



# AGENDA ANNUAL MEETING OF SHAREHOLDERS

JUNE 6, 2024

## ORDER OF BUSINESS

1. Call to Order – Chris R. Burritt, Chairman of the Meeting
2. Introduction of President and Corporate Secretary
3. Introduction of Officers, Directors and Director Nominees
4. Introduction of Inspector of Election
5. Presentation of Proposals
  - (1) The election of three directors of the Board of Directors of the Company and,
  - (2) The approval of the Pathfinder Bancorp, Inc. 2024 Equity Incentive Plan.
  - (3) The approval of an advisory non-binding resolution regarding the compensation of our named executive officers ("Say-on-Pay")
  - (4) The ratification of the appointment of Bonadio & Company, LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2024.
6. Report to Shareholders
7. Adjournment



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## RULES FOR THE CONDUCT OF THE MEETING

In the interest of an orderly meeting, we ask you honor the following rules of procedure:

1. Shareholders should not address the meeting until recognized by the Chairman. Upon recognition by the Chairman, the Shareholder will be entitled to the floor. Speakers should then state their name and status as a Shareholder.
2. The business of the meeting will be taken up as set forth in the Agenda. When an item on the Agenda is before the meeting for consideration, questions and comments should be confined to that item.
3. Shareholders should confine comments to one subject at a time in order to give other Shareholders an opportunity to speak on that subject. Please permit the speaker to conclude his or her remarks without interruption.
4. A Shareholder will be permitted no more than five minutes to address the meeting when recognized by the Chairman.
5. If there are any matters of individual concern to a Shareholder, they should be raised after the meeting. There will be representatives of the Company here who will respond to questions.
6. The views, constructive comments and criticisms of the Shareholders are welcome, but the purposes of the meeting will be observed and the Chairman may stop discussions that are:
  - a. irrelevant to the business of the Company;
  - b. on proposals which are related to the conduct of the Company's ordinary business operations; and
  - c. in-substance repetitions of statements made by other persons.