

Park National Corporation

Executive Committee Charter

Governance Summary

Charter Owner	Board of Directors
Effective Date	January 27, 2014
Most Recently Approved	July 25, 2025
Review Frequency	Annual
Charter Version	2.0
Approval Authority	Board of Directors
File Location	[Park Place URL or File Location]

1. Purpose

The Executive Committee (the “Committee”) is established by the Board of Directors (“Board”) of Park National Corporation (the “Company”) to act in place of the Board between regularly scheduled meetings on matters that require prompt attention, that are deemed appropriate by members of the Committee, and that are permitted by the governing documents of the Company and applicable laws, rules, and regulations.

2. Membership & Structure

The Committee shall consist of at least three Board members and a majority of the members shall be independent. Committee members and the Committee Chair shall be appointed by the Board, on the recommendation of the Nominating and Corporate Governance Committee. Members shall serve at the pleasure of the Board, for such term as the Board may determine, and are subject to removal by a majority of the Board. Committee members may be appointed based on experience, education and skills necessary to contribute to the Committee. Each Committee member shall further satisfy any requirements the Board deems appropriate, as well as requirements provided by applicable laws, rules, and regulations. The Committee Chair shall designate a secretary who may be a non-Committee member to record the minutes of the meetings.

The Committee shall determine which members of the Company’s management will attend Committee meetings. 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

There is no prescribed meeting frequency for the Committee; rather, the Committee shall meet as necessary during the year. Meetings of the Committee may be called by the Committee Chair, the Board Chair, the Chief Executive Officer, the President, or by any member of the Committee. No specific notice of a meeting is required. Meetings may be held through any communication medium (including via telephone or web conference), in which case any member who can hear and participate in the meeting shall be considered present.

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). 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, the Board Chair shall 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 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 as well. The secretary, or designee, is 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

The Committee shall carry out such duties and responsibilities as are designated by the Board. The Committee shall have all the authority of the Board so far as may be permitted by applicable law and the Company's governing documents. The Committee's authority does not extend, however, to the following actions: (i) to fill vacancies on the Board or in any committee of the Board; (ii) to amend or repeal the Company's Regulations; (iii) that has been delegated by the Board exclusively to one or more other Board committees (with the understanding that the Committee has been delegated the authority to assist the Compensation Committee in the administration of the Company's incentive compensation plans and equity-based plans to the extent permitted under the applicable plan and under applicable laws, rules and regulations); (iv) that applicable law or the Company's governing documents do not permit to be delegated to a Board committee; (v) to recommend to the shareholders any action which requires shareholder approval, other than the election of directors; and (vi) to approve any merger or share exchange which does not require shareholder approval.

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 may investigate any matter brought to the Committee's attention, or initiate 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.

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.

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		July 2025	Migrate to new charter template and rearrange content to align with all other board charters; minor language edits and revisions as recommended by legal counsel

Appendix B: Related Policies and Supporting Documents

Referenced Policies, Procedures, and Supporting Documents

Appendix C: Legal and Regulatory Tagging

Applicable Laws and Regulations

Appendix D: Abbreviations and Acronyms

Acronym	Reference Name