

LEAD DIRECTOR

It is the policy of the Board of Directors of Provident Financial Services, Inc. (the “Company”) that so long as the Chairman of the Board is a member of management or is not otherwise deemed independent under New York Stock Exchange Listing Standards, the Board shall elect an independent director to serve as a Lead Director. The Lead Director shall coordinate the activities of the non-management directors and shall have the following responsibilities:

1. Schedule executive sessions of the non-management independent directors without management present at least twice each year in accordance with the Company’s Corporate Governance Principles and advise the Executive Chairman of the schedule for such executive sessions.
2. With input from the non-management directors, develop agendas for, and preside over the executive sessions. The Lead Director, together with another non-management director will provide the Executive Chairman with timely feedback from the executive sessions where appropriate.
3. Act as the principal liaison between the non-management directors and the Executive Chairman on issues relating to the working relationship between the Board and management, including providing input as to the quality, quantity and timeliness of information provided by management to the Board in order to provide that the conduct of Board meetings allows adequate time for discussion of appropriate issues and that appropriate information is made available to the Board on a timely basis.
4. Provide input to the Executive Chairman regarding Board meeting agendas and meeting materials based on requests from the non-management directors.
5. Serve as the chair of meetings of the Board in the absence of the Executive Chairman and President & Chief Executive Officer.
6. Attend Board committee meetings as a non-member at the invitation of the respective committee chair.

The Board of Directors of the Company may modify this description of the responsibilities of the Lead Director from time to time.