

# **TFS FINANCIAL CORPORATION**

## **NOMINATING COMMITTEE**

### **POLICY AND PROCEDURES FOR STOCKHOLDER RECOMMENDATIONS FOR DIRECTOR CANDIDATES**

The Committee will consider candidates for director recommended by a stockholder in accordance with the policy and procedures outlined herein.

In reviewing a candidate nominated by a stockholder, the Committee will apply the criteria for candidates generally utilized by the Board of Directors and will consider the additional information referred to below. Stockholders wishing to suggest a candidate for director should write to the Company's Corporate Secretary and should include:

- A statement that the writer is a stockholder and is proposing a candidate for consideration by the Committee;
- The name and address of the stockholder as they appear on the Company's books, and number of shares of the Company's common stock that are owned beneficially by such stockholder (if the stockholder is not a holder of record, appropriate evidence of the stockholder's ownership will be required);
- The name, address and contact information for the candidate, and the number of shares of common stock of the Company that are owned by the candidate (if the candidate is not a holder of record, appropriate evidence of the stockholder's ownership should be provided);
- A statement of the candidate's business and educational experience;
- Such other information regarding the candidate as would be required to be included in the proxy statement pursuant to SEC Regulation 14A;
- A statement detailing any relationship between the candidate and the Company and its affiliates;
- A statement detailing any relationship between the candidate and any customer, supplier or competitor of the Company and its affiliates;
- Detailed information about any relationship or understanding between the proposing stockholder and the candidate; and
- A statement that the candidate is willing to be considered and willing to serve as a Director if nominated and elected.

To be timely, the submission of a candidate for Director by a stockholder must be received by the Corporate Secretary at least 150 days prior to the anniversary date of the proxy

statement relating to the preceding year's annual meeting of stockholders. However, if the date of the annual meeting is advanced more than 30 days prior to or delayed by more than 30 days after the anniversary of the preceding year's annual meeting, to be timely the recommendation for Director must be delivered no later than the close of business on the 10<sup>th</sup> day following the day on which public announcement of the date of such meeting is first made.

The Committee intends to identify nominees by first evaluating the current members of the Board of Directors willing to continue in service. Current members of the Board of Directors with skills and experience that are relevant to the Company's business and who are willing to continue in service are considered for re-nomination. Accordingly, the Committee may choose not to consider an unsolicited recommendation if no vacancy exists on the Board of Directors and the Board does not perceive a need to increase the size, or change the composition, of the Board.