



PROVIDENT FINANCIAL SERVICES, INC.

GOVERNANCE/NOMINATING COMMITTEE CHARTER

- I. PURPOSE:** The primary purpose of the Committee is to provide oversight on the broad range of issues surrounding the composition and operation of the Board of Directors (the “Board”) of Provident Financial Services, Inc. (the “Company”), including (a) identifying individuals qualified to become Board members, (b) recommending to the Board director nominees for the next annual meeting of stockholders, and (c) recommending to the Board corporate governance principles applicable to the Company. The Committee also provides assistance to the Board and the Chairman of the Board in the areas of Committee selection and rotation practices, evaluation of the overall effectiveness of the Board, and review and consideration of developments in corporate governance practices. The Committee’s goal is to assure that the composition, practices and operation of the Board contribute to the effective representation of the Company’s stockholders.
- II. COMMITTEE MEMBERS:** The Committee shall be comprised solely of at least three but not more than five “independent directors” as that term is defined in relevant law and New York Stock Exchange (“NYSE”) listing rules. Committee members shall be appointed and removed by the Board in its sole discretion. Unless the Board elects a Chair, the Committee shall appoint a chairman from among its members. The Committee may delegate its authority to a subcommittee or subcommittees.
- III. COMMITTEE MEETINGS:** The Committee will meet at least four (4) times a year, with authority to convene additional meetings as circumstances require. The Chairman or any two other members of the Committee may call a meeting of the Committee upon due notice to each other member at least forty-eight hours prior to the meeting. A majority of appointed members shall constitute a quorum. If a quorum is present, a majority of the members present shall decide any question brought before the Committee. The Committee may invite members of management and others to attend meetings and provide pertinent information, as necessary. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared and the Committee will report to the Board the results of its meetings.
- IV. DUTIES AND RESPONSIBILITIES:** The Committee has the following specific duties, in addition to any additional similar matters which may be referred to the Committee from time to time by the full Board.
1. Evaluates and makes recommendations to the full Board concerning the number and responsibilities of the members of the Board, Board Committees, Committee assignments and Committee membership rotation practices.

2. Establishes and articulates qualifications, desired background, and selection criteria for members of the Board, including independence standards, all in accordance with relevant law and NYSE listing rules.
 3. Makes recommendations to the full Board concerning all nominees for Board membership, including the evaluation and re-election of incumbent Board members.
 4. On an annual basis, solicits input from the full Board and conducts a review of the effectiveness of the operation of the Board and Board Committees, including reviewing governance and operating practices of the Board.
 5. Develops corporate governance principles applicable to the Company which shall address the following: director qualification standards, director responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, senior management succession, conduct and content of meetings of the Board and its committees including the conduct of executive sessions, annual performance evaluation of the Board and its committees, and recommending proposed changes to the Company's Certificate of Incorporation and Bylaws.
 6. Recommends for adoption and public disclosure a code of business conduct and ethics for directors, officers and employees.
 7. Periodically reviews and makes recommendations to the full Board regarding Director orientation, compensation, and continuing education.
 8. Evaluates annually the Committee's performance in accordance with applicable relevant law and NYSE listing rules.
- V. **ADVISORS:** The Committee shall have the exclusive authority, at the expense of the Company, to retain (including authority to approve fees and other retention terms) any search firms to be used to identify director candidates, and such independent consulting, legal and other advisors as it shall deem appropriate without management approval.
- VI. **PERFORMANCE REVIEW:** The performance of the Committee shall be evaluated annually, which evaluation may be included as a part of the Board surveys.

This Charter sets forth the responsibilities and powers of the Governance/Nominating Committee as delegated by the Board of Directors. The Committee relies to a significant extent on information and advice provided by management and independent advisors. Whenever the Committee takes an action, it exercises its independent judgment on an informed basis that the action is in the best interests of the Company and its stockholders.

As adopted March 20, 2003 and re-approved January 25, 2006