

TF FINANCIAL CORPORATION

CHARTER OF THE NOMINATING COMMITTEE

Acting pursuant to Article IV of the Bylaws of TF Financial Corporation (the “Company”), the Board of Directors has established a Nominating Committee (the “Committee”).

Membership:

The Committee will consist of a minimum of three members of the Board of Directors, and each Committee member shall be an independent director as defined in the rules of the Nasdaq Stock Market. Applicable laws and regulations, including the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, the rules and regulations promulgated by the Securities and Exchange Commission, and the rules and regulations of the Nasdaq Stock Market, as they may be amended from time to time, will be followed in evaluating a director’s independence. The members of the Committee will be appointed by and serve at the discretion of the Board of Directors. The Committee will elect a chairman from among its members.

Responsibilities:

The nominating responsibilities of the Committee shall include:

- ◆ Identifying, interviewing, evaluating, and recruiting individuals to be recommended to the Board for selection as the Board’s nominees.
- ◆ Defining specific criteria for Board membership and evaluating all directors and potential nominees based on such criteria to assure that specific talents, skills and other characteristics and qualifications as needed to ensure the Board’s effectiveness are possessed by an appropriate combination of directors.
- ◆ Annually presenting to the Board a list of individuals recommended for selection by the Board as the Board’s nominees for election at the annual meeting of shareholders.
- ◆ Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

Nomination/Appointment Policy:

The Committee believes that it is in the best interest of the Company and its shareholders to obtain highly qualified persons to serve as members of the Board of Directors. The Committee will seek nominees with excellent decision-making ability, business experience, personal integrity and reputation that are knowledgeable about the business activities and market areas in which the Company and its subsidiaries engage.

The process for identifying and evaluating potential Board nominees includes soliciting recommendations from directors and officers of the Company and its wholly-owned subsidiary, Third Federal Bank. Additionally, the Board will consider persons recommended by stockholders of the Company in selecting the Board's nominees for election. There is no difference in the manner in which persons recommended by directors or officers versus persons recommended by stockholders in selecting Board nominees are evaluated.

To be considered in the selection of Board nominees, recommendations from stockholders must be received by the Company in writing by at least 120 days prior to the mailing date of the proxy statement for the previous year's annual meeting. Recommendations should identify the submitting stockholder, the person recommended for consideration and the reasons the submitting stockholder believes such person should be considered. Persons recommended for consideration as Board nominees should meet the director qualification requirements set forth in Article III, Sections 15 to 18 of the Company's Bylaws, which require that (i) directors must be stockholders of the Company and own at least 5,000 shares; (ii) directors of the Company must reside within ninety miles of the Company's main office in Newtown, Pennsylvania; (iii) directors may not serve as a management official of another depository institution or depository holding company as those terms are defined by applicable banking regulations; and (iv) directors must be persons of good character and integrity and must also have been nominated by persons of good character and integrity. Nominations from stockholders should also comply with Article X of the Company's Articles of Incorporation. The Board also believes potential directors should be knowledgeable about the business activities and market areas in which the Company and its subsidiaries engage.

Meetings and Minutes:

The Committee will meet at least once annually to evaluate and make a recommendation to the Board of individuals for selection as the Board's nominees for election at the annual meeting of shareholders and to address the Committee's other areas of responsibility. Additional meetings may occur as the Committee or its Chairman deems advisable. The Committee shall keep regular minutes of the transactions of its meetings and shall cause them to be recorded in books kept for that purpose in the office of the Company.

The Chairman of the Committee, in consultation with the appropriate members of management and staff, may establish the agenda for each Committee Meeting. Each Committee member is free to suggest the inclusion of item(s) on the agenda. Management will be responsible for assuring that, as a general rule, information and data that are important to the Committee's understanding of the matters within the Committee's authority and the matters to be considered and acted upon by the Committee are distributed in writing to each member of the Committee sufficiently in advance of each such meeting or action taken by written consent to provide a reasonable time for review and evaluation of such information and data. Management will make every attempt to see that this material is as concise as feasible, while still providing sufficient information to permit the Committee to be appropriately informed of material matters to be considered at each Committee meeting or other Committee action.

It is recognized that circumstances will arise when it is not feasible to provide information relating to certain agenda items in advance (or at least not very much in advance) of a Committee meeting or an action to be taken by written consent. In such event, reasonable steps shall be taken (which may include extending the length of the Committee meeting to allow more discussion, adjourning the meeting for a brief period to allow directors time to review such information, deferring a vote until a follow-up telephonic meeting, or other measures as appropriate) to permit the Committee members to become reasonably informed as to the matter before voting on it.

Resources and Authority:

The Committee, to the extent authorized by the Board, may use reasonable amounts of time of the Company's internal and independent accountants, internal and outside lawyers and other internal staff and also shall have the authority to hire independent accounting experts, lawyers and other consultants to assist and advise the Committee in connection with its responsibilities. The Committee shall keep the Accounting Department of the Company advised as to the general range of anticipated expenses for outside consultants hired by the Committee.

The Board of Directors shall review this charter at least annually to consider whether any amendments are necessary or appropriate. The Board of Directors may make any changes, alterations, amendments and revisions to this charter as it, in its sole discretion, deems necessary and appropriate.

Adopted on October 27, 2010 – Last Revised 1/25/2012