



PROVIDENT FINANCIAL SERVICES, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to discharge the Board’s responsibilities relating to compensation of Provident’s executives.

Membership

The Committee shall be comprised of no fewer than three members, one of whom shall be the Chairperson. All members of the Committee shall meet the independence requirements of the New York Stock Exchange, and such other requirements as shall be provided in Provident’s by-laws or as the Board shall otherwise determine.

Meetings

The Committee shall meet at least four times annually or more frequently if circumstances dictate. The Committee may ask members of management or others to attend meetings or to provide relevant information. Three members shall constitute a quorum. A majority of the members present shall decide any question brought before the Committee.

Duties and Responsibilities

To fulfill its responsibilities the Committee shall:

Review and approve Company objectives relevant to CEO compensation, evaluate CEO performance relative to these goals, and determine CEO compensation based on this evaluation.

Review and approve goals relevant to the compensation of the Company’s senior executives, review such senior executives’ performance in light of those goals, and determine such senior executives’ compensation based on this evaluation.

Prepare an annual report on executive compensation for inclusion in the Company’s proxy statement.

Make recommendations to the Board with respect to incentive compensation plans and equity plans.

Review succession planning and management development for senior management, including the CEO, on at least an annual basis.

Make regular reports to the Board.

Annually review Committee performance (including its effectiveness and compliance with the Charter) and the adequacy of this Charter, and recommend any proposed changes to the Board for approval.

Retain and terminate any compensation consultant used to assist the Committee to fulfill its responsibilities.

Re-approved January 25, 2006