

Park National Corporation

**NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE CHARTER**

**Adopted by the Board of Directors
January 20, 2004**

Amended Dates

November 15, 2004

April 21, 2008

April 20, 2009

January 23, 2012

July 22, 2013

April 28, 2014

April 25, 2016

April 24, 2017

October 23, 2017

April 23, 2018

April 19, 2019

April 24, 2020

April 23, 2021

April 22, 2022

April 21, 2023

This Charter identifies the purpose, authority, composition, duties and responsibilities of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Park National Corporation (the “Company”).

Purpose of the Committee

The purpose of the Committee is to identify qualified candidates for election, nomination or appointment to the Board and recommend to the Board a slate of director nominees for each annual meeting of the shareholders of the Company or as vacancies occur between annual meetings of the shareholders of the Company. In addition, the Committee shall provide oversight on matters surrounding the composition and operation of the Board, including the evaluation of Board performance and processes, and make recommendations to the Board and the Chairman of the Board of the Company in the areas of Board committee selection, including Board committee chairs and rotation practices of Board committee members and Board committee chairs.

The Committee shall also have oversight of the Company’s Corporate Governance Guidelines and policies governing the Board as they relate to matters concerning the selection of individuals to serve on the Board.

Composition

The Board shall appoint annually at least three non-employee directors to serve as members of the Committee. Each member of the Committee shall be free of any relationship that, in the opinion of the Board, may interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director of the Company. All members of the Committee must:

- Satisfy the independence requirements prescribed by applicable sections of the Company Guide of NYSE American as well as any other corporate governance requirements of NYSE American; and
- Satisfy any other standards of independence as may be prescribed for purposes of any federal securities, tax, banking or other laws or regulations relating to the Committee’s duties and responsibilities.

The Committee makes recommendations to the full Board regarding future assignments to the Committee as well as recommendations for the chair of the Committee. The members of the Committee shall be appointed by the Board 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 term or terms as the Board may determine. Members of the Committee are subject to removal by a majority of the full Board.

Duties and Responsibilities

The primary duties and responsibilities of the Committee shall be to:

1. Review annually the composition of the Board to assure that the appropriate qualifications, knowledge, skills and experience are represented, in the Committee's judgment and in order to comply with applicable laws, rules and regulations, and that the Board's membership consists of individuals with sufficiently diverse experience, qualifications, attributes and skills, as determined in the Committee's business judgment.
2. Establish the qualifications, knowledge, skills and experience expectations and performance criteria for Board membership proposed by the Committee to be contained in the Corporate Governance Guidelines included in Exhibit A attached hereto, subject to the approval of the full Board. Develop additional selection criteria, if any, not contained in the Corporate Governance Guidelines included in Exhibit A, that are appropriate from time to time, taking into account the Company's business strategy, the business environment and the Board's current composition.
3. Be committed to diversity with respect to identification of potential candidates for Board membership, in terms of gender, race, ethnicity, age, background and other attributes.
4. Review the qualifications of potential candidates for Board membership as recommended by members of the Committee, Board members, the Chairman of the Board of the Company, the Chief Executive Officer of the Company, the President of the Company and shareholders of the Company.
5. Identify and recommend to the full Board potential candidates for Board membership and maintain a list of potential directors. The Committee will prepare and amend as appropriate a procedure for shareholders to recommend potential candidates for Board membership to the Committee for consideration. The current procedure is attached hereto as Exhibit B.
6. Be advised by any member of the Board in advance of accepting an invitation to serve on another public company board. The Committee shall review the Board member's availability to fulfill his or her responsibilities as a director of the Company if he or she serves on more than three other public boards.
7. Review periodically the standards promulgated by NYSE American, the Securities and Exchange Commission (the "SEC") and the Federal Deposit Insurance Corporation (the "FDIC"), and other applicable laws, rules and regulations, to be applied in making determinations as to the independence of directors and director nominees, including the requirements of the Federal Deposit Insurance Corporation Improvement Act ("FDICIA") and the regulations promulgated thereunder (collectively, the "FDICIA Requirements"). The Committee shall also determine whether any Board members are "large customers" of the Company or any of the Company's subsidiaries per the FDICIA Requirements, and assist management of the Company in the preparation of the disclosure in the Company's annual proxy statement regarding director independence.

8. Together with the Chairman of the Board of the Company, the Chief Executive Officer of the Company, the President of the Company and the Secretary of the Company, provide an orientation program for new directors and identify and provide continuing education opportunities for continuing directors.
9. Recommend the membership of committees of the Board, the position of chair of each committee and, if vacant, recommend to the Board the position of Chairman of the Board of the Company, all of which require approval by the Board. At least once a year, evaluate successors for members of the Board, Board committees and Board committee chairs.
10. Evaluate any proposed amendments to the Company's Articles of Incorporation or the Company's Regulations and recommend appropriate action to the Board.
11. At least once a year, review the operations and effectiveness of the Board, including, but not limited to, the size of the Board and the collective Board performance, and the performance of each committee of the Board, including the Committee.
12. At least once every two years, review each of the Code of Business Conduct and Ethics and the Insider Trading Policy, and recommend any proposed changes to either to the full Board.
13. At least annually, review the Committee's Charter and recommend any changes to the Board for review and approval by the full Board.
14. Annually evaluate individual directors who are being considered for re-election and make recommendations to the Board regarding re-elections.
15. Periodically assess the leadership structure of the Board, considering the Company's size, the nature of the Company's business, the regulatory environment in which the Company operates and the Company's peers.
16. At least annually, assess and make recommendations to the Board concerning appropriate corporate governance policies and changes to the Corporate Governance Guidelines.
17. Review and assess the Company's compliance with the Corporate Governance Guidelines and the corporate governance requirements established by the SEC, the FDIC, and other federal banking laws and regulations otherwise applicable to the Company.
18. Report to the Board and submit minutes for Board approval at the next regularly scheduled meeting of the Board following each meeting of the Committee.
19. Perform such additional duties within the scope of the Committee's primary responsibilities as the Board may from time to time determine.
20. Receive reports at least annually if a director of the Company, or an immediate family member of a director of the Company who shares the director's household, serves as a director, trustee or executive officer of a foundation, university or other nonprofit organization

(a “Charitable Organization”) and such Charitable Organization receives contributions or pledges from the Company, any of the subsidiaries of the Company and/or The Park National Corporation Foundation.

Meetings and Operations

The Committee shall meet in person or via teleconference or other means of electronic communications permitted under applicable law and the Company’s governing documents, at least twice each year at a time and place determined by the chair of the Committee. The Committee shall be chaired by one of the Committee’s members appointed by the Board.

The agendas for meetings of the Committee shall be set under the direction of the Chair of the Committee. The Committee shall maintain written minutes of the Committee’s meetings, which minutes shall be filed with the minutes of the meetings of the Board. A majority of the Committee members shall constitute a quorum for the transaction of business. The Committee shall meet upon the call of the chair of the Committee and as the Committee shall determine. The action of the Committee by a majority of the Committee’s members at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also act without a meeting if all members of the 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 Committee.

The Committee shall have the resources appropriate to discharge the Committee’s duties and responsibilities including the sole authority to select, retain, terminate and approve the fees and other terms of search firms, legal counsel or other experts or consultants, as the Committee deems appropriate. The Company will be responsible for payment of reasonable compensation to any such firms, legal counsel or other experts or consultants retained by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee’s duties and responsibilities.

The Committee shall determine which members of management of the Company will attend Committee meetings, and when to conduct executive sessions without management of the Company. At the Committee’s discretion, members may meet in executive session at any meeting of the Committee.

The Committee is empowered to investigate any matter brought to the Committee’s attention, or initiated on the Committee’s own, with full access to all books, records, facilities and personnel of the Company. The Committee may also work with other committees of the Board or the Board directly to investigate matters of interest to the Committee.

General

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:

1. 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;
2. Legal counsel, independent auditors, independent search firms 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
3. 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.

Exhibit A
CORPORATE GOVERNANCE GUIDELINES

A. Director Responsibilities

1. In General. The Board of Directors (the “Board”) of Park National Corporation (the “Company”) is responsible for the direction and control of the Company. The Board reviews and approves the Company's mission and strategies. In fulfilling this responsibility, directors must exercise their business judgment in good faith to act in what they reasonably believe to be in or not opposed to the best interests of the Company. The directors shall be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf and to make use of the benefits of indemnification to the fullest extent permitted by law and the Company's Articles of Incorporation, the Company's Regulations, and any indemnification agreements, and to the limits on liability provided by applicable federal or state law. Major transactions that are beyond the authority of corporate executive management are to be approved by the Board or committees of the Board. The Board sets the tone for and monitors compliance with the Company's ethical standards, including the Code of Business Conduct and Ethics. The Board monitors the performance of the Company in relation to the Company's vision, mission, strategies, financial and non-financial objectives; the performance and effectiveness of the Company's Chief Executive Officer and management of the Company; and the Company's financial reporting processes and internal controls. The Board also oversees the development and management by the Company's management of the Company's risk management framework. Focused discussions of individual businesses and key issues are held throughout the year. The Board also regularly reviews the Company's performance compared to the Company's peer companies as determined by the Board or a Board committee. Board members are encouraged to identify prospective directors and recommend them to the Nominating and Corporate Governance Committee (the “Nominating Committee”) and to assist management of the Company in recruiting customers and colleagues to the Company. The duties and responsibilities of each Board committee are detailed in their respective charters, and reports of committee meetings are given to the full Board, which acts on the recommendations of each Board committee. The Board and each Board committee will also undertake at least an annual performance evaluation under the direction of the Nominating Committee.
2. Board Size. The Regulations of the Company provide that the Board shall consist of not less than five directors and not more than sixteen directors. The size of the Board shall be fixed from time to time by the Board based on recommendations from the Nominating Committee, in accordance with the applicable provisions of the Regulations of the Company.
3. Director Terms. Pursuant to the Regulations of the Company, the members of the Board are divided into three classes, with the members of one class being elected annually for three-year terms. Board members shall not be subject to term limits.

4. Meetings. Regular attendance at all meetings of the Board and of Board committees on which the directors serve is of utmost importance. Board members are encouraged to attend (i) the Company's annual meeting of shareholders and (ii) a minimum of 75% of all regularly scheduled meetings of the Board and of the Board committees on which they serve. Board members should be adequately prepared for, and ready to fully participate in, each such meeting of the Board or of a Board committee. The Company also expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. The Chairman of the Board of the Company, in consultation with the Lead Director, establishes the Board agenda for Board meetings. Board meetings will focus on the Company's key strategic, leadership and performance issues. The Board will designate other responsibilities as appropriate to Board committees. Each year, the Board will conduct a formal review and discussion of the Company's long-term strategic plans.
5. Shareholder Proposals. The Nominating Committee will review shareholder proposals duly and properly submitted to the Company and provide recommendations to the Board for recommendation to the shareholders of the Company.
6. Shareholder Communications. The Company will establish a procedure for communications by shareholders with the Board, including procedures for submitting communications to individual directors. Absent adoption of a different procedure, such communications will be provided to the Audit Committee.

B. Director Qualifications

1. Shareholders of the Company. Pursuant to the Regulations of the Company, each of the directors of the Company must be a shareholder of the Company.
2. A majority of the Board of Directors must be independent. The Nominating Committee will make a recommendation to the Board, and the full Board will determine for each director whether she or he is considered independent for purposes of this requirement. A determination of independence shall be made annually and shall be based on Section 803 and any other applicable sections of the NYSE American Company Guide 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 membership on the Board or a particular committee of the Board, including the rules and regulations of the Securities and Exchange Commission (the "SEC") and the Federal Deposit Insurance Corporation (the "FDIC").
3. Audit Committee Members - Additional Requirements. In addition to the independence requirements under paragraph B.2 above, Audit Committee members must meet the specific requirements established by the SEC and the applicable sections of the NYSE American Company Guide as well as other applicable rules or regulations for independence and other qualifications of members of an audit committee, including the

requirements of the Federal Deposit Insurance Corporation Improvement Act ("FDICIA") and the regulations promulgated thereunder, and the Sarbanes-Oxley Act and the regulations promulgated thereunder. All Audit Committee members must be financially literate and at least one member shall be an "audit committee financial expert," as defined by SEC regulations.

4. Compensation Committee Members – Additional Requirements. In addition to the independence requirements under paragraph B.2 above, Compensation Committee members must meet the specific requirements established by the SEC and the applicable sections of the NYSE American Company Guide as well as other applicable rules or regulations for independence and other qualifications of members of a compensation committee.
5. Material Change in Director's Primary Employment. It is the sense of the Board that each member should be an active leader in the member's business or profession and in the member's community. As such, members who experience a material change in their principal occupation, position, location or responsibility (including retirement) from that held when they were most recently elected to the Board shall promptly advise the Chairman of the Board of the Company and the Chair of the Nominating Committee. The Nominating Committee will meet to review the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board at the Board's next regularly scheduled meeting. It is not the sense of the Board that in every instance the members who retire or change from the position they held when they were most recently elected to the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, through the Nominating Committee, to review the continued appropriateness of Board membership under the circumstances.
6. Membership on Outside Boards. Members should advise the Chairman of the Board of the Company and the Chair of the Nominating Committee in advance of accepting an invitation to serve on another public company board. There should be an opportunity for the Board, through the Nominating Committee, to review the member's availability to fulfill his or her responsibilities as a director if he or she serves on more than three other public company boards.
7. Loan Quality. A director, including Advisory Board members of a division of The Park National Bank, is expected to submit his or her request for a temporary leave of absence as a director if a loan from The Park National Bank to the director or an entity controlled by the director is classified "substandard" under applicable regulatory standards. Termination of the leave of absence will occur when the subject loan has been upgraded to a "pass" status, as defined under applicable regulatory standards. A director, including Advisory Board members of a division of The Park National Bank, is expected to submit his or her resignation if a loan from The Park National Bank to the director or an entity controlled by the director is classified "doubtful" or "loss" under applicable regulatory standards.

8. Additional Criteria. Board membership should reflect the diversity of the markets of the Company and the Company's subsidiaries. One of the Board's most important responsibilities is identifying, evaluating and selecting candidates for the Board. The Nominating Committee will, from time to time, identify selection criteria for Board membership, taking into consideration the current Board composition and the knowledge, skills and experience then represented. The Nominating Committee reviews the qualifications of potential director candidates and makes recommendations to the full Board for election. The factors considered by the Nominating Committee and the full Board in their respective review of potential candidates include:

- Whether the candidate has exhibited behavior that indicates he or she is committed to the highest ethical standards.
- Whether the candidate has special skills, expertise and background that would complement the attributes of the incumbent directors, taking into consideration the diverse communities and geographies in which the Company and the Company's subsidiaries operate.
- Whether the candidate has achieved prominence in his or her business, governmental or professional activities, and has built a reputation that demonstrates the ability to make the kind of important and sensitive judgments that the Board members are called upon to make.
- Whether the candidate possesses a willingness to challenge management of the Company while working constructively as part of a team in an environment of collegiality and trust.
- Whether the candidate will be able to devote sufficient time and energy to the performance of his or her duties as a director.

When considering candidates, the Board and the Nominating Committee also take into account gender, race, ethnicity, age, background and other attributes, including experience in the financial services industry, and with risk management and compensation practices. The Nominating Committee from time to time will identify selection criteria for Board membership, taking into consideration the current Board composition and that appropriate knowledge, skills, and experience are represented. In no event shall a director serve after age 82. Board members serving as of December 31, 2011 are grandfathered and will not be subject to this age restriction.

C. Director Access to Management of the Company and Independent Advisors

1. Management. Committees of the Board shall have complete access to management of the Company and other Company employees to ensure that Board members can ask questions and gather the information necessary to fulfill their duties. The Board may specify a protocol for making inquiries. The Board encourages management of the Company to invite Company personnel to any Board or Board committee meeting at which their presence or expertise would be helpful to the Board or Board committee in considering matters under discussion.

2. Independent Advisors. Committees of the Board, as they deem appropriate, may retain any independent advisor they deem necessary to carry out their duties and responsibilities, and the Company will be responsible for payment of reasonable compensation to any advisor so retained, and for payment of ordinary administrative expenses of each Board committee that are necessary or appropriate in carrying out the duties and responsibilities of the Board committee.

D. Regular Separate Independent Director Meetings

The independent directors will hold meetings in executive session without management of the Company present on a regular basis and, in any case, not less than twice each year. Such meetings may be in conjunction with regularly scheduled meetings of the Board. The Lead Director will preside at each meeting of the independent directors. The Lead Director will communicate to the Chief Executive Officer of the Company such information as he or she deems appropriate following each executive session.

E. Committees

The Board will establish necessary committees, including:

- Nominating and Corporate Governance Committee
- Audit Committee
- Compensation Committee
- Risk Committee
- Executive Committee

Members of the Nominating Committee, the Audit Committee, and the Compensation Committee shall be independent under the definition set forth in paragraph B.2. Audit Committee members must meet the additional requirements of paragraph B.3. Compensation Committee members must meet the additional requirements of paragraph B.4. Each Board committee will determine which members of management of the Company will attend committee meetings, and when to conduct executive sessions without management of the Company present. Each standing Board committee will have a written charter. Membership on each Board committee will be determined by action of the Board upon recommendation by the Nominating Committee. Each Board committee will report regularly to the Board.

Committee assignments should be based on each director's knowledge, skills, expertise and interest. Further, the Nominating Committee and the Board recognize that continuity of membership enhances institutional knowledge and further depth in assigned areas. For these reasons, the Board does not favor mandatory rotation of Board committee assignments or chair positions. On the other hand, the Nominating Committee and the Board recognize the value of internal refreshment on Board committees. Therefore, the Nominating

Committee and the Board annually review Board committee membership and chair positions to balance these competing demands.

F. Lead Director

The Company has no fixed policy with respect to the separation of the offices of the Chairman of the Board and the Chief Executive Officer. The Board will determine periodically whether to separate or combine the offices of Chairman of the Board and Chief Executive Officer in light of the Company's succession planning process and other relevant factors. When the position of the Chairman of the Board is not held by an independent director, or any other time designated by the Board, the Board shall, on an annual basis, appoint an independent member of the Board as the Lead Director whose responsibilities shall include: (i) presiding in executive sessions of the independent directors and at all meetings of the Board at which the Chairman of the Board of the Company is not present; (ii) serving as liaison between the Chairman of the Board of the Company and the independent directors; (iii) consulting with the Chairman of the Board of the Company on information sent to the Board; (iv) reviewing and providing input to the Chairman of the Board of the Company on meeting agendas for the Board; (v) consulting with the Chairman of the Board of the Company to establish a meeting calendar to ensure that there is sufficient time for strategic discussion as well as for discussion of all agenda items; (vi) having the authority to call meetings of the independent directors; and (vii) if requested by major shareholders of the Company, ensuring that he or she is available for consultation and direct communication.

G. Director Compensation

General Principles. The form and amount of compensation of directors will be recommended to the Board by the Compensation Committee and will be guided by the following principles:

- What is customary for similar organizations.
- The amount of time required to fulfill the duties of a director.
- The personal risks assumed by a director.
- The limitations set forth in applicable laws, rules and regulations.

H. Director Orientation and Continuing Education

1. Newly-elected directors will receive an orientation briefing covering: the Company's organizational and governance documents; recent SEC filings; strategic and operating plans; financial information; corporate structure and organizational charts; and information about the businesses, products and services of the Company and the Company's subsidiaries and the industries in which the Company and the Company's subsidiaries operate. The Company will provide on-going training and opportunities to participate in continuing education programs, including trainings and opportunities designed to assist the Board in the Board's risk oversight functions.

2. Directors are encouraged, as appropriate, to seek additional training through seminars, conferences and other pertinent educational opportunities, including opportunities sponsored by the Company. The associated expenses of such trainings will be reimbursed by the Company.

I. Confidentiality

Each director of the Company is required to protect and hold confidential all Confidential Information (as such term is defined in the immediately succeeding paragraph) obtained as a result of his or her position as a director of the Company, and shall not disclose any such Confidential Information absent the express permission of the Board to disclose such information or as required by law, and except to other directors of the Company, to executive officers of the Company and to the Company's independent auditors, legal counsel, and financial and other advisors.

"Confidential Information" means all non-public information entrusted to or obtained by a director of the Company by reason of his or her position as a director of the Company. It includes, but is not limited to, non-public information related to the Company, such as: (i) non-public information about the Company's financial condition; prospects or plans; the Company's marketing and sales programs, products, and services; as well as non-public information relating to mergers and acquisitions, stock splits, and divestitures; (ii) non-public information concerning possible transactions with other companies or information about the Company's current and prospective customers, suppliers, vendors or joint venture partners, which in each case the Company is under an obligation to maintain as confidential; (iii) non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers, and directors of the Company; (iv) confidential supervisory information as defined by applicable regulatory authorities; and (v) Board materials, deliberations and discussions.

Exhibit B

GUIDELINES FOR SHAREHOLDER RECOMMENDATION OF DIRECTOR CANDIDATE

Shareholders who wish to recommend director candidates for consideration by the Nominating and Corporate Governance Committee (the “Nominating Committee”) may send a written notice to the Secretary of Park National Corporation (“Park”) at the principal executive offices of Park. Shareholders should review Park’s Regulations and the most recent proxy statement filed with the SEC to determine the applicable deadlines for the Company’s receipt of a shareholder’s director candidate recommendation notice. The notice must indicate the name, age, and address of the person recommended, the person's principal occupation or employment for the last five years, other public company boards on which the person serves, whether the person would qualify as independent as the term is defined under the applicable corporate governance requirements of NYSE American, the class and number of common shares of Park owned by the person, a statement of the person’s qualifications to serve on the Board, and the written consent of the person to serve as a director, if elected. The Nominating Committee may require additional information to determine the qualifications of the person recommended. The notice must also state the name(s) and address(es) of, and the class and number of common shares of Park owned by the person(s) making the recommendation.