

## Introduction

The Board of Directors (the “Board”) of Citizens Community Bancorp, Inc. (the “Company”), acting on the recommendation of its Governance and Nomination Committee, has developed and adopted a set of corporate governance principles (the “Guidelines”) establishing a common set of expectations to assist the Board and the board of its wholly-owned operating subsidiary, Citizens Community Federal N.A. (the “Bank Board”), and the committees of such Boards in performing their duties in compliance with applicable legal and regulatory requirements.

These Guidelines should be considered in the context of the Company’s Articles of Incorporation, as amended (the “Articles of Incorporation”), Bylaws (“Bylaws”), Code of Business Conduct and Ethics (“Code”), the charters of committees of the Board and Bank Board, and its other applicable policies. The Company will publish these Guidelines, the Code, and its Board committee charters as directed by SEC and NASDAQ rules on its website, and will make paper copies available upon request.

## Board Size and Composition

**Size.** The size of the Board should facilitate substantive discussions of the whole Board in which each director can participate meaningfully. Pursuant to the Bylaws of the Company, the Board shall designate the number of directors from time to time, except that in the absence of such designation, such number shall be eight. The Governance and Nomination Committee will assess the size of the Board periodically to determine whether its size continues to be appropriate and make recommendations to the Board as necessary.

**Independence.** A majority of the Board shall consist of directors who satisfy the definition of “independent” under the listing standards of the NASDAQ Stock Market (“NASDAQ”). Directors serving on certain Board committees may also be subject to additional independence standards as specified in SEC or NASDAQ rules or the relevant committee charters.

**Review of Independence.** The Board shall review at least annually the independence of the directors, including the relationship that any director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). Only those directors whom the Board affirmatively determines have no material relationship with the Company should be considered “independent,” subject to additional qualifications prescribed under the rules of NASDAQ. The basis for the Board’s determination that a relationship between a director and the Company is not material shall be disclosed in the Company’s annual proxy statement. Each independent director shall notify the chairman of the Governance and Nomination Committee, as soon as practicable, in the event that his or her circumstances change in a manner that may affect the Board’s evaluation of his or her independence.

A director will not fail to be deemed “independent” solely as a result of a credit relationship between the Company and a company with which the director is affiliated by reason of being an executive officer or a significant shareholder thereof; provided: (1) that such credit relationship was originated and is currently maintained (a) in the ordinary course of business, and (b) on substantially the same terms (including interest rate and collateral) as those for comparable transactions with nonaffiliated persons; (2) credit underwriting procedures were followed that are not less stringent than those for comparable transactions with other nonaffiliated persons; and (3) the credit relationship did not at

time of origination and does not currently involve more than the normal risk of repayment or present other unfavorable features.

## Selection of Directors

**Nomination.** The Governance and Nomination Committee shall recommend to the Board a slate of directors for the class of directors to be elected at each annual meeting of the Company's stockholders, and one or more individuals to fill vacancies on the Board occurring between annual meetings of the stockholders. Stockholders also have the opportunity to nominate directors for election at the annual meeting of the Company's stockholders in accordance with the nomination procedures set forth in the Company's Bylaws.

### **Selection Criteria.**

Service as a director is based on the needs and best interests of the Company. The Governance and Nomination Committee is expected to reassess a director's performance and consider alignment of experience and other qualities with the needs of the Company for every re-nomination decision.

### *Core Competencies*

When nominating candidates to the Board, the Governance and Nomination Committee may consider, among other things, business experience, education, integrity and reputation, independence, conflicts of interest, diversity, age, number of other directorships and commitments (including charitable obligations), tenure on the Board, attendance at Board and committee meetings, stock ownership, and a commitment to the Company's communities and shared values, as well as overall experience in the context of the needs of the Board as a whole. In addition, the Governance and Nomination Committee may consider certain core competencies and specialized knowledge, such as an understanding of banking, accounting, marketing, finance, risk management, strategy development, M&A and capital raising, regulation and public policy. The Governance and Nomination Committee maintains, periodically reviews and updates a Board skills matrix that includes the forgoing and other core competencies deemed relevant from time to time and uses it as input in continuous improvement efforts.

### *Diversity*

When nominating candidates to the Board, the Governance and Nomination Committee may consider, among other things, certain self-identified diversity characteristics, including race, gender, ethnicity, religion, nationality, disability, sexual orientation or cultural background, when determining an individual's specific experience, qualifications, attributes or skills for membership on the Board.

### *Governance and Nomination Committee Review Process*

The Governance and Nomination Committee shall review these criteria and recommend any changes to the Board. Each candidate will be evaluated by the Governance and Nomination Committee in the context of the Board as a whole, with the objective of recommending a group of nominees that can best perpetuate the success of the Company. The Governance and Nomination Committee may use a variety of means to identify nominees, including, among other things, recommendations from stockholders, current directors and management. It is the policy of the Governance and Nomination Committee that it will consider a director candidate, if qualified to serve on the Board, who is

recommended by a stockholder, and to use the same standards to evaluate nominees whether they are proposed by members of the Board, the Company's management or stockholders.

**Election.** Directors shall be elected in accordance with the Company's Articles of Incorporation and Bylaws.

**Orientation and Continuing Education.** Management, working with the Chairman and, if applicable, the Lead Director, shall provide an orientation process for new directors, which shall include: background material on the Company, its business plan and risk profile, including significant financial, accounting and risk management information and meetings with executive officers. Periodically, management and the Governance and Nomination Committee shall prepare additional educational sessions during Board meetings for directors on matters relevant to the Company, its business plan, risk profile and compliance programs. Directors are encouraged to attend, at the Company's expense, continuing education programs sponsored by educational and other institutions.

## Term

Directors shall hold office for staggered three-year terms, and until his or her successor shall have been duly elected and qualified, as provided in the Articles of Incorporation. The Governance and Nomination Committee shall consider each director's continuation on the Board at the expiration of his or her term and before that director is considered for reelection, taking into account the performance and contribution of that director. In addition, those individual directors who change their principal occupation, position, or responsibility they held when they were elected to the Board should submit their resignation from the Board. It is not the sense of the Board that in every instance the directors who retire or change from the position they held when they joined the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, through the Governance and Nomination Committee, to review the continued appropriateness of Board membership under the circumstances.

Directors shall advise the Chairman of the Board and the Chairman of the Governance and Nomination Committee in advance of accepting an invitation to serve on another public company board. There should be an opportunity for the Board, through the Governance and Nomination Committee, to review the director's availability to fulfill his or her responsibilities as a director if he or she serves on more than three other public company boards.

The Board does not believe it should establish term limits. The Board recognizes that a mix of tenures on the Board is beneficial. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operation and, therefore, provide an increasing contribution to the Board as a whole. The retirement of a director should normally occur at the end of the term in which he or she becomes 79 years of age.

## Leadership Structure

The Board does not have a fixed policy regarding the separation of the offices of the Chairman and the Chief Executive Officer, and believes it should maintain the flexibility to establish a leadership structure that fits the needs of the Company and its stockholders at any particular point in time. The Board of Directors regularly evaluates the Board's leadership structure to ensure it continues to be in the best interest of the Company and its stockholders. The Board is currently led by a Chairman

selected by the Board. The Board believes there are a number of important advantages at this time to combine the offices of the Chairman and the CEO. The CEO is the director most familiar with the Company's business, industry and markets. As such, he or she is best situated to lead Board discussions on important matters affecting the Company. Combining the offices of the Chairman and the CEO provides unified leadership for the Company, promotes the development and implementation of corporate strategy, and contributes to a more efficient and effective board. Presently, Stephen M. Bianchi, the Company's CEO, is also Chairman of the Board. Mr. Bianchi has worked in the banking industry for more than 32 years, has the experience and expertise necessary to understand the opportunities and challenges facing the Company, the ability to develop and maintain key business and investor relationships, and he possesses the requisite leadership and management skills to promote and execute the Company's values and strategy.

The Board recognizes the importance of strong independent leadership, and is aware of the potential conflicts that may arise when a member of management chairs the Board. The Board believes, however, that these potential conflicts are mitigated and offset by existing safeguards, which include maintaining a majority of independent directors, the designation of a lead independent director, regular meetings of the independent directors in executive session without the presence of management, the fact that management compensation is determined by a committee of independent directors who make extensive use of peer benchmarking, and the fact that much of the Company's operations are highly regulated.

When the positions of Chairman and CEO are held by the same person, the Board recognizes that a lead independent director selected by the other independent directors (the "Lead Director") can facilitate the processes and controls that support a strong and independent Board and strengthen the cohesiveness and effectiveness of the Board as a whole. In such case, the independent directors will select bi-annually a Lead Director immediately following the Company's annual meeting of stockholders.

The Lead Director shall be an "independent director" within the meaning of the NASDAQ rules and the Securities Exchange Act of 1934, as amended. The Lead Director will serve a two-year term. In the event of a vacancy in the Lead Director role during his or her term, the independent directors will select another independent director who will serve as the Lead Director until the Company's next annual meeting of stockholders. The Lead Director may be removed from the position of Lead Director at any time, with or without cause, by a majority vote of the independent directors. The identity of the Lead Director will be set forth in the Company's annual proxy statement.

The responsibilities and duties of the Lead Director will consist of the following:

1. Preside at meetings of the Board at which the Chairman is not present, including the executive sessions of the independent members of the Board, and provide feedback to the Chairman and other senior executives, as appropriate, from such executive sessions of the independent directors.
2. Serve as the principal liaison between the independent directors and the Chairman on Board issues and facilitate timely communication between the CEO and the Board, without impeding or replacing direct communication between the Chairman and other directors.
3. Collaborate with the Chairman to approve the schedules and agendas for meetings of the Board.

4. Call meetings of the independent directors of the Company and set the agendas for such meetings; and brief the Chairman on issues arising out of such meetings.
5. Recommend to the Governance and Nomination Committee selections for the membership and chairman positions for each Board committee.
6. Respond directly to stockholder and other stakeholder questions and comments that are directed to the Lead Director or the independent directors as a group.
7. Be authorized to communicate directly with and retain outside advisors and consultants to the Board regarding Board-wide issues.
8. As requested by the Chairman of the Governance and Nomination Committee, participate in interviews for nominees to the Board.
9. Provide his or her unique perspective, as Lead Director, in connection with the annual formal evaluation by the Compensation Committee of the CEO's performance.
10. Receive notice of all committee meetings and have the ability to attend and observe (in an ex officio capacity) from time to time committee meetings where appropriate to facilitate the execution of the Lead Director's duties.
11. Perform such other duties as the Board may from time to time delegate to the Lead Director.

## Board Meetings

**Number.** The Board generally holds not less than four (4) meetings each year, with additional meetings (or action to be taken by written consent) at the discretion of the Chairman. The meetings usually will be comprised of committee meetings, the Board meeting, a meeting of the Bank Board and an executive session of the non-management directors.

**Agenda and Materials.** The Chairman shall prepare and, if applicable, obtain the approval of the Lead Director for the agenda for each Board meeting. The Chairman will direct management to provide to all directors an agenda and appropriate materials in advance of meetings, to the extent possible.

## Committees of the Board

**Executive Sessions.** NASDAQ rules require that the independent Board members regularly meet in executive session without the presence of directors who are at such time not "independent" as determined in these guidelines. The Board's policy is to hold these executive sessions without the presence of management, including the chief executive officer and any other non-independent directors in connection with each regularly scheduled Board meeting, and at other times as necessary.

**Committees.** The Board shall have at least the committees required by the rules of NASDAQ, as well as such other committees as the Board deems advisable. NASDAQ currently requires listed companies to have the following committees: (i) an audit committee; (ii) a compensation committee; and (iii) a nominating/corporate governance committee. Each of these three committees shall have a written charter satisfying the rules of NASDAQ. The Board currently has five standing committees of the Board and the Bank Board: (i) Audit Committee; (ii) Compensation Committee; (iii) Governance

and Nomination Committee; (iv) Risk Oversight Committee; and (v) Credit Committee. The Board also may establish other committees or disband existing ones, as it deems appropriate, consistent with applicable laws, regulations and corporate charters. Each committee shall have the authority and responsibilities delineated in its charter and the resolutions creating it.

**Composition of Committees.** The Audit Committee, the Compensation Committee and the Governance and Nomination Committee shall be comprised entirely of directors who are, in the business judgment of the Board, “independent” under the rules of NASDAQ, including any additional independence requirements for members of a committee. Committee members are appointed by the Board upon the recommendation of the Governance and Nomination Committee. A director may serve on more than one committee for which he or she qualifies. The Governance and Nomination Committee will consider on a periodic basis whether it is in the Company’s best interest to rotate chairs and/or members within and among committees.

**Duties of Committee Chair.** The committee chair, in consultation with the Chairman, management and other committee members, develops the committee’s agenda. The committee chair, in consultation with the Chairman and, as applicable, the Lead Director, determines whether special committee meetings or longer meetings are advisable. The committee chair reports on a committee’s meeting at the full Board meeting following the committee meeting.

**Share Ownership.** The Board believes directors should own a meaningful amount of the Company’s common stock. Currently the annual base compensation of directors is paid in Company common stock. The Board’s stock ownership guidelines for directors of the Company are that (i) within one year of being elected, directors should own Company common stock equal in value to at least a director’s current yearly base compensation for service on the Board, (ii) within three years of being elected directors should own Company common stock equal in value to at least 2.5 times a director’s then current yearly base compensation for service on the Board, and (iii) within five years of being elected directors should own Company common stock equal in value to at least 5 times a director’s then current yearly base compensation for service on the Board.

These share ownership guidelines are calculated using the current yearly base compensation for director service. Shares that count towards satisfaction of these guidelines include (i) shares owned outright by the director or his or her immediate family members residing in the same household and (ii) shares held in trust for the benefit of the director or his or her family. Shares that do not count toward these ownership guidelines include unexercised stock options and shares of restricted stock for which restrictions have not yet lapsed. After satisfying the minimum share ownership requirements, a director shall be required to continue to maintain and hold that amount of share ownership until he or she leaves the Board. These guidelines may be waived, at the discretion of the Board, if compliance would create severe hardship.

## Management Succession

As part of its role in directing the management of the business and affairs of the Company, the Board is responsible for selecting, evaluating and compensating the Chief Executive Officer and for overseeing the Company’s succession planning activities.

The Compensation Committee is responsible for annually facilitating the performance evaluation of the CEO. The Compensation Committee will engage the Board during the evaluation process and provide a formal report to the Board regarding its performance assessment.

The Board's responsibility is to ensure that the Company's management has the capabilities to enable the Company to operate in an efficient and businesslike fashion in the event of a vacancy in senior management, either anticipated or sudden. The Committee shall conduct management succession planning reviews and report the results of such reviews to the Board.

## Executive Compensation

The Compensation Committee shall oversee the Company's executive compensation. It annually evaluates the performance of the CEO, including accomplishment of goals and overall performance of the Company. The Compensation Committee shall recommend to the Board the compensation level and structure of the CEO and other executive officers.

## Board Compensation

The Compensation Committee shall annually review and make recommendations to the Board regarding the components and amount of Board compensation in relation to other similarly situated companies. Directors (other than those who are also salaried officers of the Company or any of its subsidiaries) shall receive reasonable compensation for their services as members of the Board and any committees on which they may serve, as may be determined from time to time by the Board upon recommendation of the Compensation Committee, as well as reimbursement of expenses. The Board shall consider what is customary in the market when reviewing Board compensation, both with respect to the amount and form of compensation to be paid and shall exercise due care to assure that their objectivity is not called into question as a result of the form or amount of compensation.

## Expectations of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with Maryland law. In performing their duties, the primary responsibility of the directors shall be to exercise their business judgment in the best interests of the Company and its stockholders.

***Commitment and Attendance.*** All directors are expected to make every effort to attend every meeting of the Board, the committees on which they serve, and the annual meetings of the stockholders. Any director who is unable to attend a meeting is expected to notify the Chairman or the chairman of the appropriate committee in advance of such meeting.

***Participation in Meetings.*** Each director is expected to be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors also are expected to review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented in such materials.

***Loyalty and Ethics.*** In their roles as directors, all directors perform their duties in what they reasonably believe to be in the best interests of the Company. The Company has adopted the Code, as well as an Insider Trading Policy. Certain portions of these documents address activities of directors, particularly with respect to transactions in the securities of the Company, potential conflicts of interest, the taking of corporate opportunities for personal use, competing with the Company, confidentiality and compliance with applicable laws, rules and regulations. Directors are expected to

be familiar with the provisions of the Code and the Insider Trading Policy. Any waivers of the Code for directors or executive officers may be made only by the Board, and must be promptly disclosed to the stockholders.

**Contact with Management.** All directors are invited to contact the CEO at any time to discuss any aspect of the Company's business. The CEO will also facilitate director access to other members of management (while ensuring that such contact does not interfere with the operation of the Company's ordinary business).

**Independent Advisors.** The Board and its committees have the right at any time to consult with and retain independent legal, financial or other advisors.

**Confidentiality.** The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director. In the event that a director inadvertently discloses information that may be material and non-public, he or she should immediately so advise the Chairman.

**Stockholder Communications.** The Board has adopted a Policy Statement on Stockholder-Director Communications which outlines how stockholders can communicate with the Board or individual directors.

**Loans to Directors and Executive Officers.** All loans to officers and directors must be in full compliance with the Bank's Loan Policy regarding such loans. Any such loans will be made on non-preferential terms and in full compliance with Federal Reserve Regulation O.

## Evaluating Board Performance

The Board and each committee of the Board shall conduct a self-evaluation at least annually to determine whether they are functioning effectively. These annual evaluations shall compare the performance of the Board with the requirements of these Guidelines and the performance of the committees with their charters. In addition, individual directors shall complete a self-evaluation annually. The Governance and Nomination Committee shall sponsor and oversee the annual evaluations.

## Amendment, Modification and Waiver

The Board, with the assistance of the Governance and Nomination Committee, as appropriate, shall review these Guidelines on an annual basis to determine whether any changes are appropriate. These Guidelines may be amended, modified or waived by the Board upon the recommendation of the Governance and Nomination Committee.

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