

**RELATED PARTY MATTERS COMMITTEE CHARTER
OF
PENNYMAC FINANCIAL SERVICES, INC.**

Purpose

The purpose of the Related Party Matters Committee (the “Committee”) of the Board of Directors (the “Board”) of PennyMac Financial Services, Inc. (the “Company”) is to (i) establish policies and procedures (the “Policies”) related to the identification and management of any Related Party Transaction (as defined in the Company’s Related Party Transactions Policy attached hereto as Exhibit A) and the resolution of any conflicts of interest between the Company (including any of its subsidiaries), on the one hand, and any Related Party (as defined in the Company’s Related Party Transactions Policy), on the other hand, including PennyMac Mortgage Investment Trust (or any of its subsidiaries) (collectively, the “Trust”); (ii) oversee and administer the Policies; and (iii) conduct a reasonable prior review, approve, and, if necessary, make recommendations to the Board with respect to any Related Party Transaction.

Composition of Committee

The Committee shall be comprised of three or more directors, each of whom meets the independence requirements of the New York Stock Exchange (the “NYSE”), as well as any other applicable legal or regulatory requirements. Determinations as to whether a particular member satisfies the requirements for membership on the Committee shall be made by the Board.

Any vacancy on the Committee shall be filled by the Board on the recommendation of the Nominating and Corporate Governance Committee, and members shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal by the Board.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice a year. Meetings of the Committee may be called, notice of all meetings shall be given, and waiver thereof determined, and all actions of the Committee shall be conducted in accordance with the Company’s bylaws.

Delegation

The Committee may form, and delegate authority to, subcommittees when it deems appropriate, to the extent permitted under applicable law.

External Advisors

The Committee shall have the sole authority to obtain, at the Company’s expense, advice and assistance from independent legal, accounting or other advisors. The Committee shall also have authority to obtain advice and assistance from any officer or personnel of the Company. The Company shall provide for appropriate funding, as determined by the Committee, for the payment

of: (i) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities and (ii) as noted above, compensation to independent legal, accounting and other advisors retained by the Committee. Nothing in this Charter is intended to preclude or impair the protection in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

Access and Information

The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

Duties and Responsibilities

The Committee shall:

1. Approve and recommend to the Board the Policies to be applied in the identification and management of Related Party Transactions, including but not limited to the Company's Related Party Transactions Policy.
2. Monitor compliance with the Policies and propose its review and/or amendment to the Board whenever necessary.
3. Conduct a reasonable prior review and evaluate the terms and conditions of any Related Party Transaction, and determine:
 - (a) whether the relevant Related Party Transaction is fair to, and in the best interests of, the Company and its stockholders;
 - (b) whether there are business reasons for the Company to enter into the Related Party Transaction;
 - (c) whether the Related Party Transaction would impair the independence of an outside director; and
 - (d) whether other sources are available for comparable products or services.
4. Oversee the negotiation of the terms and conditions of any Related Party Transaction and, if the Committee deems appropriate, but subject to the limitations of applicable law, approve the execution and delivery of documents in connection with any Related Party Transaction on behalf of the Company.
5. Recommend to the Board what action, if any, should be taken by the Board with respect to any Related Party Transaction.

6. Conduct a reasonable prior review and approve any agreement, and any amendment, restatement, renewal, extension or other modification thereof, between the Company (including any of its subsidiaries), on the one hand, and any Related Party, on the other hand, including but not limited to management agreements, servicing agreements, mortgage banking services agreements and any other mortgage-related services or asset acquisition agreements (collectively, the “Related Party Agreements”).
7. Review and ensure the disclosure of any Related Party Transactions required to be disclosed under Item 404(a) of Regulation S-K of the Securities Act of 1933, as amended.
8. Review and assess all conflicts of interest between the Company (including any of its subsidiaries), on the one hand, and any Related Party, on the other hand, and approve the resolution thereof.
9. Annually, or with such frequency and at such intervals as it shall determine is necessary, review the compensation and fees payable by the Trust to PNMAC Capital Management, LLC (the “Manager”) under any management agreements.
10. Annually, or with such frequency and at such intervals as it shall determine is necessary, review the compensation and fees payable to payable by the Trust to PennyMac Loan Services, LLC (“PLS”) under any servicing agreements.
11. Annually, or with such frequency and at such intervals as it shall determine is necessary, review the compensation and fees payable by the Trust to PLS, or PLS to the Trust, under any mortgage banking services agreements and any other mortgage-related services or asset acquisition agreements.
12. Review and assess on a periodic basis the Company’s (including any of its subsidiaries) and their respective personnel’s compliance with all Related Party Agreements by and between the Company and the Trust, including compliance with any service level provisions, exclusivity arrangements or other material terms contained therein.
13. Review and assess on a periodic basis the Company’s (including any of its subsidiaries) and their respective personnel’s compliance with all policies of the Company relating to conflicts of interest, including the Company’s Related Party Transaction Policy, the Company’s Code of Business Conduct and Ethics and the Company’s Code of Ethics for the Chief Executive Officer and Senior Financial Officers (along with the Audit Committee).
14. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
15. Conduct an annual performance evaluation to, at a minimum, (i) compare the performance of the Committee to the requirements of this Charter and any other duties or responsibilities delegated to the Committee by the Board and (ii) recommend to the Board any improvements to this Charter that the Committee deems to be necessary or appropriate, and report to the Board the results of the evaluation, which may take the form of an oral presentation by a member of the Committee to the Board.

16. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
17. Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board.

In the Committee's determinations relating to the approval of the transactions described in this Charter and to the resolution of any conflict of interest, the Committee shall comply with the Company's articles of incorporation and bylaws, as amended from time to time, and applicable law and may consider (a) the relative interests of any party to such conflict, agreement, transaction or situation and the benefits and burdens relating to such interest; (b) any customary or accepted industry practices and any customary or historical dealings with a particular person or entity; (c) any applicable generally accepted accounting practices or principles; and (d) such additional factors as the Committee determines in its sole discretion to be relevant, reasonable, necessary or appropriate under the circumstances.

Exhibit A