

**WAYNE SAVINGS BANCSHARES, INC.**  
**DIRECTOR STOCK OWNERSHIP GUIDELINES**

(adopted by the Board of Directors on March 22, 2018)

The goal of these Director Stock Ownership Guidelines is to align the personal financial interests of Wayne Savings Bancshares, Inc.'s directors with the interests of stockholders. These guidelines require directors to own a number of shares of Wayne Savings Bancshares, Inc. common stock that is meaningful from a financial point of view. Directors who do not comply with the guidelines will be ineligible for election to an additional term.

**What is the basic stock ownership requirement?** Each director must purchase WAYN stock having a value equal to or greater than their base compensation (retainer and board meeting fees). Annual purchases are required until the director acquires ½% in outstanding common stock.

**What is the deadline for attaining the required ownership level?** Purchase requirements need to be completed no later than December 31<sup>st</sup> for the year of service.

**Once the required ownership level is reached, must it be maintained?** After attaining the required ownership level, the director must maintain that minimum ownership level for as long as he or she remains a director of Wayne Savings Bancshares, Inc.

**Who administers and interprets these Director Stock Ownership Guidelines?** These guidelines shall be administered by the Nominating and Corporate Governance Committee of the board of directors. The Nominating and Corporate Governance Committee shall have all powers appropriate and necessary for that purpose, including but not limited to the power to adopt, amend, and rescind rules and regulations relating to these Director Stock Ownership Guidelines and the power to interpret the guidelines. The actions of the Nominating and Corporate Governance Committee and the decisions of the committee concerning interpretation of these Director Stock Ownership Guidelines shall be final, binding, and conclusive.

The Nominating and Corporate Governance Committee shall have the power to grant waivers of these Director Stock Ownership Guidelines, for example in the case of a director suffering a financial hardship, or for example in the case of a director who needs additional time to satisfy the guidelines because a purchase of shares within the deadline might complete a short-swing trade exposing a director to liability under section 16(b) of the Securities Exchange Act of 1934. The Nominating and Corporate Governance Committee shall make an effort to ensure that any waivers granted are temporary and are for good cause.

**How frequently will directors' stock ownership be evaluated for compliance with these guidelines?** Compliance with these Director Stock Ownership Guidelines will be evaluated annually, with each director having the opportunity to confirm his or her stock ownership shortly after the end of each year, for example through the Directors' and Officers' Questionnaire distributed annually.

**How do these guidelines apply to an employee director who is not compensated for director service?** An employee director who is not compensated for service as a director of Wayne

Savings Bancshares, Inc. is nevertheless required to comply with these Director Stock Ownership Guidelines.

**How is director compensation calculated?** Each director must purchase WAYN stock having a value equal to or greater than their base compensation. Base compensation includes the retainer and board meeting fees.

**What forms of ownership count?** For purposes of these Director Stock Ownership Guidelines a director's shares include those he or she holds as a record owner or as a beneficial owner, shares held in trust for the benefit of the director or his or her family, shares of restricted stock that are vested, and the director's proportionate interest in any shares held by an entity in which the director is an equity owner. Shares that are acquirable by stock option exercise are not considered owned by the director until the shares are actually acquired by option exercise. Similarly, shares of restricted stock that have not vested are not considered owned. Shares that are not considered beneficially owned by the director for purposes of the Securities and Exchange Commission's proxy statement disclosure rules shall likewise not be considered owned for purposes of these Director Stock Ownership Guidelines.

**How do these guidelines apply to equity awards?** Directors who receive equity awards, such as stock options or restricted stock, are not required to retain any particular percentage of the award. Directors are encouraged to retain for as long as they serve as directors at least one half of their equity awards (after payment of taxes and, if applicable, the award exercise price), but they are not required by these guidelines to do so. The Nominating and Corporate Governance Committee may impose a share retention commitment in the future, but at the time of adoption of these Director Stock Ownership Guidelines a share retention commitment is not necessary, both because of the historically very limited trading volume for Wayne Savings Bancshares, Inc. stock and because directors of Wayne Savings Bancshares, Inc. have tended to be long-term stockholders, rarely selling stock.

**How is the value of shares calculated?** The Nominating and Corporate Governance Committee shall establish a procedure for calculation of the value of shares. Each director must purchase WAYN stock having a value equal to or greater than their annual base compensation. The base compensation includes retainer and board meeting fees. i.e. Retainer & Board Meeting Fees = \$18,000 annually. Directors are required to purchase a minimum of \$18,000 in WAYN stock by December 31<sup>st</sup> annually.

**What are the consequences of failing to conform to the guidelines?** A director whose stock ownership requirements is not met annually or the director's ownership falls below the required minimum level will be notified of noncompliance with these guidelines. The director must remedy noncompliance as promptly as possible, although the director is not required by these guidelines to acquire additional shares when doing so might constitute a violation of federal or state securities laws or when doing so would be inconsistent with policies of Wayne Savings Bancshares, Inc., such as an insider trading policy imposing a temporary trading prohibition on directors and executive officers. Directors who are able to remedy noncompliance with the guidelines but who do not do so are ineligible for election to an additional term.

For as long as a director is not in compliance with these Director Stock Ownership Guidelines, his or her cash compensation for director service, including retainers and meeting fees, will be invested by Wayne Savings Bancshares, Inc. on the director's behalf in additional shares of Wayne Savings Bancshares, Inc. common stock rather than being paid to the director. The shares may be acquired directly from Wayne Savings Bancshares, Inc. or on the open market or otherwise, at a price or prices determined by Wayne Savings Bancshares, Inc. Any arrangement the director has for deferral of cash compensation may, in the discretion of the Nominating and Corporate Governance Committee, be disregarded for as long as the director is not in compliance with these guidelines.