

**AMERISERV FINANCIAL, INC.  
EXECUTIVE COMMITTEE CHARTER**

**Purpose:** The purpose of the Executive Committee (the "Committee") is to exercise the powers and authority of the Board of Directors (the "Board") of AmeriServ Financial, Inc. (the "Company"), within the limitations set forth below, during the intervals between meetings of the Board, when, based on the business needs of the Company, it is desirable for the Board to meet, but the convening of a special Board meeting is not warranted as determined by the Chairman of the Board.

It is the general intention that all substantive matters in the ordinary course of business be brought before the full Board for action, but the Board recognizes the need for flexibility to act on substantive matters where action may be necessary between Board meetings which, in the opinion of the Chairman of the Board, should not be postponed until the next previously scheduled meeting of the Board.

**Committee Membership:** The Committee should consist of not less than three independent members of the Board of Directors who are not officers of the corporation or a subsidiary or affiliate of the corporation. The Board of Directors may, in its discretion, elect the non-Executive Chairman of the Board and/or the Non-Executive Vice Chairman of the Board to the Executive Committee. Meetings may be called in accordance with the By-Laws.

**Authority** The Committee is to act as a resource for management to seek guidance on issues between regularly scheduled meetings or with respect to matters that generally do not warrant calling a special board meeting, but require Board action. In addition, from time to time the Board may ask the Committee to study strategic issues in greater depth than may be practical for the Board to examine as a whole. The Chairman of the Board may designate the Committee as the Pricing Committee for the Board, in the event the Company engages in a public offering or private placement of equity, debt, or any hybrid security.

The Executive Committee is not independently authorized or empowered to:

- Make or submit to shareholders any recommendation or proposal requiring shareholder approval under applicable law;
- Create or fill vacancies on the Board or any committee of the Board;
- Adopt, amend or repeal any provision of the Company's By-Laws;
- Amend or rescind previous resolutions adopted by the Board; or
- Take action on matters committed by the Company's By-Laws or other resolution of the Board exclusively to another committee of the Board.

The Executive Committee shall have such other duties as may be lawfully delegated to it from time to time by the Board of Directors.