

Northwest Bancshares, Inc.
Corporate Governance Committee Charter
February 21, 2018

Purpose

This charter ("Charter") assigns the responsibility for the oversight of corporate governance to the Corporate Governance Committee of the Board of Directors of Northwest Bancshares, Inc. (the "Company"). This Charter has been adopted by the Board of Directors to address the development and implementation of the Company's corporate governance principles, to direct the assignment of Board committees, and to monitor Board effectiveness.

Membership

The Committee shall be comprised of all members of the Board who, in the business judgment of the Board, are deemed to be "independent" under the most stringent rules and standards established by the Company's various regulatory and supervisory authorities. Members of the Committee are appointed by the Board for one-year terms and shall serve at the pleasure of the Board. The Board shall designate a member of the Committee to serve as its Chairman.

Duties and Responsibilities

In discharging the duties as assigned by the Board, the Committee will:

- A. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- B. Review the Board's committee structure and charters.
- C. Perform an annual self-evaluation of the Board and its committees which includes an evaluation of attendance, agenda, quality of materials, quality of discussions and level of participation.
- D. Periodically review the adequacy of the Company's ethics compliance programs, director orientation programs, and director continuing education programs.
- E. Assess the adequacy of communications with management and the adequacy of internal reporting.
- F. Assess the performance of the Chairman and CEO as it relates to his/their relationship with the Board.
- G. Evaluate the effectiveness of the role of the Lead Director. Evaluate the performance of the Lead Director.
- H. Evaluate the adequacy of management succession, particularly the succession of the CEO.
- I. Review the Company's "Principles of Corporate Governance" annually and recommend changes to the Board of Directors.
- J. Evaluate Directors succession and size of the Board.

- K. Undertake all further actions and discharge all further responsibilities imposed upon the Committee from time to time by the Board, the federal securities laws or the rules and regulations of the SEC or Nasdaq.

Resources and Authority of Committee

The Committee shall have available to it the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants.

In carrying out its responsibilities, the Committee may draw on the expertise of management and the corporate staff and, when appropriate, may hire outside legal, accounting or other experts or advisors to assist the Committee with its work.

Meetings

The Committee will normally meet two times per year, or on a more frequent basis if necessary to carry out its responsibilities. The Committee shall submit the minutes of all meetings of the Committee to, and discuss the matters discussed at each Committee meeting with, the Board of Directors.

Amendments

This charter shall be reviewed by the Committee at least annually, or more frequently if necessary, and may be amended in whole or in part with the approval of a majority of the Committee.