

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.

1. Name and Address of Reporting Person* <u>Campiz Betty Yolainy</u> <hr/> (Last) (First) (Middle) C/O PONCE BANK 2244 WESTCHESTER AVENUE <hr/> (Street) BRONX NY 10462 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ponce Financial Group, Inc. [ PDLB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP and Chief Banking Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2026	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/09/2026		A		10,000 <sup>(1)</sup>	A	\$0	17,500 <sup>(2)</sup>	D	
Common stock								7,962	I	By ESOP

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Premium Stock Options	\$16.87	02/09/2026		A		12,500		02/09/2027	02/08/2036	Common Stock	12,500	\$16.87	12,500 <sup>(3)</sup>	D	
Premium Stock Options	\$18.56	02/09/2026		A		2,500		02/09/2027	02/08/2036	Common Stock	2,500	\$18.56	2,500	D	
Premium Stock Options	\$18.89	02/09/2026		A		2,500		02/09/2028	02/08/2036	Common Stock	2,500	\$18.89	2,500	D	
Premium Stock Options	\$19.23	02/09/2026		A		2,500		02/09/2029	02/08/2036	Common Stock	2,500	\$19.23	2,500	D	
Premium Stock Options	\$19.57	02/09/2026		A		2,500		02/09/2030	02/08/2036	Common Stock	2,500	\$19.57	2,500	D	
Premium Stock Options	\$19.91	02/09/2026		A		2,500		02/09/2031	02/08/2036	Common Stock	2,500	\$19.91	2,500	D	
Non-Premium Stock Options	\$6.2							05/21/2021	05/20/2031	Common Stock	13,952		13,952 <sup>(4)</sup>	D	
Non-Premium Stock Options	\$10.44							04/01/2023	03/31/2033	Common Stock	3,122		3,122 <sup>(5)</sup>	D	
Non-Premium Stock Options	\$10.33							12/07/2024	12/06/2034	Common Stock	20,000		20,000 <sup>(6)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Premium Stock Options	\$13.31							02/04/2026	02/03/2036	Common Stock	20,000		20,000 <sup>(7)</sup>	D	

**Explanation of Responses:**

1. Shares of restricted stock units vest annually at a rate of 20% per year commencing on February 9, 2027.
2. Includes 5,500 shares of restricted stock, 500 shares each will vest on December 7, 2026, December 7, 2027 and December 8, 2027 and 1,000 shares each will vest on February 4, 2027, February 4, 2028, February 4, 2029 and February 4, 2030.
3. Stock options commence vesting at a rate of 20% starting on February 9, 2027.
4. Stock options fully vested.
5. Stock options commenced vesting annually at a rate of 20% starting on April 1, 2023.
6. Stock options commence vesting annually at a rate of 20% starting on December 7, 2024.
7. Stock options commence vesting annually at a rate of 20% starting on February 4, 2026.

/s/ Megan Foscaldi, as attorney 02/10/2026  
in fact

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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