

**CHARTER OF THE NOMINATING AND GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS OF
TFS FINANCIAL CORPORATION**

I. Committee Purpose and Authority

The Nominating and Governance Committee (the "Committee") is appointed by the Board of Directors of TFS Financial Corporation (the "Board") to act on behalf of the Board to exercise general oversight with respect to the governance of the Board and executive succession planning, limited to the responsibilities as detailed below. The Committee will report recommendations to the full board as noted in the Responsibilities section. The Committee may form and delegate authority to subcommittees when appropriate.

II. Committee Responsibilities

The Committee shall have the following responsibilities and the necessary power and authority to carry out such duties and responsibilities:

- a. The Committee, at the direction of the Chairman of the Board ("Chairman"), shall lead the search for individuals qualified to become members of the Board when required to do so. The Committee shall recruit individuals as director nominees based on their business and professional accomplishments, integrity, demonstrated ability to understand the Company's business and willingness to devote the necessary time to the Board duties;
- b. The Committee shall recommend Board composition and qualifications; interview any candidate based on their search or as recommended by shareholders and recommend candidates to the Board for their approval;
- c. The Committee shall evaluate director performance prior to recommending re-election;
- d. The Committee as directed by the Chairman and/or CEO shall work with executive management on succession planning to ensure future leaders are well prepared to progress into new roles promoting long-term Company success and growth;
- e. The Committee shall recommend leadership training for executives and Board leadership as needed focusing on skills like communication, general management and strategic guidance.
- f. In the event of an emergency related to the Chairman and/or CEO and their ability to serve in their roles, the Committee will recommend a detailed emergency succession plan to the full Board;
- g. The Committee will annually review the company's policies and programs as they relate to corporate governance; and recommend any changes to the full Board;
- h. The Committee shall collaborate with the other Committee Chairs to review Committee assignments and work with the Chairman to recommend any changes to the full Board;
- i. The Committee shall review and assess the effectiveness of this Charter at least annually and recommend any proposed changes to the Board;
- j. The Committee may retain Committee advisors at the company's expense, with prior approval of the Chief Financial Officer ("CFO"), to support Committee responsibilities.

III. Committee Structure and Operations

a. Committee Size

- i. The Committee shall consist of at least three independent directors.

b. Committee Member Appointment and Removal

- i. The members of the Committee and the Chair of the Committee shall be recommended by the Chairman and approved by the Board;
- ii. Committee members may be replaced by the Board.

c. Committee Meetings

- i. The Committee shall meet as needed at the direction of the Committee Chair;
- ii. The Committee shall meet upon call by the Committee Chair; and record minutes of such meetings, recording the actions taken and the approvals made;
- iii. Executives, management representatives, third-party service providers, and others, as needed and requested by the Committee, may attend the general and executive session portions of each meeting. However, it is the Committee's intent to maintain regular executive sessions at which executives, management representatives, third-party service providers, and other non-Committee members generally will be excluded;
- iv. The Committee may meet in person or by teleconference, video conference, email, or other means of electronic communication that enable the members to communicate effectively;
- v. A majority of the Committee members will be a quorum;
- vi. The Committee Chair shall call regular meetings of the Committee. Special meetings of the Committee can be called by the Committee Chair, a majority of the members of the Committee, or by the Chairman.

d. Committee Reporting to the Board

The Committee Chair will be responsible for reporting the actions of the Committee annually at the full Board meetings.