

AUDIT COMMITTEE CHARTER

General Information

This Charter identifies the purpose, composition, meetings, authority, and other responsibilities and duties of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Ohio Valley Banc Corp. (the “Company”). The Committee shall provide assistance to the corporate directors in fulfilling their responsibility to the shareholders, potential shareholders, and investment community relating to corporate accounting, reporting practices of the corporation, and the quality and integrity of the financial reports of the corporation. The Audit Committee’s primary duties and responsibilities are to:

- Oversee the accounting and financial reporting processes of the Corporation and its subsidiaries and audit of the Corporation’s financial statements.
- Serve as an independent and objective party to monitor the Corporation’s financial reporting process and internal control system.
- To oversee the certification process and other laws and regulations impacting the Corporation’s quarterly and annual financial statements and related disclosure controls.
- Review and appraise the audit efforts of the Corporation’s independent auditor and internal auditing department.
- Provide an open avenue of communication among the independent auditor, financial and senior management, the internal auditing department, and the Board.

Policy Statements

The Board Will Appoint the Audit Committee Members

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be independent directors, and free from any relationship that, in the opinion of the Board would interfere with the exercise of his or her independent judgment as a member of the Committee. All committee members must satisfy the independence requirements of the Nasdaq Stock Market and Section 10A of the Securities Exchange Act of 1934 and the rules promulgated by the Securities and Exchange Commission thereunder. All members must be able to read and understand fundamental financial statements, including the balance sheet, income statement and cash flow statement. At least one member shall have past employment experience in finance or accounting or other comparable experience or background that results in the individual’s financial sophistication including being or having been a CEO or CFO. Committee members will enhance their familiarity with finance and accounting by participating in educational programs conducted by the Corporation or an outside consultant.

Based upon the recommendation of the Nominating Committee, the members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve until the next organizational meeting or until their successors shall be duly elected and qualified. Committee Chairman shall also be elected by the full Board.

The Committee Will Maintain a Regular Meeting Schedule

The Committee shall meet at least four times annually or more frequently as circumstances require. Meetings can be called by any member of the Committee and a majority of the members of the Committee shall constitute a quorum. The Committee will meet in separate executive sessions with the Information Security Officer and Senior Compliance Officer or any other relevant management officers, the independent auditor and the internal auditors periodically to discuss any matters that the Committee or one of these groups believes should be discussed privately. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. Minutes of all meetings of the Committee shall be submitted to the Board.

The Committee Will Maintain Authority Over Certain Items

Independent Auditor

- Responsible for the selection, evaluation, retention, or discharge of the independent auditor.
- The independent auditor shall report directly to the Committee.
- Discuss the financial and/or MD & A with the independent auditor before each 10Q and 10K is filed.
- Recommend to the Board whether the audited financial statements should be contained in the Corporation's Annual Report on Form 10K.
- Oversee the work of the independent auditor, including the resolution of disagreements between management and the independent auditor.
- Review the performance of the independent auditor and consult with the independent auditor outside the presence of management about internal controls and the effectiveness thereof and the completeness and accuracy of the Corporation's financial statements.
- Review the matters required to be discussed by Statement on Auditing Standards No. 61 and an explanation from the independent auditor of the factors to be considered by the independent auditor in determining the audit scope.
- Pre-approve all audit and non-audit services and service fees paid to the independent auditor.
- Confirm the independence of the independent auditor.

Internal Auditor

- The term "Internal Auditor" as used in this policy includes both in house internal auditors and outside vendor internal auditors.
- Responsible for the appointment, engagement, performance and replacement of outside vendors performing internal audit functions.
- Review with the internal auditor the responsibilities, qualifications, and staffing of the internal audit department.
- Review with the internal auditor the annual audit plan and the process used to develop the plan.
- Review with the internal auditor any deficiencies found in the internal audit process and the action of management to correct any such deficiencies.
- Review with internal auditors the compliance with SR-03-5.

OTHER RESPONSIBILITIES AND DUTIES

Documents/Reports Review

- Review and reassess the adequacy of the charter at least annually and submit any proposed revisions to the Board for consideration and approval.
- Review the Corporation's annual financial statements and any reports or other financial information submitted to any governmental body, or the public, including any certification, report, opinion, or review rendered by the independent auditor.
- Meet with the independent auditor and management in separate executive sessions at the Disclosure Committee Meeting to discuss any matters the Committee or these groups believe should be discussed privately with the Committee.
- Meet with the internal auditor separately in executive session independent of management.

Ethical and Legal Compliance

- Review legal and regulatory matters that may have a material effect on the Corporation's financial statements, compliance policies and programs and reports from regulators.
- Establish procedures and require the Corporation to obtain or provide the necessary resources and mechanisms for the receipts, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Review the process for communicating the Corporation's Code of Conduct and Ethics to company personnel and for monitoring compliance.
- Conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel, auditors, or others to assist it in carrying out its duties. The Corporation shall provide appropriate funding, as determined solely by the Committee, for payment of compensation to the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audits review or attest service for the Corporation, compensation to any other advisors retained by the Committee and ordinary administrative expense of the Committee that the Committee determines are necessary or appropriate in carrying out its duties.
- Perform any other activities consistent with this Charter, the Corporation's Code of Regulations and governing law, as the Committee or the Board deems necessary or appropriate.
- Pre-approve all "related party transactions" as defined by Regulation S-K, Item 404.

The Audit Committee's Role Will Be Limited

It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. This is the responsibility of management and the independent auditor.

Approved 1/26/2021