

**UNITED COMMUNITY FINANCIAL CORP.
HOME SAVINGS BANK
CHARTER OF THE ENTERPRISE RISK MANAGEMENT COMMITTEE**

Legal Department
General Counsel

Adopted February 21, 2012
Reviewed and Revised May 23, 2019
Page 1 of 5

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

I. Purposes, Resources and General Considerations. The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with regard to:

- (i) The risk profile of the Company;
- (ii) The risk management and compliance framework and the governance structure that supports it;
- (iii) Officer and staff continuing education and training programs deemed necessary to respond to the changing regulatory environment and risk profile of the Company and its subsidiaries; and
- (iv) Compliance with regulatory examination findings and any regulatory enforcement actions.

Risk profile is defined as the level and type of risk the Company is able and willing to assume in its exposures and business activities, given its business objectives and obligations to shareholders, customers, employees and regulatory authorities.

In carrying out its oversight responsibilities, each Committee member shall be entitled to rely on the integrity and expertise of those persons providing information to the Committee and on the accuracy and completeness of such information, absent actual knowledge of inaccuracy. The Committee will have the resources and authority appropriate to discharge its responsibilities, including sole authority to retain and terminate the engagement of such consultants or independent counsel to the Committee as it may deem necessary or helpful in carrying out its responsibilities, and to establish the fees and other terms for the retention of such consultants and counsel, such fees to be borne by the Company.

II. Composition, Meetings and Procedures. The Committee shall consist of at least two non-employee directors as further described below, each of whom shall be appointed annually by the Board on recommendation of the Nominating and Governance Committee. In addition, the Chairman of the Board (either directly appointed or as an ex-officio member of all Board Committees) shall serve on the Committee. All Committee members 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 that, in the opinion of the Board, may interfere with the exercise of his or her independent judgment in carrying

**UNITED COMMUNITY FINANCIAL CORP.
HOME SAVINGS BANK
CHARTER OF THE ENTERPRISE RISK MANAGEMENT COMMITTEE**

Legal Department
General Counsel

Adopted February 21, 2012
Reviewed and Revised May 23, 2019
Page 2 of 5

out the responsibilities of a director of the Company. A “non-employee director” means a director who:

- (i) Is not currently an officer (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934) of United Community Financial Corp. (“UCFC”) or the Company, or otherwise currently employed by UCFC or the Company;
- (ii) Does not receive compensation, either directly or indirectly, from the issuer or a parent or subsidiary of the issuer, for services rendered as a consultant or in any capacity other than as a director, except for an amount that does not exceed the dollar amount for which disclosure would be required pursuant to Item 404(a) of Regulation S-K¹; and
- (iii) Does not possess an interest in any other transaction for which disclosure would be required pursuant to Item 404(a) of Regulation S-K.

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 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. The Chair shall be entitled to utilize the services of the Company’s Chairman of the Board, President and CEO, Secretary and Chief Risk Officer in developing such agendas and reports.

Except as limited by applicable law, regulation or the rules of the NASDAQ Stock Market, the Committee may form subcommittees for any purpose that it deems appropriate and may delegate to such subcommittees or to members of the Company’s management such power and authority as it deems appropriate; *provided, however*, that (i) any such subcommittees shall meet all applicable requirements of the Company’s Code of Regulations or other governance documents and applicable Federal and state law and (ii) the Committee shall not delegate to persons other than independent directors any functions that are required, under applicable law, regulation, or stock exchange rule, to be performed by independent directors.

The Committee shall meet at least quarterly or as frequently as necessary to fulfill its duties and responsibilities. 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

¹ Item 404(a) of Regulation S-K relates to related party transactions exceeding, as of the date hereof, \$120,000).

**UNITED COMMUNITY FINANCIAL CORP.
HOME SAVINGS BANK
CHARTER OF THE ENTERPRISE RISK MANAGEMENT COMMITTEE**

Legal Department
General Counsel

Adopted February 21, 2012
Reviewed and Revised May 23, 2019
Page 3 of 5

via teleconference or other means of electronic communications permitted under applicable law and/or the Company's Code of Regulations. The Committee may fix its own rules of procedure for the conduct of its meeting, consistent with the Company's Code of Regulations and this Charter.

At least annually, the Committee shall meet in joint session with the Audit Committee of the Board to discuss areas of common interest and significant matters including, but not limited to, audit planning, major investment portfolio issues of concern, fraud, major regulatory enforcement actions, major litigation or whistleblower matters, and systemic technology issues.

The Committee may request any officer or employee of the Company, or any special counsel or advisor, to attend a meeting of the Committee or to meet with any members of, or consultant to, the Committee. The agenda for each Risk Committee meeting will provide time during which the Committee may meet separately in executive session with management, the Chief Risk Officer, the Chief Compliance Officer, the independent auditors, the Company's internal or external counsel and as a Committee to discuss any matters the Committee or these groups believe should be discussed.

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, as necessary, provide the Board with a report of the Committee's activities and proceedings at each regularly scheduled meeting of the Board.

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 Secretary of the Company.

III. Specific Responsibilities and Duties. The Committee shall have the responsibility to:

- (i) review and approve the Company's risk appetite statement on an annual basis, and approve any material amendment to the risk appetite statement;
- (ii) review significant financial and other risk exposures and the steps management has taken to monitor, control and report such exposures,

**UNITED COMMUNITY FINANCIAL CORP.
HOME SAVINGS BANK
CHARTER OF THE ENTERPRISE RISK MANAGEMENT COMMITTEE**

Legal Department
General Counsel

Adopted February 21, 2012
Reviewed and Revised May 23, 2019
Page 4 of 5

- including, without limitation, credit, market, liquidity, legal and reputational, operational, compliance and regulatory, fraud, strategic, technology, data-security and business-continuity risks;
- (iii) evaluate risk exposure and tolerance;
 - (iv) review and evaluate the Company's policies and practices with respect to risk assessment and risk management;
 - (v) review reports and significant findings of the Officers Enterprise Risk Management Committee with respect to the risk management and compliance activities of the Company, together with management's responses and follow-up to these reports;
 - (vi) review significant reports from regulatory agencies relating to risk management and compliance issues, and management's responses, except to the extent subject to the jurisdiction of another committee of the Board pursuant to that committee's charter;
 - (vii) review the scope of work of the Officers Enterprise Risk Management Committee and its planned activities with respect to the risk management of the Company;
 - (viii) review the appointment and replacement of the Chief Risk Officer;
 - (ix) review the Company's technology risk management programs;
 - (x) receive reports from management concerning the Company's technology operations, including, among other things, business continuity planning/disaster recovery and information security, and approve related plans or policies or recommend such plans and policies to the Board for approval, as appropriate;
 - (xi) review periodic reports, as applicable, and periodic reports from management regarding the Company's BSA/AML and OFAC program and risk assessment, including the annual report and assessment, an annual security report and identity theft/red flags;
 - (xii) receive from management periodic updates regarding corporate-wide compliance with laws and regulations;
 - (xiii) escalate to the Audit Committee for discussion at a joint session of the Audit and Risk Management Committees any items that have a significant financial statement impact or require significant financial statement/regulatory disclosures; and
 - (xiv) escalate other significant issues, including, but not limited to, significant compliance issues, as soon as deemed necessary by the Committee to a joint session of the Audit and Risk Management Committees.

IV. Annual Performance Evaluation and Charter Review. Annually, or as directed by the Nominating and Governance Committee, there shall be a performance evaluation of the Committee, which may be a self-evaluation or an evaluation employing

**UNITED COMMUNITY FINANCIAL CORP.
HOME SAVINGS BANK
CHARTER OF THE ENTERPRISE RISK MANAGEMENT COMMITTEE**

Legal Department
General Counsel

Adopted February 21, 2012
Reviewed and Revised May 23, 2019
Page 5 of 5

such other resources or procedures as the Committee and the Nominating and Governance Committee may deem appropriate. The Committee will review and assess the adequacy of this Charter annually and recommend changes to the Board when necessary.