

FIRST FINANCIAL CORPORATION
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The Governance and Nominating Committee (“*Committee*”) is a committee of, and reports to, the Boards of Directors (“*Board*” or “*Boards*”) of First Financial Corporation (“*FFC*”) and First Financial Bank, N.A. (“*Bank*”). The Committee is established to assist the Boards in fulfilling their respective duties to FFC and its subsidiaries, including the Bank (collectively, the “*Corporation*”), as further described in this Governance and Nominating Committee Charter (“*Charter*”).

Membership

The Boards will annually appoint to the Committee three (3) or more members (“*Members*”), all of whom must qualify as independent directors under the standards for companies listed on the NASDAQ Stock Market or such other exchange or system upon which the Corporation's securities are listed, quoted, or traded and any standards of independence as may be prescribed for purposes of any federal securities, tax, banking, or other laws relating to the Committee's duties and responsibilities. Members and the Committee chairperson (“*Chair*”) shall be appointed and removed by the Boards in their discretion. The Chair will designate a Committee secretary, who need not be a Member (“*Secretary*”).

Meetings

The Chair shall have the right to call meetings of the Committee as may be necessary to carry out the Committee’s responsibilities, provided the Committee will meet no less than two (2) times annually. The Chair or his/her designee(s) will establish the agenda and preside at Committee meetings. The Secretary is responsible for documenting Committee meetings in the minutes. Following each meeting, the Secretary will circulate draft minutes to each Member for review prior to the subsequent meeting, at which time the draft minutes will be considered by Members for approval. Each Member shall be entitled to one (1) vote with a majority of the Members constituting a quorum. Members may attend meetings in person or remotely via telephone or the Internet. In lieu of a meeting, the Committee may act by unanimous written consent. The Chair shall report regularly to the Boards on the Committee’s meetings, actions, and recommendations.

Authority and Responsibilities

In such a manner as the Committee deems necessary and appropriate, the Committee shall have the authority and responsibility to:

1. Identify and evaluate the independence and other qualifications of potential candidates for Board membership, including nominees proposed or recommended by shareholders, as described in the Corporation's Corporate Governance Guidelines;
2. Annually evaluate the independence of Board members;
3. Annually evaluate the eligibility of Board members to serve as members of the Audit Committee pursuant to written, Board-approved criteria;
4. As may be applicable from time to time, nominate candidates to be presented to shareholders for election or to the Boards for appointment to fill vacancies;
5. Recommend Board members and chairpersons for the various Board committees as required pursuant to their distinct charters;
6. Oversee the functions of the Corporation's executive officers and governance structure;
7. Annually review the Corporation succession plans;
8. Oversee and review, on at least an annual basis, the Boards' performance, each committees' performance, and each individual director's performance;
9. Periodically review and reassess the Corporation's organizational documents, governance guidelines, and policies and present any proposed revisions to the Boards for consideration;
10. Monitor and advise the Boards on the implementation and operation of the Corporation's Corporate Governance Guidelines and any other governance-related policies or procedures, including, but not limited to, the Corporation's Code of Business Conduct and Ethics;
11. Consider corporate governance issues that arise from time to time within the Corporation;
12. Identify, review, and make recommendations to the Boards regarding measures to enhance its effectiveness. Topics for the Committee's review, include, but are not limited to, the size and composition of the Boards and their committees as well as the frequency, structure, and procedures of Board meetings and executive sessions;
13. Oversee, review, and make recommendations to the FFC Board concerning shareholder proposals;
14. Retain or terminate independent legal, accounting, or other advisors to assist with fulfilling Committee responsibilities. Fees associated with such services will be borne by the Corporation;
15. The Committee may request that nonmembers attend Committee meetings. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel, or

other advisors, to attend a meeting of the Committee or to meet with any members of, or consultant to, the Committee;

16. Request that the Corporation provide the Committee with the support of one or more Corporation employees to assist it in carrying out its duties;

17. Publicly disclose the Charter and any amendments at the times and in the manner required by any regulatory body or stock exchange having authority over the Corporation, and in all events post the most current Board-approved version of the Charter as part of the website's Investor Relations page;

18. No less than annually, review and assess the adequacy of this Charter and make recommendations to the Boards; and

19. Perform other activities consistent with this Charter, as the Committee deems appropriate, or as the Boards may direct.

Charter of the Governance and Nominating Committee – History	
November 13, 2020	Revised Charter presented to and approved by the Committee
November 17, 2020	Revised Charter presented to and approved by the Boards
May 10, 2022	Removed reference to the Morris Plan Approved on __June 21, 2022_____
January 16, 2024	Revised Charter presented to and approved by the Boards