

**BENEFICIAL MUTUAL BANCORP, INC.**  
**AUDIT COMMITTEE CHARTER**

**I. Purpose**

There shall be a committee appointed by the Board of Directors (the “Board”) of Beneficial Mutual Bancorp, Inc. (the “Company”), designated as the Audit Committee (the “Committee”), to assist the Board in fulfilling its oversight responsibilities. The Committee’s primary duties and responsibilities are to:

1. Review the integrity of the Company’s financial reporting process and systems of internal controls regarding finance, accounting, legal and regulatory compliance.
2. Review the independence and performance of the Company’s independent auditors and the internal audit function
3. Provide an open avenue of communication between the independent auditors, internal auditors, management and the Board.
4. Report to the Board periodically on significant results of the aforementioned activities.
5. Prepare the report required by the Securities and Exchange Commission rules to be included in the Company’s annual proxy statement.

The Committee shall be given full and direct access to the Company’s internal auditors, the Board, Company executives and independent auditors as necessary to carry out these responsibilities. The independent auditors are responsible for auditing the Company’s financial statements. Management and the independent auditors have more time, knowledge and detailed information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company’s financial statements, or any professional certification as to the independent auditors’ work, including with respect to auditor independence. Each member of the Committee shall be entitled to rely on the integrity of people and organizations from whom the Committee receives information and the accuracy of such information, including representations by management and the independent auditors regarding non-audit services provided by the independent auditors.

The Committee has the authority and responsibility to direct the hiring and retention of the independent auditor who shall be acceptable to regulatory authorities to conduct a thorough audit of the books, accounts, assets and liabilities of the Company, which audit shall include all items required by the regulatory authorities.

## **II. Composition and Meetings**

The Committee shall be comprised of three or more directors, as determined by the Board, each of whom shall satisfy the definition of “independent director” as defined in any qualitative listing requirements for Nasdaq Stock Market, Inc. issuers and any applicable Securities and Exchange Commission rules and regulations. All members of the Committee must be financially literate at the time of appointment, meaning they must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one member of the Committee must have prior experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in the individual’s financial sophistication, including a current or past position as a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. Each appointed Committee member shall be subject to annual reconfirmation and may be removed by the Board at any time.

The Committee shall meet at regularly stated intervals (at least four times a year) or more frequently as circumstances require. A quorum of the Committee shall be declared when a majority of the appointed members of the Committee are in attendance. The Committee will require management or others to attend the meetings and provide pertinent information when required. However, no such persons shall participate in the decision making of the Committee. The Committee Chairman shall approve the content of the agenda for each meeting. The Committee shall meet privately in executive session when considered appropriate. The Committee may meet also with management, the internal auditors and the independent auditors to discuss any matters that the Committee believes should be discussed.

The Board shall appoint from the members on the Committee a Chairman of the Committee. The Chairman will normally preside at all meetings, but in the absence of the appointed Chairman, the members shall appoint another Chairman of that meeting.

## **III. Responsibilities and Procedures**

The Committee shall assist the Board in fulfilling its responsibilities to stockholders concerning the Company’s accounting and reporting practices, and shall facilitate open communication between the Committee, Board, internal auditors, independent auditors and management. The Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, internal auditors and the independent auditors, in accordance with its business judgment. The responsibilities set forth herein do not reflect or create any obligation or duty of the Committee to plan, conduct, or determine the scope of any audit, or to determine that the Company’s financial statements are complete, accurate, fairly presented, or in accordance with Generally Accepted Accounting Principles or applicable law. In exercising its judgment, the Committee shall rely on the information and advice provided by the Company’s management, internal auditors and independent auditors. To fulfill its responsibilities and duties the Committee shall:

1. Review with management, internal auditors and the independent auditors the Company's accounting and financial reporting controls; obtain annually in writing from the independent auditors their letter as to the adequacy of such controls; discuss significant financial risk exposures, and assess the steps management has taken to monitor, control and report such risks; and review the related findings and recommendations of internal auditors, the independent auditors and regulators, together with management's responses.
2. Review with management, independent auditors and internal auditors the Company's annual audited consolidated financial statements and the independent auditor's opinion regarding such financial statements, prior to inclusion in the annual report and discuss any significant changes to the Company's accounting principles and any item required to be communicated by the independent auditors in accordance with applicable Statements of Auditing Standards.
3. Review quarterly with management and the independent auditors the Company's financial statements and the reasoning for the appropriateness of the accounting principles, underlying estimates and disclosures adopted by management. In meetings attended by the independent auditors or by regulatory examiners, a portion of the meeting will be reserved for the Committee to meet in closed session with these parties.
4. Consider, based upon its discharge of its responsibilities and any other information, discussion or communication that the Committee deems relevant, whether to recommend to the Board that the Company's audited consolidated financial statements be included in the Company's annual report.
5. Consider the audit scope and annual audit plan of the internal auditors to assure adequacy of coverage and the effective use of audit resources.
6. Review the independence and performance of the independent auditors and recommend to the Board the appointment, retention or termination of the independent auditors, as well as be responsible for the oversight of the independent auditors (including the resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.
7. Review and discuss annually with the independent auditors all significant relationships they have with the Company that could impair the independent auditor's independence. Ensure the receipt from the independent auditors of a formal written statement identifying all relationships between such independent auditors and the Company, consistent with Independence Standards Boards Standard No. 1.

8. Review with management and the independent auditors the results of the annual audit prior to the distribution including:
  - a. The annual financial statements, accompanying footnotes and the independent auditor's report thereon.
  - b. Their qualitative judgments about the appropriateness and quality, not just the acceptability, of significant accounting principles, practices, policies and financial disclosures used or proposed to be adopted by the Company. The discussion should include such issues as the clarity of the Company's financial disclosures and degree of aggressiveness or conservatism of the Company's accounting principles and underlying estimates and other significant decisions made by management in preparing the financial disclosures.
  - c. Any significant changes required in the independent auditors annual audit plans.
  - d. Any difficulties or disputes with management encountered during the course of the audit.
9. Review with management and the independent auditors all interim financial reports filed pursuant to the Securities Exchange Act of 1934.
10. Discuss other matters related to the conduct of the audit, which are to be communicated to the Committee under Generally Accepted Accounting Principles.
11. Assure that the independent auditors' reasoning is described in determining the appropriateness of changes in accounting principles and disclosure and in accepting or questioning significant estimates by management.
12. Review and approve the appointment of the internal auditors.
13. Review and approve the Company's annual audit plan, activities, and organizational structure and review the qualifications of the internal auditors, as needed.
14. Review with management and the internal auditors:
  - a. Significant internal audit findings during the year and management's response.

- b. Any difficulties encountered in the course of internal audit work, including any restrictions on the scope of activities or access to the required information.
  - c. Any changes required in the scope of the Company's annual audit plan.
  - d. The internal auditors' staffing, functional policies, risk analysis and budget.
15. Maintain written minutes of all meetings of the Committee and report at least quarterly to the Board on significant results of the foregoing activities.
  16. Review and approve requests for any management consulting engagement, subject to a pre-approval limitation set by the Committee, to be performed by the independent auditors, and be advised of any other consultations undertaken at the request of management that is beyond the scope of the engagement letter.
  17. Review with management, the independent auditors, internal auditors and the Company's legal counsel on an as needed basis any regulatory matters that may have a material impact on the Company's financial statements, compliance with laws and regulations and inquiries received from regulators or governmental agencies.
  18. Engage and determine funding for such independent professional advisers and counsel as the Committee determines are appropriate to carry out its responsibilities. In addition, the Committee shall be provided funding for ordinary administrative expenses of the Committee.
  19. Perform such additional functions as the Board may from time to time require, and such other functions as may be required of the Committee by applicable legislation or by any other regulatory authority.
  20. Annually inform the auditor who is responsible for internal audit activities and the independent auditors, that they should promptly contact the Committee Chairman about any significant issue or disagreement concerning the Company's accounting practices or financial statements that is not resolved to their satisfaction. When such communications are made to the Chairman, he shall notify the other members of the Committee of any communication that the Chairman in the exercise of his or her business judgment believes should be considered by the Committee prior to its next scheduled meeting.
  21. Arrange for the independent auditor to be available to the full Board at least annually to discuss the results of the annual audit and the audited financial statements that are a part of the annual report to stockholders.

22. Generally discuss earnings press releases and financial information, as well as earnings guidance provided to analysts and rating agencies.
23. Have in place procedures for (1) receiving, retaining and treating complaints regarding accounting, internal accounting controls, or auditing matters, and (2) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
24. Approve, in advance, all permissible non-audit services to be completed by the independent auditor.
25. Set clear hiring policies for hiring employees or former employees of the independent auditors.
26. Review periodically, but no less frequently than quarterly, a summary of the Company's transactions with directors and executive officers of the Company and with firms that employ directors, as well as any other related person transactions, for the purpose of recommending to the disinterested members of the Board of Directors that the transactions are fair, reasonable and within Company policy and should be ratified and approved. "Related person" and "transaction" shall have the meanings given to such terms in Securities and Exchange Commission Regulation S-K, Item 404, as amended from time to time.

#### **IV. Performance Evaluation and Disclosure Obligations**

In addition to the responsibilities presented above, the Chairman of the Committee shall discuss the Committee's performance with each member of the Committee, following which discussions the Chairman shall lead the Committee in an annual evaluation of its performance. The Committee shall examine this Charter on an annual basis to assure that it remains adequate to address the responsibilities of the Audit Committee. Further, the Committee will disclose in each annual proxy statement to its stockholders whether it satisfied the responsibilities during the prior year in compliance with the Charter, and either post its Charter on its website or will disclose a copy of the Charter once every three years either in the annual report to stockholders or proxy statement.