

Greene County Bancorp, Inc.

Compensation Committee Charter

I. Purpose:

The purpose of the Compensation Committee (“Committee”) of the Board of Directors of Greene County Bancorp, Inc. (the “Company”) is to assist the Board of Directors (“Board”) in fulfilling its responsibilities relating to the compensation and benefits provided to the Company’s directors and executive management. For purposes of this Charter, “executive management” means all individuals qualifying as “officers” of the Company, as defined by Rule 16a-1(f) of the SEC Regulations. The Committee is authorized to review, evaluate and recommend various benefit plans and overall compensation strategy for the Company.

II. Membership:

The Committee shall consist of not less than three members of the Board of Directors (the “Board”). The members of the Committee shall be appointed by the Board annually. The Chair of the Committee shall be appointed annually by the Board. Each of the Committee members shall meet the independence requirements of the stock exchange on which the Company’s shares are listed and qualify as an “outside director” under Section 162(m) of the Internal Revenue Code and as a “non-employee director” under Rule 16b-3 of the SEC Regulations. In affirmatively determining the independence of any director who will serve on the Committee, the Board must consider all relevant factors, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director, and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. The Board of Directors shall appoint a new member or members in the event there is a vacancy on the Committee that reduces the number of members below three, or in the event that the Board of Directors determines that the number of members on the Committee should be increased.

The entire Committee or any individual committee member may be removed from office without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving written notice to the Chairman of the Board, the Corporate Secretary or the Board. If the resignation is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

III. Meetings:

The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than once a year, and shall report to the Board at the next meeting of the Board following each such Committee meeting. The Committee Secretary will keep minutes of all Committee meetings which will be distributed to all Board members. The Committee Secretary should coordinate all mailings to members of the Committee, to the extent practicable.

The Committee may meet in person or by teleconference or other means of electronic communication that enable the members to communicate effectively.

The Committee may adopt such rules and procedures for the conduct of its affairs as it deems necessary or appropriate if not inconsistent with the Company's Bylaws.

A majority of the members of the Committee shall constitute a quorum. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.

The Chief Executive Officer ("CEO") is prohibited from being present during voting or deliberation of matters involving CEO compensation and/or benefits. The CEO may be present and may participate during deliberations but may not vote on the compensation and/or benefits of other executive officers.

IV. Responsibilities:

The Committee shall:

1. Recommend to the Board an executive compensation policy that is designed to
 - support overall business strategies and objectives,
 - balance risk and reward,
 - be compatible with effective controls and risk management,
 - be supported by strong corporate governance through active oversight by the Committee,
 - attract, retain and motivate key executives,
 - link compensation with business objectives and organizational performance,
 - align executive officer's interests with those of the Company's stockholders, and
 - provide competitive compensation opportunities.
2. Review and approve periodically a general compensation policy and salary structure for management and all other employees of the Company and its subsidiaries, which consider business and financial objectives, industry and labor market best pay practices and/or such other information as may be deemed appropriate.

3. Approve bonus, profit sharing, stock options, restricted stock awards and other incentive compensation of the President and Chief Executive Officer and other officers of the Company and its subsidiaries. Approve stock options, other equity compensation and annual bonuses for all other employees. All compensation recommendations will be presented to the independent directors of the Board in executive session for final approval.
4. Review annually the job performance of and approve the base salary and all salary changes for (a) the President and Chief Executive Officer, and (b) with the involvement of the President and Chief Executive Officer, the other officers of the Company and its subsidiaries, including, as applicable, review of any performance target goals established from time to time at the beginning of a performance period and determination of whether performance goals have been achieved at the end of a performance period. All compensation recommendations will be presented to the independent directors of the Board in executive session for final approval. The President and Chief Executive Officer may not be present during voting or deliberations on his compensation.
5. Review and recommend for approval to the Board new incentive plans or changes to existing incentive plans.
6. Review and approve the operating rules under the Company's incentive compensation plans.
7. Review and recommend for approval to the Board new defined benefit and contribution plans and other welfare benefit plans or changes to such existing plans.
8. Supervise on behalf of the Board the administration of compensation, incentive and benefit plans approved by the Board and/or stockholders of the parent Company, in a manner consistent with the terms of such plans, including the grant of stock options and stock awards to employees of the Company and its subsidiaries.
9. Have sole authority to engage independent compensation consultants or outside legal consultants as necessary or appropriate to advise the Committee or terminate such consultants and advisors to the Committee. Such advisers shall satisfy the independence standards set by the stock exchange on which the Company's shares are listed. The Committee shall be directly responsible for the compensation and oversight of the advisers' work. The Company shall be responsible for the payment of reasonable compensation to such advisers as determined by the Committee; provided that, except as otherwise required under the Nasdaq rules, the concurrence of the full Board shall be obtained for expenditures exceeding \$25,000 in any year.

10. Provide oversight and guidance as the Company undertakes appropriate planning for management succession.
11. Review the non-employee or independent directors' compensation program for competitiveness and plan design and recommend changes as appropriate to the Board.
12. To the extent required, annually prepare and report to the Company's stockholders in the annual meeting proxy statement on the compensation of the Company's officers in general, and in particular, the President and Chief Executive Officer and other named executive officers.
13. Review its Charter annually and undertake additional activities within the scope of its Charter as the Committee may from time to time determine.
14. Act on behalf of the Board on compensation matters that require action between regularly scheduled Board meetings.
15. Consider, adopt and update "clawback" policies, as appropriate, consistent with "best practices."
16. Evaluate shareholder proposals related to executive compensation.
17. Members of the Committee shall take advantage of continuing professional education programs to ensure Committee members stay abreast of changes in regulations and "best practices."

Approved: July 2018