

Georgetown Bancorp, Inc.

Nominating/Governance Committee Charter

The Nominating/Governance Committee (the “Committee”) of the Board of Directors of Georgetown Bancorp, Inc. shall consist of a minimum of five Directors, as determined by the Board of Directors. Members of the Committee shall be appointed and may be removed by the Board of Directors. Unless the Chairman of the Committee is appointed by the full Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership. All members of the Committee shall be independent directors, and shall satisfy the applicable Nasdaq Stock Market listing standards for independence.

The purpose of the Committee shall be to assist the Board in identifying qualified individuals to become Board members, in determining the size and composition of the Board of Directors and its committees, in monitoring a process to assess Board effectiveness and in developing and implementing the company’s corporate governance guidelines.

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the Board of Directors and to select Director Nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals as Director Nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively promoting the mission of the Bank and serving the long-term interests of the shareholders. In addition, the Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates;
2. Shall establish criteria, subject to Board approval, for service as a Director;
3. Shall review and monitor the Board’s compliance with NASDAQ listing standards for independence;
4. Shall make recommendations to the Board regarding the size and composition of the Board and shall develop and recommend to the Board criteria (such as independence, experience relevant to the needs of Georgetown, leadership qualities, diversity, stock ownership) for the selection of individuals to be considered for election or re-election to the Board;
5. The Chairman of the Board of Directors shall submit, for review and recommendation, committee slates annually and shall recommend additional committee members to fill vacancies, as needed. The Committee shall review the Chairman’s recommendations as well as the Board’s committee structure and recommend to the full Board for its’ approval Directors to serve as members of each committee.

6. Shall develop and recommend to the Board for its approval a set of corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary;

7. Shall develop and recommend to the Board for its approval a self-evaluation process of the Board, its committees and Board members. The Committee shall oversee the annual self evaluation process; and

8. Shall develop and recommend to the Board continuing education guidelines for Directors.

The Committee shall have the authority, with prior approval from the Board, to retain outside counsel and other advisors as the Committee may deem appropriate. The Committee shall have authority to approve related fees and retention terms.

The Committee shall report its actions and recommendations to the Board periodically, as required. The Committee shall review, at least annually, the adequacy of this charter and recommend any proposed changes to the Board for approval, if necessary.

Adopted: October 23, 2006