

Willow Grove Bancorp, Inc.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The Nominating and Corporate Governance Committee is appointed by the Board of Directors (the "Board") of Willow Financial Bancorp, Inc. (the "Company") to assist the Board in fulfilling its oversight responsibility of both the Company and its wholly-owned subsidiary Willow Financial Bank. The primary duties and responsibilities of the Committee are:

- to identify and recommend to the Board qualified individuals to serve as directors and recommend to the Board director nominees for consideration at each Annual Meeting of Shareholders
- to identify and recommend to the Board qualified individuals to serve as directors in the event of any vacancy on the Board
- to review shareholder recommended nominees for director and shareholder submitted director nominees (including reviewing for compliance with the Company's Bylaws) for consideration at the Annual Meeting of Shareholders
- to nominate officers for election by the Board
- to develop corporate governance guidelines and monitor the conduct of the Board and its directors accordingly

Committee Membership

Members of the Committee shall consist of no fewer than three directors. The Board appoints members of the Committee, as well as its Chair. Each member must be an independent, non-employee director, free from any relationship that would interfere with the exercise of its members' equitable judgment. Members must meet applicable Nasdaq National Market listing standards and other statutory or regulatory requirements relative to director independence.

The Committee shall establish its own schedule for meetings throughout the year. The Committee Chair must approve an agenda in advance of each meeting. If the Chair is not present, the members of the Committee may select a Chair for that meeting by a majority vote of those present.

Committee Responsibilities

The Committee shall develop and recommend the criteria for the selection of directors to serve on the Board and the identification of candidates that meet those criteria.

The Committee shall review annually the corporate governance guidelines and make recommendations to the Board regarding any changes or modifications.