

**TERRITORIAL BANCORP INC.
TERRITORIAL SAVINGS BANK
COMPENSATION COMMITTEE CHARTER**

Purpose

The primary purpose of the Compensation Committee (the “Committee”) is to aid the Board of Directors (the “Board”) of Territorial Bancorp Inc. (the “Company”) and Territorial Savings Bank (the “Bank”) in discharging its responsibilities relating to the compensation of the Company and Bank’s executive management (executive management means each individual qualifying as an officer of the Company or Bank as defined in Rule 16a-1(f) of the SEC Regulations) (“Executive Officers”) and members of the Board of the Company and Bank. The Committee has overall responsibility for evaluating and approving the Company and Bank’s compensation plans, policies and programs for executive management and members of the Board of the company and its wholly owned subsidiaries.

Membership

The Committee shall be composed of at least three (3) members of the Board, each of whom shall satisfy the applicable Nasdaq Stock Market listing standards for independence. If deemed necessary or appropriate, the Committee may appoint a subcommittee consisting of those members who qualify as an “outside director” under Section 162(m) of the Internal Revenue code and/or as a “non-employee director” under Rule 16b-3 of the SEC Regulations, which subcommittee shall be authorized to take all actions permitted to the Committee under this charter. The members of the committee shall be appointed by the Board of Directors and shall serve one year terms until the next annual meeting. The Board of Directors shall also appoint the Chair of this Committee.

Structure and Meetings

The Chair of the Committee will preside at each meeting of the Committee and in consultation with the other members of the Committee, shall set the frequency of each meeting and the agenda of items to be addressed at each meeting, provided that the Committee shall meet at least annually. A majority of the entire Committee membership shall constitute a quorum, and all actions taken by the Committee shall require the affirmative vote of a majority of the membership of the Committee.

The Chief Executive Officer (“CEO”) and the Executive Officers may not be present during voting or deliberations on their respective compensation.

Duties and Responsibilities

The Committee shall have the duties, responsibilities and authority to:

Annually review and determine (i) the annual compensation, including salary, bonus, incentive and other compensation of the CEO and Executive Officers, (ii) approve corporate goals and objectives relevant to compensation of the chief executive officer and Executive Officers, and (iii) evaluate performance in light of these goals; and,

Annually review the amounts and terms of base salary, incentive compensation and all other forms of compensation for the Company and Bank's Executive Officers, and report the Committee's findings to the Board of the Company or Bank, as applicable.

Recommend to the Board of the Company and the Bank the compensation for directors (including retainer, committee and committee chair fees and other similar items, as appropriate).

Establish and approve policy on employment agreements, severance arrangements and change in control agreements and provisions, as well as any special supplemental benefits.

Periodically assess the adequacy of its charter and recommend changes to the Board of the Company or Bank, as applicable, as needed.

In its sole discretion, the authority to retain, obtain the advice of or terminate any compensation or benefits consultant or legal counsel or other adviser used to assist the Committee in fulfilling its responsibilities. The Committee shall be directly responsible for the appointment, compensation, oversight of the work of, and termination of any such consultant, legal counsel or other adviser retained by the Committee. The Company or the Bank, as appropriate, shall provide adequate resources to support the Committee's activities, including appropriate funding, as determined by the Committee, in its capacity as a committee of the Board of Directors, for payment of reasonable compensation to a compensation consultant, legal counsel or other adviser.

Perform any other activities consistent with this charter, the Company's by-laws and governing law as the Committee or the Board of the Company or Bank, as applicable, deem appropriate.

Regularly report to the Board of the Company or Bank, as applicable, on the Committee's activities.

Maintain Committee minutes and any other record of the Committee's activities.

To the extent required, prepare and publish an annual executive compensation report in the Company's proxy statement.

Prior Considerations

Prior to the selection of, or receiving advice from, a compensation consultant, legal counsel or other adviser, the Committee must consider the following factors, as well as any other factors identified by the stock exchange on which the Company's shares are listed:

- (i) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

6/20/13