

**STANDARD AVB FINANCIAL CORP.
COMPENSATION AND PERSONNEL COMMITTEE CHARTER**

I. Purpose

The Compensation and Personnel Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Standard AVB Financial Corp. (the “Company”) to assist the Board in fulfilling its responsibilities relating to the compensation and benefits provided to the Company’s executive management (for the purposes of this Charter, “executive management” means each individual qualifying as an “officer” of the Company as defined by Rule 16a-1(f) of the SEC Regulations) and Board. The Committee is authorized to review, evaluate and recommend various benefit plans and overall compensation for the Company and its wholly owned subsidiaries.

II. Committee Membership

The Committee shall be composed of a minimum of three directors, each of whom shall satisfy the applicable Nasdaq Stock Market listing standards for independence. If deemed necessary or appropriate, the Committee may appoint a subcommittee consisting of those members who qualify as an “outside director” under Section 162(m) of the Internal Revenue Code and/or as a “non-employee director” under Rule 16b-3 of the SEC Regulations, which subcommittee shall be authorized to take all actions permitted to the Committee under this Charter. The Board shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three, or in the event that the Board determines that the number of members on the Committee should be increased.

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Unless a Chair is appointed by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership.

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving written notice to the Chairman of the Board, the Corporate Secretary or the Board. The Board shall appoint a successor to take office when a resignation becomes effective.

III. Meetings

The Committee shall meet at least annually, and may hold additional meetings as needed or appropriate. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information. A majority of the entire Committee membership shall constitute a quorum, and all actions taken by the Committee shall require the affirmative vote of a majority of the membership of the Committee.

IV. Authority and Responsibilities

The specific authority and responsibilities of the Committee shall include, but are not limited to, the following:

1. Establish, review, and modify from time to time as appropriate the overall compensation philosophy of the Company.
2. Review, evaluate and recommend Company objectives relevant to the Chief Executive Officer's ("CEO") compensation; evaluate CEO performance relative to established goals; and review, evaluate and recommend to the full Board the CEO's compensation. In accordance with the rules of the Nasdaq Stock Market, the CEO shall not be present during voting on or deliberations of the CEO's compensation.
3. Review executive management base salaries regularly to ensure appropriateness. Salaries are the foundational component off which incentives and benefits are based. The Company's general philosophy is for salaries to typically target peer group market medians, with variation above/below to reflect experience, performance and contribution in the role.
3. Review, evaluate and recommend goals relevant to the compensation of the Company's other executive management with the input of the CEO; and review such officers' performance in light of these goals and determine (or recommend to the full Board for determination) such officers' cash and equity compensation based on this evaluation.
4. Review the annual incentive plan and performance metrics to ensure alignment with the Company's strategy. It is important to continue to review and align the Company's incentive/compensation program to support annual business goals. Using incentives to motivate and reward intended goals will help ensure continued success and support pay-performance alignment. In addition, it is important that any incentive plan supports sound risk management practices.
5. Continue to monitor the pay for performance alignment as well as pay policies to ensure alignment with emerging best industry practices. In addition, there are certain policies/practices that are emerging as best practice or are required as part of Dodd Frank.
6. Review employment and change-in-control agreements to ensure all provisions are aligned with the market and best practices.
7. Review, evaluate and recommend succession planning and management development for executive officers, including the CEO.
8. Review, evaluate and determine, in consultation with the Nominating and Corporate Governance Committee, the compensation to be paid to directors of the Company and of affiliates of the Company for their service on the Board.

9. Review, evaluate and recommend to the full Board, the terms of employment and severance agreements/arrangements for executive officers, including any change of control and indemnification provisions, as well as other compensatory arrangements for executive management.
10. Administer any stock benefit plans adopted by the Company.
11. To the extent required, prepare and publish an annual executive compensation report in the Company's proxy statement.
12. Report to the full Board any actions taken for ratification by the Board, as necessary.
13. Annually review this Charter and recommend changes to the Board as needed.

V. Authority

The Committee shall have the authority, to the extent it deems necessary and appropriate, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee may select, or receive advice from such advisers only after taking into consideration the six independence factors set forth in Rule 10C-1(b)(4) under the Securities Exchange Act of 1934. These six factors to be considered are:

- i. whether the person (firm) employing the compensation consultant, legal counsel or other adviser is providing any other services to the Company;
- ii. how much the person employing the compensation consultant, legal counsel or other adviser has received in fees from the Company, as a percentage of that person's total revenue;
- iii. what policies and procedures have been adopted by the person employing the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- iv. whether the compensation consultant, legal counsel or other adviser has any business or personal relationship with a member of this Committee;
- v. whether the compensation consultant, legal counsel or other adviser owns any stock of the Company; and
- vi. whether there are any business or personal relationships between the Company's executive officers and the compensation consultant, legal counsel or other adviser or person employing the consultant, legal counsel or other adviser.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other adviser, but rather shall retain the ability and obligation to exercise its own judgment in the fulfillment of its

duties. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to such advisers.

The Committee may delegate such of its authority to any one or more of its members or to management selected by it, to the extent it deems desirable and appropriate, except as may be limited by applicable law or Nasdaq Stock Market rules. The Committee may revoke any such delegation at any time.

Adopted as of March 27, 2018