

**United Bancorp, Inc.**  
**Nominating and Governance Committee Charter**

Approved by the Board of Directors  
April 18, 2018

**Statement of Policy**

The Nominating and Governance Committee shall provide assistance to the board of directors in fulfilling the board of directors' responsibilities for director nominations and appointments, and board of directors and corporate governance.

**Organization**

The members of the Nominating and Governance Committee shall be appointed by the board of directors and may be removed by the board of directors. The Nominating and Governance Committee shall meet on the call of its chairman. There will be at least two members of the Nominating and Governance Committee. A majority of the members of the Nominating and Governance Committee shall be a quorum to transact business.

**Qualifications**

The Nominating and Governance Committee shall be composed entirely of independent directors, determined by the board of directors in accordance with applicable NASDAQ Marketplace Rules pursuant to the United Bancorp Corporate Governance Guidelines.

**Powers, Duties, and Responsibilities**

In discharging its responsibilities to review, authorize and approve director nominations, director compensation and corporate governance, the Nominating and Governance Committee shall:

- actively seek individuals qualified to become members of the board of directors;
- evaluate individuals recommended by shareholders of United Bancorp for nomination to the board of directors in accordance with United Bancorp's Amended Corporate Governance Guidelines;
- from time to time recommend individuals for appointment as directors by the board of directors pursuant to the United Bancorp Corporate Governance Guidelines;
- set or recommend to the board of directors the number of directors that shall constitute the whole board of directors;
- recommend to the whole board of directors nominees for director for nomination by the board of directors pursuant to the United Bancorp Corporate Governance Guidelines for approval by shareholders at an annual meeting of shareholders or special meeting of shareholders;

- accept and review, as appropriate, letters of resignation submitted by members of the board of directors in accordance with the Amended Corporate Governance Guidelines and make all necessary reports to the United Bancorp corporate secretary and the full board of directors;
- evaluate the propriety of service by any member of the board of directors upon the board of directors of another publicly traded company in accordance with the advance notice provisions contained in the Amended Corporate Governance Guidelines;
- recommend to the board of directors the establishment, charter and membership of the various committees of the board of directors;
- annually review the United Bancorp Amended Corporate Governance Guidelines and recommend to the board of directors such amendments thereto as it determines in its best judgment to be necessary or appropriate;
- consider and advise the board of directors on other matters relating to the affairs or governance of the board of directors;
- receive communications from any employee, officer or other interested party wishing to communicate with non-management members of the board of directors and determine in its best judgment the appropriate response thereto;
- annually review and if necessary or appropriate, update this charter for consideration by the board of directors;
- coordinate the annual evaluation of the independence of each director in accordance with the requirements of the Amended Corporate Governance Guidelines and report its findings to the full board of directors;
- annually evaluate the performance and function of the Nominating and Governance Committee and report its annual assessment to the full board of directors; and
- report the matters considered and actions taken by the Nominating and Governance Committee to the board of directors.

In carrying out its duties and responsibilities, the Nominating and Governance Committee shall have the power to engage independent legal, financial or other advisors as it may deem necessary, without consulting or obtaining the approval of the board of directors or management of United Bancorp in advance, including the sole authority to retain and terminate any consulting or search firm to be used to identify director candidates, including the sole authority to approve the firm's fees and other retention terms.