

MALVERN FEDERAL BANCORP INC  
Form DEF 14A  
January 11, 2011

---

SCHEDULE 14A

United States

Securities and Exchange Commission

Washington, D.C. 20549

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

Filed by the Registrant  x

Filed by a Party other than the Registrant  o

Check the appropriate box:

- |   |   |
|---|---|
| <input type="checkbox"/> o Preliminary Proxy Statement                                      | <input type="checkbox"/> o Confidential, for Use of the Commission Only |
| <input checked="" type="checkbox"/> x Definitive Proxy Statement                            | (as permitted by Rule 14a-6(e)(2))                                      |
| <input type="checkbox"/> o Definitive Additional Materials                                  |   |
| <input type="checkbox"/> o Soliciting Material Pursuant to Rule 14a-11(c) or<br>Rule 14a-12 |   |

Malvern Federal Bancorp, Inc.  
(Name of Registrant as Specified in Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

x No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

\_\_\_\_\_

(2) Aggregate number of securities to which transaction applies:

\_\_\_\_\_

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

---

(5) Total fee paid:

---

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of filing.

(1) Amount previously paid:

---

(2) Form, Schedule or Registration Statement No.:

---

(3) Filing party:

---

(4) Date filed:

---

MALVERN FEDERAL BANCORP, INC.

January 11, 2011

Dear Shareholder:

You are cordially invited to attend the annual meeting of shareholders of Malvern Federal Bancorp, Inc. The meeting will be held at the Sheraton Great Valley Hotel, 707 East Lancaster Avenue, Frazer, Pennsylvania, on Thursday, February 3, 2011 at 10:00 a.m., Eastern Time. The matters to be considered by shareholders at the annual meeting are described in the accompanying materials.

It is very important that you be represented at the annual meeting regardless of the number of shares you own or whether you are able to attend the meeting in person. We urge you to mark, sign, and date your proxy card today and return it in the envelope provided, even if you plan to attend the annual meeting. This will not prevent you from voting in person, but will ensure that your vote is counted if you are unable to attend.

Your continued support of and interest in Malvern Federal Bancorp, Inc. is sincerely appreciated.

Very truly yours,

/s/Ronald Anderson

Ronald Anderson  
President and Chief Executive Officer

---

MALVERN FEDERAL BANCORP, INC.  
42 East Lancaster Avenue  
Paoli, Pennsylvania 19301  
(610) 644-9400

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TIME 10:00 a.m., Eastern Time, Thursday, February 3, 2011

PLACE Sheraton Great Valley Hotel  
707 East Lancaster Avenue  
Frazer, Pennsylvania

ITEMS OF BUSINESS

- (1) To elect three directors for a three-year term expiring in 2014, and until their successors are elected and qualified;
- (2) To adopt a non-binding resolution to approve the compensation of our named executive officers;
- (3) To consider an advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers;
- (4) To ratify the appointment of ParenteBeard LLC as our independent registered public accounting firm for the fiscal year ending September 30, 2011; and
- (5) To transact such other business, as may properly come before the meeting or at any adjournment thereof. We are not aware of any other such business.

RECORD DATE Holders of Malvern Federal Bancorp common stock of record at the close of business on December 28, 2010 are entitled to vote at the meeting.

ANNUAL REPORT Our 2010 Annual Report is enclosed but is not a part of the proxy solicitation materials.

PROXY VOTING It is important that your shares be represented and voted at the meeting. You can vote your shares by completing and returning the proxy card sent to you. Most shareholders whose shares are held in "street" name can also vote their shares over the Internet or by telephone. If Internet or telephone voting is available to you, voting instructions are printed on your voting instruction form. You can revoke a proxy at any time prior to its exercise at the meeting by following the instructions in the accompanying proxy statement.

BY ORDER OF THE BOARD OF DIRECTORS

/s/Shirley Stanke

Shirley Stanke  
Corporate Secretary

Paoli, Pennsylvania  
January 11, 2011

---

TABLE OF CONTENTS

	Page
About the Annual Meeting of Shareholders	1
Information with Respect to Nominees for Director, Continuing Directors and Executive Officers	3
Election of Directors (Proposal One)	3
Members of the Board of Directors Continuing in Office	5
Executive Officers Who are Not Also Directors	6
Director Nominations	6
Committees and Meetings of the Board of Directors	6
Board Leadership Structure and the Board's Role in Risk Oversight	7
Directors' Attendance at Annual Meetings	8
Directors' Compensation	8
Report of the Audit Committee	9
Management Compensation	10
Summary Compensation Table	10
Employment Agreements	10
Supplemental Executive Retirement Agreements	11
Endorsement Split Dollar Insurance Agreements	11
Related Party Transactions	11
Beneficial Ownership of Common Stock by Certain Beneficial Owners and Management	13
Section 16(a) Beneficial Ownership Reporting Compliance	14
Proposal to Adopt a Non-Binding Resolution to Approve the Compensation of Our Named Executive Officers (Proposal Two)	14
Advisory Vote on the Frequency of the Non-Binding Resolution to Approve the Compensation of Our Named Executive Officers (Proposal Three)	15

Edgar Filing: MALVERN FEDERAL BANCORP INC - Form DEF 14A

Ratification of the Appointment of Our Independent Registered Public Accounting Firm (Proposal Four)	15
Audit Fees	16
Shareholder Proposals, Nominations and Communications with the Board of Directors	17
Annual Reports	17
Other Matters	18

---

PROXY STATEMENT  
OF  
MALVERN FEDERAL BANCORP, INC.

---

ABOUT THE ANNUAL MEETING OF SHAREHOLDERS

This proxy statement is furnished to holders of common stock of Malvern Federal Bancorp, Inc., the “mid-tier” holding company of Malvern Federal Savings Bank. Our Board of Directors is soliciting proxies to be used at the annual meeting of shareholders to be held at the Sheraton Great Valley Hotel, located at 707 East Lancaster Avenue, Frazer, Pennsylvania, on Thursday, February 3, 2011 at 10:00 a.m., Eastern Time, and any adjournment thereof, for the purposes set forth in the Notice of Annual Meeting of Shareholders. This proxy statement is first being mailed to shareholders on or about January 11, 2011.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on February 3, 2011. This proxy statement and our Annual Report on Form 10-K for the year ended September 30, 2010 as well as driving directions to the annual meeting are available on our website at [www.malvernfederal.com](http://www.malvernfederal.com) under the “Investor Relations” tab.

What is the purpose of the annual meeting?

At our annual meeting, shareholders will act upon the matters outlined in the Notice of Annual Meeting, including the election of directors, a non-binding resolution to approve the compensation of our named executive officers, an advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers and the ratification of our independent registered public accounting firm.

Who is entitled to vote?

Only Malvern Federal Bancorp shareholders of record as of the close of business on the record date for the meeting, December 28, 2010, are entitled to vote at the meeting. On the record date, we had 6,102,500 shares of common stock issued and outstanding and no other class of equity securities outstanding. For each issued and outstanding share of common stock you own on the record date, you will be entitled to one vote on each matter to be voted on at the meeting, in person or by proxy.

How do I submit my proxy?

After you have carefully read this proxy statement, indicate on your proxy form how you want your shares to be voted. Then sign, date and mail your proxy form in the enclosed prepaid return envelope as soon as possible. This will enable your shares to be represented and voted at the annual meeting even if you do not attend the meeting.

If my shares are held in “street name” by my broker, could my broker automatically vote my shares for me?

Your broker may not vote on the election of directors, the proposal to adopt a non-binding resolution to approve the compensation of our named executive officers or the advisory vote on the frequency of the non-binding resolution to approve such compensation if you do not furnish instructions for such proposals. You should use the voting instruction card provided by the institution that holds your shares to instruct your broker to vote your shares or else your shares will be considered “broker non-votes.”





Broker non-votes are shares held by brokers or nominees as to which voting instructions have not been received from the beneficial owners or the persons entitled to vote those shares and the broker or nominee does not have discretionary voting power under rules applicable to broker-dealers. Under these rules, the proposals to elect directors, to adopt the non-binding resolution to approve the compensation of our named executive officers and the advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers are not items on which brokerage firms may vote in their discretion on behalf of their clients if such clients have not furnished voting instructions within ten days of the annual meeting.

Your broker may vote in his or her discretion on the ratification of the appointment of our independent registered public accounting firm if you do not furnish instructions.

Can I attend the meeting and vote my shares in person?

All shareholders are invited to attend the annual meeting. Shareholders of record can vote in person at the annual meeting. If your shares are held in street name, then you are not the shareholder of record and you must ask your broker or other nominee how you can vote at the annual meeting.

Can I change my vote after I return my proxy card?

Yes. If you are a shareholder of record, there are three ways you can change your vote or revoke your proxy after you have sent in your proxy form.

First, you may send a written notice to our Corporate Secretary, Ms. Shirley Stanke, Malvern Federal Bancorp, Inc., 42 East Lancaster Avenue, Paoli, Pennsylvania 19301, in advance of the meeting stating that you would like to revoke your proxy.

Second, you may complete and submit a new proxy form before the annual meeting. Any earlier proxies will be revoked automatically.

Third, you may attend the annual meeting and vote in person. Any earlier proxy will be revoked. However, attending the annual meeting without voting in person will not revoke your proxy.

If your shares are held in "street name" and you have instructed a broker or other nominee to vote your shares, you must follow directions from your broker or other nominee to change your vote.

What constitutes a quorum?

The presence at the meeting, in person or by proxy, of the holders of a majority of outstanding shares that all shareholders are entitled to vote on a particular matter will constitute a quorum. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of votes considered to be present at the meeting.

What are the Board of Directors' recommendations?

The recommendations of the Board of Directors are set forth under the description of each proposal in this proxy statement. In summary, the Board of Directors recommends that you vote FOR the nominees for director described herein, FOR the non-binding resolution to approve the compensation of our named executive officers, FOR THREE YEARS on the advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers and FOR the ratification of the appointment of ParenteBeard LLC for fiscal 2011.



The proxy solicited hereby, if properly signed and returned to us and not revoked prior to its use, will be voted in accordance with your instructions. If no contrary instructions are given, each proxy signed and received will be voted in the manner recommended by the Board of Directors and, upon the transaction of such other business as may properly come before the meeting, in accordance with the best judgment of the persons appointed as proxies. Proxies solicited hereby may be exercised only at the annual meeting and any adjournment of the annual meeting and will not be used for any other meeting.

What vote is required to approve each item?

The election of directors will be determined by a plurality of the votes cast at the annual meeting. The three nominees for director receiving the most “for” votes will be elected directors. The affirmative vote of a majority of the shares represented in person or by proxy at the annual meeting is required for approval of the proposals to approve the non-binding resolution to approve the compensation of our named executive officers and to ratify the appointment of ParenteBeard LLC for fiscal 2011. The frequency of the advisory vote on the non-binding resolution to approve the compensation of our named executive officers receiving the greatest number of votes (either every three years, every two years or every year) will be the frequency that shareholders approve. Abstentions are considered in determining the presence of a quorum and will count as a vote against the proposal to approve the non-binding resolution to approve the compensation of our named executive officers and to ratify the appointment of the independent registered public accounting firm.

Because the votes on the non-binding resolution to approve the compensation of our named executive officers and the frequency of the vote on such compensation are advisory, they will not be binding on the Board of Directors of the Company. However, the Board will review the voting results and take them into consideration when making future decisions regarding executive compensation.

As indicated below under “Beneficial Ownership of Common Stock by Certain Beneficial Owners and Management,” Malvern Federal Mutual Holding Company owns a majority of our outstanding common stock. The Mutual Holding Company intends to vote all of the shares it owns for the nominees for director, for the non-binding resolution to approve the compensation of our named executive officers, for three years on the advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers and for the ratification of the appointment of ParenteBeard LLC, thereby ensuring a quorum at the annual meeting, and that each of such proposals will be adopted.

#### INFORMATION WITH RESPECT TO NOMINEES FOR DIRECTOR, CONTINUING DIRECTORS AND EXECUTIVE OFFICERS

##### Election of Directors (Proposal One)

Our Bylaws provide that the Board of Directors shall be divided into three classes as nearly equal in number as possible. The directors are elected by our shareholders for staggered terms and until their successors are elected and qualified. One class shall be elected annually. At this meeting, you will be asked to elect one class of directors, consisting of three directors, for a three-year term expiring in 2014, and until their successors are elected and qualified.

Our Board of Directors has recommended the re-election of Ms. Camp and Messrs. Scartozzi and Steinmetz as directors. No director or nominee for director is related to any other director or executive officer by blood, marriage or adoption. Shareholders are not permitted to use cumulative voting for the election of directors. Our Board of Directors has determined that Messrs. Hughes, Scartozzi, Steinmetz, Palmer and Yerkes and Ms. Camp and Ms. Woodman are independent directors, as defined in the Nasdaq listing standards.

Unless otherwise directed, each proxy signed and returned by a shareholder will be voted for the election of the nominees for director listed below. If any person named as a nominee should be unable or unwilling to stand for election at the time of the annual meeting, the proxies will nominate and vote for any replacement nominee or nominees recommended by our Board of Directors. At this time, the Board of Directors knows of no reason why any of the nominees listed below may not be able to serve as a director if elected.

3

---

The following tables present information concerning the nominees for director and our continuing directors. All of our current directors also serve as directors of Malvern Federal Savings Bank. With the exception of Ms. Woodman and Mr. Scartozzi, the indicated period of service as a director includes service as a director of Malvern Federal Savings Bank prior to the organization of Malvern Federal Bancorp in 2008. Ages are reflected as of September 30, 2010.

Nominees for Director for Three-Year Terms Expiring in 2014

Name	Age	Position with Malvern Federal Bancorp and Principal Occupation During the Past Five Years	Director Since
Kristin S. Camp	41	Director. Partner at the law firm Buckley, Brion, McGuire & Morris LLP, West Chester, Pennsylvania since 1996.  As an attorney practicing in the Bank's market area, Ms. Camp brings valuable legal experience to the Board.	2007
George E. Steinmetz	49	Director. Owner, Matthews Paoli Ford, an automobile dealership, Paoli, Pennsylvania since 2002.  Mr. Steinmetz's background as a small business owner in the Bank's market area position him as well qualified to serve as a Director.	2007
Stephen P. Scartozzi	59	Director. President of The Hardware Center, Inc., Paoli, Pennsylvania since 2008.  Mr. Scartozzi's background as a small business owner in the Bank's market area make him well qualified to serve as a Director.	2010

The Board of Directors recommends that you vote FOR the election of the nominees for director.

Members of the Board of Directors Continuing in Office

Directors Whose Terms Expire in 2012

Name	Age	Position with Malvern Federal Bancorp and Principal Occupation During the Past Five Years	Director Since
Joseph E. Palmer, Jr.	70	Director. Co-owner and manager of Palmer Group Properties, a real estate investment and management company located in Paoli, Pennsylvania since 1994.  Mr. Palmer's extensive experience as an owner and operator of a real estate company in the Bank's market area position him as well qualified to serve as a Director.	1986
Therese Woodman	58	Director. Township Manager of East Whiteland Township since February 2001.  Ms. Woodman brings a wealth of experience to the Board with respect to local community matters, particularly in the areas of planning and development, which makes her well qualified to serve as a Director.	2009
John B. Yerkes, Jr.	72	Vice Chairman of the Board. Principal and Chief Executive Officer of Yerkes Associates, Inc., consulting civil engineers, West Chester, Pennsylvania, since 1961.  Mr. Yerkes' background as a business owner and civil engineer, position him as well qualified to serve as a Director.	1975

Directors Whose Terms Expire in 2013

Name	Age	Position with Malvern Federal Bancorp and Principal Occupation During the Past Five Years	Director Since
Ronald Anderson	54	President and Chief Executive Officer of Malvern Federal Bancorp, Inc. since its organization in 2008 and President and Chief Executive Officer of Malvern Federal Savings Bank since September 2002. Previously, Executive Vice President and Chief Executive Officer of Malvern Federal Savings Bank from September 2001 to September 2002.  Mr. Anderson's long service as an executive officer of Malvern Federal Bancorp and the Bank provide the Board with a wealth of knowledge and experience and make him well qualified to serve as a Director.	2006
F. Claire Hughes, Jr.	66	Chairman of the Board. Retired since January 2007. Previously Vice President, General Manager and Treasurer of Matthews Ford and President of Matthews Leasing Company, Paoli, Pennsylvania.  Mr. Hughes business and financial experience as manager of a small business and president of a leasing company, make him well qualified	2001

to serve as a director.



#### Executive Officers Who are Not Also Directors

Dennis Boyle, who is 58 years old, currently is Senior Vice President and Chief Financial Officer of Malvern Federal Bancorp and Senior Vice President, Treasurer and Chief Financial Officer of Malvern Federal Savings Bank. Previously, Mr. Boyle served as Vice President and Treasurer of Malvern Federal Savings Bank and in various other capacities since joining the bank in 1974.

Richard J. Fuchs, who is 61 years old, joined Malvern Federal Savings Bank as Senior Vice President – Operations on September 1, 2009. Previously, Mr. Fuchs served as the Executive Vice President – Retail Banking and Chief Deposit Office of Fox Chase Bank, Hatboro, Pennsylvania, from April 2006 until September 2009, and prior thereto, he was Senior Vice President – Community Banking Division at The Bryn Mawr Trust Company, Bryn Mawr, Pennsylvania, and he also served as President and Chief Executive Officer of its subsidiary, the Bryn Mawr Brokerage Company from 2000 to 2005.

William E. Hughes, Jr., who is 53 years old, has served as Senior Vice President and Chief Lending Officer of Malvern Federal Savings Bank since 1997 and in various other capacities since joining the Bank in 1977.

Gerard M. McTear, Jr., who is 47 years old, has served as Chief Administrative Officer since June 2007. Previously, Mr. McTear served as Executive Vice President and Chief Operating Officer from July 2002 to June 2007, and, prior thereto, Mr. McTear served as Human Resources, Security, Retail Banking Manager.

#### Director Nominations

Nominations for director of Malvern Federal Bancorp are made by the full Board of Directors. The Board of Directors considers the recommendations of the Nominating and Corporate Governance Committee in selecting nominees for director. All of our directors participate in the consideration of director nominees and will consider candidates for director suggested by other directors, as well as our management and shareholders. A shareholder who desires to recommend a prospective nominee for the Board should notify our Secretary in writing with whatever supporting material the shareholder considers appropriate. Any shareholder wishing to make a nomination must follow our procedures for shareholder nominations, which are described under “Shareholder Proposals, Nominations and Communications with the Board of Directors.”

The charter of the Nominating and Corporate Governance Committee sets forth certain criteria the committee may consider when recommending individuals for nomination as a director including: (a) ensuring that the board of directors, as a whole, is diverse and consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a director as a “financial expert,” as that term is defined by the rules of the SEC), local or community ties and (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with our business and industry, independence of thought and an ability to work collegially. The committee also may consider the extent to which the candidate would fill a present need on the Board of Directors.

#### Committees and Meetings of the Board of Directors

During the fiscal year ended September 30, 2010, the Board of Directors of Malvern Federal Bancorp met 24 times. No director of Malvern Federal Bancorp attended fewer than 75% of the aggregate of the total number of Board meetings held during the period for which he has been a director and the total number of meetings held by all committees of the Board on which he served during the periods that he served.



Membership on Certain Board Committees. The Board of Directors of Malvern Bancorp has established an Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. The following table sets forth the membership of such committees as of the date of this proxy statement.

Directors	Audit	Compensation	Nominating and Corporate Governance
Camp			*
Hughes	*	**	
Palmer	*	*	
Scartozzi	*		
Steinmetz	**	*	
Woodman			*
Yerkes		*	**

\* Member

\*\* Chair

Audit Committee. The Board of Directors has established an Audit Committee consisting of Messrs. Steinmetz, Hughes, Scartozzi and Palmer. The Audit Committee reviews with management and the independent registered public accounting firm the systems of internal control, reviews the annual financial statements, including the Form 10-K, and monitors Malvern Federal Bancorp's adherence in accounting and financial reporting to generally accepted accounting principles. The Audit Committee is comprised of four directors who are independent directors as defined in the Nasdaq listing standards and the rules and regulations of the Securities and Exchange Commission. The Board of Directors has determined that Mr. Steinmetz meets the qualifications established for an audit committee financial expert in the regulations of the Securities and Exchange Commission. The Audit Committee met 11 times in fiscal 2010. The Audit Committee charter as presently in effect is available on the Company's website, [www.malvernfederal.com](http://www.malvernfederal.com).

Nominating and Corporate Governance Committee. It is the responsibility of the Nominating and Corporate Governance Committee to, among other functions, recommend nominees for the consideration of the Board of Directors in selecting nominees for election at the Annual Meeting. The Nominating and Corporate Governance Committee met four times in fiscal 2010. The Nominating and Corporate Governance Committee members are independent directors, as defined in the Nasdaq listing standards. The committee's charter is available on our website at [www.malvernfederal.com](http://www.malvernfederal.com) under the Investor Relations heading.

Compensation Committee. It is the responsibility of the Compensation Committee to set the compensation of our Chief Executive Officer as well as the other named executive officers. The Compensation Committee did not meet in fiscal 2010 as the entire Board of Directors determined not to increase salaries or pay bonuses to executive officers in fiscal 2010. Each of the members of the Compensation Committee is an independent director as defined in the Nasdaq listing standards. The committee's charter is available on our website at [www.malvernfederal.com](http://www.malvernfederal.com) under the Investor Relations heading.

#### Board Leadership Structure and the Board's Role in Risk Oversight

Ronald Anderson serves as our President and Chief Executive Officer and F. Claire Hughes, Jr. serves as Chairman of the Board. The Board of Directors has determined that that separation of the offices of Chairman of the Board and President enhances Board independence and oversight. Further, the separation of the Chairman of the Board permits

the President and Chief Executive Officer to better focus on his responsibilities on managing the daily operations of Malvern Federal Bancorp, enhancing shareholder value and expanding and strengthening our franchise while allowing the Chairman to lead the Board of Directors in its fundamental role of providing independent oversight and advice to management. Mr. Hughes is an independent director under the rules of the Nasdaq Stock Market.

Risk is inherent with every business, particularly financial institutions. We face a number of risks, including credit risk, interest rate risk, liquidity risk, operational risk, strategic risk and reputational risk. Management is responsible for the day-to-day management of the risks Malvern Federal Bancorp faces, while the Board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the Board of Directors has the responsibility to ensure that the risk management processes designed and implemented by management are adequate and functioning as designed. In this regard, the Chairman of the Board meets regularly with management to discuss strategy and risks facing the company. Members of senior management regularly attend the Board meetings and are available to address any questions or concerns raised by the Board on risk management or other matters. The Chairman of the Board and independent directors work together to provide strong, independent oversight of Malvern Federal Bancorp's management and affairs through its committees and meetings of independent directors.

#### Directors' Attendance at Annual Meetings

Directors are expected to attend the annual meeting of shareholders absent a valid reason for not doing so.

#### Directors' Compensation

We do not pay separate compensation to directors for their service on the Board of Directors of Malvern Federal Bancorp. Fees are paid to directors by the Bank only. Our directors, except for our President and Chief Executive Officer and Chairman of the Board, currently receive a fee of \$400 for attending regularly scheduled monthly Board meetings of the Bank for a maximum of \$800 per month. Directors, with the exception our President and Chief Executive Officer, also receive fees for attending property/loan committee meetings and reviewing loans. The Bank's Chairman of the Board currently receives an annual retainer of \$60,000 and the Vice Chairman receives \$30,000. The remaining directors, other than Mr. Anderson, receive annual retainers of \$25,000.

The table below summarizes the total compensation paid by Malvern Federal Savings Bank to our non-employee directors for the fiscal year ended September 30, 2010.

Name	Fees Earned or		Total
	Paid in Cash	All Other Compensation(1)	
F. Claire Hughes, Jr.	\$ 60,500	\$ 2,271	\$ 62,771
Kristin S. Camp	35,420	--	35,420
Joseph E. Palmer, Jr.	35,080	3,048	38,128
David R. Prizer(2)	16,900	11,584	28,484
Edward P. Shanaughy(2)	33,400	18,185	51,585
George E. Steinmetz	35,700	--	35,700
Therese Woodman	35,000	--	35,000
John B. Yerkes, Jr.	39,920	3,485	43,405
Stephen P. Scartozzi(3)	14,417	--	14,417

(1) Consists of accruals and payments under the Directors' Retirement Plan.

(2) Mr. Prizer retired from the Board on February 23, 2010 and Mr. Shanaughy retired from the Board on November 10, 2010.

(3) Mr. Scartozzi was appointed to the Board on April 14, 2010.

Malvern Federal Savings Bank has entered into Director Retirement Plan ("DRP") Agreements with directors Hughes, Palmer and Yerkes and former directors Prizer and Shanaughy. The DRP Agreements provide the subject directors

with retirement benefits for a five-year period at normal retirement age, defined as 80 years. The normal annual retirement benefit amounts are \$17,400, \$15,500, and \$14,300 in the case of Messrs. Hughes, Palmer and Yerkes, respectively, and \$9,700 and \$10,500 in the case of Messrs. Prizer and Shanaughy, respectively. The DRP Agreements also provide for reduced benefits upon early retirement and for benefits upon the director's death or disability or separation of service following a change-in-control, as defined, of the Bank. The DRP Agreements provide that in the event any of the payments to be made thereunder are deemed to constitute "parachute payments" within the meaning of Section 280G of the Internal Revenue Code (the "Code"), then such payments and benefits received thereunder shall be reduced by the minimum amount necessary to result in no portion of the payments and benefits being non-deductible by Malvern Federal Savings Bank for federal income tax purposes. The DRP Agreements also include non-compete provisions.

## REPORT OF THE AUDIT COMMITTEE

The functions of the Audit Committee include the following: performing all duties assigned by the Board of Directors, reviewing with management and independent public accountants the basis for the reports issued by Malvern Federal Saving Bank and Malvern Federal Bancorp, Inc. pursuant to federal regulatory requirements, meeting with the independent registered public accounting firm to review the scope of audit services, significant accounting changes and audit conclusions regarding significant accounting estimates, assessments as to the adequacy of internal controls and the resolution of any significant deficiencies or material control weaknesses, and assessing compliance with laws and regulations and overseeing the internal audit function. The Audit Committee also reviews and assesses the adequacy of its Charter on an annual basis.

The Audit Committee has reviewed and discussed Malvern Federal Bancorp's audited financial statements with management. The Audit Committee has discussed with Malvern Federal Bancorp's independent registered public accounting firm, ParenteBeard LLC, the matters required to be discussed by the Statement on Auditing Standards ("SAS") No. 61, as amended (AICPA, Professional Standards, Vol. I, AU Section 380), as adopted by the Public Accounting Oversight Board in Rule 3800T. The Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding ParenteBeard LLC's communications with the audit committee concerning independence, and has discussed with ParenteBeard LLC, the independent auditor's independence. Based on the review and discussions referred to above in this report, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in Malvern Federal Bancorp's Annual Report on Form 10-K for the fiscal year ended September 30, 2010 for filing with the Securities and Exchange Commission.

Members of the Audit Committee

George Steimmetz, Chairman  
F. Claire Hughes, Jr.  
Joseph E. Palmer  
Stephen P. Scartozzi

## MANAGEMENT COMPENSATION

## Summary Compensation Table

The following table sets forth a summary of certain information concerning the compensation paid by Malvern Federal Savings Bank for services rendered in all capacities during the fiscal years ended September 30, 2010 and 2009 to our principal executive officer and the other two most highly compensated executive officers. Malvern Federal Bancorp, the holding company of Malvern Federal Savings, has not paid separate cash compensation to our executive officers.

Name and Principal Position	Fiscal	All Other			Total
	Year	Salary	Bonus	Compensation(1)	
Ronald Anderson President and Chief Executive Officer	2010	\$ 201,000	\$ --	\$ 41,784	\$ 242,784
	2009	208,731	7,432	46,791	262,954
Dennis Boyle Senior Vice President and Chief Financial Officer	2010	163,000	--	43,341	206,341
	2009	169,269	6,352	46,315	221,936
Gerard M. McTear, Jr. Executive Vice President and Chief Administrative Officer	2010	132,000	--	17,976	149,976
	2009	137,013	5,196	22,135	164,408

(1) Includes amounts accrued under the Supplemental Executive Retirement Agreements, life insurance premiums, employer matching contributions and supplemental contributions under the Bank's 401(k) plan, and, in the case of Mr. Anderson, an automobile allowance.

Malvern Federal Bancorp has not implemented any equity awards or stock option plans to date. Malvern Federal Bancorp does not maintain any non-equity incentive plans.

## Employment Agreements

On August 11, 2008, the Company and the Bank entered into Employment Agreements with Messrs. Anderson and Boyle and the Bank entered into Employment Agreements with Mr. McTear. The Agreements have a three-year term in the case of Mr. Anderson and a two-year term in the case of the other executive officers. On each annual anniversary date, the Agreement will be extended for an additional year unless the Company and/or the Bank or the executive officer has given prior notice not to extend the term of the Agreement.

The Agreements are terminable by the Company and/or the Bank with or without cause. In the event employment was terminated for cause, as defined, the executive officer would not be entitled to any additional compensation or benefits under the terms of the Agreements. If the Agreements were terminated by the Company and/or the Bank without cause or if the executive officer terminates the Agreement because the Company and/or the Bank have materially breached the agreement or the executive officer otherwise has "good reason," as defined, to terminate, then the executive officer will be entitled to a cash severance payment equal to one times (two times in the case of Mr.



Anderson) his then current base salary plus continued participation in all group insurance, life insurance, health and accident insurance and disability insurance for 12 months (24 months in the case of Mr. Anderson), unless the executive officer receives substantially similar benefits with another employer prior thereto. In the event of termination in connection with a “change in control,” as defined, the executive officer will be entitled to a severance payment in an amount equal to two times (three times in the case of Mr. Anderson) his then current base salary plus his cash bonus received in the immediately preceding year, plus continuation of health insurance and certain other benefits for up to 24 months (36 months in the case of Mr. Anderson).

### Supplemental Executive Retirement Agreements

In September 2004, Malvern Federal Savings Bank entered into Supplemental Executive Retirement Agreements (“SERPs”) with Mr. Boyle and in October 2004, entered into agreements with Messrs. Anderson and McTear. The Bank also has entered into SERPs with another executive officer and three non-executive officers. Under the terms of the SERPs, the officer will be entitled to an annual retirement benefit payable over 15 years. The annual benefit at normal retirement age, defined as 65 years, is \$61,000, \$50,000 and \$59,000 in the case of Messrs. Anderson, Boyle and McTear, respectively. Such normal retirement benefits under the SERPs can be increased by 3.5% for each year that the executive’s separation of service from the Bank is delayed beyond age 65, up to age 70. The SERPs also provide for reduced benefits upon early retirement and for benefits upon the executive’s death or disability or upon the executive’s separation of service following a change-in-control, as defined, of the Bank. The SERPs also provide that in the event any of the payments to be made thereunder are deemed to constitute “parachute payments” within the meaning of Section 280G of the Code, then such payments and benefits received thereunder shall be reduced by the minimum amount necessary to result in no portion of the payments and benefits being non-deductible by Malvern Federal Savings Bank for federal income tax purposes. In order not to forfeit the payment of benefits under the SERPs, the officers must honor the non-compete provisions of such agreements.

### Endorsement Split Dollar Insurance Agreements

Malvern Federal Savings Bank has purchased insurance policies on the lives of its executive officers, and has entered into Split Dollar Insurance Agreements with each of those officers. The policies are owned by Malvern Federal Savings Bank which pays each premium due on the policies. Under the agreements with the named executive officers, upon an officer’s death while he remains employed by Malvern Federal Savings Bank the executive’s beneficiary shall receive proceeds in the amount of three times the executive’s base salary at the time of death. In the case of the officer’s death after termination of employment with Malvern Federal Savings Bank, provided he reached age 65 before such termination, the officer’s beneficiary shall receive proceeds in the amount of two times the executive’s base salary. Malvern Federal Savings Bank is entitled to receive the amount of the death benefits less those paid to the officer’s beneficiary, which is expected to reimburse Malvern Federal Savings Bank in full for its life insurance investment.

The Split Dollar Insurance Agreements may be terminated at any time by Malvern Federal Savings Bank or the officer, by written notice to the other. The Split Dollar Insurance Agreements will also terminate upon cancellation of the insurance policy by Malvern Federal Savings Bank, cessation of Malvern Federal Savings Bank’s business or upon bankruptcy, receivership or dissolution or by Malvern Federal Savings Bank upon the officer’s termination of service to Malvern Federal Savings Bank. Upon termination, the officer forfeits any right in the death benefit and Malvern Federal Savings Bank may retain or terminate the insurance policy in its sole discretion.

### Related Party Transactions

**Loans and Extensions of Credit.** Malvern Federal Savings Bank offers mortgage loans to its directors, officers and employees as well as members of their immediate families for the financing of their primary residences and certain other loans. These loans are generally made on substantially the same terms as those prevailing at the time for comparable transactions with non-affiliated persons except Malvern Federal Savings Bank waives the origination fees on real estate loans made to all employees. It is the belief of management that these loans neither involve more than the normal risk of collectibility nor present other unfavorable features to Malvern Federal Savings Bank.

The table below list all outstanding loans made by Malvern Federal Savings Bank to related persons, where the amount involved exceeds \$120,000 and loan origination fees were waived. In each case, the loans listed are loans to executive officers secured by real estate where, consistent with our policy for all employees, the typical 3.0% loan origination fee was waived.

Name	Loan Origination Date	Amount of Fees Waived at Time of Origination	Largest Principal Amount Outstanding during Year Ended September 30, 2010	Amount Outstanding at September 30, 2010	Amounts Paid During Fiscal 2010		Interest Rate
					Principal	Interest	
Gerard M. McTear, Jr.	2005	\$ 16,290	\$ 513,371	\$ 504,378	\$ 8,992	\$ 28,010	5.500 %
William E. Hughes, Jr.	2006	7,700	235,479	226,079	9,400	12,959	5.625

Section 22(h) of the Federal Reserve Act generally provides that any credit extended by a savings institution, such as Malvern Federal Savings Bank, to its executive officers, directors and, to the extent otherwise permitted, principal stockholder(s), or any related interest of the foregoing, must be on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions by the savings institution with non-affiliated parties; unless the loans are made pursuant to a benefit or compensation program that (i) is widely available to employees of the institution and (ii) does not give preference to any director, executive officer or principal stockholder, or certain affiliated interests of either, over other employees of the savings institution, and must not involve more than the normal risk of repayment or present other unfavorable features.

**BENEFICIAL OWNERSHIP OF COMMON STOCK BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth as of December 28, 2010, the voting record date for the annual meeting, certain information as to the common stock beneficially owned by (i) each person or entity, including any “group” as that term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, who or which was known to us to be the beneficial owner of more than 5% of the issued and outstanding common stock, (ii) the directors and director nominees of Malvern Federal Bancorp, (iii) certain executive officers of Malvern Federal Bancorp; and (iv) all directors, director nominees and executive officers of Malvern Federal Bancorp as a group.

Name of Beneficial Owner or Number of Persons in Group	Amount and Nature of Beneficial Ownership as of December 28, 2010(1)	Percent of Common Stock
Malvern Federal Mutual Holding Company 42 E. Lancaster Avenue Paoli, Pennsylvania 19301	3,383,875	55.5 %
Joseph Stilwell and John Stilwell(2) 26 Broadway, 23rd Floor New York, New York 10004	600,900 (2)	9.9
Directors and Nominees:		
Ronald Anderson	10,050 (3)	*
Kristin S. Camp	1,100	*
F. Claire Hughes, Jr.	5,000	*
Joseph E. Palmer, Jr.	4,000	*
Stephan P. Scartozzi	1,000 (4)	*
George E. Steinmetz	10,000	*
Therese Woodman	1,717	*
John B. Yerkes, Jr.	5,000	*
Other Named Executive Officers:		
Dennis Boyle	13,674 (5)	*
Gerard M. McTear, Jr.	1,638 (6)	*
All Directors, Director Nominees and Executive Officers as a Group (12 persons)	66,349 (7)	1.1

\* Represents less than 1% of our outstanding common stock.

(1) Based upon filings made pursuant to the Securities Exchange Act of 1934 and information furnished by the respective individuals. Under regulations promulgated pursuant to the Securities Exchange Act of 1934, shares of common stock are deemed to be beneficially owned by a person if he or she directly or indirectly has or shares (i) voting power, which includes the power to vote or to direct the voting of the shares, or (ii) investment power, which includes the power to dispose or to direct the disposition of the shares. Unless otherwise indicated, the named beneficial owner has sole voting and dispositive power with respect to the shares.

- (2) Based on information contained in the Schedule 13D, as amended, filed by Joseph Stilwell and certain affiliated entities and John Stilwell. Joseph Stilwell beneficially owns 601,800 shares of Malvern Federal Bancorp common stock, including shares which Joseph Stilwell has shared voting and dispositive over and which are held in the names of Stilwell Value Partners VI, Stilwell Partners, Stilwell Associates and Stillwell Offshore, in Joseph Stilwell's capacities as the general partner of Stilwell Partners and the managing and sole member of Stilwell Value LLC, which is the general partner of Stilwell Value Partners VI and Stilwell Associates, and of Stillwell Management, which is the general partner of Stillwell Offshore. Also includes 5,000 shares beneficially owned by John Stilwell, brother of Joseph Stilwell.

(Footnotes continued on following page)

---

(Footnotes continued from prior page)

- (3) Includes 9,000 shares held in the Malvern Federal Saving Bank Employees' Savings and Profit Sharing plan (the "401(k) Plan"), and 719 shares allocated to Mr. Anderson's account in the employee stock ownership plan ("ESOP").
- (4) The indicated shares are held jointly by Mr. Scartozzi and his spouse.
- (5) Includes 12,500 shares held in the 401(k) Plan, 300 shares held by Mr. Boyle's children and 874 shares allocated to Mr. Boyle's account in the ESOP.
- (6) Consists of 706 shares allocated to Mr. McTear's account in the ESOP and 932 shares held in the 401(k) Plan.
- (7) Includes an aggregate 2,969 shares allocated to the ESOP accounts and an aggregate 34,952 shares allocated to the 401(k) Plan accounts of executive officers.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the officers and directors, and persons who own more than 10% of Malvern Federal Bancorp's common stock to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than 10% shareholders are required by regulation to furnish Malvern Federal Bancorp with copies of all Section 16(a) forms they file. We know of no person who owns 10% or more of our common stock other than Malvern Federal Mutual Holding Company.

Based solely on our review of the copies of such forms furnished to us, or written representations from our officers and directors, we believe that during, and with respect to, the fiscal year ended September 30, 2010, our officers and directors complied in all respects with the reporting requirements promulgated under Section 16(a) of the Securities Exchange Act of 1934, except that Ms. Woodman filed a late form with respect to three purchases of common stock totaling 215 shares during fiscal 2010.

#### PROPOSAL TO ADOPT A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS (PROPOSAL TWO)

Pursuant to Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act"), the proxy rules of the SEC were amended to require that not less frequently than once every three years, a proxy statement for an annual meeting of shareholders for which the proxy solicitation rules of the SEC require compensation disclosure must also include a separate resolution subject to shareholder vote to approve the compensation of the company's named executive officers disclosed in the proxy statement.

The executive officers named in the summary compensation table and deemed to be "named executive officers" are Messrs. Anderson, Boyle and McTear. Reference is made to the summary compensation table and disclosures set forth under "Management Compensation" in this proxy statement.

The proposal gives shareholders the ability to vote on the compensation of our named executive officers through the following resolution:

“Resolved, that the shareholders approve the compensation of the named executive officers as disclosed in this proxy statement.”

The shareholder vote on this proposal is not binding on Malvern Federal Bancorp or the Board of Directors and cannot be construed as overruling any decision made by the Board of Directors. However, the Board of Directors of Malvern Federal Bancorp will review the voting results on the non-binding resolution and take them into consideration when making future decisions regarding executive compensation.

The Board of Directors recommends that you vote “FOR” the non-binding resolution to approve the compensation of our named executive officers.

**ADVISORY VOTE ON THE FREQUENCY OF THE NON-BINDING RESOLUTION  
TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS  
(PROPOSAL THREE)**

Section 951 of the Dodd-Frank Act also amended the proxy rules of the SEC to require that not less frequently than once every six years, a proxy statement for an annual meeting of shareholders for which the proxy solicitation rules of the SEC require compensation disclosure must also include a separate proposal subject to shareholder vote to determine whether the shareholder vote to approve the compensation of the named executive officers will occur every one, two or three years.

Accordingly, we are seeking a shareholder vote regarding whether the non-binding resolution to approve the compensation of our named executive officers should occur every three years, every two years or every year.

The Board of Directors asks that you support a frequency of every three years for future non-binding resolutions on compensation of our named executive officers. Setting an advisory vote every three years will be the most effective timeframe for Malvern Federal Bancorp to respond to shareholder feedback and provide us with sufficient time to engage with shareholders to understand and respond to the vote results.

The advisory vote on this proposal is not binding on Malvern Federal Bancorp or the Board of Directors and cannot be construed as overruling any decision made by the Board of Directors. However, the Board of Directors of the Malvern Federal Bancorp will review the results on the advisory vote and take them into consideration when making future decisions regarding the frequency of submitting to shareholders the non-binding resolution to approve the compensation of our named executive officers.

The Board of Directors recommends an advisory vote for a frequency of “THREE YEARS” for future non-binding resolutions to approve the compensation of our named executive officers.

**RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM (PROPOSAL FOUR)**

The Audit Committee of the Board of Directors of Malvern Federal Bancorp has appointed ParenteBeard LLC, independent registered public accounting firm, to perform the audit of our financial statements for the year ending September 30, 2011, and further directed that the selection of auditors be submitted for ratification by the shareholders at the annual meeting.

We have been advised by ParenteBeard LLC that neither that firm nor any of its associates has any relationship with Malvern Federal Bancorp or its subsidiaries other than the usual relationship that exists between an independent registered public accounting firm and its clients. ParenteBeard LLC will have one or more representatives at the annual meeting who will have an opportunity to make a statement, if they so desire, and will be available to respond to



appropriate questions.

15

---

Malvern Federal Bancorp's financial statements for the fiscal years ended September 30, 2008 and 2007 were audited by Beard Miller Company LLP. In October 2009, Beard Miller Company LLP was combined with ParenteRandolph LLC and, the resulting firm, ParenteBeard LLC, was engaged by the Audit Committee as the independent registered public accounting firm of Malvern Federal Bancorp for the fiscal year ended September 30, 2009. In connection with their audit for the years ended September 30, 2008 and 2007 and during the subsequent interim period until the engagement of ParenteBeard LLC, there were no disagreements with Beard Miller Company LLP on any matter of accounting principles or practices, financial statement disclosures, or auditing scope or procedure. The report on the financial statements for fiscal 2008 and 2007 of Beard Miller Company LLP did not contain an adverse opinion or disclaimer of opinion and was not qualified or modified as to uncertainty, audit scope or accounting principles. During fiscal 2008 and 2007, ParenteBeard LLC did not advise, and has not indicated to the Company that it had reason to advise, Malvern Federal Bancorp of any "reportable event," as defined in Item 304(a) of Regulation S-K of the Exchange Act. During fiscal 2008 and 2007, Malvern Federal Bancorp had not consulted ParenteBeard LLC regarding the application of accounting principles, either contemplated or proposed, the type of audit opinion that might be rendered on the Malvern Federal Bancorp's financial statements or any other matters of a "reportable event."

#### Audit Fees

The following table sets forth the aggregate fees paid by us to ParenteBeard LLC for professional services rendered by ParenteBeard LLC in connection with the audit of Malvern Federal Bancorp's consolidated financial statements for fiscal 2010 and 2009, as well as the fees paid by us to ParenteBeard LLC for audit-related services, tax services and all other services rendered by ParenteBeard LLC to us during fiscal 2010 and 2009.

	Year Ended September 30,	
	2010	2009
Audit fees (1)	\$ 139,735	\$ 118,626
Audit-related fees (2)	--	--
Tax fees	38,404	71,223
All other fees (3)	--	--
Total	\$ 178,139	\$ 189,849

(1) Audit fees consist of fees incurred in connection with the audit of our annual consolidated financial statements and the review of the interim consolidated financial statements included in our quarterly reports filed with the Securities and Exchange Commission, as well as work generally only the independent auditor can reasonably be expected to provide, such as statutory audits, consents and assistance with and review of documents filed with the Securities and Exchange Commission.

(2) Audit related fees consist of fees incurred in connection with the provision of due diligence services and consultations regarding financial and accounting standards.

(3) All other fees consist of fees incurred in connection with services rendered to review certain operational aspects of an employee benefit plan.

The Audit Committee selects our independent registered public accounting firm and pre-approves all audit services to be provided by it to Malvern Federal Bancorp. The Audit Committee also reviews and pre-approves all audit-related and non-audit related services rendered by our independent registered public accounting firm in accordance with the Audit Committee's charter. In its review of these services and related fees and terms, the Audit Committee considers, among other things, the possible effect of the performance of such services on the independence of our independent registered public accounting firm. The Audit Committee pre-approves certain audit-related services and certain

non-audit related tax services which are specifically described by the Audit Committee on an annual basis and separately approves other individual engagements as necessary.

Each new engagement of the Company's independent registered public accounting firm was approved in advance by the Audit Committee or its Chair, and none of those engagements made use of the de minimis exception to pre-approval contained in the Securities and Exchange Commission's rules.

The Board of Directors recommends that you vote FOR the ratification of the appointment of ParenteBeard LLC as our independent registered public accounting firm for the fiscal year ending September 30, 2011.

#### SHAREHOLDER PROPOSALS, NOMINATIONS AND COMMUNICATIONS WITH THE BOARD OF DIRECTORS

**Shareholder Proposals.** Any proposal which a shareholder wishes to have included in the proxy materials of Malvern Federal Bancorp relating to the next annual meeting of shareholders of Malvern Federal Bancorp, which is anticipated to be held in January 2012, must be made in writing and filed with the Corporate Secretary, Shirley Stanke, Malvern Federal Bancorp, Inc., 42 E. Lancaster Avenue, Paoli, Pennsylvania 19301, no later than September 13, 2011. If such proposal is in compliance with all of the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended, it will be included in the proxy statement and set forth on the form of proxy issued for such annual meeting of shareholders. It is urged that any such proposals be sent certified mail, return receipt requested.

Shareholder proposals which are not submitted for inclusion in Malvern Federal Bancorp's proxy materials pursuant to Rule 14a-8 may be brought before an annual meeting pursuant to Article II, Section 15 of Malvern Federal Bancorp's Bylaws. Notice of the proposal must be given in writing and delivered to, or mailed and received at, our principal executive offices five days before the date of the annual meeting. The notice must include the information required by Article II, Section 15 of our Bylaws.

**Shareholder Nominations.** Our Bylaws provide that all nominations for election to the Board of Directors, other than those made by the Board or a committee thereof, shall be made by a shareholder who has complied with the requirements contained in Article II, Section 14 of our Bylaws. Written notice of a shareholder nomination generally must be communicated to the attention of the Secretary and either delivered to, or mailed and received at, our principal executive offices not later than, with respect to an annual meeting of shareholders five days before the date of the annual meeting.

**Other Shareholder Communications.** Shareholders who wish to communicate with the Board may do so by sending written communications addressed to the Board of Directors of Malvern Federal Bancorp, Inc., c/o Shirley Stanke, Malvern Federal Bancorp, Inc., 42 E. Lancaster Avenue, Paoli, Pennsylvania 19301. Ms. Stanke will forward such communications to the director or directors to whom they are addressed.

#### ANNUAL REPORTS

A copy of Malvern Federal Bancorp's Annual Report on Form 10-K for the year ended September 30, 2010 accompanies this proxy statement. Such annual report is not part of the proxy solicitation materials.

Upon receipt of a written request, we will furnish to any shareholder a copy of the exhibits to the Annual Report on Form 10-K. Such written requests should be directed to Shirley Stanke, Malvern Federal Bancorp, Inc., 42 E. Lancaster Avenue, Paoli, Pennsylvania 19301.



OTHER MATTERS

Management is not aware of any business to come before the annual meeting other than the matters described above in this proxy statement. However, if any other matters should properly come before the meeting, it is intended that the proxies solicited hereby will be voted with respect to those other matters in accordance with the judgment of the persons voting the proxies.

The cost of the solicitation of proxies will be borne by Malvern Federal Bancorp. Malvern Federal Bancorp will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending the proxy materials to the beneficial owners of Malvern Federal Bancorp's common stock. In addition to solicitations by mail, directors, officers and employees of Malvern Federal Bancorp may solicit proxies personally or by telephone without additional compensation.

REVOCABLE PROXY

x Please Mark Votes  
As in This Example

MALVERN FEDERAL BANCORP, INC.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF MALVERN FEDERAL BANCORP, INC. FOR USE AT THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON FEBRUARY 3, 2011 AND AT ANY ADJOURNMENT THEREOF.

The undersigned hereby appoints the Board of Directors of Malvern Federal Bancorp, Inc. or any successors thereto, as proxies with full powers of substitution, to represent and vote, as designated below, all the shares of common stock of Malvern Federal Bancorp, Inc. held of record by the undersigned on December 28, 2010 at the Annual Meeting of Shareholders to be held at the Sheraton Great Valley Hotel, located at 707 East Lancaster Avenue, Frazer, Pennsylvania, on Thursday, February 3, 2011, at 10:00 a.m., Eastern Time, or at any adjournment thereof.

1. ELECTION of directors for three-year term.

FOR                       WITHHOLD                       FOR ALL EXCEPT

NOMINEES for three-year term expiring in 2014: Kristin S. Camp, George E. Steinmetz and Stephen P. Scartozzi

INSTRUCTION: To withhold authority to vote for any individual nominee, mark "For All Except" and write that nominee's name in the space provided below.

2. PROPOSAL to adopt a non-binding resolution to approve the compensation of our named executive officers.

FOR                       AGAINST                       ABSTAIN

3. ADVISORY VOTE on the frequency of the non-binding resolution to approve the compensation of our named executive officers.

EVERY THREE YEARS    EVERY TWO YEARS    EVERY YEAR    ABSTAIN

4. PROPOSAL to ratify the appointment of ParenteBeard LLC as Malvern Federal Bancorp's independent registered public accounting firm for the fiscal year ending September 30, 2011.

FOR                       AGAINST                       ABSTAIN

5. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

The Board of Directors recommends that you vote (i) FOR the nominees to the Board of Directors; (ii) FOR the non-binding resolution to approve the compensation of our named executive officers; (iii) FOR THREE YEARS on the advisory vote on the frequency of the non-binding resolution to approve the compensation of named executive officers; and (iv) FOR the ratification of ParenteBeard LLC as Malvern Federal Bancorp's independent registered public accounting firm for the year ending September 30, 2011.

The shares of Malvern Federal Bancorp's common stock will be voted as specified. If not otherwise specified, this proxy will be voted FOR the nominees to the Board of Directors, FOR approval of the non-binding resolution to

approve compensation of our named executive officers, FOR THREE YEARS on the advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers, FOR the ratification of the independent registered public accounting firm and otherwise at the discretion of the proxies. This proxy may be revoked at any time prior to the time it is voted at the Annual Meeting.

---



Please be sure to date and sign  
this Proxy Card in the box below. Date

Sign above

Detach above card, sign, date and mail in postage paid envelope provided.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on February 3, 2011. The proxy statement and our Annual Report on Form 10-K for the year ended September 30, 2010 as well as driving directions to the annual meeting are available on our website at [www.malvernfederal.com](http://www.malvernfederal.com) under the "Investor Relations" tab.

**MALVERN FEDERAL BANCORP, INC.**

The above signed hereby acknowledges receipt of the Notice of Annual Meeting of Shareholders of Malvern Federal Bancorp, Inc. and the accompanying Proxy Statement and Annual Report for the year ended September 30, 2010, prior to the signing of this proxy.

Please sign this proxy exactly as your name(s) appear(s) on this proxy. When signing in a representative capacity, please give title. When shares are held jointly, only one holder needs to sign.

**PLEASE ACT PROMPTLY  
PLEASE COMPLETE, DATE, SIGN AND MAIL YOUR PROXY CARD PROMPTLY  
IN THE ENCLOSED POSTAGE PAID ENVELOPE.**

**IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED BELOW AND RETURN THIS PORTION WITH THE PROXY IN THE ENVELOPE PROVIDED.**

MALVERN FEDERAL BANCORP, INC.

January 11, 2011

To: Participants in the Malvern Federal Savings Bank Employees' Savings and Profit Sharing Plan (the "401(k) Plan") and/or Employee Stock Ownership Plan ("ESOP")

Re: Instructions for voting shares of Malvern Federal Bancorp, Inc.

As described in the enclosed materials, proxies are being solicited in connection with the proposals to be considered at the upcoming Annual Meeting of Shareholders of Malvern Federal Bancorp, Inc. We hope you will take advantage of the opportunity to direct the manner in which shares of common stock of Malvern Federal Bancorp allocated to your account in the 401(k) Plan and/or ESOP will be voted.

Enclosed with this letter is the Proxy Statement, which describes the matters to be voted upon, the Annual Report on Form 10-K of the year ended September 30, 2010 and Voting Instruction Ballot(s). After you have reviewed the Proxy Statement, we urge you to vote your allocated shares held in the 401(k) Plan and/or ESOP by marking, dating, signing and returning the enclosed Voting Instruction Ballot(s).

We urge each of you to vote, as a means of participating in the governance of the affairs of Malvern Federal Bancorp. If your voting instructions are not received, the shares allocated to your 401(k) Plan account and/or ESOP account will generally not be voted. While I hope that you will vote in the manner recommended by the Board of Directors, the most important thing is that you vote in whatever manner you deem appropriate. Please take a moment to do so.

Please note that the enclosed material relates only to those shares which have been allocated to you in your account under the 401(k) Plan and/or ESOP. If you also own shares of Malvern Federal Bancorp common stock outside of the 401(k) Plan and/or ESOP, you should receive other voting material for those shares owned by you individually. Please return all your voting material so that all your shares may be voted.

Sincerely,

/s/Ronald Anderson

Ronald Anderson  
President and Chief Executive Officer

MALVERN FEDERAL SAVINGS BANK  
EMPLOYEES' SAVINGS AND PROFIT SHARING PLAN  
VOTING INSTRUCTION BALLOT

---

x Please Mark Votes  
As in This Example

MALVERN FEDERAL BANCORP, INC.  
ANNUAL MEETING OF SHAREHOLDERS

The undersigned hereby instructs the Trustees of the Employees' Savings and Profit Sharing Plan (the "401(k) Plan") of Malvern Federal Savings Bank to vote, as designated below, all the shares of common stock of Malvern Federal Bancorp, Inc. allocated to my 401(k) Plan account as of December 28, 2010 at the Annual Meeting of Shareholders to be held at the Sheraton Great Valley Hotel located at 707 East Lancaster Avenue, Frazer, Pennsylvania, on Thursday, February 3, 2011, at 10:00 a.m., Eastern Time, or at any adjournment thereof.

1. ELECTION of directors for three-year term.

FOR                       WITHHOLD                       FOR ALL  
EXCEPT

NOMINEES for three-year term expiring in 2014: Kristin S. Camp, George E. Steinmetz and Stephen P. Scartozzi

INSTRUCTION: To withhold authority to vote for any individual nominee, mark "For All Except" and write that nominee's name in the space provided below.

2. PROPOSAL to adopt a non-binding resolution to approve the compensation of our named executive officers.

FOR                       AGAINST                       ABSTAIN

3. ADVISORY VOTE on the frequency of the non-binding resolution to approve the compensation of our named executive officers.

EVERY THREE YEARS                       EVERY TWO YEARS                       EVERY YEAR                       ABSTAIN

4. PROPOSAL to ratify the appointment of ParenteBeard LLC as Malvern Federal Bancorp's independent registered public accounting firm for the fiscal year ending September 30, 2011.

FOR                       AGAINST                       ABSTAIN

5. In their discretion, the Trustees are authorized to vote upon such other business as may properly come before the meeting.

The Board of Directors recommends that you vote (i) FOR the nominees to the Board of Directors; (ii) FOR the non-binding resolution to approve the compensation of our named executive officers; (iii) FOR THREE YEARS on the advisory vote on the frequency of the non-binding resolution to approve the compensation of named executive officers; and (iv) FOR the ratification of ParenteBeard LLC as Malvern Federal Bancorp's independent registered

public accounting firm for the year ending September 30, 2011.

---

The shares of Malvern Federal Bancorp's common stock will be voted as specified. If not otherwise specified, the shares will be voted FOR the nominees to the Board of Directors, FOR approval of the non-binding resolution to approve compensation of our named executive officers, FOR THREE YEARS on the advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers, FOR the ratification of the independent registered public accounting firm and otherwise at the discretion of the Trustees.

The undersigned hereby acknowledges receipt of the Notice of Annual Meeting of Shareholders of Malvern Federal Bancorp, Inc. and the accompanying Proxy Statement and Annual Report for the year ended September 30, 2010 prior to the signing of this card.

Please be sure to date and           Date  
sign this Card in the box below.

Sign above

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on February 3, 2011. The proxy statement and our Annual Report on Form 10-K for the year ended September 30, 2010 as well as driving directions to the annual meeting are available on our website at [www.malvernfederal.com](http://www.malvernfederal.com) under the "Investor Relations" tab.

---

MALVERN FEDERAL BANCORP, INC.  
EMPLOYEE STOCK OWNERSHIP PLAN  
VOTING INSTRUCTION BALLOT

---

x Please Mark Votes  
As in This Example

MALVERN FEDERAL BANCORP, INC.  
ANNUAL MEETING OF SHAREHOLDERS

The undersigned hereby instructs the Trustees of the Employee Stock Ownership Plan (the "ESOP") of Malvern Federal Bancorp, Inc. to vote, as designated below, all the shares of common stock of Malvern Federal Bancorp, Inc. allocated to my ESOP account as of December 28, 2010 at the Annual Meeting of Shareholders to be held at the Sheraton Great Valley Hotel located at 707 East Lancaster Avenue, Frazer, Pennsylvania, on Thursday, February 3, 2011, at 10:00 a.m., Eastern Time, or at any adjournment thereof.

1. ELECTION of directors for three-year term.

FOR                       WITHHOLD                       FOR ALL  
EXCEPT

NOMINEES for three-year term expiring in 2014: Kristin S. Camp, George E. Steinmetz and Stephen P. Scartozzi

INSTRUCTION: To withhold authority to vote for any individual nominee, mark "For All Except" and write that nominee's name in the space provided below.

2. PROPOSAL to adopt a non-binding resolution to approve the compensation of our named executive officers.

FOR                       AGAINST                       ABSTAIN

3. ADVISORY VOTE on the frequency of the non-binding resolution to approve the compensation of our named executive officers.

EVERY THREE YEARS                       EVERY TWO YEARS                       EVERY YEAR                       ABSTAIN

4. PROPOSAL to ratify the appointment of ParenteBeard LLC as Malvern Federal Bancorp's independent registered public accounting firm for the fiscal year ending September 30, 2011.

FOR                       AGAINST                       ABSTAIN

5. In their discretion, the Trustees are authorized to vote upon such other business as may properly come before the meeting.

The Board of Directors recommends that you vote (i) FOR the nominees to the Board of Directors; (ii) FOR the non-binding resolution to approve the compensation of our named executive officers; (iii) FOR THREE YEARS on the advisory vote on the frequency of the non-binding resolution to approve the compensation of named executive officers; and (iv) FOR the ratification of ParenteBeard LLC as Malvern Federal Bancorp's independent registered public accounting firm for the year ending September 30, 2011.



The shares of Malvern Federal Bancorp's common stock will be voted as specified. If not otherwise specified, the shares will be voted FOR the nominees to the Board of Directors, FOR approval of the non-binding resolution to approve compensation of our named executive officers, FOR THREE YEARS on the advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers, FOR the ratification of the independent registered public accounting firm and otherwise at the discretion of the Trustees.

The undersigned hereby acknowledges receipt of the Notice of Annual Meeting of Shareholders of Malvern Federal Bancorp, Inc. and the accompanying Proxy Statement and Annual Report for the year ended September 30, 2010 prior to the signing of this card.

Please be sure to date and      Date  
sign this Card in the box  
below.

Sign above

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on February 3, 2011. The proxy statement and our Annual Report on Form 10-K for the year ended September 30, 2010 as well as driving directions to the annual meeting are available on our website at [www.malvernfederal.com](http://www.malvernfederal.com) under the "Investor Relations" tab.