

**GREENE COUNTY BANCORP, INC.
AUDIT COMMITTEE CHARTER**

General objectives

This charter will provide the audit committee with formal written directions that will specify the scope of its responsibilities and the means by which it carries out those responsibilities; the independent external auditor also referred to as the independent registered public accounting firm's accountability to the board and audit committee; and the audit committee's responsibility to ensure the independence of the external auditor.

The Committee should foster adherence to, and encourage continuous improvement of, the Company's policies, procedures and practices. The Committee should also provide an open avenue of communication among financial and senior management, the internal audit function, the independent registered public accounting firm and the Board.

Authority

The board of Greene County Bancorp, Inc. (the "Company") will establish a subcommittee called the audit committee, which shall consist of at least three directors, each of whom shall serve for a period of at least one year. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Each director shall be an independent director (as defined by applicable laws and rules, including Section 10A(m)(3) of the Securities Exchange Act of 1934, Securities and Exchange Commission ("SEC") Rule 10A-3 promulgated thereunder, and the applicable Nasdaq Stock Market listing standards for independence), and shall be free from any relationship (including disallowed compensatory arrangements) that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. All members of the Committee shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flows statement, and one person shall have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience. The Board shall determine whether at least one member of the Committee qualifies as an "audit committee financial expert" in compliance with the criteria established by the SEC and other relevant regulations. The existence of such member, including his or her name and whether or not he or she is independent, shall be disclosed in periodic filings as required by the SEC.

The audit committee shall meet at least four times annually, or more frequently as circumstances dictate. The committee shall meet privately in executive session at least annually with management, the manager of the internal auditing department, and the independent accountants.

Scope of Responsibility

The audit committee is responsible for the financial oversight of the Company which includes:

Internal audit - The audit committee has responsibility for the following:

- Establishing an internal auditing function
- Engaging qualified person(s) or firms to serve as internal auditors
- Providing sufficient resources for an adequate audit scope in terms of risk, frequency and coverage of the Company's (and subsidiaries) systems
- Ensuring that proper internal control procedures are in place and operating effectively; the major areas of control include:
 - Safeguarding assets and records
 - Ensuring the proper and accurate reporting of transactions

- Ensuring compliance with a number of criteria, including generally accepted accounting principles (GAAP) and banking laws and regulations
- Ensuring compliance with all Company and subsidiaries policies and procedures that reflect the Company's goals and methods of implementing these goals
- Provide for specialist review of information technology (IT) operations.
- Ensuring that operational and managerial directives are followed
- Ensuring that operational, regulatory, and managerial corrective actions are followed
- Meet with the internal auditors to review their reports and ensure corrective actions have been taken

External audit - The audit committee has responsibility for the following:

- The audit committee will ensure the independence of the independent external auditor by determining that: the Company does not and will not extend unsecured credit to the independent external auditor's firm or to individuals employed by the firm; fees will be determined on a contract basis; the independent external auditors will at no time make management decisions or perform management duties and; the Company and the external audit firm will not share any directors. The audit committee will also ensure it receives the written disclosures from the independent external auditors delineating all relationships between the auditor and the Company consistent with Independence Standards Board Standard No. 1, "*Independence Discussions with Audit Committees*", as may be modified or supplemented.
- The audit committee will engage in a dialogue with the independent external auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and for taking, or recommending that the full board take, appropriate action to oversee the independence of the independent external auditor. The Committee shall consider whether the auditor's performance of permissible non-audit services is compatible with the auditor's independence.
- The audit committee will engage the independent external auditor to audit financial statements and will have the authority to remove the independent external auditor if circumstances dictate. The independent external auditor will report directly to the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent registered public accounting firm for the purpose of rendering or issuing an audit report and to any advisors employed by the Committee.
- The audit committee will monitor the progress of the independent external auditor, resolving any conflicts that may arise during the audit.
- The audit committee will be required to meet with the independent external auditors at the end of the engagement to review the external audit findings, determine corrective action, and ensure that corrective action is implemented.
- The audit committee will ensure that the independent external auditors understand and acknowledge their accountability to the board and audit committee as representatives of shareholders, and these shareholders' representatives ultimate authority and responsibility to select, evaluate, and where appropriate, replace the independent external auditor (or to nominate the independent external auditor to be proposed for shareholder approval in any proxy statement).
- The audit committee will be available to the independent external auditor to resolve any conflicts regarding limitations in scope or other problems that arise during the external audit.
- The audit committee will review the opinion expressed in the independent accountants report and take any appropriate actions necessary.
- If a management letter, or any document prepared by the independent external auditor that contains significant suggestions or recommendations regarding the Company's financial statements and reporting, is received from the independent external auditor, the audit committee will take any appropriate follow-up actions deemed necessary.
- The Committee will review and pre-approve both audit and non-audit services to be provided by the independent registered public accounting firm (other than with respect to non-significant exceptions permitted by the Sarbanes-Oxley Act of 2002) in accordance with the Company's pre-approval policy.

- The audit committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and will have direct access to the independent registered public accounting firm as well as the books, records, facilities and personnel of the Company. The audit committee has the ability to retain, at the Company's expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties.

Financial Statement and Disclosure Matters

- Review and discuss with management and the independent registered public accounting firm the Company's annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
- Review and discuss with management and the independent registered public accounting firm the Company's quarterly financial statements prior to the filing of the Company's Form 10-Q, including the results of the independent registered public accounting firm's review of the quarterly financial statements.
- Review and discuss with management and the independent registered public accounting firm the certifications of the Company's chief executive officer and chief financial officer about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls, as required by the Sarbanes-Oxley Act of 2002 (Sections 302 and 906), and the relevant reports rendered by the independent registered public accounting firm.
- Discuss with management and the independent registered public accounting firm significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
- Review and discuss quarterly reports from the independent registered public accounting firm on:
 - (a) all critical accounting policies and practices used or to be used
 - (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm
 - (c) other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences
- Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and ratings agencies. Such discussions may be on general terms (i.e., discussion of the types of information to be disclosed and the type of presentation to be made).
- Discuss with management and the independent registered public accounting firm the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
- Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
- Review with management, corporate counsel and the independent registered public accounting firm the status of legal matters, including the significance of such matters on the Company's financial statements, and the adequacy of disclosures regarding such matters in the Company's financial statements and SEC filings.
- Review with management and the independent registered public accounting firm all related party transactions and determine that all required disclosures are included in the Company's annual report and annual proxy statement.

- Review with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, any difficulties encountered in the course of the audit, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

Other Responsibilities

- Discuss with management and the independent registered public accounting firm any correspondence with regulators or governmental agencies and any reports which raise material issues regarding the Company's financial statements or accounting policies.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Annual Review of Charter

The audit committee is responsible for reviewing and assessing the adequacy of this charter on an annual basis. On an annual basis, the audit committee shall submit the audit committee charter to the Board of Directors for re-approval. Annual proxy statements shall include a statement indicating that the audit committee is governed by a charter and the charter shall be published as an appendix to the proxy statement at least every three years in accordance with SEC regulations or made available to stockholders on the Company's website.

While the audit committee has the responsibilities and powers set forth in this charter, it is not the duty of the audit committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. These duties are the responsibility of management and the Company's independent registered public accounting firms.

Approved: July 2016