CITIZENS & NORTHERN CORPORATION
GOVERNANCE AND NOMINATING COMMITTEE CHARTER
As Amended October 22, 2026

A. **Purpose**

The purpose and responsibilities of the Governance and Nominating Committee include:

- Reviewing and monitoring compliance with corporate governance policies and practices of the Corporation's Board of Directors ("Board") and making recommendations to the Board with respect to such policies and practices.
- Identifying and bringing to the attention of the Board current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Corporation.
- Reviewing and making recommendations to the Board regarding the Corporation's responses to stockholder proposals.
- Reviewing periodically the Governance Principles and recommending changes to the Board.
- Reviewing and overseeing the Board and Director evaluation processes.
- Recommending to the Board of Directors members and Chairs of the various committees of the Corporation and the Bank on an annual basis.
- Establishing and maintaining succession plans for the positions of Board Chair and Committee Chairs.
- Overseeing and reviewing on a periodic basis the orientation program for new Directors.
- Reviewing and updating the Corporation's Insider Trading Policy.
- Reviewing and updating, periodically, the Corporation's Organizational Documents (i.e., Bylaws, Articles of Incorporation, etc.)
- Planning and scheduling corporate governance training for Directors and corporate officers.
- Establishing criteria for Board member selection and retention;
- Identifying individuals qualified to become Board members;
- Recommending to the Board the individuals to be nominated and re-nominated by the Board for election as directors at a meeting of stockholders.
- Reviewing annually the Committee's Performance.
- Annually, reviewing and re-assessing the Committee Charter and recommending to the Board for its approval any proposed changes.

B. **Structure and Membership**

1. ***Number.*** The Committee shall consist of three or more directors. The Committee may also, at its discretion, include an executive officer of the Corporation, who would serve in an ex-officio capacity.

2. ***Independence.*** Each member of the Governance and Nominating Committee shall meet such criteria of independence as the Board of Directors may establish and such additional regulatory or NASDAQ listing requirements as the Board may determine applicable or appropriate.

3. ***Chair.*** The Board with the recommendation by the Governance and Nominating Committee shall designate the Chair of the Committee.

4. ***Compensation.*** The compensation of the Committee members shall be as determined by the Board.

5. ***Selection and Removal.*** The Board, upon the recommendation of the Governance and Nominating Committee of the Board, shall appoint members of the Governance and Nominating Committee. The Board may remove members of the Governance and Nominating Committee from such Committee, with or without cause.

C. **Procedures and Administration**

1. ***Meetings.*** The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall keep minutes and other records of its meetings, as it shall deem appropriate, which shall be submitted to the Board of Directors for review at the next immediately following regular Board meeting.

2. ***Subcommittees.*** The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances. Non-Committee members can participate on a subcommittee as deemed appropriate by the Committee.

3. ***Reports to the Board***. The Committee shall report regularly to the Board.

4. ***Independent Advisors*.** The Committee shall have the authority to engage such independent legal and other advisors, as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

5. ***Investigations***. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

D. **Selection and Nomination of Directors**

1. ***Selection of Director Nominees*.** Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Governance and Nominating Committee shall be responsible for (i) identifying individuals qualified to become Board members and (ii) recommending to the Board the individuals to be nominated by the Board for election as directors at a meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board.

2. ***Criteria for Selecting Directors***. The Committee shall establish for Board review and approval the criteria for selecting directors and reappointing directors (See "Guidelines for Selection and Nomination of Directors"). The Governance and Nominating Committee shall use such criteria to guide its director selection process.

3. ***Search Firms*.** The Governance and Nominating Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

Stock Ownership Requirement

Each incumbent independent director of Citizens & Northern Corporation shall be the beneficial owner of Citizens & Northern Corporation common stock having an aggregate fair market value equal to three times the annual cash retainer paid to independent directors, which annual cash retainer currently is $45,000. The aggregate fair market value of common stock shall be measured annually by reference to the average of the high and low sales price of the stock on June 30 of each year. Each independent director shall have five (5) years from the date of initial election or appointment to establish the minimum stock ownership and shall thereafter maintain such minimum stock ownership throughout his or her term as a director.

Further, the chief executive officer (CEO) and each executive vice president (EVP) of Citizens & Northern Corporation or Citizens & Northern Bank are subject to stock ownership requirements. These stock ownership requirements apply whether or not these individuals also serve as a director. The CEO and EVPs shall be the beneficial owner of Citizens & Northern Corporation common stock having an aggregate fair market value, determined annually by reference to the average of the high and low sales price of the stock on June 30 of each year, equal to the following:

- CEO - 3 times the previous year's annual base salary
- EVPs - 1 times the previous year's annual base salary

The incumbent CEO and each EVP shall have five (5) years from initial election or appointment by the Board of Directors to satisfy this minimum stock ownership objective and shall maintain such minimum stock ownership throughout his or her term as an executive officer. Each newly hired or promoted CEO or EVP shall have five (5) years from the date of initial election or appointment to satisfy this minimum stock ownership objective.

Notwithstanding the foregoing stock ownership requirements, the Board of Directors, in the exercise of its reasonable discretion, may approve exceptions to the stock ownership requirements, on a case by case basis, to account for unusual volatility in the trading price of the common stock on or about the annual valuation date of the stock on June 30 of each year.