

Park National Corporation

AUDIT COMMITTEE CHARTER

**Adopted by the Board of Directors
April 17, 2000**

Amended Dates

January 20, 2004

April 18, 2005

July 17, 2006

March 6, 2007

January 28, 2008

April 20, 2009

April 19, 2010

April 18, 2011

April 23, 2012

July 22, 2013

April 25, 2016

April 24, 2017

April 23, 2018

April 19, 2019

April 24, 2020

April 23, 2021

April 22, 2022

April 21, 2023

Organization

This Charter governs the operations of the Audit Committee of the Board of Directors (the “Board”) of Park National Corporation (the “Company”). The Audit Committee shall review and reassess the adequacy of this Charter at least annually and, as appropriate, make recommendations for proposed amendments to the full Board for review and approval by the full Board.

The members of the Audit Committee shall serve at the pleasure of the Board. The Audit Committee shall consist of at least three members of the Board, each of whom shall be appointed by the Board and may be removed by a majority of the full Board. The Nominating and Corporate Governance Committee of the Board (the “Nominating Committee”) makes recommendations to the full Board regarding assignments to Board committees as well as recommendations for Board committee chairs. Each member of the Audit Committee shall satisfy the independence and experience standards specified in Section 803A and any other applicable sections of the Company Guide of NYSE American or other corporate governance requirements of NYSE American, Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the requirements of any other applicable laws, rules and regulations governing qualification for audit committee membership, including the rules and regulations of the Securities and Exchange Commission (the “SEC”) and the rules and regulations of the Federal Deposit Insurance Corporation (the “FDIC”). All Audit Committee members shall be financially literate and able to read and understand fundamental financial statements, including a balance sheet, an income statement and a cash flow statement. At least one member of the Audit Committee shall have financial sophistication as determined in accordance with the applicable corporate governance requirements of NYSE American and shall be an “audit committee financial expert” as defined by the applicable rules and regulations of the SEC. The Audit Committee shall include at least two members with banking or related financial management expertise as defined by the FDIC. No member of the Audit Committee may participate in the preparation of the financial statements of the Company or any then current subsidiary of the Company (i) at any time during such member’s service on the Audit 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 the independence standards of Section 803A of the NYSE American Company Guide or any other applicable laws, rules and regulations governing the independence of members of the Audit Committee. Additionally, no member of the Audit Committee shall be considered a “large customer” for purposes of the rules and regulations of the FDIC. Audit 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 Audit Committee shall meet on at least a quarterly basis and may convene more frequently as circumstances dictate. The Audit Committee shall be chaired by one of the members of the Audit Committee appointed by the Board. The Audit Committee may fix the Audit Committee’s own rules of procedure, which shall be consistent with the Company’s Regulations and this Charter. The Audit Committee may designate the Audit Committee’s own Secretary who may be a non-Committee member. The agendas for meetings of the Audit Committee shall be set under the direction of the Chair of the Audit Committee. Minutes of meetings of the Audit Committee shall be prepared and maintained with the books and records of the Board. A majority of the Audit Committee members shall constitute a quorum for the transaction of business. The action of the

Audit Committee by a majority of the members of the Audit Committee at a meeting at which a quorum is present shall be the act of the Audit Committee. The members of the Audit Committee may conduct any meeting thereof by means of communications equipment if all persons participating can hear each other, and participation by such means shall constitute presence at the meeting. The Audit Committee may also act without a meeting if all members of the Audit Committee consent to the action in writing or by means of an electronic or other transmission, capable of authentication and permitted under applicable law and the Company's governing documents, and the same is filed with the minutes of the proceedings of the Audit Committee. The Audit Committee may have in attendance at the Audit Committee's meetings such members of the Company's management, the Company's Internal Audit Department ("Internal Audit") and the Company's independent registered public accounting firm or others as the Audit Committee may deem necessary or desirable to provide the information the Audit Committee needs to carry out the Audit Committee's duties and responsibilities. The Audit Committee shall meet in executive session at any time, but not less than twice a year. The Audit Committee shall report regularly to the Board about meetings and activities of the Audit Committee.

Authority of the Committee

In discharging the Audit Committee's oversight role and responsibilities, the Audit Committee is empowered to investigate any matter brought to the Audit Committee's attention or otherwise within the scope of the Audit Committee's duties and responsibilities with full access to all books, records, facilities and personnel of the Company and the Company's subsidiaries and the Company's independent registered 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 Audit Committee determines necessary to assist the Audit Committee in carrying out the Audit Committee's duties and responsibilities. The Company shall provide for appropriate funding, as determined by the Audit Committee, in the Audit Committee's capacity as a committee of the Board, for payment of (a) reasonable compensation to the Company's independent registered public accounting firm engaged by the Audit 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 subsidiaries of the Company, (b) reasonable compensation to any advisors employed by the Audit Committee and (c) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out the Audit Committee's duties and responsibilities.

Responsibilities and Processes

The Audit Committee shall provide assistance to the Board in fulfilling the Board's oversight responsibility to the shareholders and potential shareholders of the Company, the investment community, and others relating to the integrity of the Company's consolidated financial statements, including policies, procedures and practices regarding the preparation and audits of the Company's consolidated financial statements, and accounting and financial reporting processes, the Company's internal control over financial reporting, the internal audit function, the annual independent audit of the Company's consolidated financial statements, the qualifications and independence of the Company's independent registered public accounting firm, financial risk exposures, and the legal and regulatory compliance and ethics programs as established by the Company's management and the Board. In so doing, it is the responsibility of the Audit Committee

to maintain free and open communications between and among the Audit Committee, the Company's independent registered public accounting firm, Internal Audit and the management of the Company.

The primary responsibility of the Audit 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 report the results of the Audit 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 Company's independent registered 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 Audit Committee, in carrying out the Audit Committee's duties and responsibilities, believes the Audit Committee's policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Audit Committee should take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behavior.

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

- The Audit Committee shall be responsible for ensuring that the Company's independent registered public accounting firm submits to the Audit Committee on a periodic basis, and in any event at least annually, the written disclosures and the letter from the Company's independent registered public accounting firm required by applicable auditing standards of the PCAOB regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence. The Audit Committee shall also be responsible for actively engaging in a dialogue with the Company's independent registered public accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm and for taking, or recommending that the full Board take, appropriate action to oversee the independence of the Company's independent registered public accounting firm.
- The Audit Committee shall be directly responsible for the appointment (subject, if applicable, to shareholder ratification), compensation, retention and oversight of the work of the independent registered public accounting firm engaged (including resolution of disagreements between the management of the Company or any of the Company's subsidiaries and the independent registered 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 each such independent registered public accounting firm must report directly to the Audit Committee. The Audit Committee should ensure that the proposed audit engagement letter and any related agreements comply with applicable laws, rules and regulations before engaging an independent registered public accounting firm, including ensuring that any such engagement letter or related agreement does not contain any limitation of liability provisions that: (a) indemnify the independent registered public accounting firm against claims made by third parties; (b) hold harmless or release the independent registered public accounting firm from liability for claims or potential claims that might be asserted by the Company, other than claims for punitive damages; or (c) limit the remedies available to the Company.

- At least annually, the Audit Committee shall obtain and review a report of the Company's independent registered public accounting firm regarding (a) the firm's internal quality-control procedures, (b) 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, (c) any steps taken to deal with such issues, and (d) 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. The Company's independent registered public accounting firm shall also submit such a report to the Audit Committee promptly after any review, inquiry or investigation referred to in the preceding sentence.
- The Audit Committee shall evaluate the qualifications, performance and independence of the Company's independent registered public accounting firm, including considering whether the independent registered 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 independent registered public accounting firm, taking into account the opinions of the Company's management and Internal Audit. The Audit Committee shall present the Audit Committee's conclusions with respect to the qualifications, performance and independence of the independent registered public accounting firm to the full Board.
- The Audit Committee shall set clear hiring policies for employees or former employees of the Company's independent registered 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.
- The Audit Committee shall review and pre-approve all audit services and permitted non-audit services (including the fees and terms thereof) provided by the independent registered public accounting firm to the Company or any of the Company's subsidiaries and shall not engage the independent registered public accounting firm to perform the specific non-audit services prohibited by law, rule or regulation. The Audit Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any Audit

Committee member to whom pre-approval authority is delegated must be presented to the full Audit Committee at the Audit Committee's next scheduled meeting. The Audit Committee may establish pre-approval policies and procedures, in compliance with the rules and regulations promulgated by the SEC. Such pre-approval policies and procedures must be detailed as to the particular services to be provided, ensure that the Audit Committee knows what services the Audit Committee is being asked to pre-approve and not include any delegation to management of the Company of the Audit Committee's responsibilities under applicable laws, rules and regulations to pre-approve all services provided by the Company's independent registered public accounting firm. Approval of a non-audit service to be performed by the Company's independent registered public accounting firm and, if applicable, the pre-approval policies and procedures established by the Audit Committee shall be disclosed by the Company as required under applicable SEC rules and regulations.

- The Audit Committee shall discuss with Internal Audit and the Company's independent registered 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. Also, the Audit Committee shall discuss with the Company's management, Internal Audit and the Company's independent registered 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. Further, the Audit Committee shall meet separately with Internal Audit and the Company's independent registered public accounting firm, with and/or without management of the Company present, to discuss the results of their examinations. The Audit Committee shall review with the Company's management, Internal Audit and the Company's independent registered 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 Audit 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 Company's independent registered 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.
- The Audit Committee shall review and evaluate the experience and qualifications of the lead partner and other senior members of the audit team of the Company's independent registered public accounting firm and ensure that all partner rotations, as required by applicable laws and regulations, are executed. The Audit Committee shall also consider whether there should be a rotation of the Company's independent registered public accounting firm itself.
- On a regular basis, the Audit Committee shall meet with the Company's independent registered public accounting firm to discuss any matters that the Audit Committee or the independent registered public accounting firm believes should be discussed privately. The Audit Committee shall review with the independent registered public accounting firm any audit problems or difficulties and the responses of the Company's management thereto.

- The Audit Committee shall review the interim consolidated financial statements and the disclosures to be made under management’s discussion and analysis of financial condition and results of operations with the Company’s management and the Company’s independent registered public accounting firm prior to the filing of the Company’s Quarterly Report on Form 10-Q. Also, the Audit Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Audit Committee by the Company’s independent registered public accounting firm under generally accepted auditing standards, including Statement on Auditing Standards AU-C Sections 260, 265 and 9265, and PCAOB Auditing Standard Nos. 1301 and 1305, as those standards may be modified or supplemented. The Audit Committee shall review a list of accounting and reporting matters requiring resolution prior to the release of earnings each quarter, with contemporaneous documentation thereof and of the conclusions reached by management of the Company. The Audit Committee shall review and discuss with the Company’s management and, where appropriate, the independent registered public accounting firm, the Company’s financial disclosures in the Company’s registration statements, press releases, earnings releases, Current Report on Form 8-K filings, real-time disclosures or other public disclosures (including the use of ‘pro forma’ or ‘adjusted’ non-GAAP (as defined below) information and all related reconciliations to U.S. generally accepted accounting principles (“GAAP”)), as well as other financial information provided to analysts and rating agencies. The Chair of the Audit Committee may represent the entire Audit Committee for the purposes of these reviews.

- The Audit Committee shall review with the Company’s management and the Company’s independent registered public accounting firm the consolidated financial statements and the disclosures 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 Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K), including the judgment of the Company’s independent registered public accounting firm about the quality, not just the acceptability, of the Company’s accounting principles as applied in the Company’s financial reporting, the consistency of the Company’s accounting policies and their application, the reasonableness of accounting estimates, the clarity and completeness of the Company’s consolidated financial statements, including related disclosures, and any other matters required to be discussed with the independent registered public accounting firm by Statement on Auditing Standards AU-C Sections 260, 265 and 9265, and PCAOB Auditing Standard Nos. 1301 and 1305, as those standards may be modified or supplemented. Also, the Audit Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Audit Committee by the Company’s independent registered public accounting firm under generally accepted auditing standards and other applicable laws, rules and regulations, including: (a) all significant accounting policies and practices to be used; (b) the development, selection, disclosure and use of critical accounting estimates and principles; (c) all alternative treatments within U.S. GAAP for policies and practices related to material items that have been discussed with management of the Company, including ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent registered public accounting firm; and (d) other material written

communications between the independent registered public accounting firm and the management of the Company, including but not limited to any management representation letter, the schedule of uncorrected misstatements related to accounts and disclosure, detail of any material, corrected misstatements that were brought to the attention of the Company's management as a result of audit procedures, and the audit engagement letter. The review of uncorrected misstatements will include a summary of the materiality of the known uncorrected misstatements based upon criteria established by SEC Staff Accounting Bulletins 99 and 108 and PCAOB Auditing Standard No. 2810 and Statement on Auditing Standards AU-C Section 450, as those standards may be modified or supplemented. The Audit Committee shall recommend to the Board whether the Company's audited consolidated financial statements should be included in the Annual Report on Form 10-K.

- The Audit 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 Audit Committee shall also discuss any changes in the Company's internal control over financial reporting which occurred during the fiscal quarter which 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.
- The Audit Committee shall review and discuss periodically as it deems appropriate: (a) 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; (b) any significant deficiency or material weakness identified by the Company's independent registered 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; (c) any analyses prepared by the Company's management or the Company's independent registered 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 (d) 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 Audit Committee shall monitor the Company's progress in remediating any significant deficiencies or material weaknesses in financial reporting or internal controls.
- The Audit 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 Audit 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 that the Audit Committee determines that a violation of the Code of Ethics has occurred, the Audit Committee shall be authorized to take any action the Audit Committee deems appropriate. If the violation involves an executive officer or director of the Company, the Audit Committee shall notify the Board. The Audit Committee shall receive attorneys' reports of evidence of a material violation of an applicable United States federal or state securities law, a material breach of fiduciary duty arising under United States federal or state law, or a similar material violation of any United States federal or state law. The Audit 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.

- The Audit 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, and the confidential, anonymous submission by employees of the Company or employees of the Company's subsidiaries of concerns regarding questionable accounting, internal control, or auditing matters.
- The Audit 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 Audit Committee shall have the authority to approve any such "related person" transactions.
- The Audit 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 is undertaken.
- The Audit Committee shall prepare the Audit Committee report to be integrated in 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 Audit Committee required to be disclosed under applicable laws, rules and regulations, including the rules and regulations of the SEC and the NYSE American corporate governance requirements.
- The Audit Committee shall coordinate with the Compensation Committee, as appropriate, on compensation matters.
- The Audit Committee shall annually evaluate the Audit Committee's own performance, which evaluation must compare performance of the Audit Committee with the requirements of this Charter. The performance evaluation shall be conducted in such manner as the Audit Committee deems appropriate. The Chair of the Audit Committee or any other member of

the Audit Committee designated by the Audit Committee shall make a report to the Board on the evaluation which report shall be made orally.

- The Audit Committee shall be directly responsible for the appointment, annual review, compensation and termination of the Chief Auditor. The Audit Committee Chair shall have lead responsibility for ensuring these duties are complete. The Chief Auditor shall report directly to the Audit Committee, with an administrative reporting relationship to the Company's Chief Executive Officer. The Audit 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 Audit Committee the organizational independence of the Internal Audit function.
- Annually, the Audit Committee shall review and approve the Internal Audit Procedures Manual. Internal Audit will operate consistent with The Institute of Internal Auditors' ("IIA") "Core Principles for the Professional Practice of Internal Auditing", "Definition of Internal Auditing", "International Standards for the Professional Practice of Internal Auditing" and the "Code of Ethics". Accordingly, the Internal Audit Procedures Manual will comply with the mandatory guidance included in the IIA's International Professional Practices Framework.
- The Audit 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 Audit Committee of the annual internal audit plan and related risk assessments. The Audit 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 Company's independent registered public accounting firm.
- On a regular basis, the Audit Committee shall meet with the Chief Auditor to discuss any matters that the Audit Committee or Internal Audit believes should be discussed privately.
- The Audit Committee shall pre-approve instances where Internal Audit provides consulting services or will participate in significant special projects or unscheduled activities that exceed 50 hours, individually, and receive and review regular reports on the nature and extent of such projects or activities. 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. Examples include counsel, advice, facilitation, and training.
- The Audit Committee shall receive and review regular reports from Internal Audit regarding:
 - Quarterly status of the annual audit plan and update on other audit activities;
 - Audits completed, including repeat audit recommendations and variances in audit ratings;
 - Audit recommendations by priority / risk level with the proposed corrective action of the Company's management;

- Aging of open audit items, including revisions to audit item implementation dates;
 - Items implemented / items closed;
 - The rationale of the Company's management for implementation date extensions;
 - Update on special request projects, regulatory examination findings, and findings of the Company's independent registered public accounting firm; and
 - Budget variance reporting.
- When applicable, the Audit Committee shall discuss completion of attorney-client privileged engagements performed by Internal Audit in executive session with appropriate legal counsel present.
 - The Audit Committee shall review internal and external training plans of the Internal Audit staff annually.
 - The Audit Committee shall receive reports of ongoing internal and periodic external quality assurance reviews relating to Internal Audit.
 - The Audit Committee shall review all significant regulatory examination findings requiring corrective action or relating to the Company's financial statements, internal controls or accounting policies. If requested by the Office of the Comptroller of the Currency, or other regulatory agencies or bodies, the Audit Committee shall 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.
 - The Audit 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.

Disclaimer

While the Audit Committee has the duties, responsibilities and powers set forth in this Charter, it is not the duty or responsibility of the Audit Committee to plan or conduct audits or to determine that the Company's consolidated financial statements are complete and accurate and are in accordance with U.S. GAAP. Those are the duty and responsibility of management of the Company and the Company's independent registered public accounting firm.

In performing their duties and responsibilities, Audit 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 Audit 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 Audit 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 Audit Committee members reasonably believe to merit confidence.