

# WSFS FINANCIAL CORPORATION

## PERSONNEL AND COMPENSATION COMMITTEE CHARTER

### **Purpose**

The Personnel and Compensation Committee (the "Committee") is a committee of the Board of Directors (the "Board") and will serve the entire Board of WSFS Financial Corporation (the "Company") by providing oversight and guidance with respect to personnel and compensation policies and practices. Also, the Committee will provide oversight to Company management so that the Company creates and maintains competitive programs which attract, develop, motivate, reward and retain Associates committed to superior performance and the highest professional and ethical standards. The Committee will ensure that personnel and compensation policies support the Company's strategic mission and comply with all applicable legal and regulatory requirements.

Generally, the role of the Committee is twofold: (1) approve action items for which it has sole authority and (2) recommend to the Board for approval action items, which are outside its sole authority. Some specific responsibilities of the Committee in the aforementioned categories are listed below.

### **The following are action items over which the Committee has sole authority:**

- Approve performance evaluations, salary adjustments, bonuses, stock options, perquisites for any executive officer other than the CEO and President.
- Make recommendations to the Board with respect to non-CEO executive officer compensation, incentive-compensation and equity plans that are subject to Board approval.
- Review and approve corporate goals and objectives relevant to CEO compensation.
- Review and make recommendation to the Board any changes to the CEO's compensation based upon the goals and objectives set for the CEO. In evaluating and determining CEO compensation, the Committee will consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act. The CEO and President may not be present during voting or deliberations by the Committee on his or her compensation.
- Approve any new material changes to annual and long-term incentive plans for the executive management team. This may include overall plan design, performance criteria, formula computation and calculation of award amounts, such as cash or equity payouts. In reviewing and making recommendations regarding or approving incentive compensation plans for this group of executives, the Committee will consider the Company's overall strategy and results of the most recent Say on Pay Vote.
- Review and approve incentive plan design features and performance criteria each year to ensure that the plans align with the Company strategy and protect the Company against risk. The Committee will consider the appropriateness of clawback provisions for every executive cash award or equivalent grant.
- Review and discuss with Management the Company's Compensation Discussion and Analysis (CD&A) section and the related executive compensation information to be included in the Company's annual proxy statement or annual report on Form 10-K. Determine whether or not to recommend that the CD&A be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation which is required to be included in the Company's annual proxy statement in compliance with rules and regulations promulgated by the SEC.

## WSFS FINANCIAL CORPORATION

### PERSONNEL AND COMPENSATION COMMITTEE CHARTER

- Approve the adoption, administration and expense of certain Associate benefit plans and programs of the Company including 401(k) amendments and technical corrections.
- Retain or obtain advice of compensation consultants, independent legal counsel or other advisors (collectively, "compensation advisors") to assist in matters regarding executive and Board-related compensation.
- Be responsible for the appointment, compensation and oversight of any compensation advisor retained by the Committee. Reasonable compensation (as determined by the Committee) to its compensation advisors will be provided by the Company.
- Review the Company's diversity programs and initiatives and make recommendations.

#### **The following are action items that the Committee recommends to the Board for approval:**

- Any compensation action for the CEO and President (salary increases, bonuses, stock grants, perquisites, etc.). In evaluating and determining CEO compensation, the Committee will consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act. The CEO and President may not be present during voting or deliberations by the Committee on his or her compensation.
- Policies including but not limited to Equal Employment Opportunity and Affirmative Action, Severance and Change of Control, Management Compensation Policy, Business (Luxury) Expenditures Policy, the Personnel and Compensation Committee Charter.
- Compensation Discussion and Analysis (CD&A), compensation risk assessment and Compensation Committee report portions of the proxy.

#### **Independence of Compensation Advisors**

Before selecting or receiving advice from any compensation advisor, the Committee will consider the following factors affecting his or her independence, provided, however, that the Committee will not be prohibited from obtaining advice from compensation advisors that it determines are not independent:

- Other services provided to the Company by the compensation advisor's firm;
- The fees the compensation advisor's firm receives from the Company as a percentage of that firm's total revenue;
- The policies and procedures of the compensation advisor's firm that are designed to prevent conflicts of interest;
- Any business or personal relationship between the compensation advisor and a member of Committee or an executive officer of the Company; and,
- Whether the compensation advisor owns stock in the Company.

For consultants that the Committee engages on an on-going basis, an independence test and conflict of interest analysis will be performed annually.

The Committee will not, however, be required to conduct an independence assessment for a compensation advisor that acts in a role limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or directors of the Company, and that is available generally to all salaried employees, and/or (ii) providing

## WSFS FINANCIAL CORPORATION

### PERSONNEL AND COMPENSATION COMMITTEE CHARTER

information that either is not customized for a particular issuer or that is customized based upon parameters that are not developed by the compensation advisor, and about which the advisor does not provide advice.

#### **Membership and Meetings**

The Board will annually appoint three members of the Board to the Committee, all of whom, in the judgment of the Board, will be independent as defined in Nasdaq Rule 5605(a)(2). In determining whether a director is eligible to serve on the Committee, the Board will consider all factors specifically relevant to determining whether a director has a relationship to the Company that is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director, and (ii) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director's judgment as a member of the Committee. In addition, a person may serve on the Committee only if the Board determines that he or she is a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and satisfies the definition of "outside director" under Internal Revenue Code section 162(m).

This Committee will designate its chairperson. A majority of committee members will constitute a quorum for the transaction of business. The Company's Chief Human Capital Officer will serve as the Secretary to the Committee. The action of a majority of those present at a meeting, at which a quorum is attained, will be the act of the Committee. The Committee may delegate matters within its responsibility to subcommittees.

The Committee will meet as required, but not less than two times a year, to perform its duties and responsibilities. The Chair of the Committee, in consultation with committee members and management will determine the frequency and length of meetings and the agenda. The committee will maintain written minutes of the meetings which will be filed with the meeting minutes for the Board. The Committee will report respectively from time to time to the Board. The Committee will evaluate its own performance annually and report to the Board the results of the evaluation.

#### **Charter Review and Assessment**

Each year, the Committee will review and reassess the adequacy of the Committee's Charter.