

NOMINATING COMMITTEE CHARTER

Purpose

The Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Royal Bancshares of Pennsylvania (the "Company") (1) to assist the Board, on an annual basis, by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to assist the Board in the event of any vacancy on the Board by identifying individuals qualified to become Board members, and to recommend to the Board qualified individuals to fill any such vacancy; and (3) to recommend to the Board, on an annual basis, director nominees for each Board committee.

Committee Membership

The Committee shall consist of no fewer than three members, each of whom shall be a director of the Company. Each member of the Committee shall meet the listing standards of NASDAQ relating to independence and all other applicable legal requirements. The Committee will also consider the absence or presence of material relationships with the Company, which might impact independence. Members shall be appointed and removed by the Board. A majority of the members of the Committee shall constitute a quorum.

Committee Authority and Responsibilities

1. The Committee shall have the responsibility to develop and recommend criteria for the selection of new directors to the Board, including, but not limited to diversity, age, skills, experience, time availability (including the number of other boards he or she sits on in the context of the needs of the Board and the Company) and such other criteria as the Committee shall determine to be relevant at the time. The Committee shall have the power to apply such criteria in connection with the identification of individuals to be board members, as well as to apply the standards for independence imposed by the Company's listing agreement with NASDAQ and all applicable federal laws and the underlying purpose and intent thereof in connection with such identification process.
2. When vacancies occur or otherwise at the direction of the Board, the Committee shall actively seek individuals whom the Committee determines meet such criteria and standards for recommendation to the Board.
3. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole

authority to approve the search firm's fees and other retention terms, at the Company's expense.

4. The Committee shall recommend to the entire Board, at least annually, a process for evaluating the performance of the Board.
5. The Committee shall recommend to the Board, on an annual basis, nominees for election as directors for the next annual meeting of shareholders.
6. The Committee shall recommend to the Board the nominees for appointment to Committees of the Board on at least an annual basis.
7. The Committee may form and delegate authority to subcommittees or members when appropriate.
8. The Committee shall make reports to the Board when the Committee deems it appropriate or upon request of the Board.
9. The Committee shall annually review its own performance.
10. 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 or Royal Bank of Pennsylvania, 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.
11. Minutes of each meeting will be compiled by a person designated by the Committee.