

**MID-SOUTHERN BANCORP, INC.**  
**CHARTER OF THE CORPORATE GOVERNANCE & NOMINATING COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**PURPOSE**

The Corporate Governance & Nominating Committee is appointed by the Board of Directors of Mid-Southern Bancorp, Inc. (“Company”) to take a stewardship role in the corporate governance of the Company. Specifically, the Committee shall undertake the following responsibilities:

- Identify and recommend qualified candidates for nomination to the Board of Directors
- Oversee the structure, membership and performance of the Board committees
- Conduct an annual review of the Board's performance and compensation package
- Develop and recommend corporate governance standards to the Board of Directors

The Committee is granted the authority to perform the duties enumerated in this Charter. The Committee shall have access to the resources of the Company and may, in its discretion, delegate a portion of its duties to another Board committee.

**COMPOSITION**

The Committee shall be comprised of at least three directors appointed by the Board of Directors. Each member will be independent, as defined by the Nasdaq Stock Market (“Nasdaq”). At least two members of the Committee also shall qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be elected by the Board of Directors of the Company at the annual organizational meeting of the Board and shall serve until their successors are duly elected and qualified. Unless a Chairperson is selected by the Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership.

**MEETINGS**

The Committee shall meet at least twice annually, and may meet more frequently as circumstances warrant. Formal minutes shall be taken at each meeting of the Committee and subsequently submitted to the full Board. As deemed necessary, the Chairperson of the committee may request that certain members of senior management be present at meetings of the Committee.

The Committee Chairperson shall preside at each meeting. In the event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

**RESPONSIBILITIES AND DUTIES**

Board Composition

With regard to Board composition, the Committee shall:

- Make recommendations to the Board with respect to the size and composition of the Board.
- Make recommendations to the Board on qualifications and selection criteria for Board members.

- Review qualifications of potential candidates for Board positions.
- Make recommendations to the Board on nominees for election to the Board of Directors at the Annual Meeting of Stockholders.
- Assess the independence of directors.
- The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

### Board Committees

In its oversight of the structure and membership of the Board committees, the Committee shall:

- Make recommendations to the Board on the creation, modification and dissolution of Board Committees.
- Identify Board members qualified to fill vacancies on any committee of the Board.
- Make recommendations as to the structure and operations of the Board's committees, including committee member qualifications, appointment and dismissal.

### Board Evaluation

The Committee shall oversee an annual performance evaluation of the Board as a whole and of its members. Such evaluation may include the skills and characteristics of individual Board members as well as the composition of the Board as a whole.

### Succession Planning

The Committee shall ensure that the Board, or a committee of the Board, reviews management succession planning annually, including appointing, training and monitoring senior management.

### Corporate Governance Standards

The Committee shall serve to guide the stewardship duties of the Board as follows:

- Develop and recommend to the Board a set of corporate governance standards that is consistent with the Savings Bank's Code of Ethics and current laws and regulations.
- Consider other corporate governance issues that arise from time to time and develop appropriate recommendations to the Board.

### Charter Review

The Committee shall perform an annual review of the adequacy of this charter and the performance of the Committee.