

BANNER CORPORATION
CORPORATE GOVERNANCE/NOMINATING COMMITTEE
CHARTER

*Approved and Adopted by the
Board of Directors of Banner Corporation on December 16, 2024*

I. Purpose

The Corporate Governance/Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Banner Corporation (the “**Corporation**”) shall carry out the Board’s responsibilities with respect to director nomination and other Board processes and procedures, the development and maintenance of the Corporation’s corporate governance policies, reviewing the Corporation’s policies and programs that relate to matters of corporate social responsibility, and any related matters required by federal securities laws or regulations or the rules of any national securities exchange on which the Corporation’s common stock is listed. The Committee shall take appropriate steps to keep current with all rules and regulations applicable to the Corporation as required to satisfy its obligations with respect to the governance of a publicly-traded company.

II. Composition

The Committee shall consist of at least three directors. All members of the Committee shall meet the independence requirements of the NASDAQ Stock Market (the “**NASDAQ Rules**”) and rules adopted by the Securities and Exchange Commission (the “**SEC**”). The Board may also consider whether it is advisable for members of the Committee to qualify under any other standards of applicable law, rule or regulation.

The Board shall annually consider and appoint members of the Committee based on the recommendation of the Committee and as provided in the Bylaws of the Corporation (the “**Bylaws**”). The Board may remove Committee members and fill any vacancies on the Committee as provided in the Bylaws. Unless a Chair is selected by the Board, the members of the Committee will designate a Chair by majority vote of the full Committee membership.

III. Meetings and Structure

The Committee shall meet as often as necessary to carry out its duties, but at least four times per year. The Committee Chair shall report the Committee’s activities and actions to the Board at the next regular meeting following each Committee meeting. The Committee shall ensure the Corporation maintains minutes of meetings and records relating to those meetings and the Committee’s activities, and shall provide copies of such minutes to the Board. The Committee may refer to the Board any matter that the Committee believes should be addressed by the Board.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Furthermore, the Committee shall, in a manner it deems appropriate, evaluate itself annually by comparing its performance with the requirements of this Charter. The results of such evaluation shall be reported to the Board.

IV. Authority and Responsibilities

The Committee's authority and responsibilities shall include the following:

A. Board and Committee Composition and Selection of Directors

1. Review and make recommendations to the Board regarding the process and procedures by which a candidate shall be nominated for election to the Board and be submitted to a shareholder vote at the annual meeting of shareholders.
2. Develop and evaluate potential candidates for election to the Board.
3. In accordance with the Corporation's Articles of Incorporation (the "*Articles*"), the Bylaws, and the NASDAQ Rules, evaluate the size and composition of the Board, including establishing procedures and making recommendations regarding the selection and approval of candidates to fill vacancies by shareholder election or Board appointment. The Committee shall consider candidates recommended by the Corporation's shareholders pursuant to the procedures set forth in the Articles.
4. Recommend to the Board prospective candidates for election to the Board. In assessing the qualifications of prospective candidates, the Committee will:
 - a. Have sole authority to retain and terminate search firms, including the approval of all fees and contract terms;
 - b. Determine Board member qualifications, qualities, skills, and other expertise required to be a board member in accordance with the NASDAQ Rules, SEC rules, and requirements of the financial institution regulatory agencies that oversee the Corporation and its subsidiaries;
 - c. Interview potential director nominees which interviews may be conducted by the Committee Chair or other individual member(s) of the Committee;
 - d. Determine whether a candidate would qualify as an independent board member in accordance with applicable SEC rules, the NASDAQ Rules, and other applicable laws and regulations; and
 - e. Consider the age, Board tenure, expertise (including expertise in cybersecurity), background, qualifications, knowledge, skills, experience, and personal characteristics of candidates (including diversity characteristics) in the context of the needs of the Board, to help ensure the Board has the capability to appropriately oversee

management's activities with regard to the issues facing financial institutions.

5. Review the form, composition and effectiveness of authorized Board committees under the same standards applied to the Board and in accordance with the requirements under the SEC, the NASDAQ Rules, and other applicable laws and regulations, and make recommendations to the Board regarding the appointment of committee members.
6. Review the membership, composition, qualifications, duties and obligations of subsidiary boards, subject to the requirements of the SEC, the NASDAQ Rules, the laws and regulations of financial institution regulatory agencies that oversee the Corporation and its subsidiaries, and other applicable laws and regulations regarding the standards of governance applicable to the Corporation.
7. Develop and recommend to the Board for approval standards for determining whether the director has a relationship with the Corporation or its subsidiaries that would impair his or her independence.
8. Establish criteria for evaluation of members of the Board and oversee annual evaluation of the performance of Board members other than compensation matters, as to which the Compensation and Human Capital Committee has oversight.
9. Develop, oversee, monitor and evaluate director training and information resources, including:
 - a. An orientation program for new directors;
 - b. Continuing education opportunities;
 - c. Clear and adequate reports; and
 - d. Notification of significant events and transactions.

B. Corporate Governance Practices

1. Review and discuss with management the disclosure of the Corporation's corporate governance practices, including operations of the Corporation's committees, director independence and the nomination process; and recommend disclosures for the Corporation's proxy statement and annual report on Form 10-K, as applicable.
2. At least annually, review and recommend to the Board any revisions to the Corporation's Corporate Governance Guidelines that the Committee deems appropriate.

3. Monitor documentation of Board activities, including the timing and content of Board reports, communication, document retention, adequacy of minutes, and committee deliberations, including an effective summary of discussion points and dissenting opinions.
4. Monitor meeting schedule and agendas, including the required frequency of meetings, materials supplied to members, minutes taken and other record keeping requirements.
5. Review director access to management, employees, regulators and independent advisors.
6. Review and oversee shareholder access to director information.
7. Ensure that the Corporation conducts on an ongoing basis an appropriate review of all related party transactions and that all such transactions are approved by the Committee or the Board, as applicable, and conduct or oversee, as appropriate, any special investigations of conflicts of interest and compliance with federal, state, local and foreign laws and regulations, including the Foreign Corrupt Practices Act.
8. Ensure that the Corporation is in compliance with applicable governance-related rules and regulations of the SEC, as well as the NASDAQ Rules regarding corporate governance.
9. Periodically review and reassess the Corporation's environmental, social and governance framework and initiatives and policies and programs that relate to matters of corporate social responsibility.

Additionally, the Committee may, subject to applicable law, delegate authority and responsibilities to one or more subcommittees at the Committee's discretion.

V. Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and oversee outside advisors (including separate outside counsel), which shall include reasonable compensation paid to such advisors by the Corporation.