internal Audit budget, resource plan, activities, and organizational structure. At least annually, the Chief Auditor must confirm to the Committee the organizational independence of the Internal Audit function.
19. Annually, the Committee shall review and approve the Internal Audit Procedures Manual, which shall be maintained in accordance with applicable law, rules, and regulations.
20. The Committee shall discuss with the Chief Auditor the overall scope and plans for internal audits, including the adequacy of staffing, contingencies to each internal audit plan, and approval by the Committee of the annual internal audit plan and related risk assessments. The Committee shall also review any changes in scope to the approved internal audit plan or risk assessments as well as coordination of the activities of Internal Audit with the audit of the Public Accounting Firm.
21. On a regular basis, the Committee shall meet with the Chief Auditor to discuss any matters that the Committee or Internal Audit believes should be discussed privately.
22. The Chief Auditor is responsible for approving consulting engagements based on their relevance, value and impact on the approved audit plan. Consulting activities that are significant in scope or resource usage will be communicated to the Audit Committee. The Committee maintains oversight of Internal Audit's consulting activities to ensure they do not impair the function's primary assurance responsibilities. Consulting services are defined as advisory and related client service activities, the nature and scope of which are agreed with the client, are intended to add value and

improve an organization's governance, risk management, and internal control processes without Internal Audit assuming management responsibility.

The Committee shall receive and review regular reports from Internal Audit regarding such matters, and at such intervals as the Committee shall determine from time to time.

1. The Committee shall review internal and external training plans of the Internal Audit staff annually. The Committee shall receive reports of ongoing internal and periodic external quality assurance reviews relating to Internal Audit.
2. The Committee may meet with the Chief Legal Officer of the Company for the purpose of addressing concerns about legal compliance matters and significant legal contingencies, if applicable.
3. The Committee shall review all significant regulatory examination findings requiring corrective action or relating to the Company's financial statements, internal controls, or accounting policies. The Committee shall also, if requested, meet with examiners to discuss findings of the Company or the Company's subsidiaries, including conclusions relating to the Company's financial statements, internal controls, or accounting policies.
4. The Committee shall ensure that Internal Audit has the necessary access to corporate resources and that there are no unjustified restrictions or limitations on the internal audit function.

The Committee may engage independent legal counsel, independent auditors, and other advisors as the Committee deems necessary or desirable to support the Committee in carrying out its duties and responsibilities. The Company shall provide funding for the payment of reasonable compensation to any advisors the Committee chooses to engage, and for payment of ordinary and administrative expenses of the Committee that are necessary or appropriate to carrying out the Committee's duties and responsibilities.

In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports, or statements prepared or presented by:

- One or more officers or employees of the Company or subsidiaries of the Company whom the Committee members reasonably believe to be reliable and competent in the matters prepared or presented;
- Legal counsel, independent auditors, or other persons as to matters which the Committee members reasonably believe to be within the professional or expert competence of any such persons; or
- Another committee of the Board as to matters within such other committee's designated authority, which other committee of the Board the Committee members reasonably believe to merit confidence.

The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for review and approval by the Board. The Committee shall also periodically review the Committee's own performance. The Chair of the Committee or any other member of the Committee designated by the Committee shall make an oral report to the Board on the evaluation.

While the Committee has the duties, responsibilities, and powers set forth in this Charter, it is not the duty or responsibility of the Committee to plan or conduct audits or to determine that the Company's consolidated financial statements are complete and accurate or prepared in accordance with applicable law, rules, and regulations. Those duties and responsibilities rest with management of the Company and the Public Accounting Firm.

This Charter is intended to serve as a flexible framework for the Committee’s activities and does not create, and shall not be construed to create, any rights or obligations in favor of, or enforceable by, any third party. The Committee’s failure to address or complete any particular item or responsibility described in this Charter shall not, by itself, constitute evidence of a breach of duty or invalidate any action or determination otherwise duly taken by the Committee.

## 5. Reporting

At each regularly scheduled meeting of the Board, the Committee Chair shall report orally to the Board on the Committee’s meetings and actions taken by the Committee. Minutes of Committee meetings and actions of the Committee shall be made available to all Board members and filed with the Board’s meeting minutes.

### Appendix A: Revision History Tracking

Version	Requestor of Change	Date	Summary of Changes
2.0	Clint Bailey	July 2025	Migrate to new charter template plus changes for annual review
2.1	Clint Bailey	April 2026	Annual review with minor updates made in consultation with outside legal counsel

### Appendix B: Related Policies and Supporting Documents

Referenced Policies, Procedures, and Supporting Documents
Code of Business Conduct and Ethics
Insider Trading Policy

### Appendix C: Legal and Regulatory Tagging

Applicable Laws and Regulations
NYSE American Rules & Company Guide
Securities Exchange Act of 1934
Sarbanes-Oxley Act of 2002

### Appendix D: Abbreviations and Acronyms

Acronym	Reference Name
SEC	Securities and Exchange Commission
FDIC	Federal Deposit Insurance Corporation
NYSE	New York Stock Exchange
PCAOB	Public Company Accounting Oversight Board
GAAP	Generally Accepted Accounting Principles
U.S.	United States of America