NW Natural HOLDINGS™

Northwest Natural Holding Company

Organization and Executive Compensation Committee Charter

Purpose

The Organization and Executive Compensation Committee (the “OECC”) of Northwest Natural Holding Company (“NW Holdings”) shall (i) discuss and review the management of the affairs of NW Holdings relating to its organization and officers (the “Officers”), including all “executive officers” as defined under Rule 3b-7 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and all “officers” as defined under Rule 16a-1(f) under the Exchange Act, and to the compensation of the Officers; (ii) produce an annual report on executive compensation for inclusion in NW Holdings’ annual proxy statement; and (iii) provide input and guidance to management in the preparation of the Compensation Discussion and Analysis (the “CD&A”) Report also to be included in NW Holdings’ annual proxy statement.

Membership and Organization

The OECC shall be comprised of at least three members of the Board of Directors of NW Holdings (the “Board”), who are also members of the Board of Directors of Northwest Natural Gas Company (“NW Natural”). All members shall be entirely independent of management, as defined by NW Holdings’ Director Independence Standards, the rules of the New York Stock Exchange and applicable law, and free from any relationship that, in the opinion of the Board, as evidenced by its election of such OECC members, would interfere with the exercise of independent judgment as an OECC member. At least two OECC members must also qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act. The Board shall appoint and remove members of the OECC and shall designate one member of the OECC as Chair.

The OECC will meet at least three times per year. The OECC will also meet on other occasions on an as-needed basis, as determined by the OECC Chair or by a majority of the OECC members.

Responsibilities of the Committee

The OECC is responsible for discharging the responsibilities of the Board relating to the compensation of Officers, by ensuring that they are compensated appropriately and in a manner consistent with the compensation strategy as described in the CD&A and the requirements of the appropriate regulatory authorities.

General Responsibilities

The OECC shall be responsible for:

Matters Related to Succession Planning and Officer Appointments

- developing a plan and process for succession and selection of NW Holdings' Chief Executive Officer (the "CEO") and other Officers and critical positions, monitoring such planning, and reporting the same to the Board at least annually;
- in consultation with the Governance Committee, considering, and recommending to the Board, the election and responsibilities of the CEO;
- considering, and recommending to the Board, the election, titles and responsibilities of the Officers other than the CEO;

Matters Related to Compensation and Benefits

- designing and implementing the Officer compensation philosophy and ensuring that the compensation program is consistent with the Officer compensation philosophy;
- periodically assessing the total remuneration of each Officer and each element of the Officer's remuneration;
- approving base salary levels for the Officers;
- establishing, and evaluating the achievement of, (a) individual and corporate goals and objectives relevant to cash and equity incentive compensation for the CEO and (b) corporate goals and objectives relevant to cash and equity incentive compensation for the Officers other than the CEO;
- approving cash and equity incentive compensation opportunities for the Officers;
- approving cash and equity incentive compensation payouts for the Officers, considering, in the case of performance-based compensation, the performance of the Officers and corporate performance compared to the established individual and corporate goals and objectives, and such other factors as the OECC deems relevant;
- approving grants to the Officers under NW Holdings' equity incentive plans;
- approving grants under NW Holdings' equity incentive plans to eligible employees, other than the Officers, except to the extent that such authority is otherwise delegated by the Board;
- approving any employment, severance, retention, change in control or restrictive covenant agreements or arrangements for the Officers;
- administering, or delegating the administration, of the compensation and benefit plans for the Officers, and reviewing and recommending changes in those plans to the Board, except to the extent such changes are delegated to the OECC pursuant to the terms of a plan, in which case the OECC shall review and approve changes for such plan;
- reviewing, in consultation with management, compensation policies and practices for the Officers as they relate to risk and management of that risk, including overseeing incentive program clawback policies;

- reviewing NW Holdings' broad-based benefit plans that must be approved by the Board, including the Employee Stock Purchase Plan, and recommending changes in those plans to the Board;

General Matters

- evaluating the effectiveness of the OECC at least annually.

The OECC shall also undertake such additional activities within the scope of its primary responsibilities as the OECC or the Board may from time to time determine.

Responsibilities of OECC Chair

The responsibilities of the OECC Chair include:

- consulting with the CEO on matters of executive compensation, organizational design, succession planning, executive performance, and related matters;
- consulting with the external compensation consultant on matters of competitive compensation practice;
- reviewing matters related to the compensation of the CEO prior to such matters being reviewed by the CEO; and
- delegating the preparation of NW Holdings' plans, documents, data gathering and analysis and presentation of materials prepared for the OECC to consultants and management.

Reporting

The OECC will prepare and, through its Chair, submit reports of the OECC's work and findings to the Board at the first meeting of the Board following each OECC meeting. Such reports may contain recommendations for Board action when appropriate.

The OECC shall provide input and guidance to management in the preparation of the CD&A to be included in NW Holdings' annual proxy statement. The OECC shall report to shareholders in the Compensation Committee Report, also included in NW Holdings' annual proxy statement, that the OECC has reviewed and discussed the CD&A with management and recommended to the Board its inclusion in the NW Holdings' proxy statement which will be incorporated by reference into NW Holdings' and NW Natural's annual report on Form 10-K and relied upon by the CEO and Chief Financial Officer for purposes of their required certificates filed with the Securities and Exchange Commission.

Independence and Independent Advisors

The OECC shall have sole authority and discretion to select, obtain, retain and terminate such compensation consultants, independent legal counsel or other advisers as the OECC from time to time shall determine to be necessary or advisable. The OECC shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the OECC. NW Holdings will provide appropriate funding, as determined by the OECC, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the OECC.

The OECC will select and periodically review a compensation consultant, legal counsel or other adviser to the OECC only after taking into consideration all factors relevant to that person's independence from management of NW Holdings and its subsidiaries (collectively, the "Group"), including the following:

i. The provision of other services to the Group by the person that employs the compensation consultant, legal counsel or other adviser;

ii. The amount of fees received from the Group by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

iii. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

iv. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the OECC;

v. Any stock of the Group owned by the compensation consultant, legal counsel or other adviser; and

vi. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of NW Holdings or NW Natural;

vii. provided, however, that this evaluation by the OECC shall not be construed to (A) require the OECC to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other adviser to the OECC, or (B) affect the ability or obligation of the OECC to exercise its own judgment in fulfillment of the duties of the OECC.

Effective Dates

Approved by the OECC on October 1, 2018 and approved by the Board of Directors of NW Holdings on October 1, 2018.

As Amended: July 25, 2019; July 22, 2021; July 26, 2022; July 25, 2024; July 22, 2026