



## **Nominating & Governance Committee Charter**

### **PURPOSE**

The Nominating & Governance Committee (“Committee”) of WaFd, Inc., and Washington Federal Bank (collectively the “Company”), is appointed annually by the Boards of Directors of the Company (collectively, the “Board”) to assist the Board in identifying and qualifying individuals to serve as directors of the Company, to develop and recommend to the Board organizational and corporate governance policies, and to oversee the self-evaluation of the Board and its committees.

### **COMPOSITION**

The Committee will consist of at least three members of the Board. The Board will appoint Committee members and the Committee Chair annually on the recommendation of the Committee. All Committee members must meet the independent director requirements as established by the Securities and Exchange Commission, NASDAQ, and any other regulatory or legal authority having jurisdiction.

### **MEETINGS**

The Committee will meet as often as necessary to carry out its responsibilities, as determined by the Committee Chair. The Committee Chair will be responsible for leadership of the Committee, including establishing the meeting agendas, presiding over meetings, and reporting the activities of the Committee to the Board as soon as is practical, typically at the next regularly scheduled meeting of the Board.

### **AUTHORITY**

In discharging its responsibilities, the Committee may:

- At its sole discretion, obtain advice and assistance from legal, accounting, or other advisors that it deems appropriate to assist in the performance of its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to such advisors that the Committee chooses to engage.
- Retain search firms to assist in the identification of qualified director nominees, with funding to be provided by the Company.
- Invite to its meetings any member of management or such other persons as it deems appropriate in order to carry out its duties and responsibilities.

## **RESPONSIBILITIES**

The Committee will:

- Review, advise and make recommendations to the Board for its organization and the assignment of responsibilities to appropriate committees.
- Evaluate and consider the capabilities of each Board member and make recommendations for committee assignments and committee chairs, including a recommendation to the Board for a Lead Independent Director.
- Evaluate, in consultation with the Chairman of the Board and the CEO, the ongoing contributions to the Board of each director whose term is expiring and who would otherwise be nominated for re-election to the Board and recommend to the Board whether the director should be so nominated.
- In consultation with the Board, develop and recommend criteria for selection of new director nominees.
- Actively seek qualified director candidates and recommend suitable candidates to the Board to be nominated and presented for shareholder approval at the Company's annual meeting or approved to fill vacancies on the Board.
- Review and monitor the orientation of new Board members and the continuing education of all directors.
- Develop and conduct an annual Board self-assessment and report findings to the Board.
- Review, evaluate and make recommendations for Board compensation.
- Review and approve elected officers' directorships in other for-profit companies.
- Annually review with the Chairman of the Board and the CEO the emergency succession plan for senior management.

## **CHARTER**

The Committee shall review and reassess the adequacy of its charter on an annual basis and recommend any proposed changes to the Board for approval. The Committee shall post its charter on the Company's website.

*Approved by the Board of Directors November 14, 2023*