



**Kearny Financial Corp.
Kearny Bank
Audit Committee Charter & Policy Statement**

Purpose

The Audit Committee ("Committee") is appointed by the Board of Directors of Kearny Financial Corp. (the "Company") and serves as a joint committee of the Boards of Directors of both the Company and its wholly-owned subsidiary, Kearny Bank ("the Bank"). The Committee is responsible for overseeing the accounting and financial reporting processes of the Company, the Bank and their subsidiaries (referred to hereinafter collectively as "Kearny"). The Committee is also responsible for overseeing audits of Kearny's financial statements.

The Committee's primary duties and responsibilities are to:

- monitor and assess the quality and integrity of Kearny's financial statements, disclosures, earnings releases and regulatory submissions;
- monitor and assess the audits of Kearny's financial statements and the appointment, compensation, independence, qualifications and performance of the independent auditor;
- monitor and assess the independence, qualifications and performance of the internal audit process;
- monitor and assess Kearny's system of internal controls;
- monitor and assess compliance with legal and regulatory requirements related to accounting and financial reporting and with Kearny's Conflicts of Interest & Code of Conduct; and
- provide an avenue of communication among the independent auditor, management, the Internal Audit Department and the Board of Directors.

This charter will be recorded in the Company's and the Bank's minutes, available in written form upon request and made available on Kearny's website.

Audit Committee Composition and Meetings

The Committee shall be comprised of three or more directors, as appointed by the Board of Directors, each of whom shall be non-executive directors and shall not accept any direct or indirect consulting, advisory or other compensatory fees, other than director fees, from Kearny. Additionally, the Committee shall be comprised of individuals who are not officers or employees of any of Kearny's affiliates. All members shall be independent directors (as defined by all applicable rules and regulations, including the listing standards of the Nasdaq Stock Market). For purposes hereof, members shall be considered independent as long as they satisfy all of the independence requirements for board members as set forth in the applicable stock exchange listing standards and rule 10A-3 of the Exchange Act. A member of the Committee may not serve on more than three public company audit committees, including the Committee.

All members of the Committee shall have an understanding of financial statements as required by the Nasdaq Stock Market. At least one member shall have past employment experience in finance or accounting, required professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including but not limited to being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. At least one member of the Committee shall be designated as an "audit committee financial expert" as defined by the Securities and Exchange Commission.

The Committee shall meet at least monthly, or more frequently as circumstances dictate. The Committee Chair shall be elected by the Committee. The Committee Chair shall preside at all meetings of the Committee. In the absence of the Committee Chair at a duly convened meeting, the Committee shall select a member of the Committee to serve as a chair of the meeting. Minutes of meetings will be approved by the Committee and maintained. The Committee shall report its actions and recommendations to the Board after each Committee meeting.

A meeting may be called by the Committee Chair, or by a majority of the members of the Committee. Notice of any meeting shall be given by the person or persons calling the meeting given to each other member of the Committee at least 24 hours prior to the meeting. Notice may be given in the same fashion as permitted for notice of Board meetings pursuant to the Company's Bylaws and applicable law. A meeting shall be deemed properly called if each member of the Committee shall have received notice given as aforesaid or, prior to the conclusion of the meeting, shall have signed a written waiver of notice.

The Committee may hold separate sessions as a committee of the Company or the Bank if necessary to address issues relevant to one entity but not the other or to consider transactions between the two entities or other matters where the Company and the Bank may have different interests. The Committee may consult with internal or outside counsel if, in the opinion of the Committee, any matter under consideration by the Committee has the potential for any conflict between the interests of the Company and those of the Bank or the Company's other subsidiaries in order to ensure that appropriate procedures are established for addressing any such potential conflict.

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board of Directors.

Duties and Responsibilities

The Committee has the responsibilities and powers set forth in this Charter. The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible in order to best react to changing conditions and circumstances. The Committee will take appropriate actions to monitor the overall corporate “tone” for quality financial reporting, sound business risk practices and ethical behavior.

The following shall be the principal duties and responsibilities of the Committee. These matters are set out as a guide, with the understanding that the Committee may alter or supplement them as appropriate and necessary in light of changing business, legislative, regulatory or other conditions.

Financial Statements, Disclosures, Earnings Releases and Regulatory Submissions

Prior to public distribution of Kearny’s quarterly and annual financial statements, Quarterly Reports on Form 10-Q, earnings releases and Annual Reports on Form 10-K (including Management’s Discussion and Analysis of Financial Condition and Results of Operations, as requested), the Committee shall review such information with the independent auditor and with management to determine that the independent auditor is satisfied with the disclosures and content of such financial information and statements. These reviews will also include discussion of the annual audit and any matters required to be communicated to the Committee by the independent auditor under the standards of the Public Company Accounting Oversight Board and professional standards.

Management is responsible for the preparation, presentation and integrity of the Company’s financial statements; for the appropriateness of the accounting principles and reporting policies that are used by the Company; and for establishing and maintaining internal control over financial reporting. The independent auditor is responsible for auditing the Company’s financial statements and the effectiveness of internal control over financial reporting, and for reviewing the Company’s unaudited interim financial statements.

The Committee’s review of the financial statements shall include: (1) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company’s selection or application of accounting principles, and major issues as to the adequacy and effectiveness of the Company’s internal control over financial reporting and any specific remedial actions adopted in light of significant deficiencies or material weaknesses; (2) discussions with management and the independent auditor regarding significant financial reporting issues and judgments made about the preparation of the financial statements and the reasonableness of those judgments, including analyses of the effects of alternative GAAP methods on the financial statements; (3) consideration of the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements; (4) consideration of the judgment of both management and the independent auditor about the quality, not just the acceptability, of accounting principles; and (5) the completeness and clarity of the disclosures in the financial statements.

Monitoring and Assessment of the Independent Auditor

The Committee shall annually appoint and retain the independent auditor. The independent auditor will report to the Committee, and they are directly accountable to the Committee, which is directly responsible for selecting, appointing, evaluating, compensating and, where appropriate, terminating and replacing the independent auditor, subject, if applicable, to stockholder ratification.

The Committee shall preapprove all audit and permitted non-audit services provided by the independent auditor, including specific preapproval of internal control-related services based on PCAOB Rule 3525, and shall receive certain disclosure, documentation and discussion of non-prohibited tax services by the independent auditor based on PCAOB Rule 3524. The Committee shall not engage the independent auditor to perform non-audit services proscribed by law or regulation. The Committee may delegate preapproval authority to a member of the Audit Committee. The decisions of any Committee member to whom preapproval authority is delegated must be presented to the full Committee at its next scheduled meeting.

At least annually, the Committee shall obtain and review a report by the independent auditor describing: (1) the firm's internal quality control procedures; (2) any material issues raised by the most recent internal quality control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (3) all relationships between the independent auditor and the Company to assess the firm's independence. The Committee shall present its conclusions with respect to the independent auditor to the Board of Directors.

The Committee shall review and discuss with the independent auditor and management the following:

- 1) The proposed annual audit scope, audit testing plan, staffing and approach;
- 2) The results of the independent auditor's analysis of significant financial reporting issues, judgments and practices, including changes in, or adoptions of, accounting principles and disclosure practices;
- 3) The development, selection and disclosure of critical accounting estimates and analyses of alternative assumptions or estimates, and the effect of such estimates on Kearny's financial statements;
- 4) Significant litigation, contingencies and claims against Kearny and material accounting issues that require disclosure in the financial statements;
- 5) Information regarding any "second" opinions sought by management from the independent auditor with respect to the accounting treatment of a particular event or transaction;

- 6) The independent auditor's judgment about the quality, not just the acceptability, of accounting principles and the clarity of the financial disclosure practices used or proposed to be used, and particularly, the degree of aggressiveness or conservatism of Kearny's accounting principles and underlying estimates, and other significant decisions made in preparing the financial statements;
- 7) The independent auditor's significant findings and recommendations resulting from the audit, as well as management's response to such findings and recommendations;
- 8) Matters related to the conduct of the audit that are required to be communicated to the Committee under generally accepted auditing standards;
- 9) Accounting considerations arising from changes or potential changes in generally accepted accounting principles, financial reporting policies, internal controls or Kearny's operations, and the effect such changes would have on Kearny's financial statements;
- 10) Any difficulties encountered in the course of audit work or any material disagreements that arose or may arise between management and the independent auditor, including disclosure of any accounting adjustments that were noted or proposed by the independent auditor, but were not adopted, recorded or reflected and/or any restrictions on the scope of activities or access to requested information.

The Committee shall oversee and ensure the independence of the independent auditor by:

- 1) Receiving from, reviewing and discussing with the independent auditor, on an annual basis, a formal written statement delineating all relationships between the independent auditor and the Company, consistent with Independence Standards Board Standard 1 ("ISB No. 1"). If necessary, the Committee will immediately report to the Board of Directors any disclosed services or relationships that may impact the objectivity and independence of the independent auditor;
- 2) Engaging in an open dialogue with the independent auditor concerning the nature and scope of any disclosed relationships or professional services that may impact the objectivity and independence of the independent auditor and, where necessary, take appropriate action to ensure the continuing independence of the independent auditor;
- 3) Ensuring that the independent auditor has a process in place to address the rotation of the lead audit partner and other audit partners serving the account as required under the Securities and Exchange Commission independence rules, and more specifically, that the lead audit partner and the audit partner responsible for reviewing the audit are rotated every five (5) years as required by the Sarbanes-Oxley Act of 2002.
- 4) Taking appropriate action to monitor Kearny's hiring of employees or former employees of the independent auditor who were engaged on Kearny's account (recognizing that the Sarbanes-Oxley Act of 2002 does not permit the CEO, controller, CFO or Chief Accounting Officer to have participated in Kearny's audit as an employee of the independent auditor during the preceding one (1) year period).

The Committee shall review any reports of the independent auditor mandated by Section 10A of the Exchange Act, as well as reports concerning:

- 1) All critical accounting policies and practices used;
- 2) All alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of such alternatives, and the accounting treatment preferred by the independent auditor;
- 3) Any other material written communications with management; and
- 4) Any information with respect to illegal acts in accordance with Section 10A of the Exchange Act.

The Committee shall provide the independent auditor with the opportunity to meet with the Committee in executive session without members of management present. Among the items to be discussed in these meetings are the independent auditor's evaluation of Kearny's financial, accounting and auditing personnel and an assessment of the level of cooperation that the independent auditor received during the course of any audits. Meetings with the independent auditor will be conducted not less frequently than quarterly.

Monitoring and Assessment of the Internal Audit Process

The Director of Internal Audit shall be directly accountable and shall report functionally to the Committee and administratively to the President. The Committee shall exercise final approval on the appointment, compensation, evaluation, oversight and replacement of the Director of Internal Audit and/or any independent firm engaged by the Company to prepare and issue internal audits and reports.

On an annual basis, or more frequently, as required, the Committee shall review the performance of the internal audit function.

Annually, the Committee shall review and approve an internal audit plan prepared by the Director of Internal Audit. The plan will be based on a thorough risk assessment of Kearny and its system of internal controls, encompassing both operational and financial issues, with concentration in areas of high risk and sensitivity. In reviewing the internal audit plan, the Committee shall specifically assess the independence of the Director of Internal Audit to ensure that all potential independence concerns are mitigated. In addition to reviewing the audit plan, the Committee shall review with management and the Director of Internal Audit the scope of activities, organizational structure and adequate staffing of the internal audit function, giving specific consideration to the number, experience and qualifications of the internal auditors. In reviewing the proposed internal audit scope and approach, the Committee shall consider coordination of audit efforts between the internal and independent auditor to avoid duplication of efforts and to ensure complete coverage and any other factors that may impact the effectiveness and cost of the audit process.

The Committee will review the effectiveness of the internal audit function, including conformance with The Institute of Internal Auditors' Definition of Internal Auditing, Code of Ethics, the Core Principles, and the International Standards for Professional Practice of Internal Auditing.

On a periodic basis, the Committee will review reports from the Director of Internal Audit on the Company's risk management processes and system of internal controls. Based on such reviews

and on discussions with the Director of Internal Audit, the internal audit plan may be modified as necessary.

The Committee will review all audits performed by internal audit and will have the opportunity to discuss audits with the Director of Internal Audit or his designee. All findings will be summarized on a tracking matrix and will be reviewed at every meeting of the Committee, together with Management's responses to such findings and corrective action that has been taken, and the timing of such corrective action. The Committee may at any time request management and/or responsible individuals to attend a meeting to discuss the findings, recommendations and/or responses.

The Committee shall ensure that there are no unjustified restrictions or limitations placed on the internal audit function or on access to information, and the Committee shall further ensure that all internal audit personnel are objective and independent from management.

On a regular basis, the Committee shall provide the opportunity for the Director of Internal Audit to meet with the Committee in executive session without members of management present to discuss any matters that the Committee or the Director of Internal Audit feel warrant discussion. The Committee may also request such an executive session with any auditors to whom the internal audit function has been outsourced.

In discharging its obligations, the Committee itself is not responsible for the planning or conduct of internal audits or for a determination that internal audit procedures are complete or in compliance with regulations. This is the responsibility of management and the Director of Internal Audit.

Internal Controls

The Committee shall consider the effectiveness of Kearny's system of internal controls and management's compliance with processes, procedures and internal controls.

The Committee shall discuss with management, the Internal Audit Department and the independent auditor any recommendations for improvement of internal controls or areas in which enhanced controls and procedures should be implemented.

The Committee shall review the disclosures made by Kearny's Chief Executive Officer and Chief Financial Officer regarding compliance with their certification obligations for Kearny's Form 10-K and 10-Q as required under the Sarbanes-Oxley Act of 2002, including Kearny's internal controls for financial reporting and evaluation thereof.

Other Duties and Responsibilities

At least annually and as necessary, the Committee shall review and assess the adequacy of this charter, confirm that all duties and responsibilities outlined in this charter have been carried out and recommend any proposed changes in the charter to the Board of Directors for approval.

The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively. The Committee also shall discuss with the independent auditor the accountants' observations related to the effectiveness of the Committee.

The Committee shall issue a report each year for inclusion in the proxy statement for the Company's annual meeting of shareholders in accordance with the requirements of the Securities and Exchange Commission. In addition, the Committee shall review and approve all other disclosures regarding the Committee and the performance of its duties to be included in such proxy statement or in any other document or report to be filed with the Securities and Exchange Commission.

The Committee shall establish appropriate procedures for:

1. The receipt, retention and treatment of complaints received by Kearny from external parties regarding accounting, internal accounting controls or auditing matters; and
2. The confidential, anonymous submission by employees of Kearny of concerns regarding accounting or auditing matters or internal control weaknesses.

The Committee shall review reports received from regulators concerning any legal, regulatory or compliance matters that might have a material effect on Kearny's financial statements or the integrity of financial information and shall review corrective actions taken in response to such reports and findings.

The Committee shall inquire of and discuss with management any financial, legal, regulatory or compliance matters, risks and exposures of which management has knowledge that could have a significant impact on Kearny's financial statements. The Committee shall assess the steps management has taken to identify, monitor, control and minimize such risks to Kearny.

The Committee has the authority to conduct any investigation appropriate to fulfill its responsibilities, and it has direct access to the independent auditor as well as anyone in the Kearny organization. The Committee has the ability to retain, at the Company's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties. The Committee has the authority to determine appropriate funding, at the Company's expense, for payment of ordinary administrative expenses of the Committee that are determined by the Committee to be necessary or appropriate in carrying out the duties of the Committee.

The Committee shall perform such other duties as the Board of Directors may delegate to it, or as the Committee may deem necessary or advisable, in order to perform its role and fulfill its duties and responsibilities.

Kearny Financial Corp.
Kearny Bank

Audit and Compliance Committee Charter/Compliance Issues

The Audit and Compliance Committee is appointed by the Board of Directors of Kearny Financial Corp. (the “Company”) and serves as a joint committee of the Boards of Directors of the Company and its wholly-owned subsidiary, Kearny Bank (the “Bank,” collectively with the Company and the subsidiaries of the Company and the Bank, “Kearny”). The Committee has general responsibility to oversee the Company’s compliance program, policies and procedures.

The purpose of the Committee as it relates to compliance issues is to:

1. oversee Kearny’s implementation of compliance programs, policies and procedures that are designed to respond to the various compliance and regulatory risks facing the Company;
2. assist the Board of Directors in fulfilling its oversight responsibility for the Company’s compliance program, policies and procedures; and
3. perform any other duties as directed by the Board of Directors.

The oversight responsibility of the Committee shall not extend to planning or conducting audits or conducting investigations. These are the responsibilities of management.

Organization and Meetings

The Committee shall be comprised of three or more directors, as appointed by the Board of Directors, each of whom shall be non-executive directors and shall not accept any direct or indirect consulting, advisory or other compensatory fees, other than director fees, from Kearny. Additionally, the Committee shall be comprised of individuals who are not officers or employees of any of Kearny’s affiliates. All members shall be independent directors. For purposes hereof, members shall be considered independent as long as they satisfy all of the independence requirements for board members as set forth in the applicable stock exchange listing standards and rule 10A-3 of the Exchange Act.

All members of the Committee shall have an understanding of financial statements as required by the Nasdaq Stock Market. At least one member shall have past employment experience in finance or accounting, required professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including but not limited to being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. At least one member of the Committee shall be an “audit committee financial expert” as defined by the Securities and Exchange Commission.

The Committee shall meet at least monthly, or more frequently as circumstances dictate, or as determined by the Board of Directors, the Committee Chair, or the Chief Executive Officer. The Committee Chair shall be elected by the Committee. The Committee Chair shall preside at all meetings of the Committee. In the absence of the Committee Chair at a duly convened meeting, the Committee shall select a member of the Committee to serve as a chair of the meeting. Minutes of meetings will be approved by the Committee and maintained.

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board of Directors.

Representatives from management may include the following individuals:

- Chief Risk Officer
- Chief Compliance Officer
- Community Reinvestment Officer
- Director of AML/CFT & Sanctions Compliance

Responsibilities and Duties

1. The Committee shall have oversight responsibility for the Company's overall compliance programs, policies and procedures; significant legal or regulatory compliance exposure; and material reports or inquiries from government or regulatory agencies. The Committee shall ensure that the Company has in place a sound compliance management system (CMS) as required by the FDIC and the Federal Reserve Board.
2. The Committee shall monitor the Company's efforts to implement compliance programs, policies and procedures that:
 - a. respond to the various compliance and regulatory risks facing the Company;
 - b. are communicated effectively to the Company's employees; and
 - c. support lawful and ethical business conduct by the Company's employees.
3. The Committee shall also monitor the Company's efforts to implement legal obligations arising from settlement agreements and other similar documents or orders, and shall review and issue any reports required by settlement agreements or other relevant legal obligations.
4. The Committee shall oversee the investigation of, and may also request the investigation of, any significant instances of noncompliance with laws or the Company's compliance programs, policies or procedures, or potential compliance violations that are reported to the Committee. Potential financial compliance violations shall be directed to the Audit Committee for investigation.
5. The Chief Compliance Officer and/or Community Reinvestment Act Officer shall present the following regularly to the Committee for their review:
 - a. Compliance Program (status and initiatives)
 - b. Compliance risk assessment plan and results
 - c. Regulatory updates on new or amended significant requirements
 - d. Complaints received from internal and external sources.
 - e. Compliance reviews, internal and external
 - f. Regulatory internal audit results and findings
 - g. Compliance monitoring schedule and results
 - h. Compliance training efforts
 - i. Community Reinvestment Act/Home Mortgage Disclosure Act analysis along with the program's status and initiatives
6. The Director of AML/CFT & Sanctions Compliance shall present the following regularly to the Committee for their review:

- a. AML/CFT & Sanctions Compliance Program including USA Patriot Act customer identification program (status and initiatives)
7. The Committee shall also carry out such other duties as may be delegated to it by the Board of Directors from time to time.
8. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.
9. The Committee shall review such corporate and Bank policies as may be delegated by the Board of Directors from time to time, including a review of any changes recommended by the department in charge of the administration and oversight of such policy. The results of such reviews shall be presented at a subsequent Board meeting.
10. The Committee shall make regular reports to the Board concerning its activities including but not limited to an assessment of the Bank's and the Company's respective and collective capital performance.

Authority

The Committee shall have the authority to retain and terminate independent advisors, including third party consultants, investment bankers, capital management, asset/liability management, risk management, capital markets and other experts it deems necessary to assist it in discharging its duties. In addition, the Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. In connection therewith, the Committee shall be provided appropriate funding, as determined by the Board of Directors.