CITIZENS BANCORP AND CITIZENS BANK
CORPORATE GOVERNANCE/COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Corporate Governance/Compensation Committee (the "Committee") of the Board of Directors of Citizens Bancorp and Citizens Bank shall be to discharge the Boards' responsibilities relating to corporate governance and compensation issues as delegated by the Boards of Directors[1] and to further assist the Boards by refining and recommending items which require their approval.

MEMBERS

The Committee shall be composed of at least three members of the Boards of Directors, each of whom is determined by the Boards to be independent as defined by the NASDAQ stock market listing standards. The members of the Committee and the Committee Chair shall be appointed, and may be replaced, by the Boards of Directors by majority vote, taking into consideration the recommendation of the Committees. Committee members shall serve until they are replaced, they resign, or their successors are duly qualified and elected.

STRUCTURE AND OPERATIONS

The Committee shall meet as often as the Committee considers appropriate, but no fewer than two times annually. The Committee Chair will report the highlights of Committee meetings to the full Boards at the Boards' next regular meetings. Except to the extent prohibited by the NASDAQ rules, or other applicable law or regulation, the Committee may delegate matters within its power and responsibility to individuals or subcommittees when it deems appropriate.

OUTSIDE ADVISORS

The Committee shall have the authority to approve fees and any other terms of retention. In addition, the Committee shall have the authority to retain, and to approve fees payable to outside counsel, and any other advisor the Committee may deem necessary in the exercise of its duties.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

1. Carry out the duties normally attributable to a Corporate Nominating Committee, including the development of the slate for Board and Board Committee membership.

2. Address Company by-laws changes as necessary.

3. Secure conflict of interest statements, financial displays, and other reports from the Company's Directors annually.

[1] The Board of Directors of Citizens Bancorp has historically been composed of the same members as the Board of Directors of Citizens Bank. Consequently, this Charter designates a single Corporate Governance/Compensation Committee to handle the business of both legal entities. A Committee report presented to one Board shall be deemed to have been delivered to both Boards.

Approved by the Board of Directors June 16, 2026

4. Review and approve Company policy proposed by Management relating to human resource matters with recommendation to the full Board for final approval.

5. Address special human resource matters as presented by Management.

6. Facilitate a review of the CEO's performance in light of the Company goals and objectives and make recommendations to the Boards on any changes to the CEO's compensation or benefits. In determining the CEO's compensation, the Boards will consider the Company's performance relative to the generation of shareholder value, the CEO's overall performance, and the value of similar compensation awards to CEOs at comparable companies.

7. Facilitate the annual performance evaluation of the CEO at an executive session of non-management Directors of the Boards.

8. Review the Directors' compensation and recommend changes, as appropriate, to the Boards.

9. Assist the Boards in establishing the overall corporate compensation philosophy, and design of long-term strategies for executive compensation programs of the Company, including executive salary structure and short-term and long-term incentive programs.

10. Research and recommend to the Board for approval, compensation amounts for all executive officers of the Company, (CEO to prepare and present recommendations), including base salary, benefits, short- and long-term incentive programs.

11. Direct or invite any officer or employee of the Company or request an employee of the Company's advisors, consultants, or counsel, as the Committee deems necessary, to attend Committee meetings with the committee members.

12. Undertake additional activities within the scope of the Committee's Charter as deemed necessary.

13. Periodically evaluate the performance of the Committee.