

## **CB FINANCIAL SERVICES, INC.**

### **AUDIT COMMITTEE CHARTER**

#### **I. Purpose**

The primary function of the Audit Committee (the "Audit Committee") of the Board of Directors (the "Board") of CB Financial Services, Inc. (the "Company") is to review: (i) the integrity of the financial reports and other financial information provided by the Company to any governmental body or the public, including any certification, report, opinion or review performed by the Company's independent registered public accountants; (ii) the Company's compliance with legal and regulatory requirements; (iii) the independent registered public accountants' qualification and independence; (iv) the performance of the Company's internal audit functions, its independent auditors and system of internal controls and disclosure procedures regarding finance, accounting, legal compliance and ethics that management and the Board have established; (v) the Company's auditing, accounting and financial reporting processes generally; and (vi) the preparation of information required by the Securities and Exchange Commission (the "SEC") rules to be included in the Company's annual meeting proxy statement.

#### **II. Organization**

The Audit Committee is comprised of three or more directors, as determined by the Board, each of whom satisfy the definition of independent director as defined in the applicable qualitative listing requirement for Nasdaq Stock Market, Inc. issuers and applicable SEC rules and regulations. All members of the Audit Committee must be financially literate at time of appointment, meaning they must have the ability to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. In addition, at least one member of the Audit Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with oversight responsibilities. The members of the Audit Committee and the Chairperson of the Audit Committee will be elected by the Board on an annual basis.

#### **III. Structure and Meetings**

The Audit Committee shall meet a minimum of four times per year, or more frequently as circumstances may require. A quorum of the Audit Committee shall be declared when a majority of the appointed members of the Audit Committee are in attendance. The Committee Chairperson shall preside at the meeting and, in consultation with other members of the Audit Committee, will set the frequency and length of each meeting and the agenda of the items to be addressed at each meeting. The Committee Chairperson shall ensure that the agenda for each meeting is circulated to each Audit Committee member in advance of the meeting.

#### **IV. Goals and Responsibilities**

In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible in order to best react to changing conditions and to provide assurance to the directors and stockholders of the Company that the corporate accounting and reporting practices of the Company comply with all requirements and are of the highest quality. To fulfill its responsibilities and duties the Audit Committee shall:

1. Provide an open avenue of communication between management, the independent registered public accountants, internal audit function and the Board.
2. Meet with the independent registered public accountants and management at least quarterly to review the Company's financial statements. In meetings attended by the independent registered public accountants or by regulatory examiners, a portion of the meeting will be reserved for the Audit Committee to meet in closed session with these parties.
3. Keep written minutes for all meetings.
4. Review with the independent registered public accountants and the internal auditor the work to be performed by each to assure completeness of coverage, reduction of redundant efforts and the effective use of audit resources. At least annually, the risks associated with the Company's information technology processes should be reviewed.
5. Review all significant risks or exposures to the Company found during audits performed by the independent registered public accountants and the internal audit department and to ensure that these items are discussed with management. From these discussions, assess and report to the Board regarding how the findings should be addressed.
6. Review recommendations from the independent registered public accountants and the internal auditing department regarding internal controls and other matters relating to the accounting policies and procedures of the Company.
7. Following each meeting of the Audit Committee, the chairman of the committee will submit a record of the meeting to the Board including any recommendations that the Committee may deem appropriate.
8. Ensure that the independent registered public accountants discuss with the Audit Committee their judgments about the quality, not just the acceptability, of the Company's accounting principles as applied in the financial reports. The discussion should include such issues as the clarity of the Company's financial disclosures and degree of aggressiveness or conservatism of the Company's accounting principles and underlying estimates and other significant decisions made by management in preparing the financial disclosures.

9. Review the Company's audited annual financial statements and the independent registered public accountants' opinion regarding such financial statements, including a review of the nature and extent of any significant changes in accounting principles.
10. Arrange for the independent registered public accountants to be available to the full Board at least annually to discuss the results of the annual audit and the audited financial statements that are a part of the annual report to stockholders.
11. Review with management, the independent registered public accountants, the internal auditor and legal counsel, legal and regulatory matters that may have a material impact on the financial statements.
12. Review with management and the independent registered public accountants all interim financial reports filed pursuant to the Securities Exchange Act of 1934.
13. Generally discuss earnings press releases and financial information as well as any earnings guidance provided to analysts and rating agencies.
14. Select, and annually review the performance of, the independent registered public accountants, considering independence and effectiveness, and be directly responsible for their appointment, compensation, retention and oversight (including resolution of disagreements between management and the independent registered public accountants regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company, and the independent registered public accountants shall report directly to the Audit Committee. The Audit Committee shall confirm the independence of the independent registered public accountants by requiring the independent auditor to disclose in writing all relationships that, in the independent registered public accountants' professional judgment, may reasonably be thought to bear on the ability to perform the audit independently and objectively.
15. Review the activities, organizational structure and qualifications of the internal audit function. The Audit Committee should also review and concur in the appointment, replacement, reassignment, or dismissal of the internal auditor.
16. Have in place procedures for (i) receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
17. Approve, in advance, all permissible non-audit services to be completed by the independent registered public accountants to ensure that they do not provide any non-audit services to the Company that are prohibited by law or regulation.

18. Set clear hiring policies for hiring employees or former employees of the independent registered public accountants.
19. Review and approve all “related-party transactions” (defined as those required to be disclosed pursuant to Item 404 of SEC Regulation S-K).
20. Regularly review the risks associated with the use of third party vendors and contractors that may have access to customer data (such as IT consultants, third party processors, etc.).
21. At least annually, review with both the independent registered public accountants and the internal auditor, the Company’s adherence to the requirements of the Sarbanes Oxley Act.
22. Maintain an approved set of written criteria for determining whether a director who is to serve on the Audit Committee is an outside director and is independent of management pursuant to 12 CFR Section 363.5(a)(3). At least annually, determine whether each existing or potential Audit Committee member is an outside director and is independent of management of the institution as outlined in Section 28, sub-paragraphs (a) through (d), of Appendix A to 12 CFR Part 363. The minutes of the Audit Committee should contain the results of and the basis for its determinations with respect to each existing and potential Audit Committee member.
23. Provide for continuing education of Audit Committee members, as considered appropriate.

## **V. Performance Evaluation and Disclosure Obligations**

In addition to the responsibilities presented above, the Audit Committee will examine this Charter periodically to assure that it remains adequate to address the responsibilities of the Audit Committee. The Company shall post this Charter on its website. Otherwise, the Company shall provide a copy of this Charter as an appendix to its annual meeting proxy statement at least once every three fiscal years, or if this Charter has been materially amended since the beginning of the Company’s last fiscal year.

## **VI. Audit Committee Resources**

The Audit Committee shall be authorized to retain independent counsel and other advisors as it deems necessary to carry out its duties. The Company shall provide the Audit Committee with appropriate funding, as determined by the Audit Committee, to carry out its duties. In addition, the Company shall provide the Audit Committee with funding for ordinary administrative expenses of the Audit Committee.