

HARBORONE BANCORP, INC.

Corporate Governance Guidelines

The Board of Directors (the “Board”) of HarborOne Bancorp, Inc. (the “Company”) has adopted the corporate governance guidelines set forth below to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the Nasdaq Stock Market, and the Articles of Organization and By-Laws of the Company.

I. Director Responsibilities

A. Role of Directors

- The business and affairs of the Company are managed by the Board of Directors, acting on behalf of the shareholders. The Board has delegated to the officers of the Company the authority and responsibility for managing the Company’s everyday affairs. The Board of Directors has an oversight role and is not expected to perform or duplicate the tasks of the CEO or senior management.

B. Attendance at Meetings

- Each member of the Board is expected to make reasonable efforts to attend regularly scheduled meetings of the Board and to participate in telephone conference meetings or other special meetings of the Board. In the event that Directors are unable to make at least 75% of those regular or special meetings (together with the meetings of committees on which such Director serves), the Company will be required to disclose that fact in its annual proxy statement. In addition, attendance and participation at meetings is an important component of the Directors’ duties and, as such, attendance rates will be taken into account by the Nominating and Governance Committee in connection with assessments of Director candidates for renomination as Directors.

C. Time Commitment; Advance Distribution and Review of Materials

- Directors are expected to spend the time needed and meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing information and data that are important to the Board’s understanding of the business to be conducted at a Board or Committee meeting to the Directors. Directors should review these materials in advance of the meeting when reasonably practicable.

D. Risk Oversight

- The Board of Directors is involved in risk oversight through direct decision-making authority with respect to significant matters, including the development of limits and specific risk tolerances, and the oversight of

management by the Board of Directors and its committees. The Board of Directors and its committees also are each directly responsible for considering risks and the oversight of risks relating to decisions that each committee is responsible for making. The Board of Directors administers its risk oversight function through: (i) the review and discussion of regular periodic reports to the Board of Directors and its committees on topics relating to the risks that the Company faces, including, among others, credit risk, market risk, interest rate risk, regulatory and compliance risk, strategic and reputational risk, and various other matters relating to the Company's business; (ii) the required approval by the Board of Directors (or a committee thereof) of significant transactions and other decisions, including, among others, final budgets, material uses of capital, strategic direction, and executive management hiring and promotions; and (iii) regular periodic reports from the Company's internal and external auditors and other third party consultants regarding various areas of potential risk, including, among others, those relating to the Company's internal controls and financial reporting.

II. Director Qualifications and Assessments

A. Director Criteria

- The Nominating and Governance Committee shall periodically review with the Board the minimum qualifications and the other appropriate skills and characteristics required of Board members in the context of the make-up of the Board and its committees at that time.

B. Director Selection and Orientation

- The Nominating and Governance Committee shall identify and recommend to the Board director nominees for election by the shareholders. The Board shall, in consideration of the recommendation of the Nominating and Governance Committee, select director nominees based on the Board membership criteria previously discussed.
- Management, working with the Board, shall design an orientation program which all new directors shall attend after their election. The orientation program shall, as appropriate, include background material on the Company and its business plan; meetings with members of senior management and management presentations designed to familiarize new directors with the Company's principal officers, strategic plans, compliance programs and Code of Ethics; and meetings with independent auditors and other outside advisors of the Company.

C. Director Change of Status

- A Director should promptly notify the Chairman of the Board when he or she retires or resigns from his or her primary employment.

- Directors must notify the Chairman of the Board in connection with accepting a seat on the board of directors of another business corporation so that the potential for conflicts or other factors compromising the Director's ability to perform his duties may be fully assessed.

D. Limit on Number of Other Boards

- Carrying out the duties and fulfilling the responsibilities of a Director require a significant commitment of an individual's time and attention. The Board does not believe that explicit limits on the number of other boards of directors on which the Directors may serve, or on other activities the Directors may pursue, are appropriate; however, the Board recognizes that excessive time commitments can interfere with an individual's ability to perform his or her duties effectively.

E. Stock Ownership

- Directors must be shareholders of the Company, and should own a minimum of 2,500 shares of the Company's common stock. The minimum ownership requirement must be satisfied within one year of joining the Board.

F. Independence

- At least a majority of the members of the Board of Directors shall meet the independence requirements set forth in the Nasdaq Listing Rules.

G. Term and Age Limits

- The Board does not believe that arbitrary limits on the number of consecutive terms a Director may serve or on the Directors' ages are appropriate in light of the substantial benefits resulting from a sustained focus on the Company's business, strategy and industry over a significant period of time. Each individual's performance will be assessed by the Nominating and Governance Committee in light of relevant factors in connection with assessments of candidates for nomination to be Directors.

H. Succession

- The Nominating and Governance Committee shall be responsible for developing succession plans for the Board as appropriate in light of relevant facts and circumstances.

III. Board Structure

A. Size of Board

- The Board size shall be determined at least annually. The Board may increase or decrease the size of the Board, subject to any relevant provisions in the

Company's Articles of Organization or By-laws, depending on an assessment of the Board's needs and other relevant circumstances at any given time.

B. Committees

- The Board intends at all times to have an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. Each of these standing committees will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership. The Board may from time to time establish additional committees as necessary or appropriate.

C. Executive Sessions

- The independent Directors will meet at regularly scheduled executive sessions in accordance with Nasdaq Listing Rules.

IV. Director Access to Management and Independent Advisors

- In carrying out its responsibilities, the Board of Directors, and each committee thereof, shall be entitled to rely on the advice and information that it receives from management and such experts, advisors and professionals with whom the Board, or any such committee, may consult. The Board of Directors, and each committee thereof, shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company, attend a meeting of the Board, or such committee, or meet with any members of or advisors to the Board. The Board or any committee thereof shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its or their responsibilities.

V. Director Compensation

- The form and amount of Director compensation will be reviewed periodically, but at least annually, by the Compensation Committee, which shall make recommendations to the Board based on such review. The Board shall retain the ultimate authority to determine the form and amount of Director compensation.
- The Company's executive officers shall not receive additional compensation for their service as Directors.

VI. Management Succession

- The Nominating and Governance Committee shall be responsible for developing a CEO succession plan for consideration by the Board and reporting on such plan to the Board.

VII. Annual Performance Evaluation of the Board and Committees

- The Board will conduct a self-evaluation at least annually for the purpose of determining whether it and its committees are functioning effectively, and each committee of the Board will conduct a self-evaluation at least annually for the purpose of determining whether it is functioning effectively. These evaluations will consider the performance of the board or the committee, as the case may be, as a unit. The Nominating and Governance Committee will oversee the evaluation process.

VIII. Miscellaneous

- The Board believes that the management should be responsible for communications with the press, media and other outside parties made on behalf of the Company, though individual Board members may, at the request of management or of the Board, communicate with outside parties on behalf of the Company.
- These guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available to the Directors of the Company under applicable law and/or the Company's Articles of Organization and/or its By-laws.

ADOPTED: April 25, 2016