



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Charter of the Nominating and Corporate Governance Committee

Purpose

The purpose of the Nominating and Corporate Governance Committee (“Committee”) shall be to assist the Board in identifying qualified individuals to become Board members and in determining the composition of the Board of Directors and its committees. In addition, the Committee shall assist the Board in monitoring a process to assess Board effectiveness and in developing and implementing the Company's Corporate Governance Guidelines. The Committee shall be composed of independent Directors.

Committee Membership

The Nominating and Corporate Governance Committee of the Board of Directors of PFF Bancorp, Inc. shall consist of a minimum of three directors. Members of the Committee shall be appointed, and may be removed, by the Board of Directors. All members of the Committee shall be independent Directors and shall satisfy the New York Stock Exchange standards for Director independence.

Meetings and Operation

The Committee shall meet at least three times a year or more frequently as it may determine advisable in light of its responsibilities as set forth in this Charter. The Committee Chair, appointed by the Chairman of the Board, sets the agenda for each meeting and determines the length and frequency of meetings.

The Committee may request any officer or employee of the Company, outside counsel or consultant to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall determine how to best operate, including whether to delegate any responsibilities to subcommittees.

The Committee shall operate in full compliance with the New York Stock Exchange requirements for Nominating and Corporate Governance Committees and any other applicable laws and regulations.

Committee Authorities and Responsibilities

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

A. Board of Director Nominees and Committees

1. To lead the search for individuals that are, consistent with criteria approved by the Board of Directors, qualified to become members of the Board of Directors and to select, or recommend that the Board select, Director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals as Director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders.
2. To review the Board of Directors' committee structure and to recommend to the Chairman of the Board for approval, Directors to serve as members of each committee. The Committee shall review and recommend slates annually to the Chairman of the Board and shall recommend additional committee members to fill vacancies as needed. The Committee shall also recommend to the Chairman of the Board of Directors for approval, Chairs of the respective committees.
3. To develop and recommend to the Board of Directors, for its approval, an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual evaluation.
4. To review, on an annual basis, Director compensation and benefits.
5. When vacancies occur, or otherwise at the direction of the Board, the Committee shall actively seek individuals whom the Committee determines to meet the criteria and standards for recommendation to the Board.

B. Corporate Governance

To develop and recommend to the Board of Directors, for its approval, a set of Corporate Governance Guidelines. The Committee shall review the Guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

Subcommittees

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

Consultants

The Committee shall have the authority to retain any search firm engaged to assist in identifying Director candidates and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

Board Reports

The Committee shall report its actions and recommendations to the Board after each committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

Reliance on Information

The Committee and each member of the Committee, in his or her capacities as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the company whom such member believes to be reliable and competent in the matters presented, (ii) counsel, public accountants or other persons as to matters which the member believes to be within the professional competence of such person.

(mackj/comm./Charter-Nom&CorpGov4-04)