

In connection with the Transaction and in accordance with the Merger Agreement, effective as of the Effective Time, the bylaws of Provident were amended and restated to provide for certain arrangements related to the Board and the board of directors of Provident Bank (such amendment, the "Bylaw Amendment," and Provident's bylaws, as amended and restated in accordance with the Bylaw Amendment, the "Amended and Restated Bylaws"). These arrangements may be modified, amended or repealed by the board of directors of Provident by the affirmative vote of at least seventy-five percent (75%) of the entire board of directors of Provident.

The Bylaw Amendment provides that, effective as of the Effective Time, the number of directors that comprise the full board of directors of Provident is fourteen (14), of which (i) nine (9) are Provident Designated Directors, including Mr. Martin and Mr. Labozzetta, and (ii) five (5) are Lakeland Designated Directors, including Mr. Shara. The Bylaw Amendment also provides that, for a twenty-four (24)-month period after the Effective Time, if a Continuing Provident Director (as defined below) leaves the board of directors, a majority of the remaining Continuing Provident Directors may approve the successor to such departing director. The Bylaw Amendment similarly provides that, for a twenty-four (24)-month period after the Effective Time, if a Continuing Lakeland Director (as defined below) leaves the board of directors, a majority of the remaining Continuing Lakeland Directors may approve the successor to such departing director. Successors to such legacy Continuing Provident Directors or

---

Continuing Lakeland Directors must qualify as independent directors of Provident, unless such predecessor directors were not independent directors. The terms "Continuing Provident Directors" and "Continuing Lakeland Directors" mean the Provident Designated Directors and the Lakeland Designated Directors, respectively, and any directors of Provident who are subsequently appointed or nominated and elected to fill a vacancy created by the cessation of service of any such director (or any successor thereto) pursuant to the Bylaw Amendment.

The Bylaw Amendment also provides that, effective as of the Effective Time, (i) Mr. Martin will serve as the Executive Chairman of the boards of directors of Provident and Provident Bank for a term of two years, (ii) Mr. Shara will serve as the Executive Vice Chairman of the boards of directors of Provident and Provident Bank for a term of two years, (iii) Mr. Labozzetta will serve as the President and Chief Executive Officer of Provident and Provident Bank and as a member of the boards of directors of Provident and Provident Bank for a term no shorter than two years and (iv) a Continuing Provident Director that is an independent director of Provident will serve as the Lead Independent Director of the boards of directors of Provident and Provident Bank. The Bylaw Amendment also provides that, if Mr. Martin ceases for any reason to serve in the position of Executive Chairman of the boards of directors of Provident and Provident Bank during his two-year term, Mr. Shara will succeed to such positions for the remainder of such term, unless the appointment or election of another individual to serve as Executive Chairman of the boards of directors of Provident and Provident Bank is approved by the affirmative vote of at least seventy-five percent (75%) of the entire board of directors of Provident and Provident Bank. The Bylaw Amendment also provides that, in the event of a vacancy of the position of the Lead Independent Director of the boards of Provident and Provident Bank during the twenty-four (24)-month period after the Effective Time, a majority of the Continuing Provident Directors will approve the appointment or nomination of an independent director of Provident to fill such vacancy.

The Bylaw Amendment also provides that, during the twenty-four (24)-month period following the Effective Time, each of the Compensation and Human Capital Committee, the Audit Committee and the Governance/Nominating Committee of the Provident board of directors (and the Provident Bank board of directors, if applicable) will include at least two (2) members who are Continuing Lakeland Directors (subject to compliance with any independence requirements, and any other requirements, for membership on the applicable committee under the rules of the NYSE (or other national securities exchange on which Provident common stock is then listed)).

The Bylaw Amendment also provides that, during the twenty-four (24)-month period following the Effective Time, the composition of the Provident Bank board of directors will be identical to that of the Provident board of directors.