

PENNFED FINANCIAL SERVICES, INC.

AUDIT COMMITTEE CHARTER

I. Statement of Policy

The Audit Committee (“Committee”) is appointed by the Board of Directors of PennFed Financial Services, Inc. (the “Company”) to assist the Board of Directors in fulfilling its oversight responsibility relating to the integrity of the Company’s financial statements and the financial reporting processes; the systems of internal accounting and financial controls; compliance with legal and regulatory requirements; the independent auditors’ qualifications and independence; the annual independent audit of the Company’s financial statements; the performance of the Company’s internal audit function and independent auditors; and any other areas specified by the Board of Directors of potential financial risks to the Company. The Committee shall annually prepare a report to shareholders as required by the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s annual proxy statement. The Committee is empowered to investigate any matter, with full access to all necessary books, records, facilities and personnel of the Company, and has the authority to retain at the Company’s expense legal, accounting or other advisors, consultants or experts as it deems appropriate.

It is recognized that members of the Committee are not full-time employees of the Company. The Company’s management is responsible for preparing the Company’s financial statements. The independent auditors are responsible for auditing the Company’s annual financial statements and reviewing the Company’s quarterly financial statements prior to the filing of the Company’s annual and quarterly reports on Forms 10-K and 10-Q with the SEC. It is not the duty or responsibility of the Committee or its members to conduct auditing or accounting reviews or procedures or determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles (“GAAP”) and applicable rules and regulations. These are the responsibilities of management and the independent auditors. Each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Company that it receives information from and the accuracy of the financial and other information provided to the Committee by such persons or organizations, absent actual knowledge to the contrary (which shall be promptly reported to the Board of Directors).

II. Committee Composition and Meetings

The Committee shall be comprised of three or more directors appointed by the Board of Directors, after considering the recommendation of the Nominating Committee, each of whom shall be an independent director qualified to serve on the Committee under applicable law, the rules and regulations of the SEC and the rules of The Nasdaq Stock Market, and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment. A chairperson may be designated by the Board of Directors or may be chosen by a majority of the full Committee membership. Each Committee member shall be financially literate, as such qualification is interpreted by the Board of Directors in its business judgment. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

The Company will seek to have at least one member of the Committee who is an “audit committee financial expert,” as that term is defined in the SEC’s regulations and as the Board of Directors interprets such term in its business judgment. Committee members shall not simultaneously serve on the

audit committees of more than two other public companies. The Board of Directors shall have the power at any time to change the membership of the Committee and to fill vacancies, subject to the qualification requirements of this Charter.

The Committee shall meet at least quarterly. The Committee chairperson shall prepare and/or approve an agenda in advance of each meeting. If the chairperson is not available for a meeting, the other members of the Committee may appoint a temporary chairperson for such meeting. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee will meet privately in executive session at such times as the Committee may determine, and shall meet with management, the chief internal auditor, the independent auditors, regulatory examiners and as a committee to discuss any matters that the Committee or each of these groups believes should be discussed.

III. Committee Duties, Responsibilities and Processes

The following shall be the principal duties, responsibilities and recurring processes of the Committee in carrying out its oversight role. The processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions at the next meeting of the Board of Directors. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board of Directors. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of its jurisdiction of incorporation.

As part of its oversight responsibility, the Committee shall:

Review Procedures

1. Review and discuss the form of presentation and type of information to be contained in earnings press releases. The Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
2. Prior to the filing of quarterly and annual reports on Forms 10-Q and 10-K with the SEC, review and discuss with management and the independent auditors: (i) the Company's quarterly and annual consolidated financial statements; (ii) matters that affect the Company's consolidated financial statements, including disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations;" (iii) the results of the independent auditors' interim reviews, annual audit and report, and any other matters required to be communicated to the Committee by the independent auditors, as well as discussions regarding qualitative judgments of the independent auditors about the appropriateness, not just the acceptability, of the Company's accounting principles, and the clarity of the financial statements; (iv) all critical accounting policies and practices to be used; (v) any matters required to be communicated to the Committee by the independent auditors in accordance with SAS Nos. 61 and 71 or any other SAS; and (vi) other material written communications between the independent auditors and management. Prior to the filing of the Company's Annual Report on Form 10-K, recommend to the Board of Directors whether the audited financial statements should be included in the Form 10-K.

3. Regularly review with the independent auditors any problems or difficulties encountered in the course of the audit work and management's response, including any restrictions on the scope of activities or access to requested information and any significant disagreements with management.
4. Review: (i) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and any major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of any material control deficiencies; (ii) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements. In consultation with management, the independent auditors and the internal auditors, monitor the integrity and effectiveness of the Company's financial reporting processes and systems of internal controls, including reviewing significant financial risk exposures and the steps management has taken to monitor, control and report such exposures; review significant findings relating to the foregoing prepared by the independent auditors or the internal auditors, together with management's responses and follow-up to these reports. Monitor changes to commitment dates for correcting audit findings.
5. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters and for the confidential anonymous submission by employees of concerns regarding questionable accounting or auditing matters. Such procedures have been established by the Committee and are set forth in the Company's Code of Conduct.

Independent Auditors and Other External Services

6. The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors, including resolution of disagreements between management and the independent auditors regarding financial reporting. The independent auditors shall report directly to the Committee.
7. Pre-approve the engagement letters and the fees to be paid to the independent auditors. Pre-approve, except as permitted by law, all audit and non-audit services to be provided by the independent auditors and consider the possible effect that these services could have on the independence of such auditors. The Committee may delegate to one or more of its members pre-approval authority of non-audit services in accordance with applicable law, provided that any delegated pre-approvals are reported to the Committee at its next scheduled meeting.
8. On an annual basis, review and discuss with the independent auditors their qualifications, performance and independence and all significant relationships they have with the Company that could impair the auditors' objectivity and independence and receive the written disclosures and letter from the independent auditors required by Independence Standards Board Standard No. 1. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law and the rotation of any other audit partner whose rotation is required by the regulations of the SEC.

9. Review the audit plan of the independent auditors -- discuss scope, staffing, timing, estimated and actual fees, reliance upon management and internal audit and general audit approach.
10. Establish clear and appropriate hiring policies for employees or former employees of the independent auditors who participated in any capacity in the audit of the Company.

Internal Audit Function

11. Review the budget, program, changes in program, activities, strategies, organizational structure and qualifications of the internal audit function, as needed, it being understood that the internal audit function reports directly to the Committee. Evaluate whether the internal audit function operation and structure permits unrestricted access by internal auditors to records, personnel and physical properties relevant to the performance of its responsibilities and to top management, the Committee, and the Board of Directors. Assess the appropriateness of the resources allocated to internal auditing. Evaluate the effectiveness of the internal audit function.
12. Review the appointment, performance and replacement of the individual heading the internal audit function. Decisions regarding hiring or termination of this person require endorsement by the Committee. The chairperson of the Committee will also be involved in performance evaluation and compensation decisions related to this person.
13. Review significant issues presented by the internal audit function together with management's response and follow-up to these reports.

Other Committee Responsibilities

14. Review and reassess the adequacy of this Charter at least annually, and recommend any proposed changes to the Board of Directors for its approval. Ensure the publication of this Charter in accordance with SEC regulations.
15. Maintain minutes of meetings and periodically report to the Board of Directors on results of the foregoing activities.
16. Conduct an appropriate review of and approve all related party transactions on an ongoing basis, as required by the rules of the Nasdaq Stock Market. For these purposes, the term "related party transactions" shall refer to transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404.
17. Review with the Company's counsel: (i) any significant legal matter that could have a material impact on the Company's financial statements; (ii) legal compliance matters, including corporate securities trading policies and material notices to or inquiries received from governmental agencies; and (iii) reports of evidence of a material violation of securities laws or breaches of fiduciary duty.
18. Review disclosures made to the Committee by the Company's CEO and CFO during their certification processes for the Forms 10-K and 10-Q with respect to the financial statements and about any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting and any fraud, whether or not material, involving

management or other employees who have a significant role in the Company's internal control over financial reporting.

19. Ensure required certifications are made to Nasdaq: (i) that a formal written charter has been adopted for the Committee and that the Committee has reviewed and reassessed the adequacy of the charter on an annual basis; and (ii) as to the independence of the members of the Committee.
20. Perform any other activities consistent with this Charter, the Company's Bylaws or governing law as the Committee or the Board of Directors deems necessary or appropriate.

IV. Funding

The Company shall provide the Committee with appropriate funding, as determined by the Committee, in its capacity as a committee of the Board of Directors, for payment of: (i) compensation to the independent auditors engaged by the Committee; (ii) compensation to any advisors engaged by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.