

PARK NATIONAL CORPORATION

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

Adopted January 20, 2004

Amended November 15, 2004

Amended April 21, 2008

Amended April 20, 2009

Amended January 23, 2012

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Amended April 28, 2014

Amended April 25, 2016

Amended April 24, 2017

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This Charter (this “Charter”) identifies the purpose, composition, duties and responsibilities of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Park National Corporation (the “Company”).

Purpose of the Committee

The purpose of the Committee is to identify qualified candidates for election, nomination or appointment to the Board and recommend to the Board a slate of director nominees for each annual meeting of the shareholders of the Company or as vacancies occur between annual meetings of the shareholders of the Company. In addition, the Committee shall provide oversight on matters surrounding the composition and operation of the Board, including the evaluation of Board performance and processes, and make recommendations to the Board and the Chairman of the Board of the Company in the areas of Board committee selection, including Board committee chairs and rotation practices of Board committee members and Board committee chairs.

Composition

The Board shall designate annually at least three non-employee directors to serve as members of the Committee. Each member of the Committee shall be free of any relationship that, in the opinion of the Board, may interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director of the Company. All members of the Committee must:

- Satisfy the independence requirements prescribed by applicable sections of the Company Guide of NYSE MKT or other corporate governance requirements of NYSE MKT; and
- Satisfy any other standards of independence as may be prescribed for purposes of any federal securities, tax, banking or other laws or regulations relating to the Committee’s duties and responsibilities.

The members of the Committee shall be appointed by the Board based primarily upon experience, education and skills necessary to contribute to the Committee. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Committee shall meet in person or telephonically at least twice each year at a time and place determined by the Committee Chair. The Committee shall be chaired by one of its members appointed by the Board.

Duties and Responsibilities

The primary duties and responsibilities of the Committee shall be to:

1. Review annually the composition of the Board to assure that the appropriate knowledge, skills and experience are represented, in the Committee’s judgment and in order to comply with applicable laws and regulations, and that the Board’s membership consists of individuals with sufficiently diverse experience, qualifications, attributes and skills.
2. Establish knowledge, skills and experience expectations and performance criteria for Board membership to be contained in the Corporate Governance Guidelines proposed by the Committee and included in Exhibit A attached hereto. Develop additional selection criteria, if any, not contained in the Corporate Governance Guidelines included in Exhibit A.

3. Review the qualifications of candidates for Board membership as recommended by the Committee, Board members, the Chairman of the Board of the Company, the President of the Company and shareholders of the Company and recommend to the full Board nominees for Board membership.
4. Identify potential candidates for Board membership and maintain a list of potential directors. The Committee will prepare and amend as appropriate a procedure for shareholders to submit recommendations for Board membership to the Committee for consideration. The current procedure is attached hereto as Exhibit B.
5. Review periodically the standards promulgated by NYSE MKT, the Securities and Exchange Commission and the Federal Deposit Insurance Corporation to be applied in making determinations as to the independence of directors, including the requirements of the Federal Deposit Insurance Corporation Improvement Act ("FDICIA") which specify that audit committee members have banking or related financial management expertise. The Committee shall also determine whether any Board members are "large customers" of the Company per the FDICIA requirements.
6. Together with the Chairman of the Board of the Company, the President of the Company and the Secretary of the Company, provide an orientation program for new directors and identify and provide continuing education opportunities for continuing directors.
7. Recommend the membership of committees of the Board, the position of chair of each committee and, if vacant, recommend to the Board the position of Chairman of the Board of the Company, all of which require approval by the Board.
8. Evaluate any proposed amendments to the Company's Articles of Incorporation or Regulations and recommend appropriate action to the Board.
9. At least once a year, evaluate successors for members of the Board, Board committees and Board committee chair.
10. At least once a year, review the operations and effectiveness of the Board, including, but not limited to, the size of the Board and the collective Board performance, and the performance of each committee of the Board, including the Committee.
11. At least once every two years, review the Code of Business Conduct and Ethics.
12. At least annually, review the Committee's Charter and recommend any changes to the Board for review and approval by the full Board.
13. Annually evaluate individual directors who are being considered for re-election and make recommendations to the Board regarding re-elections.
14. At least annually, assess and make recommendations to the Board concerning appropriate corporate governance policies. The Committee shall have oversight over the Company's Corporate Governance Guidelines and policies governing the Board as they relate to matters concerning the selection of individuals to serve on the Board.
15. Review and assess the Company's compliance with the Corporate Governance Guidelines and the corporate governance requirements established by the Securities and Exchange Commission, the Federal Deposit Insurance Corporation, and other federal banking laws and regulations otherwise applicable to the Company.

16. Report to the Board and submit minutes for Board approval following each meeting of the Committee.
17. Perform such additional duties within the scope of the Committee's primary responsibilities as the Board may from time to time determine.

Structure and Operations

A majority of the voting Committee members shall constitute a quorum for the transaction of business. The Committee shall meet upon the call of the Committee Chair and as the Committee shall determine. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also act without a meeting if all members of the Committee consent to the action in writing or by other means of electronic transmission permitted under applicable law.

The Committee shall have the resources appropriate to discharge its duties and responsibilities including the sole authority to select, retain, terminate and approve the fees and other terms of search firms, counsel or other experts or consultants, as the Committee deems appropriate. The Company will be responsible for payment of compensation to any advisors retained by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee's duties and responsibilities.

General

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

1. One or more officers or employees of the Company or affiliates of the Company whom the Committee members reasonably believe to be reliable and competent in the matters presented;
2. Legal counsel, independent auditors, or other persons as to matters which the Committee members reasonably believe to be within the professional or expert competence of such persons; or
3. Another committee of the Board as to matters within such other committee's designated authority which other committee of the Board the Committee members reasonably believe to merit confidence.

Exhibit A

CORPORATE GOVERNANCE GUIDELINES

A. Director Responsibilities

1. In General. The Regulations of Park National Corporation (the “Company”) provide that the Board of Directors (the “Board”) shall consist of not less than five directors and not more than sixteen directors. The Board is responsible for the direction and control of the Company. The Board reviews and approves the Company's mission and strategies. In fulfilling this responsibility, directors must exercise their business judgment in good faith to act in what they reasonably believe to be in or not opposed to the best interests of the Company. The directors shall be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf and to make use of the benefits of indemnification to the fullest extent permitted by law and the Company's Articles of Incorporation, Regulations, and any indemnification agreements, and to the limits on liability provided by applicable state law. Major transactions that are beyond the authority of corporate executive management are approved by the Board or committees of the Board. The Board sets the tone for and monitors compliance with the Company's ethical standards. The Board monitors the performance of the Company in relation to its vision, mission, strategies, financial and non-financial objectives; the performance and effectiveness of the Company's Chief Executive Officer and management; and the Company's financial reporting processes and internal controls. Focused discussions of individual businesses and key issues are held throughout the year. The Board also regularly reviews the Company's performance compared to its peer companies. Board members are encouraged to identify prospective directors and recommend them to the Nominating and Corporate Governance Committee (the “Committee”) and to assist management in recruiting customers and colleagues to the Company. Committee responsibilities are detailed in their respective charters, and reports of committee meetings are given to the full Board, which acts on their recommendations. The Board will also undertake at least an annual performance evaluation under the direction of the Committee.
2. Meetings. Regular attendance at all meetings of the Board and of Board committees on which the directors serve is of utmost importance. Board members are encouraged to attend the Company's annual meeting of shareholders and a minimum of 75% of all regularly scheduled meetings. Board members should be adequately prepared for, and ready to fully participate in, each such meeting. The Chairman of the Board of the Company, in consultation with the Lead Director, establishes the Board agenda for Board meetings. Board meetings will focus on the Company's key strategic, leadership and performance issues. The Board will designate other responsibilities as appropriate to committees. Each year, the Board will conduct a formal review and discussion of the Company's long-term strategic plans.
3. Shareholder Proposals. The Committee will review shareholder proposals duly and properly submitted to the Company and provide recommendations to the Board for recommendation to the shareholders of the Company.

4. Shareholder Communications. The Company will establish a procedure for communications by shareholders with the Board, including procedures for submitting communications to individual directors. Absent adoption of a different procedure, such communications will be provided to the Audit Committee.

B. Director Qualifications

1. A majority of the Board of Directors must be independent. The Committee will determine for each director whether she or he is considered independent for purposes of this requirement. A determination of independence shall be made based on Section 803 and any other applicable sections of the NYSE MKT Company Guide or other corporate governance requirements of NYSE MKT, Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the requirements of any other applicable laws, rules and regulations governing qualification for membership on a particular committee, including the rules and regulations of the Securities and Exchange Commission (the "SEC") and the Federal Deposit Insurance Corporation (the "FDIC").
2. Audit Committee Members - Additional Requirements. In addition to the independence requirements under paragraph 1 above, Audit Committee members must meet the specific requirements established by the SEC and the applicable sections of the NYSE MKT Company Guide or other applicable rules or regulations for independence and the requirements of the Federal Deposit Insurance Corporation Improvement Act ("FDICIA") and the Sarbanes-Oxley Act. All Audit Committee members must be financially literate and at least one member shall be an "audit committee financial expert," as defined by SEC regulations.
3. Compensation Committee Members – Additional Requirements. In addition to the independence requirements under paragraph 1 above, Compensation Committee members must meet the specific requirements established by the SEC and the applicable sections of the NYSE MKT Company Guide or other applicable rules or regulations for independence.
4. Material Change in Director's Primary Employment. It is the sense of the Board that each member should be an active leader in the member's business or profession and in the member's community. As such, members who experience a material change in their principal occupation, position, location or responsibility held when they were elected to the Board will promptly advise the Chairman of the Board of the Company and the Chair of The Nominating and Corporate Governance Committee (The Committee). The Committee will meet to review the continued appropriateness of board membership under the new circumstances and make a recommendation to the Board at its next regularly scheduled meeting. In no event shall a director serve after age 82. Board members serving as of December 31, 2011 are grandfathered and will not be subject to this age restriction.
5. Membership on Outside Boards. Members should advise the Chairman of the Board of the Company and the Chair of the Committee in advance of accepting an invitation to serve on another public company board. There should be an opportunity for the Board, through the Committee, to review the member's availability to fulfill his or her responsibilities as a director if he or she serves on more than three other public company boards.

6. Loan Quality. A director is expected to submit his or her request for a temporary leave of absence as a director if a loan from one of the Company's financial institution subsidiaries to the director or an entity controlled by the director is classified "substandard." Termination of the leave of absence will occur when the subject loan has been upgraded to a "pass" status, as defined by the Office of the Comptroller of the Currency. A director, including Advisory Board members of a division of The Park National Bank, is expected to submit his or her resignation if a loan from The Park National Bank or one of its divisions to the director or an entity controlled by the director is classified "doubtful" or "loss" under applicable OCC standards.

7. Additional Criteria. Board membership should reflect the diversity of the Company's markets. One of the Board's most important responsibilities is identifying, evaluating and selecting candidates for the Board. The Committee reviews the qualifications of potential director candidates and makes recommendations to the full Board for election. The factors considered by the Committee and the Board in their respective review of potential candidates include:
 - Whether the candidate has exhibited behavior that indicates he or she is committed to the highest ethical standards.

 - Whether the candidate has special skills, expertise and background that would complement the attributes of the incumbent directors, taking into consideration the diverse communities and geographies in which the Company operates.

 - Whether the candidate has achieved prominence in his or her business, governmental or professional activities, and has built a reputation that demonstrates the ability to make the kind of important and sensitive judgments that the Board members are called upon to make.

 - Whether the candidate possesses a willingness to challenge management while working constructively as part of a team in an environment of collegiality and trust.

 - Whether the candidate will be able to devote sufficient time and energy to the performance of his or her duties as a director.

The Committee from time to time will identify selection criteria for Board membership, taking into consideration the current Board composition and that appropriate knowledge, skills, and experience are represented.

C. Director Access to Management and Independent Advisors

1. Management. Committees of the Board shall have complete access to management and other Company employees to ensure that Board members can ask questions and gather the information necessary to fulfill their duties. The Board may specify a protocol for

making inquiries. The Board encourages management to invite Company personnel to any Board or Board committee meeting at which their presence or expertise would be helpful to the Board or Board committee in considering matters under discussion.

2. Independent Advisors. Committees of the Board, as they deem appropriate, may retain any independent advisor they deem necessary to carry out their duties and responsibilities, and the Company will be responsible for payment of compensation to any advisor so retained, and for payment of ordinary administrative expenses of each Committee of the Board that are necessary or appropriate in carrying out the Committee's duties and responsibilities.

D. Regular Separate Independent Director Meetings

The independent directors will hold meetings in executive session without management present on a regular basis but not less than twice each year. Such meetings may be in conjunction with regularly scheduled meetings of the Board. The Lead Director will preside at each meeting. The Lead Director will communicate to the Chief Executive Officer of the Company such information as he or she deems appropriate following each executive session.

E. Committees

The Board will establish necessary committees, including:

- Nominating and Corporate Governance Committee
- Audit Committee
- Compensation Committee
- Risk Committee
- Executive Committee
- Investment Committee

Members of the Committee, the Audit Committee, and the Compensation Committee shall be independent under the definition set forth in paragraph B.1. Audit Committee members must meet the additional requirements of paragraph B.2. Compensation Committee members must meet the additional requirements of paragraph B.3. Each Board committee will determine which members of management will attend committee meetings, and when to conduct executive sessions without management present. Each standing Board committee will have a written charter. Membership on each Board committee will be determined by action of the Board upon recommendation by the Committee. Each committee will report regularly to the Board.

F. Lead Director

On an annual basis, the Board shall appoint a Lead Director whose responsibilities shall include: (i) presiding in executive sessions of the independent directors; (ii) serving as liaison

between the Chairman of the Board of the Company and the independent directors; (iii) consulting with the Chairman of the Board of the Company on information sent to the Board; (iv) reviewing and providing input to the Chairman of the Board of the Company on meeting agendas for the Board; (v) consulting with the Chairman of the Board of the Company to establish a meeting calendar to ensure that there is sufficient time for strategic discussion; (vi) having the authority to call meetings of the independent directors; and (vii) if requested by major shareholders of the Company, ensuring that he or she is available for consultation and direct communication.

G. Director Compensation

General Principles. The form and amount of compensation of directors will be recommended to the Board by the Compensation Committee and will be guided by the following principles:

- What is customary for similar organizations.
- The amount of time required to fulfill the duties of a director.
- The personal risks assumed by a director.
- The limitations set forth in applicable laws, rules and regulations.

H. Director Orientation and Continuing Education

1. Newly-elected directors will receive an orientation briefing covering: the Company's organizational and governance documents; recent SEC filings; strategic and operating plans; financial information; corporate structure and organizational charts; and information about the Company's businesses, products, services and the industries in which the Company operates.
2. Directors are encouraged, as appropriate, to seek additional training through seminars, conferences and other pertinent educational opportunities, including opportunities sponsored by the Company.

Exhibit B

GUIDELINES FOR SHAREHOLDER RECOMMENDATION OF DIRECTOR CANDIDATE

Shareholders who wish to recommend director candidates for consideration by the Nominating and Corporate Governance Committee (the “Committee”) may send a written notice to the Secretary of Park National Corporation (“Park”) at the principal executive offices of Park. The notice must indicate the name, age, and address of the person recommended, the person's principal occupation or employment for the last five years, other public company boards on which the person serves, whether the person would qualify as independent as the term is defined under the applicable corporate governance requirements of NYSE MKT, the class and number of common shares of Park owned by the person, a statement of the person’s qualifications to serve on the Board, and the written consent of the person to serve as a director, if elected. The Committee may require additional information to determine the qualifications of the person recommended. The notice must also state the name(s) and address(es) of, and the class and number of common shares of Park owned by the person(s) making the recommendation.