

WSFS FINANCIAL CORPORATION

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose:

The Corporate Governance and Nominating Committee is appointed by the Board to: (i) recommend to the Board the corporate governance guidelines and policies applicable to the Company; (ii) assist the Board by identifying individuals qualified to become Board members, and recommend to the Board the director nominees in the event of Board vacancies and for the next annual meeting of shareholders; (iii) oversee the evaluation of the Board and management, (iv) lead the Board in its annual review of the Board's performance; (v) recommend to the Board director nominees for each committee; and (vi) actively manage board succession to ensure the continued future leadership of the Company.

Committee Membership:

The Corporate Governance and Nominating Committee shall consist of no fewer than three Board members, all of whom shall be independent. The members of the Corporate Governance and Nominating Committee shall be appointed by the Board and replaced by the Board. The Committee shall have the power to delegate authority to subcommittees.

Committee Authority and Responsibilities:

- Review and reassess at least annually the adequacy of corporate governance of the Company, review and consider "best governance practices," to incorporate into its "Board Principles and Guidelines," and recommend any proposed changes to the Board.
- Seek, identify and interview individuals qualified to become board members for recommendation to the Board.
- Recommend competencies, skills and experiences desired for new directors and define the job description and expectations for directors, subject to Board approval.
- Evaluate candidates for nomination to the Board, including any nominees duly proposed by the Company's stockholders and qualified to stand for nomination. Such evaluation shall include personal interviews and a thorough review of a candidate's background, experience and credentials.
- Recommend approved director candidates to the Board.
- Assist the Board in developing succession plans for the CEO and evaluate potential successors.
- Recommend Committee-approved CEO candidates to the Board.
- Retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- Oversee the proper training and orientation of new directors and continuing education of all directors as appropriate.
- Recommend to the Board a slate of director nominees to be presented to the next annual meeting of shareholders.
- Recommend to the Board director nominees to fill vacancies on the Board.
- Oversee the election of committee chairs.
- In conjunction with committee chairs, recommend to the Board director assignments, including committee rotations, to Board committees.
- Biennially assess and review any recommended changes to Board and Lead Director compensation; and, upon Committee approval, propose any potential changes in the form or amount to the Board of Directors for its review and approval.

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- Annually review and recommend any changes to Board stock ownership and guidelines.
- Annually review compliance of stock ownership guidelines by Executives and Directors.
- Annually review its own performance and annually propose a methodology for assessing the structure and performance of other committees and the entire Board. Such assessments shall be discussed with the full Board annually.
- Make regular reports to the Board.
- Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.