

HUMAN RESOURCES/COMPENSATION COMMITTEE CHARTER

NOVEMBER 2006

I. PURPOSE

The Human Resources/Compensation Committee (the Committee) of OceanFirst Financial Corp. (the Company) and OceanFirst Bank (the Bank) is responsible for monitoring human resource policies, salaries and benefits, incentive compensation, executive development and management succession planning. It also deals with policies relating to nondiscriminatory employment practices, including those related to hiring, compensation and promotion.

II. COMPOSITION

The Committee will consist of at least three directors, each of whom shall be independent as determined under applicable regulatory requirements, including Nasdaq's qualitative listing requirements. Committee members shall be elected by the Board at the annual organizational meeting of the Board of Directors. Members shall serve until their successors are appointed. The Committee's Chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a Chairperson by vote of a majority of the full Committee. The CEO will meet often with the Committee, but the CEO will not be on the Committee or necessarily participate in all of its meetings. The Director of Human Resources shall be the primary management liaison to the Committee, however, additional members of management may also meet with the Committee.

III. MEETINGS

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Committee Chairperson will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting, as well as the agenda of items to be addressed at each meeting, which shall routinely provide for executive sessions, with such members of management and professionals retained by the Committee, as advisable. The Chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting.

IV. RESPONSIBILITIES AND DUTIES

The principal responsibilities of the Committee are:

Monitoring human resource policies. The Committee will direct the development of human resource policies for the Company and the Bank and will monitor the Company and the Bank's adherence to the policies on a continual basis. The Bank's human resource policies include the following:

- 1) Employment Policies
- 2) Salary Administration Policy
- 3) Family Medical Leave Act
- 4) Americans with Disabilities Act
- 5) Harassment Policies
- 6) Discretionary Leave Policy

Appraising the performance of the CEO. The Committee will complete a written performance evaluation of the CEO each year. The Committee will meet with the CEO to discuss his or her strengths, weaknesses, review goals set at the beginning of the current year and to establish goals for the coming year. The Committee will recommend to the Board of Directors the annual salary, bonus, and other benefits, direct and indirect, of the CEO. In making its recommendation, the Committee will consider:

- 1) the performance of the Company and the Bank;
- 2) shareholder return;
- 3) the level of salary, bonus, equity plans, and other benefits, direct and indirect, of the CEO relative to CEOs at comparable companies; and
- 4) the level of salary, bonus, equity plans, and other benefits, direct and indirect, given to the CEO in recent years.

The Committee will additionally make recommendations to the Board of Directors regarding the extension of the employment agreements of the CEO and other senior officers.

Preparation of report.

In compliance with SEC disclosure rules for executive compensation, the Committee shall ensure the preparation by management of a Compensation Discussion and Analysis ("CD&A") to be included in the Proxy discussing executive compensation policies, standards and programs. The Committee will review and discuss the CD&A prepared by management and in accordance with SEC regulations, include a Statement as part of the Committee's report, (i) whether the Committee has reviewed and discussed the CD&A with management and (ii) whether the Committee has recommended to the Board of Directors that the CD&A be included in the Company's annual 10-K report and, as applicable, the Company's Proxy Statement.

Oversight of executive compensation programs. The Committee will review on a periodic basis the Company's and the Bank's executive compensation programs to determine that they are properly researched and coordinated. The Committee may direct the development of and approve new executive compensation policies and programs for the Bank, unless approval by the full Board is otherwise required. In determining how corporate performance will be rewarded, the Committee will ensure that a significant portion of an executive's compensation is connected to the long-term interest of the shareholders. There

will be an appropriate balance between short-term pay and long-term incentives. An important responsibility of the Committee is the development of an appropriate balance while focusing on long-term shareholder value.

Oversight of staff compensation programs. The Committee will direct the development of and have final approval authority over the Bank's executive compensation policies and programs. The Committee will also review on a periodic basis the Bank's salary administration program to determine that it is current and properly researched and coordinated. The Committee will review and approve recommendations from the CEO and Human Resource Director.

Oversight of the performance incentive compensation plan. On an annual basis, the Committee will review the Company's equity plans and the Bank's performance incentive compensation plan to determine that they are properly structured to reward exceptional performance. The Committee will consider the overall performance of the Company and the Bank and the cost of the performance incentive compensation plan to ascertain that shareholder value is being increased by exceptional performance. The Committee will annually approve the Bank-wide performance incentive plan results for the previous year, as well as the Bank-wide objectives for the forthcoming year. The Committee will also make recommendations to the Board of Directors regarding changes to the plan.

Oversight of staff benefit programs. The Committee will review on a continual basis the Company's and the Bank's benefit programs to determine that they are current and properly coordinated. The Committee will review and approve recommendations from the CEO and Human Resources Director concerning benefit program adjustments and report its actions to the Board of Directors.

Oversight of executive development and management succession planning. The Committee will review on an annual basis the CEO assessment of senior managers and their potential to succeed him or her. In conjunction with this assessment, the Committee will consider the CEO's recommendations regarding annual salary increases for senior management. The Committee will recommend to the Board of Directors the annual salary, bonus, and other benefits, direct and indirect, for each member of senior management. The CEO may also periodically provide an assessment of persons considered potential successors to certain senior management positions, including a review of any individual development plans in place.

V. EVALUATIONS

Annually, the Committee shall conduct a performance evaluation and review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

VI. COMMITTEE RESOURCES

The Committee shall have the authority to develop benchmarks and other measurement tools in determining executive compensation and to obtain advice and seek assistance from internal or external legal or other advisors. The Committee shall have the sole authority to retain and terminate any compensation consultant used to assist the Committee in evaluating executive compensation, including sole authority to approve such consultant's fees and other retention terms.