

**UNITED COMMUNITY FINANCIAL CORP.
HOME SAVINGS BANK
CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE**

Legal Department
General Counsel

Adopted February 15, 2006
Reviewed and Revised January 22, 2019
Page 1 of 4

PURPOSE

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of United Community Financial Corp. and Home Savings Bank (collectively referred to herein as the “Company”) shall be to identify and screen individuals to become members of the Board; receive and evaluate recommendations for potential Board members from shareholders; recommend to the Board the slate of director nominees to be elected by shareholders; recommend directors to be elected by the Board to fill any vacancies; evaluate the Board’s performance; develop and recommend to the Board corporate governance guidelines; provide oversight with respect to corporate governance and ethical conduct and handle other matters as the Board deems appropriate.

MEMBERS

The Committee shall consist of at least three members, all of whom must qualify as independent directors (“Independent Directors”). To be considered an Independent Director, a Committee member shall (a) satisfy the independence requirements prescribed by applicable rules of The NASDAQ Stock Market (“NASDAQ”), as they may be amended from time to time, (b) be a “Non-Employee Director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (c) be “Outside Directors” as defined by Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

The members of the Committee shall be appointed at least annually by the Board. The members shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed and qualified. No member of the Committee shall be removed except by majority vote of the Independent Directors of the Board then in office. Each member of the Committee shall be free of any relationship that, in the opinion of the Board, may interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director of the Company.

The Committee shall be chaired by one of its members appointed annually by the Board. If the Board does not appoint a Chair or if the Chair or the Chairman of the Board is not present at a meeting, the members of the Committee may designate a Chair by majority vote of those members present. The Chair of the Committee shall be responsible for the leadership of the Committee including scheduling, calling and presiding over meetings, preparing agendas and making regular reports to the Board.

**UNITED COMMUNITY FINANCIAL CORP.
CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE**

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Reviewed and Revised October 26, 2018
Page 2 of 4

RESPONSIBILITIES

To fulfill its duties and responsibilities, the Committee shall:

1. Identify, recruit and evaluate prospective candidates for the Board, including those individuals properly nominated by shareholders. In selecting nominees, the Committee may consider whether a current Board member wishes to be re-elected and, if a new nominee is needed, the skills and experience desired in a new director, which shall correspond to the long-term strategic goals of the Company, and may include such skills and experience such as community involvement, marketing or sales experience, financial expertise, banking, investment banking, wealth management, trust, insurance or other financial services experience, business experience, real estate experience, technological knowledge, enterprise risk management, legal or regulatory expertise or business development expertise. The Committee shall look for candidates who, both individually and as a group:
 - a. meet the Company's strategic needs and will be most effective in meeting the long-term interests of the Company and its shareholders;
 - b. possess the highest personal values, judgment and integrity;
 - c. have an understanding of the regulatory and policy environment in which the Company operates; and
 - d. have diverse skills and experience in the key business, financial and other challenges that face the Company or that correspond to the long-term strategic goals of the Company.
2. Recommend to the Board a slate of potential nominees to be proposed at the Company's annual meeting of shareholders, including the nomination of incumbent directors for re-election, as appropriate.
3. Consider and recommend to the Board the appropriate size of the Board and retirement and other tenure policies for directors.
4. Review the structure and composition of the Board's other committees and make recommendations to the Board with respect to such matters.
5. If necessary, review directorships in other public and private companies held by or offered to directors of the Company.

**UNITED COMMUNITY FINANCIAL CORP.
CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE**

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Adopted February 15, 2006
Reviewed and Revised October 26, 2018
Page 3 of 4

6. Recommend to the Board corporate governance guidelines for the Company and from time to time review and assess the guidelines and recommend changes for approval by the Board.
7. Consider and advise the Board on other matters relating to the affairs or governance of the Board.
8. Oversee an annual evaluation of the performance of the Board, and discuss the evaluation with the full Board.
9. Evaluate annually the performance of the Committee, the adequacy of the Committee's charter and if appropriate, approve and recommend changes to the Charter to the Board.
10. Oversee an annual evaluation of the Chairman of the Board; *provided, however*, that in the event the Chairman of the Board also serves as the Chair of the Committee, the annual evaluation of the Chairman of the Board shall be overseen by a member of the Board as determined by the Board and conducted by the full Board.
11. Perform any other activities consistent with this Charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate.

OUTSIDE ADVISORS

The Committee shall have the authority to retain, at the Company's expense, such outside counsel, experts, and other advisors, including search firms to identify director candidates, as it determines appropriate to assist it in the full performance of its functions.

MEETINGS

The Committee shall meet as often as it deems necessary or appropriate and at such times and places as it may determine. In addition to the authority of the Chair to call meetings of the Committee, meetings may be called by the CEO, the President, or any member of the Committee. All Committee members are expected to attend each meeting, in person or via teleconference or other means of electronic communications permitted under applicable law and the Company's Amended Code of Regulations. The Committee may fix its own rules of

**UNITED COMMUNITY FINANCIAL CORP.
CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE**

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Page 4 of 4

procedure for the conduct of its meeting, consistent with the Company's Amended Code of Regulations and this charter.

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. Unless all members of the Board were in attendance at the meeting of the Committee, the Chair of the Committee shall provide the Board with a report of the Committee's activities and proceedings at each regularly scheduled meeting of the Board.

The Committee may have in attendance at its meetings such members of management or human resources, outside advisors or others as the Committee may deem necessary or desirable to provide the information the Committee needs to carry out its duties and responsibilities.

A majority of the members of the Committee shall constitute a quorum. The affirmative vote of a majority of the Committee members present at a meeting at which a quorum is present shall be necessary to constitute the act of the Committee. Any action that may be authorized or taken at a meeting of the Committee may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all members of the Committee, which writing or writings shall be filed with the records of the Company. For purposes of the foregoing sentence, a writing includes any electronic mail or other electronic transmission and the approval or affirmative vote thereof by a member of the Committee shall be deemed made on the date on which the electronic approval or affirmative vote is sent.

The Committee may delegate to the other Company committees, directors or employees such of its duties and responsibilities as in the discretion of the Committee are in the best interests of the Company, provided such delegation is not prohibited by law, regulations or NASDAQ listing standards.