

Northwest Bancshares Inc.
Nominating Committee Charter
February 21, 2018

The Nominating Committee of the Board of Directors of Northwest Bancshares, Inc. (the "Committee") shall consist of a minimum of three Directors, as determined by the Board of Directors. Members of the Committee shall be appointed and may be removed by the Board. All members of the Committee shall be independent directors who are not running for re-election. The Committee shall meet at least once annually or more frequently as circumstances require.

The purpose of the Committee shall be to assist the Board in identifying qualified individuals to become Board members. In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the board and to select director nominees to be presented for stockholder approval at the annual meeting. The committee shall select individuals as director nominees who possess:
 - The highest personal and professional ethics and integrity and whose values are compatible with the Company's values;
 - Experiences and achievements that have given them the ability to exercise and develop good business judgment;
 - A willingness to devote the necessary time to the work of the Board and its committees, which includes being available for Board and committee meetings;
 - A familiarity with the communities in which the Company operates and a history of engagement with community activities;
 - Involvement in other activities or interests that will not create a conflict with their responsibilities to the company and its stockholders; and
 - The capacity and desire to represent the balanced, best interests of the stockholders of the company as a group, and not primarily a special interest group or constituency.

In addition to meeting these qualifications, a person is not qualified to serve as director if he or she: (1) is under indictment for, or has ever been convicted of, a

criminal offense involving dishonesty or breach of trust and the penalty for such offense could be imprisonment for more than one year, or (2) is a person against who a banking agency has, within the past ten years, issued a cease and desist order for conduct involving dishonesty or breach of trust and that order is final and subject to appeal, or (3) has been found either by a regulatory agency whose decision is final and not subject to appeal or by a court to have (i) breached a fiduciary duty involving personal profit or (ii) committed a willful violation of any law, rule or regulation governing banking, securities, commodities or insurance, or any final cease and desist order issued by a banking, securities, commodities or insurance regulatory agency.

The Committee shall also have the responsibility of adopting procedures for the submission of recommendations by stockholders in compliance with all regulatory requirements and the Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualification of possible candidates.

2. To develop and recommend to the Board other specific criteria (such as independence, experience relevant to the needs of the company, leadership qualities, diversity or stock ownership) for the selection of individuals to be considered for election or re-election to the Board.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion.