

**UNITED COMMUNITY FINANCIAL CORP.
HOME SAVINGS BANK
CHARTER OF THE COMPENSATION COMMITTEE**

Legal Department
General Counsel

Adopted July 16, 2008
Reviewed March 5, 2019
Page 1 of 6

This Charter of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of United Community Financial Corp. and Home Savings Bank (collectively, the “Company”) identifies the purpose, composition, meetings and responsibilities of the Committee (this “Charter”).

I. Purpose. The purpose of the Committee is to:

- Perform such responsibilities as are delegated to it by the Board, including, but not limited to, making determinations with respect to the compensation of (i) the Company’s directors and executive officers and (ii) such other directors and executive officers of the Company’s subsidiaries as required by applicable law or regulation (collectively with the Company’s executive officers, the “Executive Officers”);
- Evaluate and approve all compensation plans, policies and programs of the Company that affect the Company’s Executive Officers;
- Produce, if required, an annual report on executive compensation to be included in the Company’s proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “SEC”); and
- Perform such other duties for the Company as may be requested by the Board from time to time.

II. Composition of the Committee. The Committee shall consist of at least three (3) members of the Board who meet the independence requirements set forth below, each of whom shall be appointed at least annually by the Board and shall serve until their resignation, retirement, removal by a majority vote of the Independent Directors in office, or until their successors are appointed and qualified. Each member of the Committee shall be free of any relationship, including any affiliations with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company, that, in the opinion of the Board, may interfere with the exercise of his or her independent judgment in carrying out the responsibilities as a member of the Committee. Those relationships include, but are not limited to, (a) the source of compensation of such members, including any consulting, advisory or other compensatory fee paid by the Company to such member, and (b) whether such member is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. All Committee members must:

**UNITED COMMUNITY FINANCIAL CORP.
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Adopted July 16, 2008
Reviewed March 5, 2019
Page 2 of 6

- Satisfy the independence and eligibility requirements prescribed by applicable rules of The NASDAQ Stock Market (“NASDAQ”), including Listing Rules 5605(a)(2) and 5605(d);
- Be “Non-Employee Directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and
- Be “Outside Directors” as defined by Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and the regulations promulgated thereunder.

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.

III. Duties and Responsibilities. The Committee shall review, approve and oversee the process and substance of the compensation for the Company’s Executive Officers. Specifically, the Committee shall have the following responsibilities and authority:

- (a) Annually, or more often as necessary, review, evaluate and approve the Company’s overall compensation practices, programs and arrangements for directors of the Company or its subsidiaries and the Executive Officers, review, evaluate and approve any new compensation or incentive plans, programs or arrangements, or changes to existing plans, programs or arrangements for directors and the Executive Officers, and establish the Company’s philosophy for the compensation of Executive Officers and directors of the Company or its subsidiaries. In performing its review, the Committee shall consider whether the Company’s executive compensation strategy is competitive, supports organization objectives and shareholders’ interests and rewards management appropriately for its contribution to Company growth and profitability.
- (b) Annually review, evaluate and approve, consistent with any employment agreements then in effect, (i) all forms of compensation (including all compensation under a “plan,” as such term is defined in Item 402(a)(6) of Regulation S-K promulgated by the SEC, and all non-plan compensation) to be provided to the Chief Executive Officer (“CEO”) and all other Executive Officers as directed by the Board, and (ii) the individual elements of total compensation for the Executive Officers of the Company including base salary, all annual incentive awards and long-term incentive awards, and all

**UNITED COMMUNITY FINANCIAL CORP.
HOME SAVINGS BANK
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Legal Department
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Adopted July 16, 2008
Reviewed March 5, 2019
Page 3 of 6

perquisites and other benefits provided by the Company or its subsidiaries. The Committee may consider any matters it deems relevant, including, without limitation:

- The performance of each Executive Officer, including the level of achievement of goals and objectives established by the Board or a committee thereof, or for Executive Officers other than the CEO, established by the CEO;
- The Company's performance, including shareholder return and the level of achievement of goals and objectives established by the Committee;
- The incentive awards given to each Executive Officer in the past; and
- Reviews of compensation paid to executive officers at peer companies selected by the Committee.

(c) Retain or obtain the advice of a compensation consultant, legal counsel or other adviser (each, a "Compensation Adviser"), in the sole discretion of the Committee; appoint, compensate and oversee the work of any Compensation Adviser retained by the Committee; determine the appropriate funding, which must be provided by the Company, for payment of reasonable compensation to any Compensation Adviser retained by the Committee; select, or receive advice from, any Compensation Adviser, other than in-house legal counsel, only after taking into consideration the following factors:

- the provision of other services to the Company by the person that employs the Compensation Adviser;
- the amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
- the policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the Compensation Adviser with a member of the Committee;
- any shares of the Company owned by the Compensation Adviser; and

**UNITED COMMUNITY FINANCIAL CORP.
HOME SAVINGS BANK
CHARTER OF THE COMPENSATION COMMITTEE**

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Adopted July 16, 2008
Reviewed March 5, 2019
Page 4 of 6

- any business or personal relationship of the Compensation Adviser or the person employing the Compensation Adviser with an Executive Officer of the Company.
- (d) Develop an annual evaluation process for the Company's CEO. Any such annual evaluation processes developed by the Committee shall be administered by the Committee in consultation with and receipt of input by the Board, unless otherwise determined by the Board.
- (e) Review, evaluate and approve incentive compensation plans and equity-based plans in accordance with applicable laws, rules and regulations, including, without limitation, the rules and regulations of the SEC and NASDAQ. Review, on at least an annual basis, an assessment by management of the effectiveness of the design and operation of the Company's incentive compensation system in providing risk-taking incentives that are consistent with the Company's and its subsidiaries' safety and soundness.
- (f) Administer each of the Company's equity-based plans and any other plans that the Committee is required to administer pursuant to the terms of the plan or applicable laws, rules or regulations (including, without limitation, Rule 16b-3 under the Exchange Act, NASDAQ rules and Section 162(m) of the Code and the regulations promulgated thereunder). In administering these plans, the Committee may, unless otherwise directed by the Board or the terms of the applicable plan:
- Determine the individuals eligible to participate in each plan;
 - Grant stock options or other awards authorized under each plan to individuals eligible for such grants; and
 - Make such changes to each plan and the awards granted thereunder as the members of the Committee deem appropriate, to the extent shareholder approval is not required and to the extent permitted by the respective plan and the provisions of applicable laws, rules and regulations.
- (g) Oversee the Company's disclosures regarding executive compensation, including approving any report of the Compensation Committee required to be included in the Company's proxy statement.
- (h) Review and discuss with management the Compensation Discussion and Analysis ("CD&A") and any disclosure regarding risk related to the Company's compensation programs and policies in the Company's proxy statement, as such disclosures may be

**UNITED COMMUNITY FINANCIAL CORP.
HOME SAVINGS BANK
CHARTER OF THE COMPENSATION COMMITTEE**

Legal Department
General Counsel

Adopted July 16, 2008
Reviewed March 5, 2019
Page 5 of 6

required from time to time, and, based upon that review and discussion, recommend to the Board of Directors whether the CD&A should be included in the Company's annual report on Form 10-K and its proxy statement.

- (i) Determine whether the Company should enter into employment agreements, including change in control or severance agreements, with the Company's Executive Officers and, unless otherwise directed and authorized by the Board, recommend for approval by the Board the terms and conditions of any such employment agreements.
- (j) Oversee the Company's compliance with NASDAQ rules regarding shareholder approval of equity compensation plans. The Committee shall give consideration to the adoption of policies applicable to the timing of grants of stock options or other equity-based awards pursuant to the Company's equity compensation plans.
- (k) Review annually this Charter and recommend changes to the Board as appropriate.
- (l) Review annually the Committee's own performance in light of its responsibilities under this Charter.
- (m) Periodically review and make recommendations to the Board regarding the appropriate fee amounts to be paid by the Company to its non-employee directors and directors emeritus, including fees for attending Board and committee meetings and fees for serving as the Chair of the Board or a Board committee.

The Committee has the authority, to the extent it deems necessary or appropriate, to retain one or more compensation consultants to assist in the evaluation of director and Executive Officer compensation. The Committee shall have sole authority to retain and terminate any such compensation consultant, including sole authority to approve the compensation consultant's fees and other retention terms. The Committee also has the authority, to the extent it deems necessary or appropriate, to retain other advisors, including legal and accounting advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consultants or other advisors retained by the Committee.

IV. Meetings and Procedures. The Committee shall meet at least two times annually and may convene more frequently as circumstances dictate. In addition to the authority of the Chair to call meetings of the Committee, meetings may be called by the Chairman of the Board, 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/or the Company's Code of Regulations. The Committee may

**UNITED COMMUNITY FINANCIAL CORP.
HOME SAVINGS BANK
CHARTER OF THE COMPENSATION COMMITTEE**

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Adopted July 16, 2008
Reviewed March 5, 2019
Page 6 of 6

fix its own rules of procedure for the conduct of its meeting, consistent with the Company's 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, Compensation Advisers or others as the Committee may deem necessary or desirable to provide the information the Committee needs to carry out its duties and responsibilities. Notwithstanding the foregoing, no Executive Officer or Company employee shall be present during the Committee's deliberations or voting regarding executive compensation.

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. Meetings of the Committee may be held through any communications equipment if all persons participating can hear each other. 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.