

WSFS FINANCIAL CORP  
Form DEF 14A  
March 26, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No.       )

Filed by the Registrant   
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Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
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WSFS FINANCIAL CORPORATION  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required  
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(3) Filing Party:

(4) Date Filed:

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March 26, 2012

Dear Stockholder:

The WSFS Financial Corporation 2012 Annual Meeting of Stockholders will be held on April 26, 2012 beginning at 4:00 p.m. at the Hotel duPont located at Eleventh and Market Streets in Wilmington, Delaware. Parking validation will be provided for garage or valet parking at the hotel.

At the meeting, stockholders will act on the following matters:

- The election of four directors;
- The ratification of the appointment of KPMG LLP as the independent registered public accountants for the fiscal year ending December 31, 2012;
- An advisory (non-binding) vote on executive compensation; and
- Such other matters as may properly come before the meeting or any adjournment thereof.

All stockholders of record holding shares of WSFS Financial Corporation common stock at the close of business on March 8, 2012 are entitled to vote at the meeting. This proxy statement and the enclosed proxy card were mailed to stockholders on or about March 26, 2012.

Your vote is important regardless of how many shares of WSFS stock you own. Even if you plan to attend the meeting, we urge you to ensure that your shares are represented at the meeting by returning the enclosed proxy card. A return envelope with pre-paid postage is enclosed for your convenience. Mark on your proxy card how you wish your shares to be voted, and please be sure to sign and date your proxy card. Returning your vote by proxy will not prevent you from later voting in person if you do come to the meeting. Please note, however, that if the stockholder of record for your shares is a broker, bank or other nominee and you wish to vote at the meeting, you will need to obtain a proxy issued in your own name from your stockholder of record.

Sincerely,

Marvin N. Schoenhals  
Chairman

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1. About the Annual Meeting

Important Notice Regarding Internet  
Availability of Proxy Materials  
For the Shareholder Meeting to be  
Held on April 26, 2012 at 4:00 p.m.

The Proxy Statement and Annual Report on Form 10-K  
are available at [www.wsfsbank.com](http://www.wsfsbank.com)

What is the purpose of the Annual Meeting?

This proxy statement is being furnished in connection with the solicitation of proxies by the Board of Directors of WSFS Financial Corporation to be used at the 2012 Annual Meeting of Stockholders which will be held at the Hotel duPont, Eleventh and Market Streets in Wilmington, Delaware on April 26, 2012 at 4:00 p.m. The business to be conducted at the meeting is: (i) the election of directors, (ii) the ratification of the appointment of KPMG LLP as our independent registered public accountants and (iii) an advisory (non-binding) vote on executive compensation. There will be four Board seats up for election at this year's meeting and we have nominated the following persons: Anat Bird, William B. Chandler, Jennifer W. Davis and Donald W. Delson. Each has been nominated for a three-year term and each is a current director of WSFS Financial Corporation. You can find information about all of our current directors beginning on page seven.

Why are you sending me a proxy card? What are you going to do with it?

In order to hold the meeting, we need to have present, in person or by proxy, the holders of a majority of WSFS common stock outstanding as of March 8, 2012, which was selected by the Board of Directors as the record date, to determine which stockholders will receive notice of the meeting and be entitled to vote at the meeting. As of that date, there were 8,703,945 shares of WSFS common stock outstanding. We are providing you with a proxy card so that your shares can be counted as present at the meeting and can be voted at the meeting even if you do not attend the meeting in person.

Your shares will be voted in accordance with your instructions on the proxy card to vote either for or to withhold your vote regarding each of the nominees for election as directors; to vote for, against or abstain on the ratification of the appointment of the independent registered public accountants; and to vote for or against or abstain on the advisory (non-binding) vote on executive compensation. If you sign and return the proxy card to us without indicating how you wish to vote, we will vote your shares for each of the nominees, for the ratification of the appointment of the independent registered public accountants and for the resolution approving executive compensation.

For those shares that we have been given a proxy, we will have discretionary authority to vote as we see fit on any procedural matters relating to the conduct of the meeting. Furthermore, in the event that one or more of our nominees is unable to stand for election as the result of an unexpected occurrence, we may vote shares for which we hold a proxy in favor of anyone we select to be a substitute nominee. Alternatively, we may reduce the size of the Board to eliminate the vacancy.



If I hold my shares through a broker, will my broker vote my shares without my instructions?

If you fail to instruct your broker how you want your shares voted, your broker may only use discretionary authority to vote your shares on “routine” matters. The New York Stock Exchange Rules that govern brokers have changed. The election of directors (even if not contested) and the advisory (non-binding) vote on executive compensation are not considered “routine” matters. As such, your broker cannot vote your shares with respect to these proposals if you do not give instructions.

Why did I receive more than one proxy card?

If you hold your shares of WSFS stock in more than one account or name, you will receive multiple proxy cards and you must return a proxy card for each account or name in order to vote all of your shares.

Can I revoke my proxy or change my vote?

Yes. If you are a registered holder of WSFS common stock, you can change your vote at any time by completing and returning a new proxy before the meeting. You may also revoke your proxy by sending a written notice to WSFS Financial Corporation, Attention: Corporate Secretary, WSFS Bank Center, 500 Delaware Avenue, Wilmington, Delaware 19801, or providing written notice in person at the meeting. If you vote by proxy and then attend the meeting, you do not need to vote again in person unless you want to change your prior vote. Attending the meeting in person will not cancel your proxy unless you vote in person at the meeting. Please note that if your shares are not registered in your own name, you will need additional documentation from your broker to vote in person at the meeting.

How many votes does a nominee need in order to be elected?

Directors are elected by plurality vote, meaning that the nominees who receive the greatest number of votes are elected. You may vote for a nominee or you may withhold your vote for a nominee. In a contested election, the number of seats up for election is less than the number of persons nominated. The winning nominees are the ones who receive more votes than the other nominees. In an uncontested election, there are enough seats up for election for all of the nominees, so all will be elected regardless of the number of votes they each receive. It is our policy, however, that in an uncontested election, directors who receive votes in favor of their election which is less than a majority of total votes cast should promptly offer to resign from the Board and request the Board to accept or reject their resignation offer at the Board’s discretion. The Board’s Corporate Governance and Nominating Committee will consider resignation offers and make its recommendation to the full Board. The Board will accept or reject each director’s resignation offer within 90 days.

How many votes do I have?

Each share of WSFS Financial Corporation Common Stock is entitled to one vote. We do, however, permit cumulative voting in the election of directors, meaning that because there are four seats up for election, if you have 100 shares, you have 400 votes to distribute among the nominees as you see fit. You can distribute them equally and cast 100 votes for each nominee or you may give more votes to certain nominees, even giving all 400 votes to a single nominee if you wish. However, you must attend the meeting and vote in person if you want to cumulate your vote for directors.

If you give us a proxy to vote your shares at the meeting, we will distribute your votes among the nominees as we see fit. If you do not want us to use cumulative voting for your shares, you may state that on your proxy card.

How many votes are required to ratify the appointment of the independent registered public accountants?

To be ratified, the appointment of KPMG LLP as our independent registered public accountants must receive a majority of the votes cast on that proposal. Abstentions and broker non-votes are treated as present for quorum purposes only and therefore have no effect on the outcome of the proposal.





What are stockholders being asked to approve regarding executive compensation?

Stockholders are being asked to approve the following resolution:

“Resolved, that the stockholders approve the compensation of the Company’s executives as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission.”

This advisory proposal must receive a favorable vote of a majority of the votes cast on the proposal. Abstentions and broker non-votes are treated as present for quorum purposes only and therefore have no effect on the proposal.

Is the stockholder vote on executive compensation binding on the Company?

This is an advisory vote only. Neither we, nor the Board of Directors, will be bound to take action based upon the outcome. The Personnel and Compensation Committee will consider the vote of the stockholders when considering executive compensation arrangements.

Will members of management and the Board of Directors be at the meeting?

Yes. Our practice is that all members of the Board of Directors and all senior management officers should attend the annual meeting. All directors were present at last year’s annual meeting. We expect that all directors will attend the meeting this year.

Can I ask questions at the meeting?

Yes. We see the annual meeting as an opportunity for stockholders to have access to the Board of Directors and senior management in a public forum, and we invite stockholders to submit questions or comments in advance of the meeting. This is an important part of the process, and we have established a procedure for stockholders to send communications to the Board of Directors as well as to management.

While legal considerations and timing issues may prevent us from answering all questions or addressing all comments, we believe this dialogue is helpful in increasing communication with our stockholders.

Please send questions to:           WSFS Financial Corporation  
Investor Relations  
WSFS Bank Center  
500 Delaware Avenue  
Wilmington, Delaware 19801

or:           stockholderrelations@wsfsbank.com

We will attempt to respond to as many of the questions and comments we receive as possible. Any questions, comments, and responses deemed relevant to the larger shareholder base will be posted on our website at [www.wsfsbank.com](http://www.wsfsbank.com).

The Board of Directors strongly encourages communications from stockholders. Stockholders who wish to send communications to the Board of Directors during the year may do so by writing to the attention of Charles G. Cheleden, Vice Chairman and Lead Director, WSFS Bank Center, 500 Delaware Avenue, Wilmington, Delaware 19801. In addition, all written communications from stockholders received by management are shared with the Board.

If I have a proposal that I want the stockholders to vote on, how do I get it on the agenda for the meeting?

Unfortunately, the deadline has passed for you to give us notice of a proposal to be brought before the stockholders for a vote at the 2012 Annual Meeting of Stockholders. We expect to hold the 2013 Annual Meeting in April 2013 and to mail our proxy statement during March 2013. To get your proposal on the agenda for the 2013 Annual Meeting, you

must give us notice no earlier than November 26, 2012 and no later than December 26, 2012. If you want your proposal to be included in our proxy statement and on our proxy card for the 2013 Annual Meeting, we must receive your proposal by November 26, 2012. All notices and proposals

should be addressed to the attention of the Corporate Secretary, WSFS Financial Corporation, WSFS Bank Center, 500 Delaware Avenue, Wilmington, Delaware 19801.

Can I obtain copies of the proxy statement and related materials over the Internet?

Copies of this proxy statement and the Annual Report on Form 10-K (without exhibits) are available on the Internet at [www.wsfsbank.com](http://www.wsfsbank.com). Stockholders can elect to receive future proxy statements and annual reports over the Internet rather than in printed form. Stockholders of record can make this election either by calling toll-free to (888) WSFSBANK (or (888) 973-7226), by sending an email to [stockholderrelations@wsfsbank.com](mailto:stockholderrelations@wsfsbank.com), or by following the instructions at [www.wsfsbank.com/investor-relations](http://www.wsfsbank.com/investor-relations). Stockholders may request copies of any exhibits to the Annual Report on Form 10-K through our telephone number and email address as well. If you hold your shares in street name, please refer to the information provided by your broker, bank or other nominee for instructions on how to elect to access future proxy materials over the Internet.

## 2. Matters to be Voted on at the Meeting

### Proposal Number 1: Election of Directors

The Board of Directors is divided into three classes, and each class serves for a term of three years. Six directors have a term of office that expires at the 2012 Annual Meeting. Directors Reed and Smith are retiring when their terms expire. In addition, Director Preston, whose term expires in 2013, will be retiring at the 2012 Annual Meeting. The Board of Directors has decided to reduce the size of the Board from 14 members to 11 members, effective as of the completion of the meeting. As such, there are four directorships to be filled at the meeting. The Board of Directors nominated the following four persons for election to three-year terms:

- Anat Bird
- William B. Chandler
- Jennifer W. Davis
- Donald W. Delson

More information about our director nominees can be found beginning on page seven.

The Board of Directors recommends a vote in favor of these nominees.

### Proposal Number 2: Ratification of the Appointment of Independent Registered Public Accounting Firm

KPMG LLP has served as our independent registered public accounting firm since 1994. The Board of Directors has appointed KPMG LLP to continue to be our independent registered public accounting firm for the current fiscal year ending December 31, 2012. The Audit Committee evaluated the selection of KPMG LLP and gave a recommendation to the Board in favor of KPMG LLP. We are asking the stockholders to ratify the Board's decision to appoint KPMG LLP for the 2012 fiscal year.

Representatives of KPMG LLP are expected to be present at the Annual Meeting to respond to appropriate questions and will have the opportunity to make a statement if they desire to do so.

The Board of Directors recommends a vote in favor of the ratification of KPMG LLP as the independent registered public accounting firm.

### Proposal Number 3: Advisory (non-binding) Vote on Executive Compensation

The American Recovery and Reinvestment Act of 2009 (ARRA) includes a provision requiring Capital Purchase Program (CPP) participants, during the period in which any obligation arising from assistance provided under the CPP remains outstanding, to permit a separate shareholder vote to approve the compensation of executives as disclosed pursuant to the compensation rules of the Securities and Exchange Commission (SEC). This requirement applies to any proxy, consent, or authorization for an annual or other meeting of the participant's stockholders. Under this law, the stockholder vote is not binding on the board of directors of the CPP participant, and may not be construed as overruling any decision by the participant's board of directors.

In January 2011, the SEC adopted final rules implementing the provisions of Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank). These rules exempt CPP participants from the requirement of requesting a separate shareholder advisory (non-binding) vote to approve the compensation of executives at least once every three years, because of the annual vote requirement mandated by ARRA.

Therefore, stockholders are being given the opportunity to vote on an advisory (non-binding) resolution at the Annual Meeting to approve the compensation of our executives as described under “Compensation Discussion and Analysis” and tabular disclosure of compensation of the executive officers required to be named on our Summary Compensation Table (the Named Executive Officers) in our 2012 proxy statement and related

material. This proposal, commonly known as a “say-on-pay” proposal, gives stockholders the opportunity to endorse or not endorse our executive compensation.

The purpose of our compensation policies and procedures is to attract, motivate and retain experienced, highly-qualified executives critical to our long-term success and enhancement of stockholder value. The Board of Directors believes our compensation policies and procedures achieve this objective, and therefore recommend stockholders vote “For” the proposal.

Stockholders are being asked to approve the following resolution:

“Resolved, that the stockholders approve the compensation of the Company’s executives as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission.”

This is an advisory vote only. Neither we, nor the Board of Directors, will be bound to take action based upon the outcome. The Personnel and Compensation Committee will consider the vote of the stockholders when considering executive compensation arrangements.

The Board of Directors recommends a vote in favor of the resolution approving executive compensation.

3. Directors and Officers of WSFS Financial Corporation and  
Wilmington Savings Fund Society, FSB

Listed below is information about our directors and executive management officers. Currently, all directors of WSFS Financial Corporation also serve as directors for our subsidiary, Wilmington Savings Fund Society, FSB (which we generally refer to as WSFS Bank). Each director was selected to be a member of the Board based on his or her particular background and expertise. Immediately following the description of each person's background is a description of the particular experience, skills and qualifications that were instrumental in the Corporate Governance and Nominating Committee's determination that he or she should serve as our director. For additional information, see "Our Director Nomination and Selection Process" and "Diversity" on page 41.

Directors: Marvin N. Schoenhals, Anat Bird, William B. Chandler, Charles G. Cheleden, Jennifer W. Davis, Donald W. Delson, Zissimos A. Frangopoulos, Dennis E. Klima, Calvert A. Morgan, Jr., Thomas P. Preston, Scott E. Reed, Claibourne D. Smith, Mark A. Turner and R. Ted Weschler.

Marvin N. Schoenhals, 64, has been Chairman of WSFS Financial Corporation and WSFS Bank since 1992 and a director since 1990. His current term expires at the 2013 Annual Meeting of Stockholders. From 1990 to 2007 he also served as President and Chief Executive Officer. Mr. Schoenhals was a director of the Federal Home Loan Bank of Pittsburgh from 1997 to 2007, serving as their Chairman from 2005 to 2007. He was a member of the Brandywine Mutual Fund's Board of Directors from 1995 to 2006. He currently serves as Chairman of the Board of Burriss Logistics, a privately-owned distributor of frozen and dry foods. Mr. Schoenhals is a trustee and former chairman of the Delaware Public Policy Institute. He is a member and former chairman of the Delaware State Chamber of Commerce and is chairman of the Sunday Breakfast Mission. He is a member of the Delaware Business Roundtable and chairs their Education Committee. Mr. Schoenhals is also chairman of Vision 2015, a Delaware coalition that created and is implementing a plan to make Delaware public education the best in the world by 2015. He serves on the Board of Directors of the Curry School of Education Foundation, University of Virginia. Mr. Schoenhals received the Josiah Marvel Cup Award from the Delaware State Chamber of Commerce, presented annually to honor a Delawarean who has made an outstanding contribution to the state, community and society. In 2004, he was inducted into the Delaware Business Leaders Hall of Fame. Mr. Schoenhals received his undergraduate degree in business administration from the University of Michigan and a Master of Business Administration from the University of Pennsylvania Wharton School of Finance and Commerce. Mr. Schoenhals brings almost 40 years of banking experience, finance, risk management, lending and executive management expertise to the Board.

Anat Bird, 60, became a director of WSFS Financial Corporation in 2010. Her current term expires at the 2012 Annual Meeting of Stockholders. Ms. Bird is President and Chief Executive Officer of SCB Forums, LTD which she founded in 1994. Her banking background includes being President and CEO of California Community Bancshares; Executive Vice President of Wells Fargo Bank; Group Head and Executive Vice President of Norwest Bank; Senior Executive Vice President, Chief Operating Officer and Board Member of Roosevelt Financial Group; and Managing Director in charge of Strategic Planning, Product Development and Management, the Balance Sheet Advisory Group of Marine Midland Bank. She also founded the Financial Institutions Consulting Group at BDO Seidman. Ms. Bird has taught Financial Markets and Institutions at the University of California at Davis and MBA courses at Temple University. She has spoken at over 400 national and regional forums in banking and other industries. In addition to her contribution as a columnist for the American Banker, she contributes articles to other leading industry publications. She serves on the board of directors for MidFirst Bank in Oklahoma City, Oklahoma. She also has served on the Boards of Sterling Bank (2002-2011), Sun Bancorp, Inc. (2008-2009), First Indiana Bank (2002-2007) and AmTrust Bank (2008-2009). Ms. Bird received a BA in International Relations and an MA in International Relations and Psychology from Hebrew University in Jerusalem. She also received an MBA in Finance from American University and a Diploma in Corporate Strategic Planning from the University of Pennsylvania's Wharton School of Business. Ms. Bird brings a broad range of banking experience as well as strategic planning, financial and

executive management experience to the Board.

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William B. Chandler, 60, was appointed a director of WSFS Financial Corporation in 2011. His current term expires at the 2012 Annual Meeting of Shareholders. In 2011, Mr. Chandler became a partner in the law firm of Wilson Sonsini Goodrich & Rosati. Prior to that, he served as Judge on the Delaware Superior Court from 1985 to 1989 and the Delaware Court of Chancery from 1989 to 2011, with the last 14 years of service as Chancellor. Mr. Chandler earned his undergraduate degree in Philosophy and Political Science from the University of Delaware, his Juris Doctor from the University of South Carolina School of Law and his LL.M. from Yale Law School. Mr. Chandler is a member of the American Law Institute, a trustee of the Yale Center for Corporate Governance and the University of Delaware's Weinberg Center for Corporate Governance. He is also a trustee of The University of Delaware. Mr. Chandler brings significant corporate law and governance, administrative management and executive leadership expertise to the Board.

Charles G. Cheleden, 68, has been a director of WSFS Financial Corporation since 1990, serving as Vice Chairman since 1992 and Lead Director since 2004. His current term expires at the 2014 Annual Meeting of Stockholders. He is an Attorney at Law with emphasis on estate planning, trusts, estate settlement and elder law. Mr. Cheleden is the former Chairman and President of Liberty Financial Group, Inc. (an ASE Co.) and Liberty Savings Bank, Philadelphia, PA, which were acquired, and former Chairman of Manor College, Jenkintown, PA and Nazareth Hospital, Philadelphia, PA. Mr. Cheleden earned his undergraduate degree from Villanova University and his Juris Doctor from Temple University Law School. Mr. Cheleden brings legal, risk management, financial and executive management expertise to the Board.

Jennifer W. Davis, 41, has been a director of WSFS Financial Corporation since 2009. Her current term expires at the 2012 Annual Meeting of Stockholders. She has been employed by the University of Delaware since 2008. Currently, she is Vice President for Finance and Administration. In this role she provides leadership for the University's finance, audit, accounting, treasury, budget and human resources functions. Previously, Ms. Davis served as Cabinet Secretary-Director of the Office of Management and Budget for the State of Delaware. She also served the State of Delaware as Budget Director, Deputy Secretary of Education and Associate Secretary of Education for policy and administrative services. She also serves on the Delaware Hospice board. Ms. Davis earned her undergraduate degree in political science and her Master's degree in policy analysis from Pennsylvania State University. Ms. Davis brings knowledge of human resource issues, as well as finance, risk management and executive leadership expertise to the Board.

Donald W. Delson, 60, has been a director of WSFS Financial Corporation since 2009. His current term expires at the 2012 Annual Meeting of Stockholders. Since February 2009, he had been a Senior Advisor for Keefe, Bruyette & Woods, Inc., a New York investment banking firm. He retired in September 2011. From 1997 to 2009, he was a Managing Director of the Investment Banking Division, Keefe, Bruyette & Woods, Inc. responsible for mergers and acquisitions and raising capital for banks and thrifts. His past employment also includes being a Managing Director, Investment Banking Division, for Alex. Brown & Sons, Inc. Prior to that, he was an attorney with Morgan Lewis & Bockius in Philadelphia, PA. He is Vice Chair for The Chester Fund for Education and the Arts, co-publisher of the Swarthmorean, Inc. (a weekly newspaper), member of the Finance Committee for Crozer Keystone Health System. In addition, he is a director of the Swarthmore Co-op (a food market) and serves as a director of Resource America, Inc. Mr. Delson received his A.B. from Brown University, his Master's in Business Administration from Harvard Business School and his Juris Doctor from the University of Virginia. Mr. Delson brings legal, financial, and executive leadership expertise to the Board.

Zissimos A. Frangopoulos, 67, has been a director of WSFS Financial Corporation since 2010. His current term expires at the 2014 Annual Meeting of Stockholders. He is the retired President and Chief Executive Officer of Christiana Bank & Trust Company where he served from 2002 until December 3, 2010. He had been a member of their Board of Directors since 2001. He was also a director and Vice Chairman of the Board of National Penn Wealth Management, N.A. and earlier served on the board of National Penn Bank, N.A. Prior to joining Christiana, Mr.

Frangopoulos had a 30-year career that spanned commercial and investment banking in New York and London with Chemical Bank and successor companies. At the time of his retirement in 1999 he was Managing Director in charge of the Financial Institutions Division in the Global Investment Banking Group at Chase Securities advising other banks, finance companies and investment management firms. He served as the Treasurer of Chemical New York Corporation and during his 10 years as financial executive he was involved in all aspects of financial management including strategic planning, mergers and acquisitions, capital raising, investor relations and regulatory relations. Earlier, he was the Managing Director and Chief Executive

Officer of Chemical Bank International Ltd., Chemical's merchant bank in London where the business included global loan syndication, advisory and Eurobond activities. Mr. Frangopoulos has served on the Board of Cancer Care Connection, Inc. in Wilmington, Delaware. He also served on the Finance Committee of Winterthur Museum. Mr. Frangopoulos earned his BA degree from Yale University and holds a Master's of Business Administration degree from Columbia University. He brings over 40 years of banking, trust, finance, risk management and executive leadership experience to the Board.

Dennis E. Klima, 67, has been a director of WSFS Financial Corporation since 2004. His current term expires at the 2014 Annual Meeting of Shareholders. He is the retired President and CEO of Bayhealth, Inc., and Chairman, President and CEO of Bayhealth Medical Center. Mr. Klima was an assistant to the administrative officer at the National Naval Medical Center from 1968 to 1971 and worked with the Department of Defense as a Naval Department representative on the new generation of military hospitals study. From 1971 to 1974 he was Assistant Director of Duke University Hospital and from 1974 to 1980 was Associate Administrator at The Memorial Hospital at Easton, Maryland. In 1980, he joined the Kent General Hospital as Executive Director and CEO and was named President in 1985. In 1990, Mr. Klima became President and CEO of the Central Delaware Health Care Corporation and Chairman of the subsidiary Kent General Hospital Board of Directors. From 1997 to 2009, he served as President/CEO and Chairman of the Board of Bayhealth Medical Center. He is a Life Fellow of the American College of Healthcare Executives, an Advanced Member in the Healthcare Financial Management Association and a Life Member of the American Hospital Association. He is a past president of the Central Delaware Chamber of Commerce, served as co-chair of the Central Delaware Economic Development Council and, since 2008, has served as Chairman of the Kent Economic Partnership, Inc. Mr. Klima earned his undergraduate degree in Finance from the University of Illinois and a Master of Hospital Administration from Duke University. Mr. Klima brings finance, administrative leadership and executive leadership expertise to the Board.

Calvert A. Morgan, Jr., 63, has been a director of WSFS Financial Corporation since 2004 and Vice Chairman of WSFS bank since 2006. His current term expires at the 2013 Annual Meeting of Shareholders. He is the retired Chairman, President and Chief Executive Officer of PNC Bank, Delaware. Mr. Morgan joined the Bank of Delaware (predecessor of PNC Bank, Delaware) in 1970. He advanced through various management positions and became President and Chief Operating Officer in 1987. He was elected Chief Executive Officer in 1989 and Chairman in 1990. Mr. Morgan also served as a member of the Management Committee of PNC Financial Services Group, Inc. for several years. He is a longtime member of the Delaware Economic and Financial Advisory Council, which provides budgetary advice to the Governor and General Assembly of the State of Delaware. He is a former board member and past chairman of the Delaware Bankers Association and served on the boards of the United Way of Delaware and the Delaware State Chamber of Commerce. He also serves as a director of Chesapeake Utilities Corporation. Mr. Morgan received his undergraduate degree in business administration from the University of Delaware and is a graduate of the National Commercial Lending School at the University of Oklahoma. Mr. Morgan brings over 40 years of banking experience, trust, finance, risk management, lending and executive leadership expertise to the Board.

Thomas P. Preston, 65, has been a director of WSFS Financial Corporation since 1990 and will be retiring at the 2012 Annual Meeting of Stockholders. In October 2010, Mr. Preston was appointed General Counsel for Delaware State University. From 2003 to September 2010, he was a partner in the Corporate Litigation Group of the law firm of Blank Rome, LLP and was managing partner for their Wilmington, Delaware office. Prior to joining Blank Rome, he served in a similar capacity for the law firm of Reed Smith LLP from 2000 to 2003. He began his legal career in 1975 at the Philadelphia and Wilmington offices of the law firm of Duane, Morris & Heckscher LLP. Mr. Preston is a founding member of the Delaware chapter of the American Board of Trial Advocates. He was Chairman of the Board of St. Francis Hospital and is a member of the Board of Trustees of the Tatnall School. Mr. Preston was also co-general counsel for the national governing body of U.S. Lacrosse. Mr. Preston received his undergraduate degree in American Studies from Yale University and his Juris Doctor from the University of Virginia-School of Law. Mr. Preston brings legal, administrative management and executive leadership expertise to the Board.

Scott E. Reed, 63, has been a director of WSFS Financial Corporation since 2005. His current term expires at the 2012 Annual Meeting of Stockholders at which time he will be retiring from the Board. He is the retired Senior Executive Vice President and Chief Financial Officer of BB&T Corporation, Winston-Salem, North

Carolina. Mr. Reed joined BB&T in 1972. During his career he served as a business loan officer, branch manager, credit analysis director, manager of the Research and Statistics Department and manager of the Finance and Control Division. As CFO, a position he held from 1981 to 2005, he oversaw the Financial Group which included Legal, Accounting and Financial Reporting, Shareholder Reporting and Financial Projects, Corporate Finance and Strategic Planning, Government Affairs and Public Policy, Corporate Taxation and Investor Relations. He received his undergraduate degree in mathematics from Wake Forest University and his MBA from the University of North Carolina at Chapel Hill. He also is a graduate of the Stonier Graduate School of Banking, Rutgers University. Mr. Reed has been honored by several civic groups for his active participation and leadership. He currently serves as a member of the Board of Visitors of the Wake Forest University Schools of Business. Also, he teaches business and leadership in Russia, the Ukraine, and Jordan. Mr. Reed serves on the Board of Directors of Troika International and works through LEAD International teaching business courses. He is the past chair of NCFREE (North Carolina Foundation for Research and Economic Education). Mr. Reed brings over 30 years of banking experience, accounting, auditing, finance, lending, risk management, administrative leadership and executive leadership expertise to the Board.

Claibourne D. Smith, PhD, 73, has been a director of WSFS Financial Corporation since 1994. His current term expires at the 2012 Annual Meeting of Stockholders at which time he will be retiring from the Board. In 1998, he retired as Vice President, Technology and Professional Development and Vice Chairman, Corporate Educational Aid for E.I. DuPont de Nemours & Company, Incorporated. He joined DuPont in the Central Research and Development Department and held a number of management positions in Research and Development, Sales, Marketing and Business Management. He held the position of Director of Marketing Liaison and Vice President, Marketing in Corporate Plans Department. Before his retirement, Dr. Smith administered and coordinated DuPont's Corporate Educational initiatives and was responsible for manpower planning and development for the Central Research and Development function. He served on the Tuck Board of Overseers, Tuck School of Business at Dartmouth College and as President of the Board of Directors for the Delaware Foundation on Science and Math Education. He was also a member of the Delaware State Board of Education. Dr. Smith recently served as Acting President of Delaware State University and is currently Chairman of their Board of Trustees. Dr. Smith earned his Bachelor's Degree and Master's Degree in Chemistry from the University of Denver and his Ph.D. in Organic Chemistry from the University of Oregon. Dr. Smith brings marketing, human resource, administrative management and executive leadership expertise to the Board.

Mark A. Turner, 48, has been a director of WSFS Financial Corporation since 2007. His current term expires at the 2014 Annual Meeting of Stockholders. He has been President and Chief Executive Officer, WSFS Financial Corporation and WSFS Bank since 2007. Mr. Turner was previously both the Chief Operating Officer and the Chief Financial Officer for WSFS. Prior to joining WSFS, his experience included working at CoreStates Bank and Meridian Bancorp. Mr. Turner started his career at the international professional services firm of KPMG, LLP where he earned his CPA. He received his Bachelor's Degree in Accounting and Management from LaSalle University, his MBA from the Wharton School of the University of Pennsylvania and his Master's Degree in Executive Leadership from the University of Nebraska. Mr. Turner has also participated in other meaningful executive development programs, including at the National Training Labs; The Soderquist Ethical Leadership program; Gallup University, including sessions at Toyota University; The Aspen Institute; the Buckley School for public speaking; the Authentic Leadership Institute; and Academy Leadership. He has also studied foreign business practices in Argentina and China. As a local business person, Mr. Turner believes being active in business, civic and community activities is integral to our goals, his growth and his performance. Among other organizations, he has served as Chairman of the Board of the Delaware Bankers Association, the Vice Chairman of the Board of the Delaware Business Roundtable, the Executive Committee of the Board of the Delaware State Chamber of Commerce, director of the Delaware Association of Nonprofit Agencies and director of First State Innovation. Mr. Turner brings many years of banking, finance, accounting, auditing, risk management, administrative leadership and executive leadership expertise to the Board.

R. Ted Weschler, 50, has been a director of WSFS Financial Corporation since 2009. His current term expires at the 2013 Annual Meeting of Stockholders. He also served as a director of WSFS Financial Corporation from 1992 to 2007. Since early 2012, Mr. Weschler has served as an investment manager of Berkshire Hathaway, a diverse enterprise involved in activities including property and casualty insurance and reinsurance, freight rail transportation, finance, manufacturing, retailing and services. Prior to joining Berkshire Hathaway, Mr.

Weschler served as the Managing Partner of Peninsula Capital Advisors, LLC which he formed in 1999. Peninsula managed a pool of capital that, on behalf of its clients, made substantial long-term investments in publicly-traded companies possessing both strong prospects and outstanding management teams. In 1989, Mr. Weschler was founding partner of Quad-C, a private equity firm. Prior to that, he spent six years with W.R. Grace & Co. holding several positions, including Assistant to J. Peter Grace, Assistant to the Vice Chairman, as well as several capacities within their Corporate Development Group. Mr. Weschler received his B.S. in Economics with concentrations in finance and accounting from The Wharton School of the University of Pennsylvania. Mr. Weschler brings finance, market, investment, economics and executive leadership expertise to the Board.

Executive Management Who Are Not Directors:

Peggy H. Eddens, 56, has been Executive Vice President, Human Capital Management Department for WSFS Bank since 2007. From 2003 to 2007 she was Senior Vice President for Human Resources and Development for NexTier Bank, Butler, PA. Prior to that, she held several positions with Mellon Bank and Citizens Bank.

Stephen A. Fowle, 46, has been Executive Vice President and Chief Financial Officer of WSFS Financial Corporation and WSFS Bank since 2005. From 2000 to 2004 he was Chief Financial Officer at Third Federal Savings and Loan Association of Cleveland, MHC. From 1994 to 2000, Mr. Fowle was Vice President of Corporate Finance at Robert W. Baird & Co., Incorporated in Milwaukee, WI, a regional investment banking firm.

Paul Geraghty, 58, has been Executive Vice President and Chief Wealth Officer of WSFS Financial Corporation and WSFS Bank since August 2011. Prior to that, Mr. Geraghty was President and CEO of Harleysville National Corporation from 2007 to 2010 and Executive Vice President of National City Corporation in Cleveland from 2004 to 2007.

Thomas Kearney, 64, has been Executive Vice President since March 2011. Mr. Kearney is in charge of all risk oversight functions for WSFS Financial Corporation. Mr. Kearney joined the Company in 1998 and previously served as Senior Vice President and Corporate Auditor.

Rodger Levenson, 50, has been Executive Vice President and Director of Commercial Banking for WSFS Bank since 2006. From 2003 to 2006 Mr. Levenson was Senior Vice President and Manager at Citizens Bank and from 1986 to 2003 he held a number of positions at Wachovia Bank.

S. James Mazarakis, 54, has been Executive Vice President and Chief Technology Officer for WSFS Bank since 2010. From January 2009 to February 2010 Mr. Mazarakis was a principal in Techvizion, a consulting firm specializing in technology strategies. From that role, he served as our interim Chief Technology Officer from May 2009 to February 2010. From 2005 to 2008, he was Chief Information Officer for T. Rowe Price Associates and from 2002 to 2005 he was Business Information Officer – Shared Services for Capital One Financial Corporation.

Richard M. Wright, 59, has been Executive Vice President and Director of Retail Banking and Marketing for WSFS Bank since 2006. From 2003 to 2006 Mr. Wright was Executive Vice President, Retail Banking and Marketing for DNB First in Downingtown, PA.

Section 16(a) Beneficial Ownership Reporting Compliance

Our officers and directors are required to file forms with the Securities and Exchange Commission (the SEC) to report changes in their ownership of WSFS Financial Corporation Common Stock. The forms must be filed with the SEC generally within two business days of the date of the trade. To our knowledge, there were two late filings during 2011. Mr. Geraghty was late in reporting a grant of 2,500 stock options in September 2011 and Mr. Kearney was late in reporting a cashless exercise of 1,000 stock options in November 2011.





## Ownership of WSFS Financial Corporation Common Stock

The number of shares of our Common Stock owned by the directors and executive officers as of March 8, 2012, the record date set for the 2012 Annual Meeting of Stockholders, is shown below. The table also shows the amount of their shares as a percentage of all of the shares of our Common Stock outstanding.

Shares that these individuals could acquire by exercising stock options and warrants are included in the amounts shown. The individuals do not all have the same number of grants, and the different amounts are shown in the table below. Only grants that are currently exercisable or that will become exercisable in the next 60 days have been treated as though they have been exercised and the individual owns those shares.

|   | Number of Shares<br>(Including Exercisable<br>Options and Warrants) 1 | Percentage of our<br>Common Stock<br>Outstanding |
|---|---|--|
| <b>Directors:</b>   |   |  |
| Marvin N. Schoenhals  | 138,210   | 1.58%  |
| Anat Bird   | 1,015   | 0.01%  |
| William B. Chandler   | 461   | 0.01%  |
| Charles G. Cheleden   | 19,955  | 0.23%  |
| Jennifer W. Davis   | 3,848   | 0.04%  |
| Donald W. Delson  | 2,359   | 0.03%  |
| Zissimos A. Frangopoulos                                    | 2,143   | 0.02%  |
| Dennis E. Klima   | 11,405  | 0.13%  |
| Calvert A. Morgan, Jr.                                      | 17,055  | 0.20%  |
| Thomas P. Preston   | 17,392  | 0.20%  |
| Scott E. Reed   | 8,105   | 0.09%  |
| Claibourne D. Smith   | 14,385  | 0.17%  |
| Mark A. Turner  | 102,771   | 1.18%  |
| R. Ted Weschler   | 650,544   | 7.36%  |
| <b>Executive Officers:</b>                                  |   |  |
| Peggy H. Eddens   | 13,734  | 0.16%  |
| Stephen A. Fowle  | 22,860  | 0.26%  |
| Paul Geraghty   | 154   | 0.00%  |
| Thomas Kearney  | 13,160  | 0.15%  |
| Rodger Levenson   | 18,638  | 0.21%  |
| S. James Mazarakis  | 9,931   | 0.11%  |
| Richard M. Wright   | 20,546  | 0.24%  |
| Directors and Executive Officers as a<br>group (21 persons) | 1,088,671   | 12.09%   |

1 Includes exercisable options for each of the individuals as follows: Schoenhals: 56,400, Bird: 0, Chandler: 0, Cheleden: 6,842, Davis: 0, Delson: 0, Frangopoulos: 0, Klima: 3,842, Morgan: 8,842, Preston: 7,642, Reed: 2,842, Smith: 6,842, Turner: 40,550, Weschler: 0, Eddens: 8,930, Fowle: 9,010, Geraghty: 0, Kearney: 7,794, Levenson: 6,250, Mazarakis: 1,500, and Wright: 6,300. Also includes exercisable warrants of 129,310 for Mr. Weschler.



1. Compensation

Compensation Discussion and Analysis

|  |    |
|--|----|
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## Forward-Looking Statements

This Compensation Discussion and Analysis, contains estimates, predictions, opinions, projections and other statements that may be interpreted as “forward-looking statements” as that phrase is defined in the Private Securities Litigation Reform Act of 1995. Such statements include, without limitation, references to our financial goals, management’s plans and objectives for future operations, financial and business trends, business prospects, and management’s outlook or expectations for earnings, revenues, expenses, capital levels, liquidity levels, asset quality or other future financial or business performance, strategies or expectations. Such forward-looking statements are based on various assumptions (some of which may be beyond our control) and are subject to risks and uncertainties (which change over time) and other factors which could cause actual results to differ materially from those currently anticipated.

Such risks and uncertainties include, but are not limited to, those related to the economic environment, particularly in the market areas in which we operate; the volatility of the financial and securities markets, including changes with respect to the market value of financial assets; changes in market interest rates, changes in government regulation affecting financial institutions, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules being issued in accordance with this statute and associated potential expenses; changes resulting from our participation in the CPP including additional conditions that may be imposed in the future on participating companies; and the costs associated with resolving any problem loans and other risks and uncertainties, discussed in our documents filed with the Securities and Exchange Commission from time to time.

Forward looking statements are as of the date they are made, and we do not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by us or on our behalf.

## Executive Summary

Our Personnel and Compensation Committee (the “Committee”) provides Board oversight and guidance for executive compensation and related benefits. To assist with their responsibilities, the Committee regularly receives reports and recommendations from its independent consultants, Chase Comp Group. Our executive compensation program is designed to reflect a pay-for-performance culture and align the interests of senior management with our shareholders and our long-term success. A significant portion of the executives’ compensation opportunity is contingent on our absolute performance as well as our performance relative to peers.

During 2011, the Committee reviewed an analysis conducted by our Senior Risk Officer (SRO) and concluded that our compensation program is balanced and does not motivate imprudent risk taking. One way we can determine if our programs reflect the interests of our shareholders is through their non-binding vote, which we take into careful consideration for future executive compensation decisions. In 2011, by their advisory (non-binding) vote, shareholders overwhelmingly approved the compensation of our executives. The following Compensation Discussion and Analysis provides an explanation of our executive compensation programs.

## 2011 – Overview

The Committee cautiously anticipated a year of economic stability and signs of recovery when deciding executive compensation levels for 2011. Similar to other community banks throughout the country, we continued to feel the effects of increased regulatory requirements and a sluggish economy. We continue to learn as we weather through this current economic environment, and we remain focused on our strategic plan.

During 2011, there was a significant disruption in our market as the largest Delaware-headquartered bank (and a major competitor of ours) was acquired by an out-of-state regional bank. There were several community bank consolidations

in our Pennsylvania footprint as well. Also, a regional bank in our market (Delaware and Pennsylvania) was merged into a major U.S. banking institution. This change in market competitors gave us an

unprecedented opportunity to capture market share and to leverage the unique value of local leadership and decision making for our community and customers.

In the midst of this market change, we recognized the opportunity and launched Project Great, an initiative aimed at growing our market share and hiring exceptional talent into our organization. We firmly believe we have become a better organization for having gone through, and learned from, this prolonged economic downturn.

Amid the financial and economic challenges, we were named by Wilmington's The News Journal as a top five "Best in Business" for the sixth year in a row. For the third year in a row this independent survey ranked us as the Top Workplace in the State of Delaware. For the third year in a row The News Journal recognized our executive leadership for special awards. Independent survey results of our customers continue to score us as "world class" in service and engagement, firmly in the top ten percent of all companies in the world surveyed by Gallup, Inc. We were also named the #1 Bank in Delaware as voted by the Reader's Choice Survey, administered by The News Journal. Public recognition for our Bank is one affirmation that even during challenging times our business model is effective.

Our 2011 compensation practices were consistent with our long-term focus which, over the past decade, has produced a positive return to our owners. An investment of \$100 in WSFS common stock in 2002 was worth \$225 at December 31, 2011. By comparison, \$100 invested in the Dow Jones Total Market Index in 2002, was worth \$118 at December 31, 2011 and \$100 invested in the Nasdaq Bank Index in 2002 was worth \$97 at December 31, 2011.

Consistent with this long-term focus, we set high, measurable goals. We are accountable for achieving those goals and have a competitive "pay-for-performance" philosophy. Our executive incentive compensation plans (which includes our Management Incentive Plan (MIP), covering our Named Executive Officers (NEOs)), have: (i) focused on measures that are traditionally important to shareholders, (ii) incorporated industry peer comparisons, (iii) did not promote inappropriate risk, and (iv) used fundamental indicators of our performance, growth and health. These measures are: Earnings Per Share (EPS) growth, Return on Average Assets (ROA) and Return on Average Equity (ROE). While asset quality is not a formal metric, we believe it is indirectly measured in these goals and our regulatory exams. In addition, some of our individual goals for our executives in our MIP are tied to asset quality. Our formula-based awards calculations start by comparing ourselves to a group of similar peers (all publicly-traded banks and thrifts of \$1 to \$5 billion in asset size) and our goals are set high. For example, we only achieve "Threshold," or minimum awards if we achieve performance at the 40th percentile of that group's results on all three measures. "Maximum" awards are achieved if we reach the 75th percentile of that group's performance. For a discussion of the changes we made to the MIP computation for 2012, see page 25.

According to our compensation consultants, our compensation plans incorporate evolving industry-recognized "best practices" in compensation and are consistent with our corporate strategy and long-term goals. They include competitive pay-for-performance standards that increasingly reward executive management with restricted stock or restricted stock units (RSUs) for superior absolute performance, as indicated by reaching annual ROA targets. Under our incentive compensation plans, these RSUs are awarded only if these tiers are reached before the end of the measurement period, then vest over not less than four years. Vesting over at least four years means these awards do not inure to the benefit of the NEO immediately, but over an extended period of time. Likewise, the cost of such awards are spread over an extended period, with a provision that awards granted to NEOs subject to TARP restrictions will not fully vest as long as the Treasury continues to hold an equity investment in us through their Capital Purchase Program. In addition, the corporate performance portion of the executives' standard annual incentives (which are granted based on how our performance compares to our peer group and individual goals) are decreased, pro-rata, to the extent our annual corporate ROA is less than 1.0%. For example, if our ROA was .75% in any year, the Company-wide performance portion of the incentives granted would be only 75% of the normal formulaic amount.

In 2011, our performance continued to be affected by the prolonged economic downturn, but showed significant improvement compared to the prior year. We recorded an ROA of 0.56%, an ROE of 5.96%, and EPS of \$2.28,



a growth in EPS of 56.20% over 2010. Our 2011 results averaged at the 48th percentile of our peer group. As a reflection of these results, our performance plans produced the following impact on executive compensation:

1. Variable pay, including equity awards and bonuses were granted to the NEOs as permitted under the Management Incentive Plan (MIP) document and in consideration of TARP requirements.
2. Market adjustment increases to base salaries for NEOs for 2012 (See “Base Salaries” on page 21).
3. Consistent with our performance, total compensation for 2011 showed improvement from 2010.

Considering the total mix of compensation, we believe these actions above are: (1) reasonable, (2) consistent with pre-established pay-for-performance plans, (3) aligned with our compensation peer group and (4) consistent with our 2011 results, both in absolute terms, and in comparison to prior years’ results and incentives. In addition, they are compliant with TARP limitations, where applicable.

#### Outlook for 2012

The economy is showing modest signs of stabilization and recovery, and we see the evidence of that in the behaviors of our customers and local businesses.

We are now the oldest and largest bank and trust company headquartered in Delaware. As a result, we feel a heightened sense of responsibility to the communities we serve. With the recent out-of-market acquisitions mentioned above, we are the only bank in Delaware of size with local leadership and local decision-making.

In light of TARP executive compensation restrictions, management discussed with the Committee their concerns, specifically, the risks posed to our organization with regard to motivating and retaining our executive team. Pursuant to that dialogue, the Committee engaged the Chase Comp Group in late 2011 to conduct an in-depth compensation study and to make recommendations for our NEOs for 2012. Our consultant’s evaluation confirmed the concerns expressed earlier and supported the thoughtful process undertaken by management. The Committee concluded it would retain the same compensation elements for 2012 as it did for 2011. The Committee approved recommendations made by management and the consultant, which are discussed under the section entitled Measuring Actual Performance and Calculating Incentive Payments. The components of 2011 executive compensation were: base salary, bonus and long-term incentive compensation, primarily in the form of restricted stock.

#### Named Executive Officers (NEOs)

As shown below, there were no changes to our list of NEOs from those reported in our proxy last year.

| Named Executive Officers  |   |
|---|---|
| 2011  | 2010  |
| Mark A. Turner – President and Chief Executive Officer                        | Mark A. Turner – President and Chief Executive Officer                        |
| Stephen A. Fowle – Executive Vice President and Chief Financial Officer       | Stephen A. Fowle – Executive Vice President and Chief Financial Officer       |
| Rodger Levenson - Executive Vice President and Director of Commercial Banking | Rodger Levenson - Executive Vice President and Director of Commercial Banking |

|   |   |
|---|---|
| S. James Mazarakis – Executive Vice<br>President and<br>Chief Technology Officer                | S. James Mazarakis – Executive Vice<br>President and<br>Chief Technology Officer                |
| Richard M. Wright – Executive Vice<br>President and<br>Director of Retail Banking and Marketing | Richard M. Wright – Executive Vice<br>President and<br>Director of Retail Banking and Marketing |

#### Executive Compensation Restrictions Under TARP Guidelines

Our CEO, CFO and three of our most highly compensated senior executive officers (SEOs) voluntarily executed SEO Waiver Forms and SEO Letter Agreements in connection with our participation in the United States Treasury's TARP Capital Purchase Program (CPP). By executing these documents, the SEOs waived any claims they may have as individuals against the Treasury as a result of modifications to their existing compensation arrangements that are made or will be made in order to be in compliance with Section 111 of the Emergency Economic Stabilization Act (EESA). Section 111 of EESA was amended in its entirety with the enactment of the American Recovery and Reinvestment Act of 2009 (ARRA) in February 2009.

Such modifications on executive compensation matters, based on the provisions of EESA and the ARRA, include: (i) ensuring that incentive compensation for the SEOs do not encourage unnecessary and excessive risks that threaten our value; (ii) requiring a "clawback" of any bonus or incentive compensation paid to an SEO based on statements of earnings, gains or other criteria that are later proven to be materially inaccurate, (iii) agreeing we would not deduct for tax purposes executive compensation in excess of \$500,000 in a tax year for each SEO; and (iv) agreeing that no severance payments may be made to the SEOs during the period in which the U.S. Treasury holds its equity investment in us (other than any warrants previously issued). In addition, no bonus, retention or incentive compensation may be paid to, or accrued for, at least the five most highly compensated employees, except for such compensation in the form of: (i) long-term restricted stock that do not fully vest during the period in which the U.S. Treasury holds its equity investment in us; (ii) has a value not greater than one-third of the total amount of annual compensation of the Associate receiving the stock; and (iii) other terms and conditions as the Treasury Secretary may determine are in the public interest.

#### Compensation Philosophy

Our general compensation philosophy remained unchanged from 2010 to 2011:

- We strive to be competitive in base pay, with salaries targeted at the median of banking peers comparable to our asset size, allowing for exceptions in exceptional circumstances.
- We structure our incentive system to provide rewards for performance that reflect our strategic plan and balances executives' focus on both annual goals and the long-term success of the bank, without creating undue risk.
- Our total compensation for expected performance levels is targeted at the median of our peers. For exceptional performance, we would provide total compensation that compares to levels at or above the 75th percentile of our peers.

Our goal is to be a high performing company, thus we have designed our compensation package toward attracting and retaining quality individuals, and motivating and rewarding them for strong performance.

#### The Role of the Personnel and Compensation Committee of the Board of Directors

The Personnel and Compensation Committee ("the Committee") serves the full Board of Directors by providing oversight and guidance with respect to personnel and compensation policies and practices. Also, the Committee provides oversight to management so that we create and maintain competitive programs which attract, develop, motivate, reward and retain Associates committed to superior performance and the highest professional and ethical standards. The Committee ensures that personnel and compensation policies support our strategic mission and comply with all applicable legal and regulatory requirements. They also review and consider the results of shareholders' advisory votes on executive compensation.

Generally, the role of the Committee is threefold: (1) approve action items for which it has sole authority; (2) recommend certain action items to the Corporate Governance and Nominating Committee for approval, and (3) recommend to the Board for approval, action items which are outside its sole authority. Some specific responsibilities of the Committee in the aforementioned categories are listed below.

Action items that the Committee has the authority to approve:

- Performance evaluations, salary adjustments, bonuses, stock options, perquisites for any officer other than the President and CEO.
- Incentive plan design, including criteria, formula computation and calculation of award amounts, such as cash payouts, restricted stock and stock option awards for all officers other than the CEO and President.

- Adoption, administration and expense of certain Associate benefit plans and programs including 401(k) amendments, technical corrections and certain discretionary contributions.
- Payment of additional year-end contributions in lieu of deferred compensation plans for any officer other than the President and CEO.
- Engagement of compensation consultants (selection, negotiate terms and related fees) to assist in matters regarding executive and Board related compensation.
- Fees for Board advisors, Lead Director and committee chairs; oversee election of committee chairs.

Action items that the Committee recommends to the Corporate Governance and Nominating Committee for approval:

- All Board and related compensation.

Action items that the Committee recommends to the Board for approval:

- Policies and committee charter, including but not limited to Equal Employment Opportunity and Affirmative Action, Severance and Change of Control, the Management Compensation Policy, the Business (Luxury) Expenditures Policy, the Personnel and Compensation Charter.
- Board and management stock ownership and guidelines.
- All TARP compliance and disclosure matters, including but not limited to compensation and incentive plan reviews and risk assessments, clawback provisions, other filed requests and annual narrative.
- Compensation Discussion and Analysis (CD&A), compensation risk assessment and Compensation Committee report portions of the proxy.
- Any compensation action for the President and CEO (salary increases, bonuses, stock grants, perquisites, etc.).
- Any compensation action (fees, stock awards, etc.) for the Chairman of the Board.

#### The Role of Management in Executive Compensation

Our CEO and the head of our Human Capital Management Department provide recommendations for the Committee's consideration and manage our compensation programs and policies. Their activities include:

- Assisting the Personnel and Compensation Committee and their independent compensation consultant as requested, with executive compensation reviews, incentive program designs, risk assessments of compensation programs and preparation for meetings.
- Based upon data provided by the Committee, reviewing compensation programs for competitiveness and aligning compensation programs with our strategic goals.
- Recommending changes to compensation programs to the Committee, where appropriate.
- Recommending pay levels and incentive plan payments for NEOs, except for the CEO.

The CEO excuses himself from all Committee discussions of his compensation level. As a practical matter, he may discuss the formula by which his and other executives' incentive compensation is structured, but does not participate in decisions regarding changes to his own compensation.

#### The Role of Consultants

In 2011, the Committee worked with ChaseCompGroup LLC, an independent executive compensation consulting firm specializing in the financial services industry. The Committee engaged them in the fourth quarter of 2011 to perform a comprehensive executive compensation study. ChaseCompGroup reports directly to the Committee and does not provide any non-compensation related services or products to the Committee or to us. The Committee has worked with the same consultant since 2007 under previous firm names. Over these years the consultant has provided the Committee with advice on market competitive pay for executives and directors. In addition to executive benchmark analyses, ChaseCompGroup has assisted us with the executive annual and long-term incentive programs, and has provided guidance to the Committee on TARP restrictions, compliance and industry best practices. In 2011, the aggregate amount paid to our independent compensation consultant was less than \$50,000.



### Peer Groups and Benchmarking

Approximately every three years, the Committee engages an independent consultant to conduct a formal review of our executive compensation program. As mentioned above, the most recent comprehensive review was conducted in late 2011 by Chase Comp Group. The Committee requested this review to assess competitive compensation levels for its executives and the Board. Although there are certain limitations and restrictions applicable to our executive compensation programs while we participate in the Treasury's TARP program, the Committee wanted to assess base salary levels and total compensation to determine appropriate compensation levels and review compensation programs.

When benchmarking compensation and setting performance goals for incentive plans, the Committee uses two peer groups:

- The Compensation Peer Group ("CPG") provides a targeted assessment of the compensation practices for publicly traded peer companies, as we cannot readily obtain compensation data from private companies. The CPG allows us to compare our compensation to other banks that have a similar business model, size and geographic locations and helps us align base compensation, incentives and equity awards with our compensation philosophy.
- The Performance Peer Group ("PPG") provides a broader, national perspective of banks in the \$1 to \$5 billion asset size, both public and private. We use the PPG to set appropriate bank-wide financial goals, drawing from the larger national dataset of comparably-sized financial institutions.

Further details on each of these peer groups are provided below.

#### Compensation Peer Group ("CPG")

We updated our CPG in December 2011 due to the increase in our asset size since our previous peer group was developed in 2009. In addition, some of our previous peers had been acquired, failed or grown as well. The organizations comprising the final CPG provided a dataset of peers comparable to our size, business model and location and included the following criteria:

- Located within MD, NJ, NY, PA, and VA;
- Total Assets MRQ (most recent quarter) as of December 31, 2011, between \$2.2 billion and \$10.7 billion.
- Median total assets were approximately \$4.1 billion, reasonably consistent with our own asset size.
- A number of metropolitan-based and coastal banks
- Selected banks in our market with whom we have historically competed for management talent.

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Listed below are the companies included in our CPG and their assets sizes as of December 31, 2011.

| Company Name  | Ticker | City         | State | Total Assets<br>At December<br>31, 2011<br>(\$000) |
|---|--------|--------------|-------|--|
| 1 Investors Bancorp, Inc. (MHC)                             | ISBC   | Short Hills  | NJ    | 10,701,585   |
| 2 F.N.B. Corporation  | FNB    | Hermitage    | PA    | 9,786,483  |
| 3 National Penn Bancshares, Inc.                            | NPBC   | Boyertown    | PA    | 8,486,281  |
| 4 CapitalSource Inc.  | CSE    | Chevy Chase  | MD    | 8,359,422  |
| 5 Northwest Bancshares, Inc.                                | NWBI   | Warren       | PA    | 7,956,624  |
| 6 Provident Financial Services, Inc.                        | PFS    | Jersey City  | NJ    | 7,097,403  |
| 7 First Commonwealth Financial Corp.                        | FCF    | Indiana      | PA    | 5,841,122  |
| 8 NBT Bancorp Inc.  | NBTB   | Norwich      | NY    | 5,598,406  |
| 9 Beneficial Mutual Bancorp, Inc. (MHC)                     | BNCL   | Philadelphia | PA    | 4,596,104  |
| 10 Flushing Financial Corporation                           | FFIC   | Lake Success | NY    | 4,287,949  |
| 11 TrustCo Bank Corp NY                                     | TRST   | Glenville    | NY    | 4,243,644  |
| 12 S&T Bancorp, Inc.  | STBA   | Indiana      | PA    | 4,119,994  |
| 13 Dime Community Bancshares, Inc.                          | DCOM   | Brooklyn     | NY    | 4,021,180  |
| 14 TowneBank  | TOWN   | Portsmouth   | VA    | 4,081,770  |
| 15 Sandy Spring Bancorp, Inc.                               | SASR   | Olney        | MD    | 3,711,370  |
| 16 Tompkins Financial Corporation                           | TMP    | Ithaca       | NY    | 3,400,248  |
| 17 Sun Bancorp, Inc.  | SNBC   | Vineland     | NJ    | 3,183,916  |
| 18 Eagle Bancorp, Inc.                                      | EGBN   | Bethesda     | MD    | 2,831,255  |
| 19 Provident New York Bancorp                               | PBNY   | Montebello   | NY    | 3,137,402  |
| 20 Virginia Commerce Bancorp, Inc.                          | VCBI   | Arlington    | VA    | 2,938,518  |
| 21 Hudson Valley Holding Corp.                              | HUVL   | Yonkers      | NY    | 2,797,670  |
| 22 Kearny Financial Corp. (MHC)                             | KRNY   | Fairfield    | NJ    | 2,904,136  |
| 23 Lakeland Bancorp, Inc.                                   | LBAI   | Oak Ridge    | NJ    | 2,825,950  |
| 24 Sterling Bancorp   | STL    | New York     | NY    | 2,493,297  |
| 25 Oritani Financial Corp.                                  | ORIT   | Washington   | NJ    | 2,587,233  |
| 26 Univest Corporation of Pennsylvania                      | UVSP   | Souderton    | PA    | 2,206,839  |
| Average   |        |              |       | 4,776,762  |
| 25th Percentile   |        |              |       | 2,912,732  |
| 50th Percentile   |        |              |       | 4,051,475  |
| 75th Percentile   |        |              |       | 5,780,443  |
| WSFS Financial Corporation                                  | WSFS   | Wilmington   | DE    | 4,289,008  |
| Percentile Rank of WSFS Financial Corporation by Asset Size |        |              |       | 64%  |

Performance Peer Group (“PPG”)



We created a performance peer group (PPG) consisting of all publicly-traded banks and thrift institutions in a total asset range of \$1 billion and \$5 billion as reported by HighlineFI. The PPG was comparable to our average size and we outperformed the peers which had an average ROA of 0.55% and an average ROE of 5.16% in 2011. The PPG consisted of 183 organizations throughout the United States. As noted earlier, the Committee uses the PPG to set appropriate performance goals for our MIP.

## Elements of Compensation

In the following section, we describe the elements of our NEO compensation packages. It includes a discussion of how we determine the amounts for each element, why each element is included in our NEO compensation program and the actual payments resulting from our pay-for-performance incentive programs.

### Base Salaries

#### Why We Provide Base Salaries

We offer base salaries to provide a consistent and stable source of income to our NEOs. Base salaries also serve as a base amount for the determination of our pay-for-performance programs and serve as a significant tool for recruiting, motivation and retention.

#### How We Determine Base Salary Amounts

We establish base salaries and assess market competitiveness by comparing our executives' qualifications, experience and responsibilities as well as their individual performance and value, to similar positions at peer banks. Additional factors that play a role in setting the final base salary amount for NEOs are as follows:

- special circumstances related to staffing needs and market situations;
- levels of compensation provided from other compensation components.

When determining base salary amounts for a newly hired NEO, we incorporate the following additional factors:

- the prior incumbent's salary;
- the successful candidate's salary history;
- any market-based data provided by the external recruiter retained for the search;
- the salary requirements of other candidates being considered for the position who have a similar level of experience.

In light of continued TARP restrictions on executive compensation, and for the first time in several years, our Committee engaged ChaseCompGroup to conduct a new, comprehensive market assessment for our executive team. As part of this study, the Committee and ChaseCompGroup refined our peer group based on our growth, market changes, and with the recognition that our last peer group was developed several years ago. The market analysis was completed in late 2011 and will be used for future compensation decisions. One key finding was that base salaries for four of our five NEOs were below market, ranging from 7% below to 12% below the market median. Further analysis was conducted and the Committee agreed that, given the strength of our management team and the restrictions on compensation under TARP, it was critical to make significant salary adjustments to remain competitive and provide for the proper motivation and retention.

The Committee recognized that even if our NEOs were to perform at a similar level as in 2011, their estimated 2012 total direct compensation levels would be at or below the market median, despite the recommended salary increases. Even if maximum performance levels were achieved in 2012, these salary changes and TARP restrictions would limit total direct compensation to between 40th percentile (for our CEO) and the up to the 64th percentile for other NEOs. As a result of these analyses, the Committee recommended base salary increases to the Board for the NEOs. The Board approved NEO base salary increases as indicated below.

| Name and Principal Position   | BASE SALARY |                            | 2011      | 2010 to 2011 |           |
|---|-------------|----------------------------|-----------|--------------|-----------|
|   | 2012        | 2011 to 2012<br>% increase |           | % increase   | 2010      |
| Mark A. Turner –<br>President and Chief<br>Executive Officer  | \$600,000   | 20%                        | \$500,000 | 11%          | \$449,500 |
| Stephen A. Fowle –<br>Executive Vice President and<br>Chief<br>Financial Officer                      | 291,600     | 20%                        | 243,000   | 5%           | 231,000   |
| Rodger Levenson –<br>Executive Vice President and<br>Director<br>of Commercial Banking                | 326,400     | 20%                        | 272,000   | 5%           | 259,000   |
| S. James Mazarakis –<br>Executive Vice President and<br>Chief<br>Technology Officer                   | 268,400     | 10%                        | 244,000   | 4%           | 235,000   |
| Richard M. Wright –<br>Executive Vice President and<br>Director<br>of Retail Banking and<br>Marketing | 315,600     | 20%                        | 263,000   | 5%           | 250,000   |

In consideration of the NEO base salary increases for 2012, the Committee also recommended a 25% reduction in the NEO equity awards for 2012 to be paid in 2013. Although the base salary adjustments were in line with market and proxy data from our peer group, the 25% equity offset helps to minimize the financial impact of these increases. Even with these increases in base salary, which the Committee recognized are greater than historical averages, total compensation for our NEOs would still be at or below the peer median.

#### Annual Incentives

Our executives are eligible for an annual award under our Management Incentive Plan (MIP). We designed the MIP to reward executives for excellence in performance on key financial metrics as compared to the Performance Peer Group (PPG), defined in the Peer Groups and Benchmarking section presented earlier, as well as each executive's performance and contribution in his or her area of responsibility. The Plan was designed to provide cash awards, however, NEOs subject to TARP restrictions may only receive awards in the form of restricted stock. The Committee also retains the discretion to increase or decrease the awards under the MIP to take into consideration special performance events or other performance-based circumstances. The Committee did not exercise this discretion in 2011.

#### Why We Provide Annual Incentives

Our compensation program includes an annual performance-based award. The objective is to compensate executives based on achievement of Company-wide and individual goals related to building franchise value and shareholder value. The award is intended to reward current performance, typically annually, which is also in line with our long-term goals and to motivate the executive to achieve high performing results.

#### How We Determine Annual Incentive Amounts

The structure of our annual incentive plan includes: setting Company-wide goals; setting individual performance goals; weighting the goals; providing incentive opportunities to NEOs; and measuring actual performance and calculating incentive awards.

- Setting Company goals

Each year the Committee reviews our metrics and establishes Company-wide targets on the chosen metrics. In selecting the metrics, the Committee considers our short-term and long-term business strategy, the current business environment and the interests of the shareholders. The following metrics of our performance were chosen for 2012 and remain consistent with those selected in the previous three years.

1. Return on assets (ROA)
2. Return on equity (ROE)
3. Earnings per share (EPS) growth

Each was weighted evenly in our 2011 incentive plan and will also be evenly weighted in our 2012 incentive plan. The ROA, however, includes a performance modifier, which is described in greater detail below.

The plan incorporates a contemporaneous measurement period that compares our current year performance to the current year performance of our peers. Financial and other performance data is available shortly after the year-end and provides us the ability to assess performance on a real-time, comparable basis.

Under our 2011 MIP, the “threshold” level for each goal was set at the 40th percentile of the 2011 PPG performance; the “target” level for each goal was set at the 60th percentile and the “maximum” level for each goal was set at the 75th percentile. The expectation levels remained the same as in the previous year. See page 25 for changes to the plan in 2012.

We believe it would be inappropriate to provide high payments for a sub-par performance year. To protect against such a situation, we established an ROA-based modifier. Based on historically reasonable performances for the industry, the baseline ROA for the plan was set at 1.0% and continued through 2011. If our ROA falls below 1.0% at the completion of the year, any payments otherwise due under the plan related to Company-wide performance would be reduced by the percentage below the ROA baseline. In 2011, the Committee recommended, and the Board approved, a modification to the plan so that the ROA modifier applied only to the Company-wide performance.

We also conduct a “quality of earnings” review which evaluates any unusual, one-time items greater than \$2 million, after tax, which impacts cash, equity or earnings, and considers them for adjustments for the purposes of calculating earnings for the MIP. The modification requires consideration in the “quality of earnings” for any unusual items affecting franchise value, but which did not necessarily impact earnings (i.e. material deferred revenue or deferred costs, items with no tax impact, and any adjustments directly to equity). Any “quality of earnings” evaluations are made with a strong bias towards ensuring that management is accountable for reported GAAP earnings.

- Setting individual performance goals

At the beginning of the year, each NEO who reports to the CEO develops individual performance goals for the year consistent with the budget and strategic plan, and submits them to the CEO for review, amendment and approval. Through an iterative, collaborative effort, these NEOs and the CEO agree to the final individual performance goals.

Under the MIP, the Committee measures the performance of the CEO solely on Company-wide goals. However, the Board also establishes individual performance expectations in addition to those associated with the MIP for the CEO. These performance expectations are established by the Committee after a review, discussion and approval of recommendations submitted by the CEO. When annual salary adjustments are being considered, the Committee assesses the NEO’s performance as compared to these performance expectations.

- Weighting the goals

The Committee believes the more senior the rank of the executive, the more responsibility that executive has for Company-wide performance. As a result, for the more senior executives, Company-wide performance measurement criteria play a larger role in determining the amount of incentive awards. Individual and business unit performance goals play a larger role in determining the amount of the incentive award for less senior ranked executives. For 2011, the weighting percentage for the CEO was 100% for Company-wide performance and 0% for individual performance. For 2011, the weighting percentage for each of the EVPs was 75% for Company-wide performance and 25% for individual performance, reflecting his or her role in strategic matters.

MIP awards are calculated using these percentage allocations. For example, the MIP award for Mr. Turner, our CEO, is based entirely on Company-wide financial performance. Although he has individual performance goals, it is the Company-wide metrics that affect his annual incentive (MIP) award. The Personnel and Compensation Committee

has ultimate discretion in final award payouts to all our NEOs, with the exception of the CEO, which is at the discretion of the full Board.

- Providing incentive opportunities to NEOs

The table below shows NEO incentive opportunities under the MIP. When setting MIP goals, the Committee took into consideration the opportunity levels for similar positions within the Compensation Peer Group (CPG) companies along with our philosophy of linking pay to performance. If we meet our Company-wide performance criteria and/or the NEOs achieve their individual performance criteria, we would provide awards as shown in the table. Levels for Threshold, Target and Maximum for all NEOs remain identical to 2010 levels. The Committee believes the higher the alignment of performance weightings with Company-wide goals, and the more objectivity that exists in plan administration, the more likely it will be that incentive payments will be commensurate with an overall improvement in our performance. Our recent market analysis confirmed that the target earning opportunities, shown below, remain competitive. Maximum payouts would be earned when our performance exceeds the 75th percentile of our peers.

| Name and Principal Position   | MIP Opportunity as a Percent of Base Salary |        |         |
|---|---|--------|---------|
|   | Minimum                                     | Target | Maximum |
| Mark A. Turner –<br>President and Chief Executive Officer                                       | 25.0%                                       | 50%    | 120%    |
| Stephen A. Fowle –<br>Executive Vice President and Chief Financial Officer                      | 17.5%                                       | 40%    | 90%     |
| Rodger Levenson –<br>Executive Vice President and Director of<br>Commercial Banking             | 17.5%                                       | 40%    | 90%     |
| S. James Mazarakis –<br>Executive Vice President and Chief Technology<br>Officer                | 17.5%                                       | 40%    | 90%     |
| Richard M. Wright –<br>Executive Vice President and Director of Retail<br>Banking and Marketing | 17.5%                                       | 40%    | 90%     |

#### Timing of MIP Annual Awards and IRS Section 409A Requirements

The timing of payment of annual awards occurs no later than March 15th of the year following the performance period. This timing usually provides ample opportunity for the finalization of year-end performance results as well as maintaining compliance with the short-term deferral exception under Section 409A requirements of the Internal Revenue Code. All plan documents are in compliance with Section 409A.

#### Measuring Actual Performance and Calculating Incentive Payments

The table below shows our 2011 targeted goals as compared to the 2011 performance of our Performance Peer Group (PPG). The formula is computed by assigning a value as follows: Performance below threshold would receive a score in a range between 0 and 0.99. Performance between Threshold and Target would receive a score in a range between 1 and 1.99. Performance between Target and Maximum would receive a score of 2 to 2.99. Performance in excess of Maximum would receive a score of 3 to 4. Our performance is compared to the MIP goals and a numerical value is interpolated. For example, if our ROA performance was exactly half-way between the Threshold goal (a value of 1) and the Target goal (a value of 2), our ROA component would receive a score of 1.5.

| Goal                   | 2011 MIP Company-Wide Performance Goals and Results |                  |               |       | 2011<br>Actual<br>Results | 2011<br>Score |
|------------------------|---|------------------|---------------|-------|---------------------------|---------------|
|                        | Percentile Rank to PPG                              |                  |               |       |                           |               |
|                        | Threshold<br>(40th)                                 | Target<br>(60th) | Max<br>(75th) |       |                           |               |
| Return on Assets (ROA) | 0.55%   | 0.84%            | 1.00%         | 0.56% |                           | 1.02          |

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|                          |       |        |        |              |      |
|--------------------------|-------|--------|--------|--------------|------|
| Return on Equity (ROE)   | 5.05% | 7.76%  | 10.56% | 5.96%        | 1.34 |
| Earnings Per Share (EPS) |       |        |        |              |      |
| Growth                   | 4.40% | 35.70% | 91.50% | 56.20%       | 2.37 |
|                          |       |        |        | Average      | 1.58 |
|                          |       |        |        | Percentile   |      |
|                          |       |        |        | Rank         | 48th |
|                          |       |        |        | Interpolated |      |
|                          |       |        |        | Score        | 1.41 |



For the purposes of the MIP, our Return on Assets was 0.56% in 2011, which ranked us in the 40th percentile of peers. Our Return on Equity was 5.96% in 2011, which ranked us in the 46th percentile, and our growth of Earnings Per Share was 56.25% in 2011, which ranked us in the 66th percentile. Combined, these three metrics ranked us in the 48th percentile for relative performance versus peers.

The MIP awards were based on peer financial information available to the Committee, which represented 91% of the peer group, at the time the recommendation and approval was made.

In 2011, while we showed an improvement over our results for 2010, we had a lower percentile ranking compared to our peers. The total value of awards to NEOs under the MIP was \$339,611 for 2011 performance. This compares to a value of \$364,917 in awards for our 2010 performance.

The Committee has made the following changes to the computation of the MIP for 2012:

- Due to our increase in size, the PPG will represent all publicly traded banks and thrift institutions in a total asset range of \$2 billion to \$10 billion.
- Due to the downward change in the economy, a 1.00% ROA may no longer be a realistic target metric against which we should compare our performance. In 2012 the ROA modifier will be based on the median ROA of the PPG, rather than the 1.00% ROA we have used in the past. For example, if the median ROA of our PPG was 0.90% in 2012, and our ROA was 0.80%, then executive bonuses would be reduced by the pro rata difference, or approximately 11%.
- With the ROA modifier in place, it is more appropriate to tie our ROA, ROE and EPS Growth performance to the 40th percentile of peers for Threshold-level awards, the 50th percentile of peers for Target-level awards and the 75th percentile of peers for Maximum-level awards.

All other criteria remain unchanged.

#### Equity/Long-Term Incentives

Our equity-based compensation plan is the primary method by which we provide long-term incentives to our executives. We offer equity awards as a performance incentive to encourage ownership of our Common Stock by our executives and to further align the interests of management with those of our stockholders. Equity awards also provide value by attracting, motivating and retaining executives and provide appropriate and meaningful rewards to NEOs for our long-term success.

Our Long-Term Incentive Plan (LTI) has two components: 1) Annual Performance-Based Awards and 2) Multi-Year High Performance Awards. The details of each component are as follows:

#### Annual Performance-Based Awards

The annual performance-based equity award component of our LTI Plan delivers equity awards at approximately the 40th percentile of peers. Prior to 2009, our annual performance-based equity awards to our NEOs were in the form of stock options, however, other forms of equity compensation were available for award under our plan. Since becoming a TARP participant in 2009, restricted stock was the required substitution for stock options for NEOs subject to TARP guidelines. In 2012, based on 2011 performance, equity awards were granted to our NEOs in the form of restricted stock. For NEOs subject to TARP restrictions, the Treasury requires that full vesting may not occur until their equity interest has been fully repaid or transferred. As a result, full vesting will occur at the later of the end of the fourth year or the full repayment or transfer of the Treasury's equity interest.

The LTI Plan provides the CEO with annual awards at approximately 40% of base salary and EVPs with awards at approximately 25% of base salary at the discretion of the Committee. When compared with our PPG, we ranked in the 48th percentile for 2011. The total value of the equity awards granted to our NEOs in 2012 for 2011 performance

under this Plan was \$451,007.

**Multi-Year High Performance Awards**

In 2008, we added a multi-year high performance component to our LTI Plan. Equity awards were aligned with specific high performance goals during a four year period, 2008 through 2011. In 2010, the Committee

recommended, and the Board approved, the extension of our multi-year high performance component to 2013 and the adjustment of our ROA performance levels in the Plan. Since the Plan's inception in 2008, a deep and extended recession had a significant impact on the ability to achieve the goals stipulated by the Plan. Extending the plan to 2013 allowed us the opportunity to perform during the much hoped-for economic recovery period. This additional time also allows us to help demonstrate our "normal" earnings power and recalibrate the "new normal" of banking high performance, which was estimated to be 20 to 25 basis points lower than pre-recession performance levels. The ROA adjustments are discussed later.

Under the multi-year high performance component, restricted stock (or performance shares) are granted at the beginning of a performance period, but not actually earned until certain performance goals are met. Once earned, restricted stock awards have a minimum four-year vesting period to aid in retention. For NEOs subject to TARP restrictions, the Treasury requires that full vesting may not occur until their equity interest has been fully repaid or transferred. As a result, full vesting will occur at the later of the end of the fourth year, or the full repayment or transfer of the Treasury's equity interest.

Three levels of restricted stock awards can be earned based upon ROA performance achievement: Maximum 1, Maximum 2 and Maximum 3. We use a cliff vesting approach so that defined ROA levels must be achieved by the end of the plan period to earn one or more of these award levels.

In 2011, the Committee recommended performance goals of 1.00%, 1.125% and 1.25%, for Maximum 1, Maximum 2 and Maximum 3 ROA performance levels, respectively. We believe this better aligns our ROA goals with the current economic reality and the goals set forth in our strategic plan.

If performance does not meet the Maximum 1 level by the end of 2013, the restricted stock awards will not be earned during this performance period. If, by 2013, we achieve an ROA of 1.25%, the participants will earn the maximum award of restricted stock. If we achieve any of these ROA goals prior to 2013, the awards may be earned in the year in which the ROA goal was met.

Under the multi-year high performance component of the LTI Plan, both the award potential and goal targets are set higher than our annual performance-based awards. If we achieve the Maximum 1 level of performance (or 1.00% ROA), the CEO will earn 11,100 shares of restricted stock, and an EVP will earn 3,500 shares of restricted stock.

If we achieve the Maximum 2 level of performance (or 1.125% ROA), the CEO will earn 16,600 shares of restricted stock, and an EVP will earn 4,300 shares of restricted stock.

If we achieve the Maximum 3 level of performance (or 1.25% ROA), the CEO will earn 22,200 shares of restricted stock, and an EVP will earn 6,000 shares of restricted stock.

These awards are noncumulative. For example, if we achieve the Maximum 1 level performance in one year, the CEO would be awarded 11,100 shares of restricted stock, and in the next year if we achieve the Maximum 2 level performance, the CEO would receive the difference between 16,600 and 11,100 shares of restricted stock or an award of 5,500 additional shares of restricted stock.

Based on our performance, there were no restricted stock awards granted between 2008 and 2011 under the multi-year high performance component of the LTI Plan.

In addition, compensation expense is recognized only when the performance condition is considered probable. And, if we fail to achieve the ROA performance goals, any compensation expenses associated with the restricted stock awards will be reversed and the awards will not vest.

**Special Retention and Motivation Awards**

In an effort to retain and motivate our key executive officers, the Committee recommended, and the Board approved, a one-time and non-routine restricted stock award granted in January 2011. The awards have a minimum four-year vesting period. Because of our participation in TARP, the Treasury requires that full vesting may not occur until the Treasury's equity interest has been fully repaid or transferred. As a result, full

vesting will occur at the later of the end of the fourth year or the full repayment or transfer of the Treasury's equity interest. (See "Summary Compensation Table" discussion beginning on page 33)

#### Timing and Pricing of Equity Awards

The Committee awards restricted stock grants generally at the February meeting of the Personnel and Compensation Committee. Grants may be recommended during other times of the year for special circumstances, such as the hiring of a new executive, but are subject to Committee approval. The grant date is established when the Committee approves the grant and all key terms have been established.

#### Benefits

- 401(k) Employer Contribution

We provide a 401(k) program that allows Associates to contribute a portion of their pre-tax earnings towards retirement savings. We offer a Company match to all Associates enrolled in our 401(k) plan as a component of total compensation and to encourage them to participate in the Plan. We match the first 5% of an Associate's contribution dollar-for-dollar up to IRS limitations. In addition, the Board may authorize a discretionary profit sharing contribution to all eligible Associates reflecting overall financial performance. For 2011, the Board authorized a discretionary contribution equaling 1.00% of annual compensation for eligible participants. In previous years the percentage has ranged from 0.25% to 2.0%.

- Other Deferred Compensation for NEOs

Unlike many members of our peer group, we do not offer Supplemental Executive Retirement Plans (SERPs) or deferred compensation plans to our NEOs. In consideration of that, the Committee generally approves additional restricted stock grants to certain highly compensated executives, including the NEOs, to compensate them for, among other things, contribution limitations to qualified retirement plans imposed by the IRS. The supplemental equity awards shown in the table below are in addition to any equity awards provided in the table above. These supplemental equity awards are formulaic and are not incentive-based.

To calculate the supplemental equity awards, we add the deferral shortfall (the maximum deferral without applying the IRS compensation limit, minus the IRS limit for 2010) to the lost Company contribution opportunity (base salary minus \$245,000), and divide the sum by the closing price of our stock as of February 24, 2011. The following table shows the number and value of restricted stock grants issued in 2011 to replace the retirement shortfall for each of our NEOs during 2010.

| Non-Qualified Deferred Compensation<br>2011 Supplemental Equity Awards (Formulaic)              |                                  |
|---|----------------------------------|
| Name and Principal Position   | Number of Restricted Stock Units |
| Mark A. Turner –<br>President and Chief Executive Officer                                       | 1,407                            |
| Stephen A. Fowle –<br>Executive Vice President and Chief Financial Officer                      | 404                              |
| Rodger Levenson –<br>Executive Vice President and Director of Commercial<br>Banking             | 516                              |
| S. James Mazarakis –<br>Executive Vice President and Chief Technology<br>Officer                | 295                              |
| Richard M. Wright –<br>Executive Vice President and Director of Retail<br>Banking and Marketing | 352                              |

An additional benefit of using equity to provide supplemental retirement benefits to our executives is the resulting increase in stock ownership provided to these key Associates. This further strengthens the alignment of executive goals with the interests of our shareholders and the four-year vesting schedule serves as an additional retention benefit.

Development Allowance

We provide a Development Allowance to our NEOs which provides up to \$25,000 per year for the CEO and up to \$10,000 per year for Executive Vice Presidents.

Allowable expenses under the Development Allowance Policy include items that would improve the executives' networking and business development prospects, personal health, time management and general well-being in a way that can reasonably be expected to result in improvements to their productivity as one of our executives. CEO expenditures must be approved by the Chairman of the Board or the Chairman of the Personnel and Compensation Committee. EVP expenditures must be approved by our CEO. Tax gross-ups are specifically prohibited under this policy.

Separate from the above perquisites, executives who are recruited from outside our market may be reimbursed for costs associated with their transitional relocation.

#### Total Compensation

Consistent with our pay-for-performance philosophy, a portion of our 2011 NEO compensation was in the form of incentives. These incentives included restricted stock awards issued in 2011 in lieu of cash bonuses (to comply with TARP) as earned by NEOs under the Associate Service Bonus Plan. Compared to the Compensation Peer Group, the average total compensation for our five NEOs for 2011 is well below the 50th percentile (median).

#### Employment Agreements

Because of our corporate philosophy which emphasizes commitment based on performance, we do not have employment agreements for our NEOs. There is, however, a formal severance policy which, until the enactment of the ARRA, would have provided payments to NEOs if their employment was terminated without cause or following a change of control. ARRA, signed into law on February 17, 2009, prohibits severance payments from being made to CEOs during the period in which the Treasury holds an equity interest in participating institutions. As a result, our severance policy has been suspended until we no longer participate in the Treasury's TARP. Further details concerning Employment Agreements are provided under "Potential Payments Upon Termination or Change in Control."

#### Tax Considerations Related to Our Executive Compensation

Section 162(m) of the Internal Revenue Code of 1986, as amended (Code Section 162(m)) provides that certain compensation paid in excess of \$1 million to the Chief Executive Officer or to any of the other three most highly compensated NEOs of a public company will not be deductible for federal income tax purposes unless such compensation is paid in accordance with one of the listed exceptions described in Code Section 162(m). Generally, we structure our compensation programs so that compensation expense will be tax deductible. The deductibility of some types of compensation payments, however, can depend upon numerous factors, including plan design, the timing of the vesting of compensation awards or the exercise of previously granted rights. Interpretations of, and changes in, applicable tax laws and regulations, as well as other factors beyond our control, also can affect deductibility of certain compensation. As a result of these various factors, and in order that the Committee retains flexibility in awarding compensation, there may be situations when compensation paid will not be tax deductible in accordance with Code Section 162(m). Further, during such period that the U.S. Treasury holds its investment in us under the CPP program, the Section 162(m) limitations are set at \$500,000 for the CEOs, and the compensation attributable to restricted stock and other "performance-based" compensation is includable in this \$500,000 limitation in accordance with applicable U.S. Treasury regulations.

Sections 280G and 4999 of the Internal Revenue Code of 1986, as amended (Code Sections 280G and 4999) limit our ability to take a tax deduction for certain compensation that could be paid to NEOs resulting from a change in control transaction affecting us. In the event we pay any "excess parachute payments" as it is defined under Code Section 280G, we would have compensation payments that are not tax deductible and executives would have excise taxes due on the receipt of such "excess parachute payments." The Committee considers the adverse tax liabilities imposed by Code Sections 280G and 4999, as well as other competitive factors when it structures certain compensation to our NEOs. We do not anticipate that any payments to be made related to a possible future change in control transaction will result in non-deductible payments under Section 280G of the Code; however, the Committee has the authority to approve such payments on a case-by-case basis. No such non-deductible payments under Code Section 280G were

paid to any current or former NEO during 2011.

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#### Other Executive Compensation Policies

The Board adopted an Ethics Policy, the provisions of which, among other things, prohibit NEOs from using inside information to buy or sell our securities for a financial gain. To further ensure adherence to this policy, guidelines have been established for company-imposed trading blackout periods. Our general counsel and the Chief Financial Officer offer direction to NEOs on compliance with this policy. The policy requires all NEOs to provide an annual certification of their understanding and intent to comply with the policy.

#### Non-Executive Compensation Policies

The Personnel and Compensation Committee reviewed all Associate incentive compensation plans and determined that they do not create or encourage risks that threaten our safety and soundness. This included consideration of whether or not we are compensating any Associates on short-term results that threaten or ignore long-term value or encourage the manipulation of earnings.

In addition to the MIP plan (including the bonus and equity components) described above, our non-senior executive Associates may be eligible to participate in one or more of the compensation plans described below:

#### Associate Service Bonus Plan

The two primary components of this plan are our ROA and the Customer Engagement Survey score (CE11). Specific payouts are established by management based on reaching specific ROA and CE11 scores. The following criteria assist in objective accountability and discourage unnecessary and excessive risk-taking or manipulation of earnings:

- An ROA factor reduces the amount of incentive payouts. If our ROA is less than 1%, there is no score given for that component of the Associate Service Bonus Plan calculation.
- The CE11 factor is determined based upon the results of an independent customer satisfaction survey. This factor is not impacted by our earnings.
- The incentive payouts are capped at \$1,500 per Associate.

#### Middle Management Incentive Program (MMIP)

The two primary components of this plan are our ROA and the Customer Engagement Survey score (CE11). Managers allocate the MMIP pool to reward their Associates based on merit and individual contributions. The following criteria within the MMIP plan assists in discouraging unnecessary and excessive risk-taking or manipulation of earnings:

- An ROA factor reduces the amount of the incentive payouts for corporate goals. If our ROA is less than 1%, there is no score given for that component of the MMIP bonus calculation.
- The CE11 factor is determined by the results of an independent customer satisfaction survey. This factor is not affected by our earnings.
- Incentive payouts are capped at 13% of an Associate's annual salary.

In addition to the above cash incentive plan, management is also eligible to receive non-cash compensation in the form of stock options. The determination of stock option awards is based on a target award as a percentage of base salary subject to the discretion of the Committee. Currently, our stock awards have a four-year vesting schedule which further links managers to our long-term success.

#### Commercial Incentive Plan (CIP)

The CIP Plan is designed to provide a performance-based, semi-annual bonus for selected Associates working in our Commercial Lending Division. The objective of the plan is to compensate participants for performance that equals or exceeds goals related to the Commercial Division's budget. The criteria for payment are based on specific targets set in advance and based on measurable objectives with two components: (1) division performance, and (2) personal/team performance. Division performance measures are established during the annual budgeting process, and are communicated to CIP participants following approval by our Board of Directors at the end of the previous calendar

year.

Any commercial loan incentive plan will inherently have credit, interest rate and liquidity risk. The CIP includes factors for profitability (i.e., ROA), quantitative factors (i.e., fee income, deposit balances) and

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referrals. There are several factors, however, that will reduce the incentive payout calculation, such as risk management scores, proper risk rating of loans, loan delinquencies, charge-off ratios, and problem loans. We believe these factors discourage our lenders from taking a short-term financial perspective and penalize them if they do not adhere to established credit quality and sound lending processes. In addition, the total CIP payment pool is capped at a maximum of 30% of the aggregate salaries of all participants in the plan. Also, individual incentive payouts are capped depending on the Associate's position within the Commercial Division. Currently, the maximum individual incentive payouts range between 10% and 65% of a participant's annual salary.

#### Retail Incentive Plan

The Retail Incentive Plan (RIP) includes numerous individual plans for the Retail Banking Division including Associates working in the following departments: Direct Bank, Telephone Customer Service (TCS), and Customer Overdraft Specialist (COS). The primary factors in the incentive calculations are:

- Product sales - Sales include deposit and loan originations. While we have concluded there is no significant inherent risk with incentives on deposit products, the loan component initially has some credit and interest rate risk. These risks are significantly reduced because retail Associates do not underwrite or approve loans. In addition, the incentive criteria are based on both historical and new loan balances originated by each branch office.
- Cross-sell and Referrals - These incentive criteria do not impose any significant risk.
- For participants working in TCS and COS, there are specific metrics related to individual performance and call abandon rates. These criteria do not impose any significant risks to us.

The Retail Regional Managers and the Small Business Director participate in a Retail Management Incentive Plan. Specific goals and metrics for each participant are established in the beginning of the plan year and are then evaluated at the close of the plan year. All calculations are objectively derived. Although this plan does not mirror the MIP plan, it contains some very consistent elements including: the threshold, target and maximum payout breakdowns and individual and overall Bank performance criteria.

#### Reverse Mortgage Incentive Plan

The primary metric for this plan is new loan originations. Any credit or reputation risk is mitigated since the loans are fully underwritten, funded and purchased by a third party. Primarily because of low volume, in May 2011, this incentive plan was discontinued and merged with the Mortgage Originator Incentive Plan.

#### Small Business Incentive Plan

The metrics for the Small Business Incentive Plan include: new loan originations, new deposit balances and referrals. There is minimal risk for new deposit and referrals. For the new loan origination metric, potentially, there is some credit and interest rate risk. These risks have largely been mitigated because Small Business Relationship Managers do not underwrite the loans. In addition, the new loan metric has a cost of funds and an administrative cost allocation, which helps ensure that only profitable loans are paid an incentive.

#### Mortgage Originator Incentive Plan

The primary metric for this plan is new loan originations. This criterion has credit risk, but is mitigated because our mortgage loan originators do not underwrite loans.

#### Item Processing Incentive Plan

This plan rewards individuals for their efforts in processing our daily deposited checks by employing a production incentive. Individual incentive payouts are earned monthly and are based on the participant's performance in processing the checks rapidly and accurately. These metrics do not have an inherent risk to us.

#### Cash Connect Incentive Plans

Cash Connect has three primary incentive plans for their Associates. These plans are:

- President's Plan – The Cash Connect President's Plan was under an evergreen employment contract that provided for an annual incentive payout, which was signed prior to 2009 and expired in mid-2011. This incentive plan was based on net income, return on average assets, a Retail Banking component and an Internal Audit rating. The Internal Audit rating had an override

impact that could have significantly reduced or eliminated an incentive payout. The payout percentages for meeting the target or maximum thresholds under this plan resulted in higher incentive payout percentages than that of our other Executive Vice Presidents which reflected the lower salary and greater risks (and therefore the greater potential rewards) required for this position. The incentive payout under this plan was capped at 120% of Cash Connect President's annual salary. Our CEO, along with the Personnel and Compensation Committee, approved the final incentive payout under this plan.

- Cash Connect Associate Yearly Bonus - This incentive plan is based on five performance metrics based off of sales quotas and operational integrity measures including: timely processing of cash orders, timely preparation of vault cash and merchant invoices, no vault cash settlements outstanding more than thirty days and no cash order differences outstanding more than 90 days.
- Sales and Marketing Divisional Performance - There are six components included in this quarterly incentive plan: return on assets, return on equity, pre-tax net income, vault cash growth, outstanding vault cash times total budgeted blended bailment rate and net growth of our branded ATMs.

In addition to the above incentive plans, Cash Connect has several other immaterial incentive plans that have minimal incentive payouts.

#### Trust Officers Incentive Plan

This plan is intended to provide competitive compensation opportunities to attract and retain experienced Trust Associates at the officer level, who are primarily engaged in the sales administrative, investment and operational activities of the trust division. Each month an amount equal to 2% of the revenue of the trust division will be accrued for the incentive pool. At year end, we may recommend an amount for each individual, however, the aggregate amount awarded will not exceed the total of the pool accrual. The awards will be determined by taking into consideration financial success of the trust division, success of the group to which the officer is assigned, and individual participation. The EVP of Trust is a participant in the incentive plan and receives bonuses similar to other executives in the MIP.

#### Trust Sales Incentive Plan

This plan is intended to provide competitive compensation opportunities to attract experienced staff members who are engaged primarily in trust sales activities. Sales incentives are calculated based on credited fee income generated as a result of new trust accounts during the Plan year and are paid quarterly once threshold amounts are met. In addition, the sales Associates receive a calculated incentive based on deposit balances.

#### WSFS Investment Group (WIG) Incentive Plan

This plan is a compensation structure for our financial advisors to generate new business for WSFS Investment Group. While payment is contingent on the sale of an investment product, the plan does have a provision that if a customer cancels a product (i.e., annuities) within a specified time, the financial advisor's commission is reduced by the amount the advisor was previously paid for the account. For products sold through Invest Financial Corporation, a suitability review is performed to ensure that the product sold is appropriate for the consumer based upon various factors.

#### Cypress Capital Management Incentive Plan

Cypress Capital Management has a subjective incentive plan. Each year, incentive awards are determined at the recommendation of the President of Cypress Capital Management and approved by Bank management. The incentive payments are based on Cypress Capital Management's profits and individual Associate performance for the year. The President of Cypress Capital Management has an employment contract under which she is eligible to receive incentive payments. The incentive payments made to participants are not material to our financial statements.



### Summary

Our CEO, our Human Capital Management Director, the Senior Risk Officer (SRO), and the Personnel and Compensation Committee, with advice from its consultants, have reviewed all components of each NEO's compensation, including base salary, incentive compensation, and all of our incentive compensation plans. They have determined that the compensation packages awarded to our NEOs, and others, are consistent with our goals to provide compensation that is competitive with our peers, that drives financial performance without undue risk, and aligns the interests of our NEOs, and others, with those of our shareholders.

Accordingly, we believe our compensation programs are reasonable, competitive, not excessive, and do not encourage our executives or any of our Associates to take unnecessary risks that would threaten the value of our financial institution.

### Personnel and Compensation Committee Report

Pursuant to rules and regulations of the Securities and Exchange Commission, this Compensation Committee Report shall not be deemed incorporated by reference to any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that WSFS Financial Corporation specifically incorporates this information by reference, and otherwise shall not be deemed "soliciting material" or to be "filed" with the Securities and Exchange Commission subject to Regulation 14A or 14C of the Securities and Exchange Commission or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended.

The Committee has reviewed and discussed with management the Compensation Discussion and Analysis to be included in our 2012 Shareholder Meeting Proxy Statement filed pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the "Proxy"). Based on the reviews and discussions referred to above, the Committee recommends to the Board that the Compensation Discussion and Analysis referred to above be included in our Proxy.

The Personnel and Compensation Committee certifies that (i) it has reviewed with senior risk officers the SEO compensation plans and has made all reasonable efforts to ensure that these plans do not encourage SEOs to take unnecessary and excessive risks that threaten the our value, (ii) it has reviewed with senior risk officers the Associate compensation plans and has made all reasonable efforts to limit any unnecessary risks these plans pose to us; and (iii) it has reviewed the Associate compensation plans to eliminate any features of these plans that would encourage the manipulation of our reported earnings to enhance the compensation of any Associate.

### Personnel and Compensation Committee

Dennis E. Klima, Chairman

Jennifer W. Davis

Claibourne D. Smith

Anat Bird

Thomas P. Preston

### Compensation of Executives

In accordance with the requirements of the SEC, which regulates the disclosures made by public companies such as us, the individuals whose compensation is discussed in this section are (1) Mark A. Turner because he served as our Principal Executive Officer during 2011, (2) Stephen A. Fowle because he served as our Principal Financial Officer during 2011, (3) Rodger Levenson, S. James Mazarakis and Richard M. Wright because their total compensation placed them in the group of the three highest paid executives for 2011 other than the principal executive and principal financial officers. As a group, we also refer to these executives as our Named Executive Officers (NEOs) in this Proxy. The following is additional information about the compensation of our NEOs.

The information for these executives is organized according to the type of compensation. First, we show overall total compensation, including salaries, bonuses, stock awards, option awards and certain other compensation, such as the matching contribution made to 401(k) plan investments, supplemental compensation, and other compensation. Then, we explain in more detail the particular types of compensation these executives have received and could receive if they are terminated.



### Summary Compensation Table

The following discussions and tables summarize the compensation of each NEO for the years ended December 31, 2011, 2010 and 2009.

#### Awards Granted in 2011 for 2010 Performance

In 2011, we granted restricted stock awards in lieu of cash bonuses and stock options under the LTI Plan earned in 2010 with an aggregate grant date fair value as follows: Mr. Turner, \$271,481; Mr. Levenson, \$135,224 and Mr. Wright, \$139,984. Since Mr. Fowle was not subject to the TARP restrictions in 2010, he received a cash bonus with a value of \$63,519 and stock options with an aggregate grant date fair value of \$57,746, for a total value of \$121,265.

In addition, we granted restricted stock units in lieu of benefits earned under other deferred compensation plans for 2010 with an aggregate grant date fair value as follows: Mr. Turner, \$63,188; Mr. Fowle, \$18,144; Mr. Levenson, \$23,174; Mr. Mazarakis, \$13,248, and Mr. Wright, \$15,808. These awards are formulaic and are not incentive-based. These awards will be reflected in the Summary Compensation Table for 2011. See “Other Deferred Compensation for NEOs” on page 27 for additional information.

#### Retention Awards for 2011

In an effort to retain and motivate our NEOs in 2011, the Committee granted special retention awards in the form of restricted stock, with at least four year vesting, with an aggregate grant date fair value as follows: Mr. Turner, \$246,350; Mr. Fowle, \$123,175; Mr. Levenson, \$123,175, Mr. Mazarakis, \$123,175 and Mr. Wright, \$123,175.

#### Awards Granted in 2012 for 2011 Performance

In 2012, we granted restricted stock awards in lieu of cash bonuses and stock options under the LTI Plan earned in 2011 with an aggregate grant date fair value as follows: Mr. Turner, \$298,688; Mr. Levenson, \$125,740; Mr. Mazarakis, \$120,117 and Mr. Wright, \$142,294. Since Mr. Fowle was not subject to the TARP restrictions in 2011, he received a cash bonus with a value of \$47,525 and stock options with an aggregate grant date fair value of \$56,255, for a total value of \$103,780.

In addition, we granted restricted stock units in lieu of benefits earned under other deferred compensation plans for 2011 with an aggregate grant date fair value as follows: Mr. Turner, \$73,806; Mr. Fowle, \$19,954; Mr. Levenson, \$20,404; Mr. Mazarakis \$14,598 and Mr. Wright \$18,523. These awards are formulaic and are not incentive-based. These awards will be reflected in the Summary Compensation Table for 2012. See “Other Deferred Compensation for NEOs” on page 27 for additional information.

#### Supplemental Compensation Table

We are required by SEC proxy disclosure rules to include stock award values as compensation for the year in which the awards were granted rather than the year in which the executives’ performance is attributable. If the value of such awards were included in the year in which the NEOs performance is attributable, then “total compensation” for such years would be as shown in the table below.

| Name and Principal Position   | Total Compensation by Year |            |            |
|---|----------------------------|------------|------------|
|   | 2011                       | 2010       | 2009       |
| Mark A. Turner – President and Chief Executive Officer                  | \$ 1,155,084               | \$ 814,040 | \$ 470,558 |
| Stephen A. Fowle - Executive Vice President and Chief Financial Officer | 566,159                    | 380,303    | 236,187    |
| Rodger Levenson - Executive Vice President and Director                 | 563,295                    | 427,731    | 266,662    |

|  |         |         |         |
|--|---------|---------|---------|
| of Commercial Banking  |         |         |         |
| S. James Mazarakis –<br>Executive Vice President and<br>Chief Technology Officer                   | 515,675 | 483,764 | -       |
| Richard M. Wright -<br>Executive Vice President and<br>Director of Retail Banking<br>and Marketing | 561,332 | 419,051 | 246,313 |

We believe the above matching of compensation to the year associated with the NEOs' actual performance efforts related to stock and stock unit awards more accurately depicts the trend of compensation levels for our NEOs and reinforces our commitment to a philosophy of pay-for-performance. For example, net income for the last three years was \$22.7 million in 2011, \$14.1 million in 2010, and \$663,000 in 2009 and is directionally consistent in magnitude, after factoring in base compensation levels. The foregoing information is not intended to be a substitute for the Summary Compensation Table, as required by the SEC rules, which is shown below.

Summary Compensation Table

| Name and Principal Position  | Year | Salary1<br>(\$) | Bonus2<br>(\$) | Stock Awards3<br>(\$) | Option Awards3<br>(\$) | All Other Compensation4<br>(\$) | Total<br>(\$) |
|--|------|-----------------|----------------|-----------------------|------------------------|---------------------------------|---------------|
| Mark A. Turner –<br>President and<br>Chief Executive<br>Officer  | 2011 | \$491,592       | \$ -           | \$518,504             | \$ -                   | \$ 44,648                       | \$ -          |
|  | 2010 | 442,125         | -              | 53,308                | -                      | 37,246                          | 1,054,744     |
|  | 2009 | 405,000         | -              | 208,589               | -                      | 12,250                          | 532,679       |
|  |      |                 |                |                       |                        |                                 | 625,839       |
| Stephen A. Fowle -<br>Executive<br>Vice President and<br>Chief<br>Financial Officer                      | 2011 | 241,000         | 47,525         | 180,921               | 57,746                 | 20,504                          | 547,695       |
|  | 2010 | 227,500         | 63,519         | 15,659                | -                      | 13,394                          | 320,072       |
|  | 2009 | 210,000         | -              | 83,063                | -                      | 10,528                          | 303,591       |
| Rodger Levenson -<br>Executive<br>Vice President and<br>Director of<br>Commercial Banking                | 2011 | 269,833         | -              | 259,073               | -                      | 24,142                          | 553,048       |
|  | 2010 | 255,000         | -              | 19,412                | -                      | 14,333                          | 288,745       |
|  | 2009 | 235,000         | -              | 90,676                | -                      | 12,250                          | 337,926       |
| S. James Mazarakis –<br>Executive<br>Vice President and<br>Chief<br>Technology Officer                   | 2011 | 243,250         | -              | 245,061               | -                      | 14,535                          | 502,846       |
|  | 2010 | 215,417         | -              | -                     | 27,630                 | 106,257                         | 349,304       |
|  | 2009 | -               | -              | -                     | -                      | -                               | -             |
| Richard M. Wright -<br>Executive<br>Vice President and<br>Director of<br>Retail Banking and<br>Marketing | 2011 | 260,833         | -              | 263,159               | -                      | 16,507                          | 540,500       |
|  | 2010 | 249,167         | -              | 12,394                | -                      | 14,092                          | 275,653       |
|  | 2009 | 221,669         | -              | 82,458                | -                      | 12,250                          | 316,377       |

1 The amounts shown as salaries in this table may be different from the amounts shown in the Base Salary table on page 22 because this table represents the amount actually paid during a year and the Base Salary table represents year-end base salary level.

2 Represents cash bonus to an NEO that is not subject to TARP restrictions for 2010 and 2011.

3 Represents the aggregate fair value of awards on the date they were granted in accordance with ASC Topic 718. See Note 13 of the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the assumptions made in calculating the grant date fair value .

4 All Other Compensation represents contributions made by us into the 401(k) plans of our NEOs and dividends related to restricted stock that was not factored into the grant date fair value. In addition, Mr. Turner applied his

development allowance toward club dues and financial planning.

#### Grant of Plan-Based Awards

The number of shares granted to executives under our 2005 Incentive Plan is based on a calculation related to the executive's base salary and may be adjusted by the Committee. The Committee made awards in 2011 for 2010 performance as summarized in the table below. Mr. Fowle received a grant of 4,041 stock options on February 24, 2011 as part of his long-term incentive. The options have an exercise price of \$44.91 which is equal to the closing stock price of WSFS Common Stock at the grant date. The grants vest equally over four years and expire on the fifth anniversary of the grant date. The Black-Scholes option-pricing model was used to determine the grant-date fair-value of these options. The CEO and executives received restricted stock unit grants to compensate them for, among other things, the limitations imposed by Internal Revenue Code on highly compensated executives with regard to tax-qualified defined contribution plans, specifically our 401(k) plan. NEOs, subject to TARP restrictions, received restricted stock awards in lieu of cash bonuses under our Associate Service Bonus Plan.

No options were re-priced, nor were any modifications made to any outstanding option during 2011.

Grants of Plan-Based Awards

| Name and Principal Position   | Grant Date                               | All Other Stock Awards: Number of Shares of Stock or Units (#) | All Other Option Awards: Number of Shares of Stock or Units (#) | Exercise or Base Price of Option Awards (\$/Share) | Grant Date Fair Value of Stock and Option Awards <sup>4</sup> |
|---|--|--|---|--|---|
| Mark A. Turner – President and Chief Executive Officer                                    | 1/03/11<br>1/31/11<br>2/24/11<br>2/24/11 | 5,000 1<br>15 2<br>6,045 2<br>1,407 3                          |   |  | \$246,350<br>674<br>271,481<br>63,188                         |
| Stephen A. Fowle – Executive Vice President and Chief Financial Officer                   | 1/03/11<br>2/24/11<br>2/24/11            | 2,500 1<br>404 3   | 4,041   | \$44.91  | 123,175<br>57,746<br>18,144                                   |
| Rodger Levenson – Executive Vice President and Director of Commercial Banking             | 1/03/11<br>1/31/11<br>2/24/11<br>2/24/11 | 2,500 1<br>15 2<br>3,011 2<br>516 3                            |   |  | 123,175<br>674<br>135,224<br>23,174                           |
| S. James Mazarakis – Executive Vice President and Chief Technology Officer                | 1/03/11<br>1/31/11<br>2/24/11<br>2/24/11 | 2,500 1<br>15 2<br>2,699 2<br>295 3                            |   |  | 123,175<br>674<br>121,212<br>13,248                           |
| Richard M. Wright – Executive Vice President and Director of Retail Banking and Marketing | 1/03/11<br>2/24/11<br>2/24/11            | 2,500 1<br>3,117 2<br>352 3                                    |   |  | 123,175<br>139,984<br>15,808                                  |

1 Restricted stock awards granted in 2011 for retention and motivation.

2 Restricted stock awards granted in 2011 as incentive compensation earned in 2010.

3 Restricted stock units awarded in 2011 in lieu of benefits earned under other deferred compensation plans.

4 See Note 13 of the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the assumptions made in calculating the grant date fair value of stock and option awards.

## Outstanding Equity Awards Value at Fiscal Year-End

The following table shows the number and exercise price of all unexercised options held by NEOs as of December 31, 2011. The awards are listed in order of grant date. The shorter option expiration dates of more recent grants are due to a change in our policy of granting options to a current five-year exercise term, from a former ten-year term.

## Outstanding Equity Awards at Fiscal Year-End

| Name and Principal Position  | Option Awards   |   |                            |                        | Stock Awards  |  |
|--|---|---|----------------------------|------------------------|---|--|
|  | Number of Securities Underlying Unexercised Options Exercisable (#) | Number of Securities Underlying Unexercised Options Unexercisable (#) | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested (\$) |
| Mark A. Turner – President and Chief Executive Officer <sup>1</sup>                                    | 12,900  | -   | \$33.40                    | 12/19/12               | 22,108  | \$790,629  |
|  | 7,700   | -   | 43.70                      | 12/18/13               |   |  |
|  | 5,950   | -   | 58.75                      | 12/16/14               |   |  |
|  | 14,000  | -   | 53.39                      | 12/12/12               |   |  |
| Stephen A. Fowle - Executive Vice President and Chief Financial Officer <sup>2</sup>                   | 3,000   | -   | 60.00                      | 01/03/15               | 6,546   | 234,099  |
|  | 5,000   | -   | 53.39                      | 12/12/12               |   |  |
|  | -   | 4,041   | 44.91                      | 02/24/16               |   |  |
| Rodger Levenson - Executive Vice President and Director of Commercial Banking <sup>3</sup>             | 6,250   | -   | 53.39                      | 12/12/12               | 10,020  | 358,336  |
| S. James Mazarakis – Executive Vice President and Chief Technology Officer <sup>4</sup>                | 750   | 2,250   | 30.17                      | 02/25/15               | 5,509   | 197,013  |
| Richard M. Wright - Executive Vice President and Director of Retail Banking and Marketing <sup>5</sup> | 1,000   | -   | 69.00                      | 02/21/12               | 9,620   | 344,031  |
|  | 4,300   | -   | 53.39                      | 12/12/12               |   |  |
|  | 750   | 250   | 48.95                      | 02/27/13               |   |  |

1 If there were no TARP limitations, Mr. Turner would have had 18,318 unvested restricted stock awards with a market value of \$655,090 at December 31, 2011.

2 For Mr. Fowle, of the 4,041 unvested options expiring on 02/24/16, 1,010 vest on 02/24/12, 1,010 vest on 02/24/13, 1,010 vest on 02/24/14, 1,011 vest on 02/24/15. In addition, if there were no TARP limitations, Mr. Fowle would have had 5,098 unvested restricted stock awards with a market value of \$182,315 at December 31, 2011.

3 If there were no TARP limitations, Mr. Levenson would have had 8,496 unvested stock awards with a market value of \$303,835 at December 31, 2011.

4 For Mr. Mazarakis, of the 2,250 unvested options expiring on 2/25/15, 750 vest on 2/25/12, 750 vest on 2/25/13, and 750 vest on 2/25/14.

5 For Mr. Wright, of the 250 unvested options expiring on 2/27/13, all vest on 2/27/12. In addition, if there were no TARP limitations, Mr. Wright would have had 8,062 unvested restricted stock awards with a market value of \$288,314 at December 31, 2011.

## Exercises of Options and Vesting of Shares During 2011

The following table shows the number of options exercised by the officers during the fiscal year ended December 31, 2011. In addition, no restricted stock awarded as a result of an incentive plan has fully vested since the Treasury continues to hold an equity investment in us through their TARP Capital Purchase Program.

Mr. Turner exercised options in late 2011 that were very near expiration as they were granted in 2001 and 2002. In addition, restricted stock for our deferred compensation plan issued in 2009 and 2010 had vested in February 2011.

| Name and Principal Position   | Option Awards                                      |                                       | Stock Awards                                      |                                      |
|---|--|---------------------------------------|---|--------------------------------------|
|   | Number of Shares<br>Acquired on<br>Exercise<br>(#) | Value Realized<br>On Exercise<br>(\$) | Number of Shares<br>Acquired on<br>Vesting<br>(#) | Value Realized<br>on Vesting<br>(\$) |
| Mark A. Turner –<br>President and Chief Executive Officer                                       | 31,000   | \$ 619,942 <sup>1</sup>               | 801   | \$ 36,254                            |
| Stephen A. Fowle –<br>Executive Vice President and Chief<br>Financial Officer                   | -  | -                                     | 304   | 13,791                               |
| Rodger Levenson –<br>Executive Vice President and Director of<br>Commercial Banking             | -  | -                                     | 380   | 17,238                               |
| S. James Mazarakis –<br>Executive Vice President and Chief<br>Technology Officer                | -  | -                                     | -   | -                                    |
| Richard M. Wright –<br>Executive Vice President and Director of<br>Retail Banking and Marketing | -  | -                                     | 212   | 9,609                                |

<sup>1</sup>Of the net proceeds received from this exercise, which after tax, amounted to \$413,000, a portion was received by Mr. Turner in cash and the remainder was used for shares of WSFS stock to meet Board approved stock ownership guidelines to be achieved by 2014.

## Termination Without Cause

When the severance policy suspension is lifted (see Employment Agreements beginning on page 28 for more information), an executive (which includes all our NEOs) covered by this policy who is terminated without cause is provided a minimum of six months of severance and six months of professional level outplacement. If the executive does not find new employment within six months after termination, severance pay and professional outplacement would continue for another six months, or until the executive finds employment, whichever occurs first. If the executive finds another job at a lower rate of pay than previously paid by us, then we would make up the difference until the second six-month period ends. Medical and dental benefits would continue at the general Associate rate through the severance period.

## Change in Control

When the severance policy suspension is lifted, an executive (which includes all our NEOs) covered by this policy who is terminated without cause within one year following a change in control or who is offered a position that is not within 25 miles of his or her work-site nor at his or her WSFS salary and incentive opportunity immediately before the change in control, would receive 24 months base salary. Twelve months of executive level outplacement would be offered and medical and dental benefits would continue at the general Associate rate through the 24-month period.



When the severance policy suspension is lifted, it is not anticipated that any severance payments resulting from a change in control will cause such payments to be non-deductible as an “excess parachute payment” as defined by Internal Revenue Code Sections 280G and 4999. The Committee retains the authority to approve non-deductible severance payments associated with a change in control on a case-by-case basis.

#### Potential Payments Upon Termination or Change in Control

As a result of the restrictions imposed by ARRA, there are no payments that executives could potentially receive upon termination of their employment or a change of control at December 31, 2011.

#### Retirement Plans

We do not maintain a tax-qualified non-contributory retirement plan (pension plan). However, we do provide continuation of medical benefits to Associates who retire, should they elect to participate in the benefit. We provide supplemental contributions toward retiree continuing medical coverage costs. For 2011, our contribution towards this supplement was capped at \$2,700 per retiree, but may have been less based on length of service at time of retirement of each retiree, irrespective of annual increases to the cost of the medical benefit premium. We limit our increases to no more than 4% annually.

## 5. Corporate Governance

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### Director Independence

We carefully evaluate any circumstances, transactions or relationships that we feel could have an impact on whether the members of our Board of Directors are independent of us or our subsidiaries, including WSFS Bank, and are able to conduct their duties and responsibilities as directors without any personal interests that would interfere or conflict with those duties and responsibilities.

Other than Mr. Schoenhals, Mr. Turner, Mr. Morgan and Mr. Frangopoulos, all our directors are independent. Mr. Schoenhals is not an independent director because he was an executive of the Company until November 2009 and was compensated as a consultant until November 2011. Mr. Turner is not an independent director because he is an executive of the Company. Mr. Morgan is not an independent director because, until November 2009, he was also retained to serve as a Special Advisor. Mr. Frangopoulos is not an independent director because he was the chief executive of Christiana Bank & Trust until December 2010 and was compensated as a consultant until December 2011. More information about the compensation of Mr. Schoenhals and Mr. Frangopoulos can be found on page 49.

### Board Leadership Structure

The leadership of our Board of Directors is comprised of: (i) our Chairman, (ii) our Vice Chairman and Lead Director and (iii) our President and Chief Executive Officer.

Marvin N. Schoenhals has been our Chairman of the Board since 1992. He continues in this role because of his substantial institutional knowledge, leadership qualities, business acumen and standing in the community. Until his retirement in 2009, Mr. Schoenhals was also an Executive and full-time Associate. Upon his retirement, Mr. Schoenhals became a consultant to us. A more detailed description of Mr. Schoenhals' consulting role can be found on page 49.

The responsibilities of the Chairman include:

- Chairing Board meetings;

- Recommending committee memberships;
- Assessing effectiveness of Board committees;
- Participating as a member of the Executive Committee and ex-officio member of selected other committees;
- Chairing Kent County and Sussex County Advisory Boards;
- Providing advice and counsel to CEO and executive management.

Charles G. Cheleden has been our Vice Chairman since 1992 and our Lead Director since 2004. He is an outside and independent director designated by our Board of Directors to lead the Board in fulfilling its duties effectively, efficiently and independent of management.

Specifically, the Lead Director is responsible, in cooperation with the Chairman of the Board for certain functions as follows:

Enhance Board Effectiveness:

- Ensure the Board works as a cohesive team under his or her leadership;
- Ensure the board has adequate resources, especially by way of full, timely and relevant information to support its decision-making requirements;
- Ensure a process is in place to monitor legislation and best practices which relate to the responsibilities of the board;
- Regularly assess the effectiveness of the Board and its committees;
- Ensure that new directors receive adequate orientation on their roles and responsibilities, the Company's organization, business and the industry;
- Meet with Board members to determine their continued commitment to the Board and their interest in continuing to serve on the Board of Directors;
- Ensure that Board members receive continuing education both from within the Company and from outside sources; and
- Encourage Board members to refer new business opportunities to the Bank.

Manage the Board:

- Provide input to the CEO on preparation of agendas for Board and committee meetings;
- Ensure the effectiveness of Board committees;
- Ensure that independent directors have adequate opportunity to meet to discuss issues without management present and provide feedback to management;
- Help resolve any conflicts;
- Chair Board meetings when Chairman is not in attendance;
- Review Board minutes for accuracy;
- Conduct or oversee Board self-evaluations;
- Ensure delegated committee functions are carried out and report to Board, e.g. CEO performance assessment, CEO and Board succession planning and strategic planning;
- Ensure some rotation on committee assignments, especially Chairs;
- Exercise authority to call meetings of the independent directors;
- Ensure that appropriate committee members have input regarding the proxy statement disclosure related to their committees; and
- Be available, as requested, for consultation and communication with major shareholders.

At each Board and Committee meeting, independent directors had the opportunity to meet without management present.

Mark A. Turner has been our President and Chief Executive Officer since 2007.

The responsibilities of the President and CEO include:

- Having general power over the strategic planning, management and oversight of the administration and operation of the Company's business, and general supervisory power and authority over its policies and affairs;
- Ensuring all orders and resolutions of the Board of Directors and any committee are carried into effect;
- With the Chairman and Lead Director, helping to set Board agendas and providing input for committee meeting agendas.



#### Our Director Nomination and Selection Process

We believe that it is important to have a strong, independent Board of Directors that is accountable to our stockholders. Our By-laws empower the Corporate Governance and Nominating Committee with the responsibility for identifying qualified individuals as candidates for membership on the Board of Directors.

The Committee solicits recommendations from our officers and directors, as well as considers and evaluates any candidates recommended by our shareholders. There is no difference in the manner in which the Committee evaluates persons recommended by officers or directors versus those recommended by stockholders in selecting Board nominees. To date, it has not been our practice to pay fees to any third party to identify, evaluate or assist in identifying or evaluating potential nominees for the Board of Directors. Each year, the Board conducts a robust self-evaluation process to help identify individual and group performance and needs. This self-evaluation was one input in this year's nomination process.

In the second half of the last decade we undertook a thoughtful, generational change in the executive leadership of the Bank. Around the same time the Board began a similar process of addressing the changing needs and advancing experience of the Board with the desire to regenerate the Board for the future as well. That Board regeneration process has proceeded since then, with six Directors stepping down since 2005 and seven new Directors being added during that same time.

In 2011, the Board accelerated the discussions of its needs for the next generation, and included the topic of our optimal number of Directors. The Board concluded that smaller boards (while still of ample size and diversity) are generally more effective. The Board also concluded that a smaller Board fits with a key strategic advantage of the Company, namely, faster, and more entrepreneurial decision-making. Finally, a smaller Board also sets the organizational tone for a lower internal cost structure in an economy and industry that are currently challenged by lower revenues and increasing regulatory costs.

To that end, in 2012 the Board decided that it would reduce its size from the current 14 members to 10 to 12 members. As a result, three current Directors agreed to retire from the Board in April 2012. We are grateful to them for their sacrifice and for their many years of dedicated and valuable service to WSFS.

It is the Board's intention to continue this regeneration process so that we build experience for the continued success of WSFS. We expect to be adding new members over the next one to three years, as other members retire or serve out their terms. While difficult, we believe that one of the most important responsibilities of a well-functioning board is to ensure that it actively plans for and accomplishes its own succession.

#### Diversity

The Board takes a broad and thoughtful view of diversity. It believes its membership should reflect not only a diversity of gender and ethnicity, but also be inclusive of other factors such as age, religion, national origin, a broad range of experience, knowledge and judgment in a variety of business and professional sectors. The Board desires that its membership also be geographically appropriate and diverse. Potential directors, therefore, may enhance the Board's statewide and regional representation. As a commitment to this diversification, the Board believes most directors should be knowledgeable about the business activities and market areas in which we and our subsidiaries engage. A candidate's breadth of knowledge and experience should also enable that person to make a meaningful contribution to the governance of a complex, multi-billion dollar financial institution. It also believes that it should have a Board membership with a cross-section of thinking that is aligned with the needs of our customers and community (which includes potential future customers), as well as future opportunities. Our market is diverse; our Board should strive to be equally as diverse.

To be considered in the Committee's selection of Board nominees, recommendations from stockholders must be received by the Corporation in writing not less than 120 days prior to the anniversary date of the mailing date of the proxy statement for the previous year's annual meeting. A recommendation should identify the stockholder making the recommendation and for each person the stockholder proposes to recommend as a nominee to the Board (1) the name, age, business address of such person; (2) the principal occupation or employment of such person; (3) the Class and number of shares of our Voting Stock (as defined in our By-laws) which are beneficially owned by such stockholder on the date of such notice; and (4) any other information required to be



included in such notice as described in our By-Laws or disclosed in solicitations of proxies with respect to nominees for election of directors described in the Securities Exchange Act of 1934, as amended.

#### Stock Ownership and Retention Guidelines

Our By-Laws require each of our directors to be a stockholder and own a minimum amount of our common stock as determined from time to time by the Board. This guideline is designed to encourage our directors to increase and maintain their equity stake in us, and thereby to more closely link their interests with those of our other shareholders.

In 2009, the Board established a guideline that each director own 4,000 shares of vested common stock. Members of the Board have until June 2014, or five years after assuming his or her position, to accumulate the minimum ownership amount. In addition, the Board established a guideline for executive management such that the CEO should own 35,000 shares of vested common stock and all Executive Vice Presidents own 10,000 shares of vested common stock, each to be accumulated by the later of June 2014 or five years after assuming his or her position.

#### Succession Planning

The Personnel and Compensation Committee and full Board has reviewed, evaluated and provided governance comments and advice for our Executive Management (including CEO) talent, leadership development and succession planning program, and plans to do so at least annually.

#### Attendance at Board and Committee Meetings, Annual Meeting

During the year ended December 31, 2011, the Board of Directors held 13 meetings. None of the directors attended less than 75% of the total of: (a) meetings of the Board of Directors and (b) meetings of the committees on which they served during the year. All directors are required to attend the Annual Meeting of Shareholders except for absences due to causes beyond their reasonable control.

#### Transactions with Our Insiders

In the ordinary course of its business as a bank, WSFS Bank makes loans to our directors, officers and Associates. These loans are subject to limitations and restrictions under federal banking laws and regulations and are made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable loans with persons not related to the lender. These loans do not involve more than the normal risk of collectability or present other unfavorable features to WSFS Bank.

#### Board Role in Risk Oversight

The Board of Directors is responsible for the oversight of the management of our risk exposures to prevent or minimize the impact of a financial crisis. The Board is actively involved in the strategic planning process with executive management where there is a comprehensive discussion of our appetite for risk, including a discussion of choices and alternatives. In the end, the Board has concluded that the risk implicit in our strategic plan is appropriate and that expected risks are commensurate with the expected rewards. The Board has also concluded that management has implemented an appropriate system to manage this risk. The risk management system is designed to inform the Board of the material risks and has created an appropriate enterprise-wide culture of risk awareness.

In 2010, we created an Enterprise Risk Management (ERM) function to assist management by establishing a unified and strategic approach to identifying current and future risks. ERM helps monitor, measure, manage and report these risks while continually evaluating our risk/reward dynamic. The ERM activities include:

- Conduct an Enterprise Risk Assessment Summary (RAS) in accordance with the OCC's RAS matrix and industry best practices;
- Monitor risk metrics and report to Executive Management monthly and to the Board of Directors quarterly;
- Update the Enterprise Risk Assessment Summary quarterly;
- Ensure that stress testing and contingency planning on critical business risks are performed;



- Key involvement with significant new products, services or activities, as well as conduct resolution and “lessons learned” on major risk events, as needed; and
- Continual learning on emerging risks and risk management best practices.

Each Board committee has risk oversight responsibilities. In particular, the Audit Committee of the Board is responsible for, among other things, the following:

- Review the annual company Sarbanes-Oxley risk assessment;
- Review, with management, the quarterly and annual financial statements including major issues regarding accounting and auditing principles and practices;
- Review the adequacy of internal controls;
- Review analyses prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of our financial statements;
- Periodically review, with management, our major financial risk exposures and the steps management has taken to monitor and control such exposures;
- Monitor the independence of the public accounting firm;
- Ensure committee members have unrestricted access to the independent accountants to review and discuss financial or other matters;
- Review and approve the audit plan of the independent accountants and our internal audit department;
- Evaluate the effectiveness of both the internal and external audit effort through regular meetings with each respective group;
- Determine that no management restrictions are being placed upon either the internal or external auditors;
- Review the adequacy of internal controls and management’s handling of identified Sarbanes-Oxley material inadequacies and reportable conditions in the internal controls over financial reporting, and compliance with laws and regulations;
- Evaluate the adequacy of the internal accounting control systems and monitor management’s response and actions to correct any noted deficiencies;
- Review reports issued by outside consultants regarding internal control;
- Review quarterly reports issued by the Internal Loan Review Department including reports issued by outside consultants regarding such items as credit risk assessment and credit administration;
- Review the quarterly report of significant litigation matters;
- Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal control or auditing matters, including procedures for the confidential, anonymous submission by Associates of concerns regarding questionable accounting, internal control or auditing matters;
- Ensure that members of the Committee have the expertise required by regulation;
- Ensure that the Committee has the authority to engage independent counsel and other advisors, as it determines necessary to carry out its duties;
- Review all regulatory reports, including examination reports and SEC comment letters and monitor management’s response;
- Review and approve, each year, the Information Data Security Policy.

The Chairman of the Audit Committee provides regular reports to the Board of Directors as to the adequacy of our risk management. In addition, senior managers from each of our risk areas provide regular reports to the Board. These areas include: Investments, Accounting, Auditing, Credit, Human Capital Management, Operations and Technology, Trust and Wealth Management and Retail Operations.

In addition, the Personnel and Compensation Committee, which oversees the executive compensation programs, reviews and approves a semi-annual report on executive compensation and Associate incentive compensation plans prepared by our risk officers. The purpose of the review is to: (1) determine that senior executive officer compensation plans do not encourage those executive officers to take actions that pose an unnecessary and excessive

risk that would threaten our value, and (2) determine that Associate incentive compensation plans do not unnecessarily expose us to risks or encourage the manipulation of reported earnings to enhance the compensation of Associates. During 2011, the Committee accepted these reports prepared by our risk officers who concluded our plans and practices do not create risks that are reasonably likely to have a material adverse effect on the Company.

#### Board Committees

There are five main committees of the Board of Directors: the Executive Committee, the Corporate Governance and Nominating Committee, the Audit Committee, the Personnel and Compensation Committee and the Trust Committee.

#### Executive Committee

Mark A. Turner is the Chairman of the Executive Committee. The other members of the Committee are Charles G. Cheleden, Donald W. Delson, Zissimos A. Frangopoulos, Calvert A. Morgan, Jr., and Marvin N. Schoenhals. The Committee is required to meet monthly, or more frequently if necessary, and met 30 times during 2011. This Committee exercises the powers of the Board of Directors between meetings of the full Board. Its primary activities have been to review loan applications needing Board approval and to review credit quality reports.

Another important part of the Executive Committee's role is to review and approve transactions with insiders. Under the Bank's written policy, the Executive Committee reviews and approves all insider loans or lending relationships. Any loan granted to an insider in excess of \$500,000 requires pre-approval by the Board of Directors, with the interested party (if a director) abstaining from participating directly or indirectly in the voting. All loans granted to insiders, regardless of the amount, are reported to the Board of Directors.

#### Corporate Governance and Nominating Committee

Thomas P. Preston is the Chairman of the Corporate Governance and Nominating Committee. The other members of the Committee are Dennis E. Klima, Scott E. Reed, Claibourne D. Smith, and R. Ted Weschler. Each member of the Corporate Governance and Nominating Committee is "independent" as defined in the listing standards of the Nasdaq Stock Market. The Committee met five times during 2011. A copy of the Corporate Governance and Nominating Committee Charter as well as our other corporate governance documents can be found on the investor relations page of our website [www.wsfsbank.com](http://www.wsfsbank.com) (select "Investor Relations" on the menu found under "About WSFS" and click on "Governance Documents").

The Corporate Governance and Nominating Committee does the following:

- Makes recommendations to the full Board of Directors regarding corporate governance guidelines and policies.
- Assists the Board of Directors in finding individuals who are qualified to serve as directors and provides its recommendations to the full Board of Directors when the Board selects its nominees for each annual meeting.
- Leads the Board in an annual review of the Board's performance.
- Advises the Board on the assignment of the directors to serve on the various committees of the Board.

#### Audit Committee

Scott E. Reed is Chairman of the Audit Committee. The other members of the Committee are Anat Bird, Jennifer W. Davis, Dennis E. Klima and Claibourne D. Smith. Mr. Reed has the qualifications to serve as the Committee's financial expert. For bank regulatory purposes, Anat Bird is also considered a banking and financial expert. Each member of the Audit Committee is "independent" as defined in the listing standards of the Nasdaq Stock Market. The Committee met nine times during 2011. A copy of the Audit Committee Charter can be found on the investor relations page of our website [www.wsfsbank.com](http://www.wsfsbank.com) (select "Investor Relations" on the menu found under "About WSFS" and click on "Corporate Conduct").

The Audit Committee does the following:

- Oversees the audit program and reviews our consolidated financial statements, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect our financial statements.
- Reviews the examination reports from federal regulatory agencies as well as reports from the internal auditors and from the independent registered public accounting firm.





Tax Fees. The aggregate fees earned by KPMG LLP for professional services rendered for tax compliance, tax advice and tax planning for the years ended December 31, 2011 and 2010 were \$112,460 and \$66,140, respectively.



All Other Fees. There were no fees earned by KPMG LLP for professional services rendered other than those listed under the captions "Audit Fees," "Audit Related Fees," and "Tax Fees" for the years ended December 31, 2011 and 2010.

The Audit Committee has prepared the following report for inclusion in this proxy statement:

As part of its ongoing activities, the Audit Committee has:

- Reviewed and discussed with management our audited consolidated financial statements for the fiscal year ended December 31, 2011;
- Discussed with the independent registered public accounting firm, the matters required to be discussed by Statement on Auditing Standards No. 61, Communications with Audit Committees, as amended, as adopted by the Public Company Accounting Oversight Board in Rule 3200T; and
- Received the written disclosures and the letter from the independent registered public accounting firm required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered accounting firm's communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm their independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

The Audit Committee, comprised of Scott E. Reed, Anat Bird, Jennifer W. Davis, Dennis E. Klima and Claibourne D. Smith, has provided this report.

#### Personnel and Compensation Committee

Dennis E. Klima is the Chairman of the Personnel and Compensation Committee. The other members of the Committee are Anat Bird, Jennifer W. Davis, Thomas P. Preston and Claibourne D. Smith. The Committee met six times during 2011. A copy of the Personnel and Compensation Committee Charter can be found on the investor relations page of our website [www.wsfsbank.com](http://www.wsfsbank.com) (select "Investor Relations" on the menu found under "About WSFS" and click on "Governance Documents").

Action items the Committee has the authority to approve:

- Performance evaluations, salary adjustments, bonuses, stock options, perquisites for any officer other than the CEO and President.
- Incentive plan design, including criteria, formula computation and calculation of award amounts, such as cash payouts, restricted stock and stock option awards for all officers other than the CEO and President.
- Adoption, administration and expense management of certain Associate benefit plans and programs including 401(k) amendments, technical corrections and discretionary contributions, if in excess of 2% overall compensation.
- Payment of additional year-end contributions in lieu of deferred compensation plans for any officer other than the CEO and President.
- The engagement of compensation consultants (selection, negotiate terms, and related fees) to assist in matters regarding executive and Board related compensation.
- Fees for Board advisors, Lead Director and committee chairs; oversee election of committee chairs.

Action items the Committee recommends to the Corporate Governance and Nominating Committee for approval:

- All Board and related compensation.

Action items the Committee recommends to the Board for approval:

- Policies and charter, including but not limited to Equal Employment Opportunity and Affirmative Action, Severance and Change of Control, the Management Compensation Policy, the Business (Luxury) Expenditures Policy, the Personnel and Compensation Charter.



- Board and management stock ownership and guidelines.
- All TARP compliance and disclosure matters, including but not limited to compensation and incentive plan reviews and risk assessments, clawback provisions, other filed requests and annual narrative.
- Compensation Discussion and Analysis (CD&A), compensation risk assessment and Compensation Committee report portions of the proxy.
- Any compensation action for the CEO and President (salary increases, bonuses, stock grants, perquisites, etc.).
- Any compensation action (fees, stock awards, etc.) for the Chairman of the Board.

In addition, the Personnel and Compensation Committee reviews and considers the results of shareholders' advisory votes on executive compensation.

#### Compensation Committee Interlocks and Insider Participation

No member of our Personnel and Compensation Committee is, or formerly was, an officer or Associate of ours. During 2011, none of our executive officers served on the Personnel and Compensation Committee (or equivalent), or the Board of Directors, of another entity whose executive officer or officers served on our Personnel and Compensation Committee or Board.

#### Trust Committee

The Trust Committee is comprised of members of both the WSFS Bank Board and of management. It provides oversight our trust and investment activities provided by Christiana Trust, the trust division of the Bank. Calvert A. Morgan, Jr. is the Chairman of the Trust Committee. Other members of the Committee are Charles G. Cheleden, Donald W. Delson, Zissimos A. Frangopoulos, Scott E. Reed, Marvin N. Schoenhals and Mark A. Turner. The Committee met six times during 2011. A copy of the Trust Committee Charter can be found on the investor relations page of our website [www.wsfsbank.com](http://www.wsfsbank.com) (select "Investor Relations" on the menu found under "About WSFS" and click on "Governance Documents").

The Trust Committee does the following:

- Oversees the trust and investment management activities of the Christiana Trust division in providing trust administration and investment management services;
- Adopts appropriate policies and procedures to be observed in offering such services;
- Ensures compliance with all trust regulations;
- Ensures sound risk management practices as it applies to trust and investment management activities; and
- Reports to the Board on the activities of Christiana Trust in the conduct of its business.

## 6. Compensation of the Board of Directors

Our non-Associate directors received base compensation for 2011 totaling approximately \$70,000 as follows:

- An annual retainer of \$46,667, paid in cash,
- 643 shares of WSFS Financial Corporation common stock, representing \$23,354 in value at the grant date.

We pay a fee for committee service. During 2011, each director received \$650 for each committee meeting attended. Directors do not receive a fee for regularly scheduled meetings of the Board of Directors, but receive a fee of \$650 for special meetings of the Board. Directors who served on the Audit Committee each received an additional annual retainer of \$10,000 during 2011.

Directors who chaired Board committees during 2011 received an additional annual retainer. The Audit Committee chair received \$5,000, the Corporate Governance and Nominating Committee chair received \$3,000, the Personnel and Compensation Committee chair received \$5,000 and the Trust Committee chair received \$3,000.

At Mr. Weschler's request, and in accordance with his company's policies in 2011, the Board has excluded him from receiving compensation or any expense reimbursement as a director.

## Director Compensation Table

The compensation paid to directors during 2011 is summarized in the following table. Mr. Turner is not shown in this table because he was compensated as an officer and did not receive any director compensation.

| Directors                                | Fees<br>Earned<br>or Paid<br>in Cash | Stock<br>Awards <sup>1</sup> | Option<br>Awards | All<br>Other<br>Compensation | Total     |
|--|--------------------------------------|------------------------------|------------------|------------------------------|-----------|
| Marvin N. Schoenhals <sup>2</sup>        | \$170,478                            | \$3,886                      | -                | \$156,250                    | \$330,614 |
| Anat Bird                                | 69,017                               | 23,354                       | -                | -                            | 92,371    |
| William B. Chandler III                  | 12,317                               | 5,848                        | -                | -                            | 18,165    |
| Charles G. Cheleden                      | 91,967                               | 23,354                       | -                | -                            | 115,321   |
| Jennifer W. Davis                        | 71,617                               | 23,354                       | -                | -                            | 94,971    |
| Donald W. Delson                         | 79,667                               | 23,354                       | -                | -                            | 103,021   |
| Zissimos A.<br>Frangopoulos <sup>3</sup> | 67,417                               | 23,354                       | -                | 297,910                      | 388,681   |
| Dennis E. Klima                          | 73,317                               | 23,354                       | -                | -                            | 96,671    |
| Calvert A. Morgan, Jr.                   | 106,167                              | 23,354                       | -                | -                            | 129,521   |
| Thomas P. Preston                        | 62,667                               | 23,354                       | -                | -                            | 86,021    |
| Scott E. Reed                            | 80,517                               | 23,354                       | -                | -                            | 103,871   |
| Claibourne D. Smith                      | 78,017                               | 23,354                       | -                | -                            | 101,371   |
| R. Ted Weschler <sup>4</sup>             | -                                    | -                            | -                | -                            | -         |

<sup>1</sup> The aggregate fair value of the award on the date of grant, computed in accordance with ASC Topic 718. Awards were prorated for

directors not serving a full year. The assumptions used in valuing the stock awards are detailed in Note 13 of the Notes to the Consolidated Financial Statements contained in our 2011 Annual Report on Form 10-K.

<sup>2</sup> Mr. Schoenhals' Other Compensation includes \$156,250 for consulting services.

<sup>3</sup> Mr. Frangopoulos' Other Compensation includes \$137,544 for consulting services, \$33,784 for a Supplemental Executive Retirement

Plan that carried over from the Christiana Bank & Trust acquisition, and \$126,582 as incentive compensation.

4 At Mr. Weschler's request, and in accordance with his company's policies in 2011, he is excluded from receiving compensation or expense reimbursement as a Director.

Compensation of Mr. Cheleden as Lead Director

Charles G. Cheleden currently serves as our Lead Director. During 2011, he was compensated \$1,500 per month for serving in that role in addition to his other compensation as a director.

**Compensation of Mr. Schoenhals as Consultant**

Marvin N. Schoenhals is our Chairman of the Board. Until November 2011, he also served in a consulting capacity due to his substantial institutional knowledge, leadership qualities, business acumen and standing in the community. During 2011, Mr. Schoenhals received a base consulting fee of \$156,250.

Having discussed the opportunities that continue to arise resulting from the significant disruption in our markets, the Personnel and Compensation Committee decided it was in our best interests to leverage Mr. Schoenhals' significant and valuable community relationships, stature, contacts, and reputation to take full advantage of these market share opportunities. The Board approved a plan in which Mr. Schoenhals received 22,250 shares of restricted stock effective January 3, 2011 with a five-year performance vesting schedule starting at the end of the second year. Based on new business relationships where Mr. Schoenhals has played a meaningful role in helping the Company establish new business, these shares are subject to vesting in whole or in part if an expected pre-tax contribution over a two year period of time of at least 50% return on the investment of restricted stock cost is achieved.

As a result of the restricted stock arrangement discussed above, Mr. Schoenhals reverted to receiving a standard Board retainer as of November 2011.

**Compensation of Mr. Frangopoulos as Consultant**

As the former CEO of Christiana Bank & Trust, which we acquired in December 2010, Zissimos Frangopoulos was appointed to our Board in December 2010. He also served in a consulting capacity as a trust advisor. In this role, Mr. Frangopoulos performed duties as requested to assist in preserving the value of the acquired business and improving trust business performance. His consulting arrangement expired at December 31, 2011. He was compensated for his services as trust advisor in addition to his other compensation as a director. Mr. Frangopoulos has received an annual base consulting fee of \$137,544. In addition, as a result of increased levels of fiduciary revenues we earned from the acquired business in 2011, he earned a supplemental payment of \$126,582 for a one year incentive.

## 7. Other Information

## Large Stockholders

Stockholders who own 5% or more of the outstanding common stock of a publicly traded company are required to report that information to the Securities and Exchange Commission (the SEC). The following table lists the stockholders who have reported to the SEC that they own 5% or more of our outstanding Common Stock. The number of shares is the number most recently reported to the SEC by each stockholder. The percentage is based on the number of shares of our Common Stock outstanding as of March 8, 2012, the record date set for the 2012 Annual Meeting of Stockholders.

| Name and Address of Owner   | Number of Shares <sup>1</sup> | Percentage of WSFS Financial Corporation common stock outstanding |
|---|-------------------------------|---|
| Wellington Management Co., LLP <sup>2</sup><br>280 Congress Street<br>Boston, MA 02210        | 851,819                       | 9.79%   |
| R. Ted Weschler <sup>3</sup><br>404B East Main Street, 2nd Floor<br>Charlottesville, VA 22902 | 650,544                       | 7.36%   |
| FMR LLC <sup>4</sup><br>82 Devonshire Street<br>Boston, MA 02109                              | 593,311                       | 6.72%   |
| BlackRock, Inc. <sup>5</sup><br>40 East 52nd Street<br>New York, NY 10022                     | 464,767                       | 5.34%   |

<sup>1</sup> In accordance with Rule 13d-3 under the Exchange Act, for the purposes of this table, a person is deemed to be the beneficial owner of any shares of Common Stock if he or she has or shares voting and/or investment power with respect to such Common Stock or has a right to acquire beneficial ownership at any time within 60 days from the Record Date. As used herein, "voting power" is the power to vote or direct the voting of shares and "investment power" is the power to dispose or direct the disposition of shares. Except as otherwise noted, ownership is direct, and the named individuals and groups exercise sole voting and investment power over the shares of the Common Stock.

<sup>2</sup> According to the Statement on Schedule 13G/A of Wellington Management Company LLP on February 14, 2012.

<sup>3</sup> Shares include right to acquire beneficial ownership of 129,310 shares through the exercise of warrants.

4 According to the Statement on Schedule 13G of FMR LLC on February 14, 2012.

5 According to the Statement on Schedule 13G/A of BlackRock, Inc. on February 8, 2012.

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ANNUAL MEETING OF STOCKHOLDERS OF

WSFS FINANCIAL CORPORATION

APRIL 26, 2012

NOTICE OF INTERENT AVAILABILITY OF PROXY MATERIAL

The Notice of Meeting, proxy statement and sample proxy card  
are available at [www.wsfsbank.com](http://www.wsfsbank.com)

Please sign, date and mail  
Your proxy card in the  
Envelope provided as soon  
as possible

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