



CODE OF ETHICS POLICY

NORTHWEST BANCSHARES
AND AFFILIATES





SECTION 1:

Governance and Administration

Introduction

Northwest Bancshares, Inc., its subsidiaries, affiliates and Board of Directors (collectively, “Northwest” or the “Company”) are committed to the highest standards of ethical and professional conduct. This Code of Ethics (“Code”) provides guidelines for ensuring appropriate business practices, as well as ethical professional and personal conduct. The purpose of this Code is to: (a) foster a culture of honesty and accountability; (b) provide guidance in recognizing and dealing with ethical issues; and (c) provide mechanisms to report unethical conduct.¹

Please consult with Human Resources or visit the Discover website to determine all policies applicable to you and for additional information on associate conduct.

Northwest associates are expected to follow the information in this Code, other policies referred to in this Code, additional policies that apply to your position, and all applicable laws and regulations. Your conduct should exceed minimum standards required by laws and regulations and, at all times, be able to withstand close public scrutiny.

If an associate disregards or violates this Code, they may be subject to disciplinary action, up to and including termination of employment and, where appropriate, civil or criminal action. If an associate promptly discloses any violation of this Code, such disclosure will be considered a mitigating circumstance, so as to potentially lessen any disciplinary action(s) that may be taken.

Observing the Code of Ethics and Training

It is the policy of Northwest to: (a) comply with applicable laws, rules and regulations; (b) expect that associates will observe ethical conduct in the performance of job responsibilities; and (c) encourage and support disclosure of any violation of this Code for appropriate action.

Associates are required to read and observe the Code and complete the online training via BAI Compliance E-Learning (“BAI”). Completion and passing of the online training, as well as annual acknowledgement of the Code, serve as confirmation that the associate understands the Code and agrees to abide thereby. Upon election to the Board of Directors and annually thereafter, all Directors shall also acknowledge this Code and that pertaining to Senior Financial Officers to confirm an understanding of same and agreement to abide thereby.



Foster a culture of **honesty** and **accountability**



Provide **guidance** in recognizing and dealing with **ethical issues**



Provide mechanisms to **report** unethical **conduct**

¹For purposes of this Code, the term “associate” refers to all Northwest representatives, including directors, officers and employees.

The Board of Directors of Northwest acting by and through the Nominating and Corporate Governance Committee of the Board is ultimately responsible for approval and oversight of this Code. The Board has responsibility for: implementing and administering this Code, reviewing and assessing at least annually the effectiveness of this Code; and, updating and amending this Code. The Board, however, has designated Northwest's Chief Legal Counsel as the responsible officer (the "Code of Ethics Officer") with respect to aspects of the administration and compliance with this Code, including the initial investigation and management of reports of suspected violations, other than:

- Suspected violations by the Code of Ethics Officer;
- Suspected violations by Senior Financial Officers;
- Reports of improper accounting, internal controls or auditing matters.

Northwest's Chief Executive Officer will be responsible for acceptance, investigation and management of reports of suspected violations of this Code by the Code of Ethics Officer. The Audit Committee of the Board of Directors will be responsible for the acceptance, investigation and management of reports of violations of the Code of Ethics for Senior Financial Officers and reports of questionable or improper accounting, internal controls or auditing matters.

Associates are encouraged to ask questions and to obtain guidance for complying with this Code. Associates should direct all questions concerning this Code to a member of Human Resources Management or the Code of Ethics Officer. Unless otherwise restricted by federal or state law, rules or regulation, Human Resources and/or the Code of Ethics Officer may consult with any officer, employee or consultant deemed necessary or appropriate, and may delegate administration duties to other employees of Northwest.

Making Good Decisions

While in certain situations the right result is obvious and the decision can be made easily, in many situations the right result is less clear or you may be facing time or other business pressures. Regardless, keep the following in mind to help you make good decisions:

- Make sure you have all the important facts, both positive and negative;
- Identify all potential options and their consequences;
- Take into account relevant laws, regulations, policies and values; and
- Consider competing interests.

Once you consider these points, ask yourself: Is it consistent with the Code? Is it ethical? Is it legal? Will it reflect well on me and Northwest? Would I want to read about it in the newspaper? If the answer is "no" to any of these questions, refrain from the activity.

Disclosure of Ethical Violations

Northwest associates who are aware or become aware of a breach or possible breach of this Code should promptly and fully disclose the particulars of the situation to a member of Human Resources Management or the Chief Ethics Officer. The identity of the associate making such disclosure will be maintained in confidence to the extent possible and consistent with Northwest's obligation to investigate the matter and report the same to necessary third parties. Northwest does not tolerate retaliation against anyone in connection with a good faith report of a violation, illegal conduct, sexual or other forms of harassment, discrimination, inappropriate workplace behavior or any other serious issue.

Whistleblower Program

In addition to reporting actual or possible breaches of this Code, the Audit Committee of Northwest's Board of Directors has established a Whistleblower Program which establishes procedures for:

- The receipt, retention and treatment of complaints received by Northwest regarding accounting, internal accounting controls or audit matters; and,
- The confidential, anonymous submission by employees of Northwest of concerns regarding questionable accounting or auditing matters.

Northwest has engaged Lighthouse Services to provide an anonymous hotline for all associates. Each concern is initially reviewed by members of Internal Audit, as well as certain member of the Audit Committee of the Board of Directors. Thereafter, members of Human Resources, the Chief Legal Counsel, all members of the Audit Committee of the Board of Directors and others, as necessary, may be consulted. Actions taken to resolve a submission will be commensurate with the nature of the concern and compliance with applicable law, regulation and policy. Anyone using the system in a lawful and appropriate manner will be protected from retaliation by Northwest for good faith reports regarding improper activities.

Customer Complaints

Northwest recognizes that monitoring, tracking, investigating and responding to customer complaints promptly and professionally is fundamental in meeting the needs of its customers. We are committed to: handling complaints fairly; evaluating complaints to determine if they present potential compliance issues; investigating the circumstances surrounding complaints; and, taking appropriate action based on the investigation.

Lighthouse Services' Whistleblower Program reporting is available 24 hours a day, 7 days a week. Please state the nature of your concern or complaint, including all details necessary to better identify or understand your claim.

- **Telephone:** 1-877-347-7953
- **Web:** <http://www.lighthouse-services.com/nwbcorp>
- **Email:** reports@lighthouse-services.com
- **Fax:** 1-215-689-3885



SECTION 2:

**Conflicts of
Interest**

Northwest associates must avoid situations where their personal interests may conflict, or appear to conflict, with the duty owed to Northwest. If a possible conflict or appearance of conflict arises, it should be avoided. If it cannot be avoided, it should be reported for review.

What is a Conflict of Interest?

As a Northwest associate, you must recognize that conflicts of interest may occur when:

- You are in a position to influence a decision that may result in personal gain for you or an immediate family member as a result of Northwest's business dealings;²
- Your personal interests or activities compete or interfere – or even appear to interfere – with your obligations to Northwest, business partners or customers.

Some general considerations for identifying potential conflicts of interest include:

- **Perception:** If made public, would you or Northwest be embarrassed?
- **Intent:** Is the activity an attempt to influence the recipient's judgment?
- **Impact:** Will Northwest or our customers be disadvantaged without legitimate reason if you participate in the activity?
- **Objectivity:** Will participation in the activity affect your ability to be objective with regard to any decision made in the legitimate exercise of your job responsibilities?



²The term “immediate family member” includes an associate’s spouse or domestic partner, parent, stepparent, sibling, grandparent, child (including by adoption), stepchild, grandchild, mother- or father-in-law, son- or daughter-in-law, brother- or sister-in-law, cousin, aunt, uncle and any person (other than a tenant or employee) who shares such associate’s home. Even when dealing with those beyond this definition, ensure that your relationship does not interfere, or appear to interfere, with your ability to act in the best interests of Northwest.

Gifts and Business Gratuities

A conflict of interest may arise when you provide or receive gifts or business gratuities. All of our activities must be legal and should not be frequent, inappropriate or extravagant. While terms like “frequent,” “inappropriate” or “extravagant” may be difficult to measure, all associates should refuse to offer and decline business gratuities or return a gift that raises any question of impropriety. Ultimately, a gift or business gratuity is not acceptable if an independent third party might think that the associate would be influenced in conducting business. Moreover, any act that is intended as or that might be interpreted as an attempt at bribery is strictly prohibited.

The following are guidelines or examples of acceptable gifts, provided they comply with the valuation guidelines referenced above:

- Gifts related to commonly recognized personal events, such as births, promotion, wedding or retirement;
- Gifts based on obvious family or personal relationships where the circumstances make it clear that it is those relationships, rather than a business relationship, that constitute the motivating factor;
- In determining whether a gift is personal or business-related, a number of factors should be considered, including:
 - Any pre-existing personal or family relationship between the person giving the gift and the recipient;
 - Whether the recipient has actual knowledge as to whether the individual providing the gift has personally paid for it or sought a tax deduction or business reimbursement for the gift; and
 - Whether the recipient has actual knowledge as to whether the person giving the gift also gave the same or similar gifts to other individuals.
- Gifts that constitute advertising items that are clearly promotional in nature and of nominal value, provided the items are not based on a sales target; and
- Gifts that result from civic, charitable, educational or religious organizational awards of reasonable value for recognition of service and accomplishments.

In addition, Northwest associates may accept or provide business gratuities, including travel, lodging, meals and entertainment provided they (i) are reasonable in amount; (ii) are expended in the course of a legitimate business meeting or an event intended to foster better business relations; and (iii) are not solicited by you for your own or another person’s benefit. If you are offered or receive anything of value that raises a question of reasonableness, or if you have any doubt as to whether a gift or business gratuity constitutes a conflict of interest, disclose the matter to Human Resources or the Chief Ethics Officer for assistance.

Information Disclosure and Dissemination

A conflict of interest may arise if you make public certain types of information to which you have access as part of your job. You must not inappropriately disclose to the public proprietary information concerning Northwest, including information about customers, business partners, market conditions or business events. If you inadvertently or accidentally disclose such information, a conflict of interest may arise and you must report this to the Chief Ethics Officer.

Outside Activities and Relationships

You must not act on or behalf of or appear to represent Northwest in any transaction outside your role and responsibilities as an associate of Northwest. Inform a member of Human Resources Management or the Chief Ethics Officer and obtain approval before you:

- Pursue additional employment outside of Northwest;
- Engage in an independent business venture;
- Perform services for another business or organization (unless you are doing so in a purely voluntary capacity for a non-profit organization); or
- Run for or accept appointment to any political office.

You must not pursue outside activities and relationships during Northwest business hours or allow any outside activities to interfere with your job performance or adversely affect Northwest's reputation. You must disclose, at the earliest opportunity, any business transaction or interest (financial, non-financial or otherwise) you have with Northwest or in an existing or proposed contract or business transaction involving Northwest in which you have some influence or perceived direct or indirect interest. If you are an employee, shareholder, officer or director of an entity that is a party to any such business transaction, interest or contract, that relationship must be disclosed to the Chief Ethics Officer who will ensure all identified transactions are assessed as to the appropriateness of any fees, remuneration or payment of any kind you received from Northwest, as well as the overall reasonableness and arms' length nature of the transaction, and thereafter reported to the Northwest Board or an appropriate committee thereof for approval. In addition, and with respect to existing or proposed contracts involving Northwest, you must not have or be reasonably perceived to have influenced a decision with respect to any such contract in which you have an interest as otherwise described above.

Directors must provide prompt notice to the Board Secretary of all changed or new business activities, related party relationships and board directorships as they arise.

We must not give or receive any special consideration relating to employment or conditions of employment to or from relatives and people with whom we share a financial or close personal relationship. Our business and human resources decisions must be based on sound ethical business and management practices, and not influenced by personal concerns. Relatives and people who share a financial or close personal relationship may not work in positions where there is an actual or potential conflict of interest (for example, where the positions serve as controls for each other, where there is a direct reporting relationship between them, or where either one has the authority to influence, directly or indirectly, any term or condition of employment of the other), unless the situation has been disclosed to a member of Human Resources Management and approval has been obtained.

You may not act as a personal fiduciary, co-fiduciary or power of attorney of any estate, trust, agency, guardianship or custodianship account of any Northwest customer without proper approval. This excludes cases where the customer is an immediate family member.

Similarly, you may not accept an inheritance from a customer unless the customer is an immediate family member. If a customer names you as beneficiary, contact a member of Human Resources Management or the Chief Ethics Officer to discuss the issue.

Media Contact, Public Relations and Social Media

Northwest places great importance on open communication with customers, associates and shareholders, as well as the communities in which it operates, within the bounds of commercial confidentiality. However, when engaging in such communication, we must always remember that our brand and reputation are among our most important assets.

In general, Northwest faces two types of media inquiries: financial (usually national in coverage and distribution) and local. The Chief Financial Officer holds responsibility for inquiries relating to financial matters. If you receive such an inquiry, refer the inquiry to him or her immediately.

If not available, inquiries should be directed to the Chief Executive Officer or Controller. The Marketing Department and local management are responsible for responding to the local media. Associates visited or called by local reporters must request guidance from local management who should consult the Marketing Department or the Chief Financial Officer.

Northwest encourages participation of associates at forums whose purpose is to exchange ideas and share information designed to promote the interest of the financial services industry. We should make sure, however, that confidential information about Northwest and its operations is never discussed.

Community and Political Activity

Northwest recognizes that good relations with local communities are fundamental to long-term success. Northwest places great emphasis on mutual respect and active partnership, aimed at sustaining lasting and trusting relationships between Northwest and local communities.

While participation in community activities is extremely important and strongly encouraged, please keep in mind that Northwest has no affiliation with any political party. As such, you should take care to inform your colleagues in community and political activities that you are not representing Northwest's views. Any associate that desires to run for an elected political office, or accept a paid appointment to a federal, state or local governmental office must also obtain prior approval from a member of Human Resources Management or the Chief Ethics Officer.

Service Providers

A conflict of interest may arise from your relationships with vendors or service providers. If you are authorized to approve or award orders, contracts and commitments to such providers, you must do so based on objective standards to avoid any real or perceived conflict of interest.

Our business reputation is important to us. It will be enhanced if we treat our suppliers courteously and fairly. As you consider relationships with service providers, the following should be kept in mind:

- All contracts must be based on competitiveness and merit. There should be no suggestion or appearance that any consideration, other than price and reliability, influence our purchase of goods and services;
- No agreement should be entered into if you might achieve a personal benefit;
- Our requirements should be clearly and uniformly communicated so that all potential and involved suppliers have an equal chance to bid for Northwest's business; and,
- We must abide by our contractual commitments and endeavor to resolve any misunderstanding promptly.



SECTION 3:

**Confidentiality,
Privacy and
Information
Security**

Confidential Information

Northwest associates must never be in a situation or appear to be in a situation, where they are taking advantage of confidential information. Confidential information includes information about customers, associates and Northwest, its plans, programs and investments. Examples include computer programs, codes and processes, customer lists, customer preferences, financial information and marketing strategies. Such information must be kept confidential and should never be discussed in casual conversation so as to prevent the misuse of such information.

Unauthorized disclosure of customer or other confidential information by a Northwest associate will not be condoned. In dealing with customer and personal information, the following should be considered:

- The collection and dissemination of customer and personal information must comply with applicable legal and regulatory requirements. Privacy rules are in force in all areas in which we do business and we must be familiar with these rules;
- We must keep all information about customers, applicants, associates and directors in confidence and not disclose it to any person who does not have a legitimate need for and entitlement to the information;

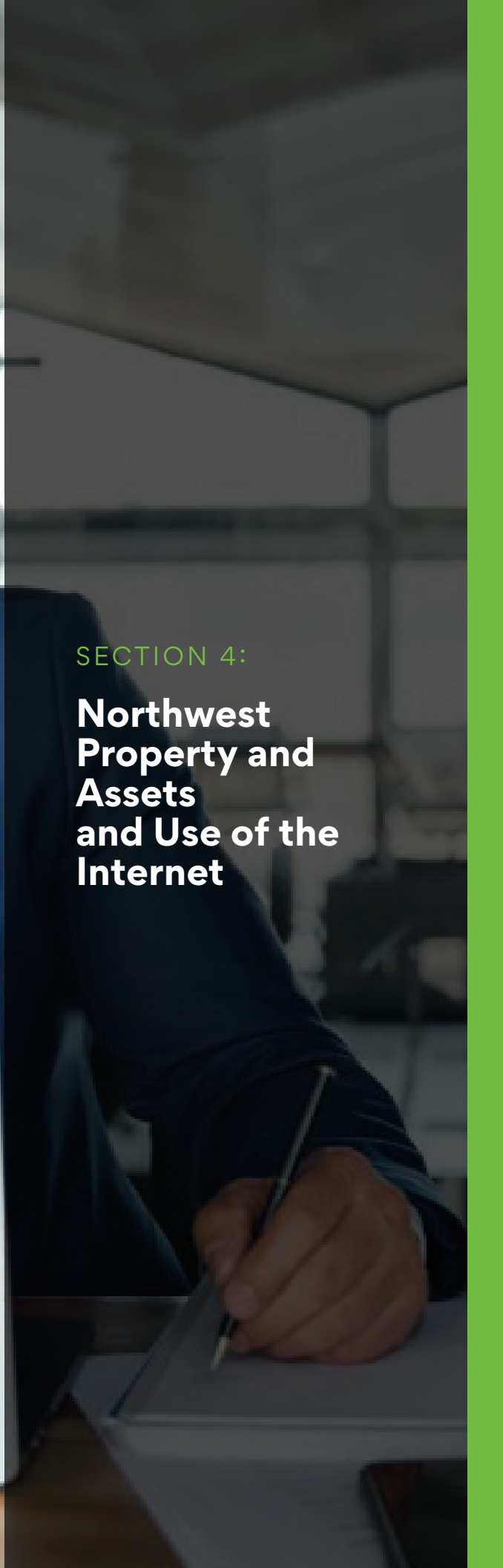
- We must not access information about customers, applicants, associates and directors unless we do so in the normal course of our duties and with proper authorization and consent and not share such information with any associate or other third party unless there is a legitimate business reason to do so;
- No information about Northwest, its investments, or its trade secrets and confidential information may be used for personal gain or to the detriment of Northwest. In many cases, the abuse of investment information and trade secrets can result in criminal or civil liability, as well as immediate termination of employment. This type of information must remain confidential even after you terminate your relationship with Northwest; and
- All customer and personal information must be treated with the utmost confidence and, unless consent is given, will be released only to the authorized persons who have a legitimate need for the information or as required by law.

Financial information about Northwest is confidential unless it has been published in public reports or has otherwise been made available to the general public. Unless required by law or approved by Northwest's Chief Financial Officer, financial information is not to be released to any person or entity. Also, Northwest is examined by regulators whose reports are strictly confidential. Releasing information on such reports is improper, and may be a criminal offense.



SECTION 4:

Northwest Property and Assets and Use of the Internet



Northwest Property and Assets

You must properly care for and protect Northwest property and assets, which should be used for legitimate business purposes only. You must not:

- Steal, embezzle or misappropriate money, funds or anything of value from Northwest or attempt to engage in any such behavior;
- Use Northwest assets for personal gain or attempt to engage in any such behavior;
- Remove or attempt to remove Northwest assets from facilities unless you have permission from your immediate supervisor; or,
- Use Northwest stationary, the corporate brand, documents or the Northwest name for non-official purposes, since such use implies endorsement by Northwest.

Northwest assets include, but are not limited to: computer software, customer lists or information, data processing systems, databases, equipment, furnishings, files, ideas, information about corporate or customer transactions, innovations, intellectual property, trade secrets, records and reports, technology and Northwest's private computer systems including your email and Internet access.

While working at Northwest, you may produce, develop and have access to intellectual property and other information that is not generally available to the public. This information may be about Northwest and all its employees, customers, prospective customers and other third parties. This information is Northwest's property and you must protect it from unauthorized use and disclosure, and you may not use it for personal gain.

Northwest associates must be familiar with and comply with Northwest's guidelines and policies dealing with the retention and destruction of information and documents. Any violation of a Northwest directive dealing with the retention / destruction of information and/or documents must be reported.

Use of the Internet

Northwest associates should not misuse Internet, phone or email privileges. Northwest's private computer and phone systems are primarily for business purposes and subject to review, monitoring and recording at any time without notice or permission in accordance with law and regulation. Below are some basic principles to follow when accessing the Internet:

- Presume that information sent across the Internet will be read by a large number of unknown people;
- Only use services or access systems and folders that you have authorization to access and only for the purpose for which such authorization was granted;
- Safeguard the use of passwords or other security features; and,
- Do not place on the Internet any material that would be considered inappropriate, offensive or disrespectful to others, and do not access such material.

In general, avoid all instances when use of the Internet interferes with your job responsibilities, with those of other associates or when the use interferes with Northwest business operations.



SECTION 5:

**Financial
Responsibility**

Borrowing

Do not personally borrow money or lend it to suppliers, customers or other Northwest associates unless the loan is (a) to or from an immediate family member or from an institution normally in the business of lending; and, (b) there is no conflict of interest.

Laws and regulations governing financial institutions such as Northwest contain specific requirements that must be met when a financial institution extends credit or offers a loan to certain associates, including Directors and Executive Officers. Please refer to Northwest's Regulation O Policy for a full explanation of these requirements.

Personal Credit

It is expected that Northwest associates will, at all times, manage their personal credit and accounts (whether those accounts are with Northwest or some other financial institution) in a lawful and appropriate manner. It is strongly encouraged that you avoid instances of mishandling your personal financial affairs, which includes things like kiting, inaccurate statements, late payments, excessive transactions and abuses of credit.

Business Expenses

You must report your business expenses accurately and in a timely manner. Do not use a corporate credit card for any purpose other than appropriate business expenses.

Personal Fees

You may not accept fees or commissions for any transaction on behalf of Northwest unless you are specifically authorized to do so and never for the purpose of purely personal gain.

A man with a beard and glasses, wearing a blue suit jacket over a white shirt, is gesturing with both hands while speaking. He is standing in front of a large window with a view of greenery. To his right, the profile of another man in a dark suit is visible, holding a smartphone. The background is a bright, out-of-focus outdoor scene.

SECTION 6:

**Accounting
Controls,
Procedures and
Records**

Applicable laws and policy require books and records to be kept that accurately reflect Northwest's transactions and the disposition of its assets. Northwest must maintain a system of internal accounting controls to ensure the reliability and adequacy of its books and records.

As such, Northwest has adopted policies to ensure that (a) only proper transactions are entered into by Northwest; (b) such transactions have proper internal approvals; (c) such transactions are properly accounted for in the books and records of Northwest; and (d) the reports and financial statements of Northwest fairly and accurately reflect such transactions. All associates having responsibility for such functions must be familiar with Northwest policies, accounting controls, procedures and records and must comply with their requirements.

Any violation of Northwest's policies regarding accounting controls, procedures and records must be reported to the Audit Committee of the Board of Directors. No Northwest associate may take any action to fraudulently influence, coerce, manipulate or mislead independent auditors for the purpose of rendering the financial statements materially misleading.

Please see Appendix A for a Code of Ethics for Senior Financial Officers of Northwest.



SECTION 7:

**Compliance
with Law**

You must not take any action either personally or on behalf of Northwest that violates any law, regulation or policy affecting Northwest's business. While impossible to list all laws, this section presents several areas where associates must be especially vigilant.

Bank Secrecy Act / Anti-Money Laundering

Money laundering is disguising the proceeds of criminal activity through a series of otherwise legitimate transactions. Every associate has a role to play in Northwest's compliance with the Bank Secrecy Act (BSA) and related anti-money laundering (AML) efforts. For example, you:

- Should be able to recognize "red flags" and report suspicious or unusual activities;
- Must make reasonable efforts to determine the true identity of all customers;
- Must follow "Know Your Customer" procedures in your line of business; and
- Must complete all required BSA/AML training courses.

The Northwest BSA / AML Policy provides the framework necessary for Northwest to comply with applicable laws and regulations and to protect Northwest from being used for money- laundering and terrorist financing. You are responsible for understanding and adhering to that Policy and any questions should be directed to Northwest's BSA/AML Officer.

Antitrust Laws

Antitrust law promotes competition and protects consumers from unfair business practices. This means you may not work with competitors to, among other things: set or control prices, rates, trade practices or marketing policies; or allocate markets or customers. Avoid situations – including conversations with competitors – that even suggest you are doing this.

Fair Dealing

Northwest associates are expected to deal fairly with Northwest customers, business partners, suppliers and other associates. In doing so, consider the following:

- Do not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts or any other unfair practice;
- Do not require customers to engage in "tied" or reciprocal transactions, i.e. transaction where customer is required to purchase or provide one product or service in exchange for another being made available; and
- Do not give or accept bribes, kickbacks, promises or preferential extensions of credit.

Fair Lending

Northwest is committed to providing fair access to credit and to making credit decisions based on objective criteria. We treat our credit applicants and customers fairly and consistently and apply our lending activities, without regard to race, color, religion, national origin, sex (including sexual orientation and/or gender identity), marital status, age, gender, disability, familial status, receipt of public assistance income, or any other protected basis. Please refer to Northwest's Fair Lending Policy for additional information or contact the Fair Lending Officer with any questions.

Political Activities and Contributions / Interactions with Government Entities

As an individual citizen, you may have an interest in governmental process or influencing or developing relationships with public officials. However, such political activities may raise legal implications and liability for Northwest. For these purposes, political activity includes: (a) making corporate political contributions, or using Northwest funds or resources, or volunteering personal services during company time on behalf of a candidate campaigning for political office, a political party committee or a political committee; (b) lobbying or engaging in any outreach to public officials, including attempts to influence legislation or influence agency rulemaking or the awarding of governmental contracts; and, (c) seeking, accepting or holding any political office associated with the government, including any government board, commission or other similar organization. To avoid legal violation by Northwest and to ensure proper regulatory disclosures are filed, the political activities described above require pre- approval by the Chief Ethics Officer.

Under no circumstances may you coerce or pressure other associates to make political contributions, nor may you make any payments, whether corporate or personal, of cash or other items of value that are intended to influence the judgment or actions of political candidates, government officials or businesses in connection with any of Northwest's activities.

Interaction in the ordinary course with our primary regulators is necessary and we encourage associates to provide full and complete assistance to such individuals when requested to do so. However, be aware that some interactions with government entities may expose Northwest and its associates to public policy, legal or compliance requirements and/or be subject to restrictions. Prior to any such contacts, confirm with the Chief Ethics Officer that no requirements or restrictions apply.

Corporate Opportunities

You must not deprive Northwest of an opportunity by:

- Competing with Northwest or using corporate property, information or your position for personal gain;
- Taking personal advantage of an opportunity that belongs to Northwest or helping others do so if they are in a position to divert a Northwest opportunity for their own benefit.

Anti-Bribery / Anti-Corruption

Northwest associates are expected to comply with all anti-bribery and anti-corruption laws.

You may not solicit, give, promise, accept or offer anything of value to any customer, government employee or any other person for the purpose of improperly influencing a decision, securing an advantage, avoiding a disadvantage or obtaining or retaining business. If you engage in such behavior, you expose yourself and Northwest to civil and/or criminal liability, significant reputational harm and you undermine the trust of our customers, shareholders and communities.

Office of Foreign Assets Control

Northwest complies fully with U.S. economic sanctions and embargoes restricting U.S. persons and corporations from doing business with certain countries, groups and individuals, including organizations associated with terrorist activity and narcotics trafficking. Unless expressly permitted by the U.S. Treasury Department's Office of Foreign Assets Control ("OFAC"), economic sanctions prohibit doing business of any kind with targeted governments and organizations, as well as individuals and entities that act on their behalf. Sanctions prohibited also may restrict investment in a targeted country, as well as trading in goods, technology and services (including financial services) with a targeted country.

Prohibition Against Misuse of Material, Nonpublic Information

Laws and regulations govern the use and disclosure of material, nonpublic (“inside”) information concerning companies. What is inside information? You should consider information to be “material” if there is substantial likelihood that a reasonable investor would consider it important in making an investment decision, or if the information, if made public, would likely affect the market price of a company’s securities. Examples include merger and acquisition information, significant leadership changes and earnings-related and other significant financial information. Information is considered “nonpublic” unless it has been publicly disclosed and adequate time has passed for the market to digest the information.

You should not disclose inside information to anyone other than persons within the Company whose positions require them to know such information. You should also not trade in securities of Northwest while in possession of inside information. If a Northwest associate has inside information, he or she must wait at least 48 hours after the information has been properly disclosed to the public before trading in the securities of the Northwest. Northwest associates are also prohibited from providing inside information to other persons or recommending that they buy or sell Northwest securities on the basis of inside information.

Employment Practices

Northwest does not tolerate harassment or discrimination based on race, religion, color, creed, age, sex, marital status, citizenship, national origin or ancestry, sexual orientation, genetic information, disability, veteran status, or other factors protected by law. While this policy is recognized by Northwest, the policy and statements made in connection with it do not create a contract of employment, either expressed or implied or warranty of benefits, nor do they create any legal rights or causes of action. Rather, employment at Northwest is voluntary and at-will. This means that regardless of anything in this Code or any other Northwest publication, policy, statement or practice, your employment may be terminated for any reason or for no reason at all, with or without cause or prior notice, at any time.

Northwest firmly believes in adhering to applicable legal requirements in the areas of employment law, harassment and discrimination. In day-to-day work, remember to abide by the following principles:

- If you believe you are being discriminated against or harassed, or if you have any concerns about your employment environment, speak with Human Resources;
- Each of us has a different idea of what constitutes acceptable personal conduct and what type of comments or actions are considered “just joking.” When interacting with fellow associates, we should always conduct ourselves in such a way as to avoid making others feel uncomfortable or intimidated.

Drug- and Alcohol-Free Workplace / Workplace Safety

You are not permitted to use, possess, distribute, manufacture, sell, attempt to sell, or be under the influence of alcohol or illegal drugs on Northwest property, while conducting Northwest business, or while operating a Northwest vehicle. The only exception to this policy is the moderate and responsible legal consumption of alcohol at business-related functions.

We do not tolerate threatening, intimidating or harmful behavior by employees, customers, contractors, vendors, suppliers, partners or anyone else. You may not have any type of weapon on Northwest property, at work-related functions or while performing Northwest business. This does not apply to law enforcement officials and designated security personnel.

Soliciting During Work

Unless approved by a member of Human Resources Management, associates are prohibited from soliciting, selling, buying, or receiving any product, entity or service not related to Northwest, except during break and lunch periods and in non-work areas at Northwest locations. In addition, business customers or other third parties are not allowed to post, advertise or otherwise solicit for business or other activities at any Northwest location, except as part of a Northwest-approved marketing program.



SECTION 8:

Summary

This Code is a guide for all Northwest associates and may be supplemented by other policies adopted for special situations or particular activities. The Code is not intended to cover all business and employment relationships, nor is it intended to replace your own good judgment and common sense. If you are in doubt given the right course of action to follow, use the Code as a reference to ensure that Northwest continues to be known for its integrity and honesty.

Requests for a waiver of a provision of, or approval required by, this Code must be submitted in writing to the Code of Ethics Officer for appropriate review. The Code of Ethics Officer will then forward the request, and consult with, the appropriate Executive Officer, Board of Directors or Board Committee, as set forth below, who will decide the outcome:

- **Director** – Any waiver for a Northwest Director may only be implemented by the Board of Directors, with the Director at issue abstaining from any such decision.
- **Executive Officer** – Any waiver for a Northwest Executive Officer may only be implemented by the Board of Directors or its Audit Committee.
- **Non-Executive Officers and Employees** – Any waiver of this Code for non-Executive Officers, or other employees may only be granted by a member of Human Resources Management, the Chief Ethics Officer or the Chief Executive Officer, or his designee.
- **Required Audit Committee Approval** – Northwest's Audit Committee must review and, if required by applicable law, regulation, rule or listing standard, approve any "related person" transaction as defined in Item 404(a) of Regulation S-K.

Northwest in its Annual Report on Form 10-K will disclose the existence of this Code annually and will post a copy of the Code on its website. This disclosure will also indicate that copies of this Code will be provided free of charge to anyone who requests a copy by writing to Northwest's Corporate Secretary. Northwest will publicly disclose any waiver(s) granted to an Executive Officer or Director, in accordance with applicable law and regulation.

Substantive amendments of the provisions of the Code will be publicly reported by the filing of a Form 8-K that pertain to: (i) honest and ethical conduct (including conflicts of interest); (ii) full, fair, accurate, timely and understandable disclosure in reports and documents filed or submitted to the SEC or in other public communications; (iii) compliance with laws, regulations or rules; (iv) the prompt internal reporting of violations of the Code; and, (v) accountability for adherence to the Code.



APPENDIX A

Code of Ethics for Senior Financial Officers

Introduction

The Board of Directors of Northwest Bancshares, Inc. ("Northwest") requires ethical conduct in the practice of financial management throughout Northwest. Recognizing that Senior Financial Officers have enhanced ethical responsibilities in carrying out the business of Northwest, the Board of Directors has adopted this Code of Ethics for Senior Financial Officers, in addition to Northwest's Code of Ethics.

This Code of Ethics for Senior Financial Officers shall be maintained as an Appendix to the Code of Ethics, and the Senior Financial Officers shall remain subject to the general Code of Ethics.

Senior Financial Officers must certify on an annual basis that they have reviewed this Code and they accept and agree to abide by all provisions. Senior Financial Officers shall make full and prompt disclosure of any breach or possible breach of the provisions herein.

Application

Senior Financial Officers include the Chief Executive Officer, the Chief Financial Officer, the Chief Accounting Officer and other associates performing similar functions in the financial reporting process, which for purposes herein include the Northwest Board of Directors.

Ethical Obligations of Senior Financial Officers

Senior Financial Officers must carry out the business of Northwest with the highest ethical standards and in a manner that avoids creating even the appearance of impropriety. Senior Financial Officers understand that improper activities could damage Northwest's reputation and result in serious adverse consequences for Northwest and the individuals involved.

This Code codifies standards designed to deter wrongdoing and promote legal and ethical conduct in the management of Northwest's affairs. Senior Financial Officers shall at all times:

- Act with honesty, integrity and independence, avoiding actual or apparent conflicts of interest between personal and professional relationships;
- Comply with Northwest's policies and procedures, including the Code of Ethics, as well as applicable laws, rules and regulations;
- Make full, fair, accurate, timely and understandable disclosures in reports, filings and documents that Northwest communicates to affiliates and/or submits to any regulatory body or governmental agency, and in all communication with the public;
- Refrain from taking any action or causing such action to fraudulently influence, coerce, manipulate or mislead any independent or certified public accountant engaged in the performance of an audit or review of the financial statements of Northwest for the purpose of rendering the financial statements materially misleading, or knowing, or if it was unreasonable not to know, that such action could, if successful, result in rendering financial statements materially misleading.

Senior Financial Officers shall promptly bring to the attention of the Audit Committee of the Board of Directors any information concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect Northwest's ability to record, process, summarize and report financial data (b) information concerning evidence of a material violation of securities or other laws, rules or regulations applicable to Northwest or (c) any fraud, whether material or not, that involves management or other employees who have a significant role in Northwest's financial reporting, disclosures or internal controls.

The Board of Directors, by and through the Audit Committee, shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code by the Senior Financial Officers and/or disclosures made thereby.

The Audit Committee of the Board of Directors shall consider any request for a waiver of this Code and any amendment to this Code and all such waivers and amendments shall be disclosed promptly and retained as required by law.



