

**PIONEER BANCORP, INC.**  
**CRITERIA FOR DIRECTOR NOMINEES**

The Board of Directors of Pioneer Bancorp, Inc. (the “Company”) is charged with several duties and responsibilities relating to director nominations, including considering criteria for identifying and selecting individuals who may be nominated for election to the Board of Directors. In connection with the fulfillment of such duties and responsibilities, the Board of Directors is hereby setting forth the following criteria the Board of Directors will consider when it considers individuals to be nominated for election to the Board of Directors.

**Eligibility Requirements**

A candidate must meet the eligibility requirements set forth in the Company’s Bylaws. A candidate also must meet any qualification requirements set forth in any applicable policies or governing documents of the Board of Directors and, if such candidate is intended to serve on any committee, of such committee.

**Selection Considerations**

If the candidate is deemed eligible for election to the Board of Directors, the Board of Directors will consider the following criteria in selecting nominees for recommendation.

- ***Contribution to Board*** – The Company endeavors to maintain a Board of Directors that possesses a wide range of abilities. Thus, the Governance and Nominating Committee (the “Committee”) will assess the extent to which the candidate would contribute to the range of talent, skill and expertise appropriate for the Board of Directors.
- ***Experience*** – The Company is the holding company for an insured depository institution. Because of the complex and heavily regulated nature of the Company’s business, the Committee will consider a candidate’s relevant financial, regulatory and business experience and skills, including the candidate’s knowledge of the banking and financial services industries, familiarity with the operations of public companies and ability to read and understand fundamental financial statements, as well as real estate and legal experience.
- ***Familiarity with and Participation in Local Community*** – The Company is a community-orientated organization that serves the needs of local consumers and businesses. In connection with the local character of the Company’s business, the Committee will consider a candidate’s familiarity with the Company’s market area (or a portion thereof), including without limitation the candidate’s contacts with and knowledge of local businesses operating in the Company’s market area, knowledge of the local real estate markets and real estate professionals, experience with local governments and agencies and political activities, and participation in local business, civic, charitable or religious organizations.

- ***Integrity*** – Due to the nature of the financial services provided by the Company and its subsidiaries, the Company is in a special position of trust with respect to its customers. Accordingly, the integrity of the Board of Directors is of utmost importance to developing and maintaining customer relationships. In connection with upholding that trust, the Committee will consider a candidate’s personal and professional integrity, honesty and reputation, including, without limitation, whether a candidate or any entity controlled by the candidate is or has in the past been subject to any regulatory orders, involved in any regulatory or legal action, or been accused or convicted of a violation of law, even if such issue would not result in disqualification for service under the Company’s Bylaws.
- ***Stockholder Interests and Dedication*** – A basic responsibility of directors is the exercise of their business judgment to act in what they reasonably believe to be in the best long-term interests of the Company and its stockholders. In connection with such obligation, the Committee will consider a candidate’s ability to represent the best long-term interests of the Company and its stockholders, including past service with the Company or Pioneer Bank and contributions to their operations, the candidate’s experience or involvement with other local financial services companies, the potential for conflicts of interests with the candidate’s other pursuits, and the candidate’s ability to devote sufficient time and energy to diligently perform his or her duties, including the candidate’s ability to personally attend board and committee meetings.
- ***Independence*** – The Committee will consider the absence or presence of material relationships between a candidate and the Company (including those set forth in applicable listing standards) that might impact objectivity and independence of thought and judgment. In addition, the Committee will consider the candidate’s ability to serve on any Board committees that are subject to additional regulatory requirements (*e.g.* SEC regulations and applicable listing standards). If the Company should adopt independence standards other than those set forth in the Nasdaq Stock Market listing standards, the Committee will consider the candidate’s potential independence under such other standards.
- ***Gender and Ethnic Diversity*** – 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.
- ***Equity Holdings*** – The Committee believes that having a proprietary interest in the Company serves as an incentive to contribute to the success of the Company and to help increase shareholder value. Thus, the Committee will consider a candidate’s equity holdings in the Company.
- ***Additional Factors*** – The Committee will also consider any other factors it deems relevant to a candidate’s nomination that are consistent with the Bank’s policies and strategic plan and the Board’s goal of promoting the long-term success of the

Company and providing value to its stockholders. The Committee also may consider the current composition and size of the Board of Directors, the balance of management and independent directors, and the need for audit committee expertise.

The Board of Directors may weigh the criteria differently in different situations, depending on the composition of the Board of Directors at the time. The Board of Directors will use its best efforts to maintain at least one independent director who meets the definition of “audit committee financial expert” under SEC regulations. The Board of Directors will take into account, when assessing the composition of the Board of Directors, the following:

- the effectiveness of the existing Board of Directors and any additional qualifications that may be required when selecting new directors;
- the requisite expertise and sufficiently diverse business and other backgrounds of the Board of Directors’ overall membership composition; and
- the number of independent outside directors and other possible conflicts of interest of existing and potential members of the Board of Directors.

### **Re-Election of Directors**

The Board of Directors intends to identify potential nominees by first evaluating the current members of the Board of Directors willing to continue in service. Current members of the Board of Directors with skills and experience that are relevant to the Company’s business and who are willing to continue in service are considered for re-nomination. Prior to recommending an existing director for nomination for re-election to the Board of Directors, the Board of Directors shall consider and review the existing director’s:

- attendance and performance at Board of Director and committee meetings;
- length of service on the Board of Directors and any applicable committees;
- experience, skills and contributions that the existing director brings to the Company, the Board of Directors and any applicable committees; and
- independence.

Adopted June 18, 2019