

WSFS FINANCIAL CORPORATION

**CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER**

PURPOSE

The Corporate Governance and Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of WSFS Financial Corporation (the “Company”) 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 stockholders; (iii) oversee and approve the process and guidelines for the annual evaluation of the performance and effectiveness of the Board, and its committees, including the communication of the results of such evaluations to the full Board; (iv) recommend to the Board director nominees for each Board committee; and (v) actively manage board succession to ensure the continued future leadership of the Company.

MEMBERSHIP

The Committee shall consist of no fewer than three Board members, all of whom shall be “independent”, as required by the applicable rules of the Securities and Exchange Commission (“SEC”) or the applicable rules of the Nasdaq Stock Market LLC. 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 (including any affiliates of the Company) that is material to that director’s ability to be independent from management in connection with the duties of a 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. The members of the Committee shall be appointed by the Board and replaced by the Board. This Committee will designate its chairperson.

MEETINGS

Meetings of the Committee shall be held as frequently as determined appropriate by the Chairperson of the Committee, which shall be at least four times a year. A majority of Committee members will constitute a quorum for the transaction of business. The action of a majority vote 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 Chairperson of the Committee, in consultation with Committee members and management will determine the date, time, place and agenda. In lieu of a meeting, the Committee may act by unanimous written consent. The Committee will maintain written minutes of the meetings which will be filed with the meeting minutes for the Board.

DUTIES 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.
- Review and reassess periodically the adequacy of the Company’s organizational documents.
- Review and assess stockholders’ feedback and periodically review and assess the Company’s stockholder engagement process.
- Periodically review and report to the Board on other matters of corporate governance, including the review of, and recommendations to, the Board regarding stockholder proposals.
- Seek, identify and interview individuals qualified for election to the Board and appointment to Board committees, 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 and the director qualifications set forth in the Company’s “Board Principles and Guidelines.”
- Recommend approved director candidates to the Board and appointment to Board committees.
- 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 engage independent counsel and other advisors as it determines necessary to carry out its duties.
- In the event that a nominee for director in an uncontested election fails to receive a majority of the total votes cast and the nominee offers to resign, consider the resignation offer and recommend to the Board whether to accept or reject the resignation offer.
- 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 stockholders.
- Recommend to the Board director nominees to fill vacancies on the Board.
- Oversee succession planning for the Board and Board leadership appointments, including the Independent Lead Director and committee chairs in accordance with the Board Principles and Guidelines.
- 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 size, composition or organization to the Board for its review and approval.

- Annually review the independence of all Board members and the relevant independence standards.
- Annually review its own performance and annually propose a methodology for assessing the structure and performance of Board 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.

The Committee will have the resources and authority necessary to perform its duties and responsibilities as enumerated in this Charter.

Approved this 10th day of December 2020

Last amended December 10, 2020