

HANOVER BANCORP, INC.
CORPORATE GOVERNANCE GUIDELINES
BOARD APPROVAL 4/30/2026

The following Corporate Governance Guidelines (“Guidelines”) have been approved by the Board of Directors (“Board”) of Hanover Bancorp, Inc. (the “Company”) to promote the effective operation of the Board and to provide a framework for the conduct of business by the Company in accordance with the highest ethical standards and in a manner intended to enhance the long-term value of the Company.

The Chairman of the Board has designated the Nominating and Corporate Governance Committee to have the general responsibility for corporate governance matters at the Company.

The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders.

A. Director Responsibilities

The primary responsibility of the members of the Board is to exercise their business judgment to act in what they reasonably believe is to be the best interest of the Company and its stockholders and in a manner that they reasonably believe will comply with applicable federal and state laws. In discharging their obligation, directors should be entitled to rely on the honesty and integrity of the Company’s senior management team and its outside advisors and auditors. Although the ultimate authority resides in the Board, the Board delegates authority to management to pursue the Company’s strategic plan. *Management, not the Board, is responsible for managing the Company.*

In fulfilling its responsibilities, the Board, or a committee duly delegated, performs the following principal functions:

- Reviewing and approving fundamental operating, financial and other corporate plans, strategies and objectives.
- Providing general oversight of the business of the Company and its affiliates.
- Evaluating the performance of the Company and, with the Board’s Compensation Committee, its senior executives and taking appropriate action, including removal, when warranted.
- Developing and implementing senior executive succession plans.
- Ensuring legal and ethical conduct.
- Selecting, evaluating and compensating the Chief Executive Officer (“CEO”).
- Selecting and compensating directors.
- Establishing a corporate environment that promotes timely and effective disclosure (including robust and appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with all applicable laws and regulations.

- Developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.
- Providing advice and assistance to the Company's senior executives.
- Evaluating the overall effectiveness of the Board and its committees.
- Monitoring Board-established risk limits and the overall risk profile of the Company.

B. Operations of the Board

Board Leadership. The Chairman of the Board will be selected from the Board. If the Chief Executive Officer is chosen as chair, the Board may, but is not required to, select a lead independent director through a Board vote. If the Board selects a lead independent director, the lead independent director will:

- Chair any meeting of the non-management or outside directors in executive session;
- Participate with the Chairman in meeting with any director who is not adequately performing his or her duties as a member of the Board or any committee;
- As necessary, work with the Chairman of the Board in the preparation of the agenda for each Board meeting and in determining the need for special meetings of the Board.

Board Composition. The Board shall have no fewer members than is required by state and federal regulations in effect at any given time. The Board does not believe it should establish term limits. Term limits could result in the loss of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and an institutional memory that benefits the entire membership of the Board as well as management. As an alternative to term limits, the Nominating and Corporate Governance Committee shall review each director's continuation on the Board at least every three years. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board and allow the Company to conveniently replace directors who are no longer interested or effective.

No director may serve on the board of another financial institution or its holding company, or any public company's board, unless service is approved by the Board and does not violate applicable banking regulations. A director shall limit the number of other public company boards on which he or she serves so that he or she is able to devote adequate time to his or her duties to the Company, including preparing for and attending meetings. Service on boards and/or committees of other organizations shall comply with any of the Company's conflict of interest policies.

C. Board Meetings

Directors are expected to attend Board meetings and meetings of committees on which they serve. Directors are expected to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. The Board expects that information and data distributed in writing to members before meeting should be reviewed in advance of the meeting. The Chairman of the Board shall establish the agenda for each Board meeting, in consultation with the Lead Independent Director.

Each Board member is free to suggest the inclusion of agenda items and is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

The minutes of each Board meeting and Committee meeting will be compiled by the Company's secretary who shall act as the secretary to the Board and each committee, or in the absence of the Secretary, by any other person designated by the Chairman of the Board or by a committee, as the case may be.

D. Board Committees

The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each such committee shall have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

The Board of Directors shall appoint the initial members of each committee. Thereafter, at least annually, the Board shall review the composition of each committee for approval. The committee charters adopted by the Board will set forth the purposes, goals and responsibilities of the committees as well as committee structure and operations and committee reporting to the Board. Committee meeting will be scheduled by each committee as appropriate in order to meet its responsibilities.

The Chairman of each committee shall preside at each committee meeting and shall regularly report to the Board as to the Committee's activities and recommendations. In consultation with the appropriate members of the committee and management, the committee Chairman will develop each committee's agenda.

The committees shall periodically report to the Board on their actions and shall prepare written minutes of each committee meeting, which minutes shall be provided to the Board.

E. Director Access to Management

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer. The directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and shall, to the extent appropriate, copy the Chief Executive Officer on any written communication between a director and an officer or employee of the Company.

F. Director Compensation

At least annually, the Board of Directors or its designated committee will review and consider the form and amount of Director compensation with a view toward attracting and retaining qualified directors. The review will take into consideration the extent to which the Company common stock should be a component of Director Compensation. The Board of Directors or its designated committee will also make determination on stock ownership guidelines for Directors and the management team. *See the Hanover Bancorp, Inc. Stock Ownership Guidelines.*

Directors who are also employees of the Company shall receive no additional compensation for Board or committee service.

G. Director Orientation and Continuing Education

1. Director Orientation. The Board and the Company's management shall conduct a mandatory orientation program for new directors. The orientation program shall include presentations by management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its internal and independent auditors and its outside legal advisors. In addition, the orientation program shall include a review of the Company's expectations of its directors in terms of time and effort and a review of the directors' fiduciary duties. All other directors are also invited to attend the orientation program.

2. Continuing Education. Each director is expected to be involved in continuing director education on an ongoing basis to enable him or her to better perform his or her duties and to recognize and deal appropriately with issues that arise. The Company shall pay all reasonable expenses related to continuing director education.

H. Management Evaluation and Succession

1. Selection of Chief Executive Officer. The Board selects the Company's Chief Executive Officer in the manner that it determines to be in the best interests of the Company's stockholders.

2. Evaluation of Senior Executives. The Compensation Committee shall be responsible for overseeing the evaluation of the Company's Chief Executive Officer. The Compensation Committee and the Chief Executive Officer shall be responsible for overseeing the evaluation of the Company's other senior executives. In conjunction with the Audit Committee and the participation of the Chief Executive Officer, in the case of the evaluation of the senior financial executives, the Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation; supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives to be discussed with the Board periodically. The Board shall review the assessments to ensure that the senior executives are providing the best leadership for the Company over both the long and short-term.

3. Succession of Senior Executives. The Nominating and Corporate Governance Committee shall present an annual report to the Board on succession planning, which shall include transitional Board leadership in the event of an unplanned vacancy. The entire Board shall assist the Committee in finding and evaluating potential successors to the Chief Executive Officer, the Chief Financial Officer and other executive officers. The Chief Executive Officer, the Chief Financial Officer and other executive officers should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. The Nominating and Corporate Governance Committee shall identify, and periodically review and reassess, the qualities and characteristics necessary for an effective Chief Executive Officer, Chief Financial Officer and other executive officers. With these principles in mind, the Nominating and Corporate Governance Committee should periodically monitor and review the development and progression of potential internal candidates against these standards.

I. Annual Performance Evaluation of the Board

The Nominating and Corporate Governance Committee shall oversee an annual self-evaluation of

the Board to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board. The purpose of this process is to improve the effectiveness of the Board and its committees and not to target individual Board members.

J. Board Interaction with Institutional Investors, the Press, Customers, Etc.

The Board believes that the Chief Executive Officer and his or her designees speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members do so with the knowledge of, and absent unusual circumstances or as contemplated by the committee charters, only at the request of the Company's Chief Executive Officer.

K. Codes of Conduct

The Company will at all times maintain a code of ethics for its directors, officers and employees. The Board of Directors will adopt and periodically review a code of ethics for senior executive officers, and the Audit Committee will be responsible for establishing a procedure for handling complaints and addressing violations of the code of ethics. The code of ethics, and all amendments thereto, shall be approved by the Board, or, subject to applicable law by a Committee thereof pursuant to authority delegated in such committee's charter.

L. Confidentiality

It is essential that all directors maintain absolute confidentiality regarding Board and committee discussions and decisions. Violations of this confidentiality obligation may constitute grounds for removal of a Board member for cause.

M. Periodic Review of the Corporate Governance Guidelines

The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.