

BENEFICIAL BANCORP, INC.
COMPENSATION COMMITTEE CHARTER

I. Purpose

The primary purpose of the Compensation Committee (the "Committee") is to assist the Board of Directors (the "Board") of Beneficial Bancorp, Inc. and subsidiaries (the "Company") with certain compensation matters. The Committee is appointed by the Board of Directors to discharge its responsibility relating to compensation of the Chief Executive Officer (the "CEO") and his direct reports. The Committee is specifically responsible for salaries and benefits review, incentive compensation plans, all incentive compensation and risk assessments, employment contracts/agreements, executive development, and management succession planning.

II. Organization

The members of the Committee shall consist of three or more directors, each of whom shall satisfy the definition of an "independent" director as defined in any qualitative listing requirements for Nasdaq Stock Market, Inc. issuers and any applicable Securities and Exchange Commission ("SEC") rules and regulations.

Members of the Committee shall be elected by the Board on an annual basis and shall serve until their successors are appointed. The Committee's Chairperson shall be designated by the full Board or, if the full Board does not do so, the Committee members shall elect a Chairperson by vote of a majority of the full Committee. The CEO will meet frequently with the Committee with regard to compensation matters, but the CEO will neither be a member of the Committee nor participate in all of its meetings. The CEO may not be present during voting or deliberations on his or her compensation. The Committee will meet in executive session regularly.

The Committee may form and delegate authority to subcommittees when appropriate.

III. Structure and Meetings

The Committee shall meet four times annually, or more frequently as circumstances dictate. The Chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Committee shall keep written minutes of all meetings.

IV. Goals and Responsibilities

The Committee shall:

- Develop and maintain an executive compensation philosophy and monitor the results to assure that the compensation programs support desired objectives.
- Develop and maintain a Board of Director compensation philosophy and monitor the results to assure that the compensation programs support desired objectives.
- Annually establish criteria to serve as the basis for the CEO's compensation and evaluate the CEO's performance in light of those criteria, and determine the CEO's compensation based on that evaluation.
- Annually consult with the CEO regarding the criteria to serve as the basis for the other executive officers' compensation established by the CEO, and consult with the CEO regarding the CEO's evaluation of the other executive officers' performance in light of those criteria, and the CEO's determination regarding the other executive officers' compensation based on that evaluation.
- Regularly review and approve the CEO and his direct reports' 1) base salaries, 2) incentive opportunities and awards including cash and equity based, 3) any employment agreements and change-in-control benefits 4) any supplemental benefits and 5) any executive benefits or perquisites.
- Provide oversight of the Company's incentive plans to ensure such programs support sound risk management. Ensure compliance with regulatory reporting associated with such risk reviews. This oversight will extend to all incentive plan arrangements that include employee participants deemed to be covered employees per regulatory definitions and requirements. The Committee may work with internal and external resources to provide this oversight, including members of the Company's risk and human resources departments and members of other Board committees.
- With respect to the Company's equity-based compensation plans, approve grants of stock options, restricted stock, performance shares, stock appreciation rights and other equity-based incentives to the extent provided under the compensation plans. Oversee shareholder approval for new stock plans. The Committee may delegate to the President and CEO in consultation with the Committee Chair all or part of the Committee's authority and duties with respect to grants and awards to individuals who are not subject to the reporting requirements and other provisions of Section 16 of the Securities Exchange Act of 1934 as in effect from time to time.

- Approve compensation and selected benefit plans, which may include amendments to existing plans, cash and equity-based incentive compensation plans, and non-qualified deferred compensation and retirement plans.
- Be apprised of company benefit programs and costs.
- Review and make recommendations to the Board from time to time regarding the compensation of non-employee directors.
- Review and discuss with management the Compensation Discussion and Analysis required by SEC Regulation S-K, Item 402. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the annual meeting of shareholders. The Committee shall provide, over the names of the Committee members, the required Compensation Committee report for the Company's proxy statement for the annual meeting of shareholders.

V. Performance Evaluations

The Chairperson of the Committee shall lead the Committee in an annual evaluation of its performance. The Committee shall also conduct an annual performance evaluation to review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

VI. Committee Resources

The Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to hire, terminate, compensate and oversee outside compensation consultants and advisors as needed to fulfill its responsibilities. The Committee shall only select a compensation consultant or legal, accounting or other advisor after consideration of the factors identified by the Nasdaq qualitative listing requirements and SEC rules. The Committee shall have available to it such support personnel, including management staff, outside auditors, attorneys and consultants as it deems necessary to discharge its responsibilities. The Committee shall have the sole authority to retain and terminate any compensation consultant used to assist the Committee in evaluating executive compensation, including the sole authority to approve such compensation consultant's fees and other retention terms. In connection therewith, the Committee shall be provided appropriate funding, as determined by the Committee.

Approved: November 22, 2016