

PB BANCORP, INC.

**PUTNAM BANK
JOINT COMPENSATION COMMITTEE CHARTER**

I. Charter

The Boards of Directors of PB Bancorp, Inc. and Putnam Bank have established a Joint Compensation Committee (the “Compensation Committee” or the “Committee”) and have adopted this Joint Compensation Committee Charter to govern the Committee’s operation. Where applicable, references herein to the “Company” include PB Bancorp, Inc. and Putnam Bank, and references to the “Board” shall include the Boards of Directors of PB Bancorp, Inc. and Putnam Bank.

II. Purpose

The Compensation Committee is appointed by the Board to assist the Board in fulfilling its responsibilities relating to the compensation and benefits provided to the Company’s executive management (for the purposes of this Charter, “executive management” means each individual qualifying as an “officer” of the Company as defined by Rule 16a-1(f) of the SEC Regulations) and Board of Directors. The Committee is authorized to review, evaluate and recommend various benefit plans and overall compensation for the Company and its wholly owned subsidiaries.

III. Committee Membership

The Committee shall be composed of a minimum of three directors, each of whom shall satisfy the applicable Nasdaq Stock Market listing rules for independence. If deemed necessary or appropriate, the Committee may appoint a subcommittee consisting of those members who qualify as an “outside director” under Section 162(m) of the Internal Revenue Code and/or as a “non-employee director” under Rule 16b-3 of the SEC Regulations, which subcommittee shall be authorized to take all actions permitted to the Committee under this Charter. The Board of Directors shall appoint a new member or members in the event that 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 members of the Committee shall be appointed by the Board and shall serve until removed by the Board or their successors are duly appointed and qualified. Unless a Chair is appointed by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership.

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board of Directors. Any Committee member may resign effective upon giving written notice to the Chairman of the Board, the Corporate Secretary or the Board of Directors. The Board shall appoint a successor to take office when a resignation becomes effective.

IV. Meetings

The Committee shall meet at least annually, and may hold additional meetings as needed or appropriate. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information. A majority of the entire Committee membership shall constitute a quorum, and all actions taken by the Committee shall require the affirmative vote of a majority of the membership of the Committee.

V. Authority and Responsibilities

The specific authority and responsibilities of the Committee shall include, but are not limited to, the following:

1. Establish, review, and modify from time to time as appropriate the overall compensation philosophy of the Company.
2. Review, evaluate and recommend Company objectives relevant to the Chief Executive Officer's ("CEO") compensation; evaluate CEO performance relative to established goals; and review, evaluate and recommend to the full Board of Directors the CEO's compensation, provided that the Committee may determine the CEO's equity compensation (or recommend the CEO's equity compensation to the full Board for determination). Notwithstanding anything to the contrary herein, the CEO may not be present during the Committee's deliberation or voting on the CEO's compensation.
3. Review, evaluate and recommend goals relevant to the compensation of the Company's other executive management with the input of the CEO; and review such officers' performance in light of these goals and determine (or recommend to the full Board of Directors for determination) such officers' cash and equity compensation based on this evaluation.
4. Review, evaluate and recommend to the full Board, the terms of employment and severance agreements/arrangements for executive officers, including any change of control and indemnification provisions, as well as other compensatory arrangements for executive management.
5. To the extent required, prepare and publish an annual executive compensation report in the Company's proxy statement.
6. In its sole discretion, retain, obtain the advice of or terminate any compensation or benefits consultant or legal counsel or other adviser used to assist the Committee in fulfilling its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such consultant, legal counsel or other adviser retained by the compensation committee. The Company shall provide adequate resources to support the Committee's activities,

including appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of reasonable compensation to a compensation consultant, legal counsel or other adviser.

Prior to the selection of, or receiving advice from, a compensation consultant, legal counsel or other adviser, the Committee must consider the following factors, as well as any other factors identified by the stock exchange on which the Company's shares are listed:

- (i) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

On an annual basis, the Committee should send a written request asking its compensation consultants, legal counsel and other advisers to confirm in writing their independence under each of these six factors.

- 7. Report to the full Board of Directors any actions taken for ratification by the Board, as necessary.
- 8. Review this Charter at least annually and recommend changes to the Board as needed.

Adopted as of May 2, 2016.