

**STANDARD AVB FINANCIAL CORP.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

I. Charter

The Board of Directors (the “Board”) of Standard AVB Financial Corp. (the “Company”) has established a Nominating and Corporate Governance Committee (the “Committee”) and has adopted this Nominating and Corporate Governance Committee Charter (the “Charter”) to govern the Committee’s operation.

II. Purpose

The primary purpose of the Committee shall be to assist the Board in identifying qualified individuals to become Board members.

III. Committee Membership

All members of the Committee shall be independent directors, as herein defined.

For a period of three years following the closing date of the merger between Standard Financial Corp. (“SFC”) and Allegheny Valley Bancorp, Inc. (“AVLY”) (the “Three Year Period”), the Committee shall consist of three independent Continuing SFC Directors and three independent Continuing AVLY Directors, as such terms are defined in the Agreement and Plan of Merger by and between SFC and AVLY dated August 29, 2016 (the “Merger Agreement”). For the Three Year Period, the members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified in accordance with the terms of the Merger Agreement. For the Three Year Period, the position of Chair of the Committee (the “Chair”) shall be filled by Terence L. Graft and R. Craig Thomasmeyer, each alternating such position every year.

Following the Three Year Period, the Committee shall be composed of a minimum of three directors. 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 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 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 and the Secretary or the Board. The Board shall appoint a successor when a resignation becomes effective.

IV. 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.

V. Authority and Responsibilities

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the Board and to recommend to the Board potential director nominees to be presented for stockholder approval at the annual meeting of stockholders. The Committee shall recommend to the Board for nomination individuals who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment, who are effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholders and who reflect the Company's desire for directors with diverse backgrounds and perspectives (inclusive of gender, race and ethnicity). In addition, the Committee shall develop and recommend to the Board for approval procedures for the submission of recommendations of nominees by stockholders as it deems appropriate. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
2. To develop and recommend to the Board criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, diversity and stock ownership) for the selection of individuals to be considered for election or re-election to the Board and committees thereof. The Company understands the importance and value of gender and ethnic diversity on a board of directors and will consider highly qualified women and individuals from minority groups to include in the pool from which candidates are chosen.
3. To develop and recommend a policy regarding stockholder nominations for director and stockholder communications with directors to the Board for its approval. The Committee shall review this policy on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
4. To delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.
5. To retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion, and to approve related fees and retention terms.
6. To report its actions and recommendations to the Board after each Committee meeting.
7. Annually, to perform a self-assessment relative to the Committee's purpose, duties and responsibilities set forth herein.
8. To review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Notwithstanding anything to the contrary in this Charter, during the Three Year Period and for each of the 2017, 2018 and 2019 annual meetings of stockholders of the Company, with respect to any directorship held by an incumbent Continuing SFC Director whose term is expiring at any such meeting, a subcommittee of the Committee comprised solely of Continuing SFC Directors shall select, or recommend for the Board's selection, a director nominee who meets the requirements for a director under the SFC bylaws, as amended pursuant to the Merger

Agreement (the “SFC Bylaws”) for election or reelection to such directorship. With respect to any directorship held by an incumbent Continuing AVLY Director whose term is expiring at any such meeting, a subcommittee of the Committee comprised solely of Continuing AVLY Directors shall select, or recommend for the Board’s selection, a director nominee who meets the requirements for a director under the SFC Bylaws for election or reelection to such directorship.

VI. Nominating and Corporate Governance Committee Director Independence Standard

The following is the director independence standard adopted by the Company solely for the purpose of determining a director’s eligibility to serve on the Committee. Under this standard, an independent director means a person other than an executive officer or employee of the Company or any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In addition, the following persons shall not be considered independent:

1. A director who is, or at any time during the past three years was, employed by the Company.
2. A director who accepted or who has a family member who accepted any compensation from the Company in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than the following:
 - a. compensation for service on the Board or any committee thereof;
 - b. compensation paid to a family member who is an employee of the Company (other than an executive officer); or
 - c. benefits under a tax-qualified retirement plan, or non-discretionary compensation.

For purposes of this independence standard, the term “family member” means a person’s spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person’s home.

VII. Amendment

This Charter may only be amended upon the approval of 75% of the members of the Board of Directors of the Company.

Board Approved March 27, 2018