

**SENECA FINANCIAL CORP.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**  
**STOCKHOLDER NOMINATION AND COMMUNICATION POLICY**

*Recommendations for Nominations by Stockholders.* The Nominating and Corporate Governance Committee (the “Committee”) will consider candidates for Director recommended by a stockholder in accordance with the policy and procedures outlined herein.

In reviewing a candidate recommended by a stockholder, the Committee will apply the criteria for candidates generally utilized by the Board of Directors and the Committee from time to time, and will consider the additional information referred to below. Stockholders wishing to suggest a candidate for Director should write to the Company’s Secretary and must include:

- A statement that the writer is a stockholder and is proposing a candidate for consideration by the Nominating and Corporate Governance Committee;
- The name and address of the stockholder as they appear on the Company’s books, and number of shares of the Company’s common stock that are owned beneficially by the stockholder (if the stockholder is not a holder of record, appropriate evidence of the stockholder’s ownership will be required);
- The name, age, address and contact information for the candidate, and the number of shares of common stock of the Company that are owned by the candidate (if the candidate is not a holder of record, appropriate evidence of the candidate’s share ownership should be provided);
- A description of all arrangements or understandings between such stockholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder;
- A representation that such stockholder intends to appear in person or by proxy at the meeting to nominate the nominee named in the stockholder’s notice;
- The candidate’s written consent to serve as a director;
- A statement of the candidate’s business and educational experience and all other information relating to such person that would indicate such person’s qualification to serve on the Company’s Board of Directors; and
- Such other information regarding the candidate or the stockholder as would be required to be included in the Company’s proxy statement pursuant to SEC Regulation 14A.

To be timely, the submission of a candidate for Director by a stockholder must be received by the Secretary at least 120 days prior to the anniversary date of the proxy statement relating to the preceding year’s annual meeting of stockholders; provided, that if (i) less than 90 days’ prior public disclosure of the date of the meeting is given to stockholders and (ii) the date

of the annual meeting is advanced more than 30 days prior to or delayed more than 30 days after the anniversary of the preceding year's annual meeting, a stockholder's submission of a candidate shall be timely if delivered or mailed to and received by the Company's Secretary no later than the 10<sup>th</sup> day following the day on which public disclosure (by press release issued through a nationally recognized news service, a document filed with the SEC, or on a website maintained by the Company) of the date of the annual meeting is first made; provided, further, that, in the case of the Company's first annual meeting of stockholders a stockholder's submission of a candidate shall be timely if delivered or mailed to and received by the Company's Secretary no later than the close of business on the later of (i) the 120<sup>th</sup> day prior to the date of the annual meeting and (ii) the 10<sup>th</sup> day following the day on which public disclosure (by press release issued through a nationally recognized news service, a document filed with the SEC, or on a website maintained by the Company) of the date of the annual meeting is first made.

It is important to distinguish between the recommendations of nominees by stockholders pursuant to this policy from a nomination (whether by proxy solicitation or in person at a meeting) by a stockholder. Stockholders have certain rights under applicable law with respect to nominations, and any such nominations must comply with applicable law and provisions of the Company's bylaws.

The Committee intends to identify nominees by first evaluating the current members of the Board of Directors willing to continue in service. Current members of the Board with skills and experience that are relevant to the Company's business and who are willing to continue in service are considered for re-nomination. Accordingly, the Committee may choose not to consider an unsolicited recommendation if no vacancy exists on the Board and the Committee does not perceive a need to increase the size, or change the composition, of the Board.

***Communications with Directors.*** A Company stockholder who wants to communicate with the Board or with any individual Director should write to:

Seneca Financial Corp.  
Attention: Board of Directors  
35 Oswego Street  
Baldwinsville, New York 13027

The letter should indicate that the author is a Company stockholder and if shares are not held of record, should include appropriate evidence of stock ownership. Depending on the subject matter, the Secretary will:

- Forward the communication to the Director or Directors to whom it is addressed;
- Attempt to handle the inquiry directly (for example, where it is a request for information about the Company or it is a stock-related matter); or
- Not forward the communication if it is primarily commercial in nature, relates to an improper or irrelevant topic, or is unduly hostile, threatening, illegal or otherwise inappropriate.

At each Board of Directors meeting, the Secretary shall present a summary of all communications received since the last meeting that were not forwarded and make those communications available to the Directors on request.

Adopted October 11, 2017