

Park National Corporation

EXECUTIVE COMMITTEE CHARTER

**Approved by the Board of Directors
January 27, 2014**

Amended Dates

April 25, 2016

April 24, 2017

April 23, 2018

Purpose of Committee

The purpose of the Executive Committee (the “Committee”) is to act in place of and on behalf of the Board of Directors (the “Board”) of Park National Corporation (the “Corporation”) and the Corporation’s shareholders in matters for which the Board may act in the intervals between meetings of the Board and are such that either require prompt attention or are deemed appropriate by members of the Committee for the Committee to consider on behalf of the board. The Committee shall keep the Board fully informed on all matters as to which the Committee takes action in place of and on behalf of the Board.

Organization

The Committee serves at the pleasure of the full Board. The Committee shall consist of at least three directors. Members of the Committee and the Chair of the Committee shall be appointed by, and are subject to removal by, a majority of the full Board.

The Committee shall meet as necessary during the year. Meetings of the Committee may be called by the Chair of the Committee, by the Chairman of the Board of the Corporation, by the Chief Executive Officer of the Corporation, by the President of the Corporation or by any member of the Committee. No specific notice of a meeting of the Committee is required. Meetings of the Committee may be held through any communications equipment if all persons participating can hear each other and participation in a meeting in such manner shall constitute presence at the meeting.

A majority of the Committee members shall constitute a quorum for the transaction of business. The action of the Committee by a majority of its members 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 means of an electronic or other transmission permitted under applicable law and the Corporation’s governing documents.

The Committee has the authority to engage independent legal counsel, independent auditors and other advisors as the Committee may deem necessary or desirable to provide the information the Committee needs to carry out the Committee’s duties and responsibilities, with the Corporation to be responsible for the expenses of such advisors. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisors that the Committee chooses to engage, and for payment of ordinary and administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee’s duties and responsibilities.

At each regularly scheduled meeting of the board, the Chair of the Committee shall report orally to the full Board on the results of the Committee’s meetings and actions taken by the Committee, and minutes of such meetings and actions of the Committee shall be made available to all Board members and filed with the minutes of the meetings of the Board.

The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the full Board for review and approval by the full Board. The Committee shall also periodically review its own performance.

Duties and Responsibilities

The Committee shall have all of the authority of the Board so far as may be permitted by applicable law or the Corporation's governing documents, other than the authority: (a) to fill vacancies on the Board or in any committee of the Board; (b) to amend or repeal the Corporation's Regulations; (c) that has been delegated by the Board exclusively to one or more other committees of the Board; (d) that applicable law or the Corporation's governing documents do not permit to be delegated to a committee of the Board; (e) to recommend to the shareholders any action which requires shareholder approval, other than the election of directors; and (f) to approve any merger or share exchange which does not require shareholder approval.

Subject to the limitations set forth in the immediately preceding paragraph, the Committee has the following duties and responsibilities:

- Act in place of and on behalf of the Board in intervals between meetings of the Board; and
- Carry out such other duties and responsibilities as designated by the Board.

All acts done and powers conferred by the Committee from time to time shall be deemed to be, and may be certified as being, done and conferred under the authority of the Board.

General

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

- One or more officers or employees of the Corporation or subsidiaries of the Corporation whom the Committee members reasonably believe to be reliable and competent in the matters prepared or presented;
- 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 any such persons; or
- 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.