

**Heritage Financial Corporation
Heritage Bank
Corporate Governance/Nominating Committee Charter**

Board Approved: February 25, 2026

Purpose

The Corporate Governance/Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Heritage Financial Corporation (the "Company"). The primary purpose of the Committee is to (i) promote the best interest of the Company and its shareholders through implementation of sound principles and practices of corporate governance, (ii) evaluate candidates for membership on the Board and make recommendations to the Board regarding candidates, (iii) make recommendations with respect to the composition of the Board and the committees thereof, (iv) review and make recommendations regarding the functioning of the Board as an entity, (v) review the Company's strategic planning process and recommend approval of the process to the Board, (vi) monitor performance of the strategic plan, and (vii) assist the Board in its reviews of the performance of the Board and each Committee as requested. In approving this Charter the Board delegates' authority to the Committee with respect to the responsibilities set forth herein.

Committee Membership

1. The Committee shall be comprised of not less than three members of the Board. The Board shall appoint one of the members of the Committee as the Committee Chair.
2. All members of the Committee shall be independent directors, as independence is defined in accordance with the listing standards of the NASDAQ Stock Market, Inc., and as determined in the business judgment of the Board.
3. Members of the Committee shall be appointed and may be removed by the Board.

General Criteria for Nomination to the Board

The criteria to be considered by the Committee in recommending director candidates (including incumbents) shall include the following: business and occupational background and experience; integrity and reputation; education; knowledge of the Company's market area; ability to commit adequate time and attention to serve as a director in light of other commitments; ability to work effectively in a group; diversity; independence and potential conflicts of interest; tenure on the Board; other board experience; specialized knowledge or skills (such as an understanding of banking, accounting, marketing, finance, technology, regulation or public policy); and any other factors that the Committee may deem appropriate. The Committee shall consider these criteria, and any other criteria established by the Board, in the context of an assessment of the operation and needs of the Board as a whole and the Board's goal of maintaining diversity of backgrounds among its members.

Committee Authority and Responsibilities

1. Monitor and review the appropriateness of the Company's principles and practices of corporate governance, including its Corporate Governance Guidelines, and make such recommendations as the Committee considers appropriate.
2. The Committee shall consider the size, composition and needs of the Board and consider and recommend candidates for membership on the Board. The Committee shall recommend to the Board each year the director nominees for election at the next annual meeting of shareholders. The Committee also shall recommend to the Board director candidates to be appointed by the Board during the course of the year to fill any vacancy or any newly created directorship. In considering and recommending director candidates (including incumbents), the Committee shall consider the candidate's particular experience, qualifications, attributes or skills in view of the criteria for directors set forth in this Charter under "General Criteria for Nomination to the Board," as well as any additional criteria established by the Board.
3. The Committee shall review director nominations submitted by stockholders that comply with the requirements of the Company's Articles of Incorporation. Nominations from shareholders submitted for the Board's consideration will be considered and evaluated using the same criteria as all other nominations.
4. Following consultation with the Board Chair and Lead Independent Director, if one is serving, the Committee shall be responsible for recommending, for full Board approval, the various Board committees and the membership of the committees.
5. The Committee shall be responsible for reviewing and making recommendations to the Board regarding the functioning of the Board as an entity, including periodically reviewing the appropriateness of the Board's leadership structure given the Company's characteristics or circumstances at the time (including whether the chief executive officer and Board Chair positions should be separated or combined), and the Board's role in the risk oversight of the Company and how this oversight function is administered.
6. The Committee shall be responsible for overseeing management succession which includes the CEO selection, as well as policies regarding succession in the event of an emergency or the retirement of the CEO;
7. The Committee shall manage a periodic evaluation of the performance of the full Board and its committees and shall report on such evaluation to the Board.
8. The Committee shall review the Company's strategic planning process and recommend approval of the process to the full Board and shall monitor the Company's performance of the strategic plan.
9. The Committee shall review annually compliance with the Stock Ownership Guidelines.
10. The Committee shall review and provide oversight of the Company's environmental, social and governance (ESG) practices.

11. On at least an annual basis, the Committee shall review the adequacy of this Charter, and recommend to the Board any modifications or changes hereto for approval by the Board.
12. The Committee shall review the Company's Articles of Incorporation and By-Laws from time to time, and provide any recommended changes to the Board for its consideration on whether to pursue further
13. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board.
14. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its discretion.
15. The Committee shall have authority to retain outside counsel and other advisors as the Committee may deem appropriate in the conduct of its duties and responsibilities under this Charter.

Meetings

The Committee will meet as needed but at least annually and will report to the Board on its meetings. The Committee may request any officer or employee of the Company or any of the Company's outside advisors to attend a meeting of the Committee or to meet with any members of the Committee. The Committee may refer to the Board any matter that the Committee believes should be addressed by the Board. A majority of the members of the Committee shall constitute a quorum.