

BENEFICIAL MUTUAL BANCORP, INC.
CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The primary purpose of the Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Beneficial Mutual Bancorp, Inc. (the “Company”) with certain nominating and corporate governance matters. The Committee is responsible for: (i) identifying individuals qualified to become Board members and recommending a group of director nominees to the Board of Directors for election at each annual meeting of the Company’s stockholders; (ii) ensuring that the various committees of the Board shall have the benefit of qualified and experienced “independent” directors where required; and (iii) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company.

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 Committee may form and delegate authority to subcommittees when appropriate.

III. Structure and Meetings

The Committee shall meet at least 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 recommend to the Board a Corporate Governance Policy (the “Policy”) applicable to the Company, and review and reassess the adequacy of

such Policy annually and recommend to the Board any changes deemed appropriate.

- Develop policies on the size and composition of the Board.
- Review possible candidates for Board membership consistent with the Board's criteria for selecting new directors.
- Annually recommend a slate of nominees to the Board with respect to nominations for the Board at the annual meeting of the Company's stockholders.
- Generally advise the Board as a whole on corporate governance matters.
- Advise the Board on: (i) committee member qualifications; (ii) committee member appointments and removals; (iii) committee structure and operations (including the authority to delegate to subcommittees); and (iv) committee reporting to the Board.
- Maintain an orientation program for new directors and a continuing education program for all directors.
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law and regulations as the Committee or the Board deems appropriate.

V. Performance Evaluations

The Chairperson of the Committee shall lead the Committee in an annual evaluation of its performance. In addition to its annual committee evaluation, the Committee shall conduct an annual performance evaluation of the full Board, which shall focus on the Board's contribution as a whole and specifically review areas in which the Board and/or management believes a better contribution could be made. 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 available to it such support personnel, including management staff, outside auditors, attorneys and consultants as it deems necessary to discharge its responsibilities.