

AMERISERV FINANCIAL, INC. AUDIT COMMITTEE PRE-APPROVAL POLICY

STATEMENT OF PRINCIPLES

The Audit Committee is required to pre-approve the audit and non-audit services performed by the independent auditor engaged to audit the consolidated financial statements of AmeriServ Financial, Inc. (the “Company”). This requirement exists in order to assure that such services do not impair the auditor’s independence. Unless a type of service to be provided by the independent auditor has received general pre-approval, it will require specific pre-approval by the Audit Committee. Any proposed services exceeding pre-approved cost levels will require specific pre-approval by the Audit Committee.

An appendix of this Policy describe the audit, audit-related, tax, and other services that have the pre-approval of the Audit Committee. The term of any pre-approval is twelve (12) months from the date of pre-approval unless the Audit Committee specifically provides for a different period. No less often than annually, the Audit Committee will revise the list of pre-approved services as necessary.

EXERCISE OF AUTHORITY

The Audit Committee shall exercise its pre-approval authority. In doing so, the Audit Committee does not delegate its responsibilities to pre-approve services performed by the independent auditor to management.

AUDIT SERVICES

The annual audit services engagement terms and fees will be subject to the specific pre-approval of the Audit Committee. The Audit Committee will approve, if necessary, any changes in terms, conditions, and fees resulting from changes in audit scope, Company structure, or other matters.

In addition to the annual audit services engagement approved by the Audit Committee, the Audit Committee may grant pre-approval for other audit services, which are those services that only the independent auditor reasonably can provide. The Audit Committee has pre-approved the audit services listed in Appendix A. All other audit services not listed in Appendix A must be separately pre-approved by the Audit Committee.

AUDIT-RELATED SERVICES

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements and that are traditionally performed by the independent auditor. The Audit Committee believes that the provision of audit-related services does not impair the independence of the auditor and has pre-

approved the audit-related services listed in Appendix A. All other audit-related services not listed in Appendix A must be separately pre-approved by the Audit Committee.

TAX SERVICES

The Audit Committee believes that the independent auditor can provide tax services to the Company such as tax compliance, tax planning, and tax advice without impairing the auditor's independence. However, the Audit Committee will not permit the retention of the independent auditor in connection with a transaction initially recommended by the independent auditor, the purpose of which may be tax avoidance and the tax treatment of which may not be supported in the Internal Revenue Code and related regulations. The Audit Committee has pre-approved the tax services listed in Appendix A. All tax services not listed in Appendix A must be separately pre-approved by the Audit Committee.

OTHER SERVICES

The Audit Committee may grant pre-approval to those permissible non-audit services classified as "Other Services" that it believes would not impair the independence of the auditor. The Audit Committee has pre-approved the other service listed in Appendix A.

A list of the Security and Exchange Commission's (the "SEC") prohibited non-audit services is attached to this policy as Appendix B. The SEC's rules and relevant guidance will be consulted to determine the precise definitions of these services and the applicability of exceptions to certain of the prohibitions.

PRE-APPROVAL FEE LEVELS

Pre-approval fee levels for all services to be provided by the independent auditor will be established periodically by the Audit Committee. Any proposed services exceeding these levels will require specific pre-approval by the Audit Committee.

SUPPORTING DOCUMENTATION

With respect to each proposed pre-approved service, the independent auditor will provide detailed back-up documentation, which will be provided to the Audit Committee, regarding the specific services to be provided.

PROCEDURES

Requests or applications to provide services that require separate approval by the Audit Committee will be submitted to the Audit Committee by the independent auditor, the Chief Auditor, and the Chief Financial Officer, and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's rules on auditor independence.

Appendix A

Pre-Approved Audit, Audit-Related, Tax, and Other Services for Fiscal Year 2019

Audit Services . . .

Opinion audit of the consolidated financial statements and internal control over financial reporting, including reviews of three quarterly Form 10-Q filings and annual Form 10-K filing	\$ 223,500
Audit of supplementary financial and compliance information required by the Department of Housing and Urban Development (HUD)	\$ 12,500

Audit-Related Services . . .

Opinion audit of 401(k) employee benefit plan's financial statements	\$ 13,900
Opinion audit of the common and collective funds' financial statements	\$ 54,600
Examination of the trust company's service organization controls	\$ 47,500
West Chester Capital Advisors' custody surprise examination	\$ 10,000

Tax Services . . .

Preparation of federal and state income tax returns	\$ 33,400
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Other Services . . .

Network security attack and penetration testing	\$ 23,500
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Appendix B
SEC-Prohibited Non-Audit Services

- Bookkeeping or other services related to the accounting records or financial statements**
- Financial information systems design and implementation**
- Appraisal or valuation services, fairness opinions or contribution-in-kind reports**
- Actuarial services**
- Internal audit outsourcing services**
- Management functions
- Human resources
- Broker-dealer, investment advisor or investment banking services
- Legal services
- Expert services unrelated to the audit

** These services may be permitted if it is reasonable to conclude that the results will not be subject to audit procedures during an audit of the issuer's financial statements. Materiality is not an appropriate basis upon which to overcome the rebuttable presumption that prohibited services will be subject to audit procedures because determining materiality is itself a matter of judgment.