

## **BCB BANCORP, INC.**

### **AUDIT COMMITTEE CHARTER**

#### **PURPOSE**

The Committee (the "Committee") is appointed by the Board of Directors (the "Board") of BCB Bancorp, Inc. (the "Company"), with the authority, responsibility and specific duties described below. As applicable, the term "Company" shall include both BCB Bancorp, Inc., and BCB Community Bank.

The Audit Committee's primary purpose is to assist the Board in:

- Overseeing the integrity of the company's financial statements,
- Overseeing the company's compliance with legal and regulatory requirements,
- Overseeing the independent auditor's qualifications, performance and independence,
- Overseeing the performance of the internal audit function, independent loan review function and,
- Overseeing the system of internal controls

#### **COMPOSITION**

The Committee shall be comprised of at least three directors, each of whom shall be independent of management and executive officers. Members of the Committee shall be considered independent as long as they do not accept any consulting, advisory, or other compensatory fee from the Company or its subsidiaries, except for regular Board or Committee fees. The members of the Committee must also meet the independence requirements of the Nasdaq Stock Market listing standards for independence. All Committee members shall be financially literate, and at least one member shall be a "Financial Expert," as defined by Securities and Exchange Commission regulations. The member, including the name should be disclosed in filings are required by the SEC. The Board shall annually appoint the members of the Committee. One of the members shall be appointed Committee Chairperson by the Board.

## **AUTHORITY**

The Committee may be requested by the Board to investigate any activity of the institution, and all employees are directed to cooperate as requested by the Committee. The Committee is empowered to retain persons having special competence as necessary to assist the Committee in fulfilling its responsibility.

## **RESPONSIBILITY**

The primary responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies which are used by the Company. The Company's independent auditor is responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements.

Consistent with its fiduciary duty, the Committee is to serve as a focal point for communication between non-Committee directors, the independent auditor, the internal audit and compliance function, and management as their duties relate to financial accounting, reporting, controls and regulatory compliance. The Committee is to assist the Board in fulfilling its fiduciary responsibilities as to accounting policies, reporting practices, the sufficiency of auditing relative thereto, and regulatory compliance. The Committee is to be the Board's principal agent in ensuring the independence of the institution's independent accountants, internal audit function, the integrity of management, and the adequacy of disclosures to shareholders.

## **MEETINGS**

The Committee shall meet at least four times per year and as many more times as the Committee deems necessary to fulfill its duties. A meeting may be called by the Chairperson of the Committee or by majority of the members of the committee. As necessary or desirable, the chairman may request that members of management, the Independent Auditor, Internal Auditor, Compliance Officer, BSA Officer, Security Officer and/or representatives of the management be present at meetings of the Committee.

## **ATTENDANCE**

At least a majority of the members of the Committee are to be present at all meetings, either in person or by conference call. A majority vote by the committee, if a quorum is present, shall constitute an act of the committee.

## **MINUTES**

Minutes of each meeting are to be prepared and approved by Committee members in attendance. Once the committee approves the minutes, they should be reported to the Board of Directors.

## **DUTIES AND RESPONSIBILITIES**

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible in order to best react to changing conditions and circumstances. The Committee shall take appropriate actions to set the overall corporate “tone” for quality financial reporting, sound and prudent business-risk practices and ethical behavior.

The Committee is to:

1. Review and reassess the adequacy of this Charter annually and recommend to the Board any necessary changes and submit it to the Board for approval.
2. Evaluate the Company’s compliance with, and the effectiveness of, administrative operating policies, procedures, accounting and internal control system(s) by review of written reports and other communications from the Company’s internal and external auditors, and to monitor management's response and actions to correct any noted deficiencies.
3. Evaluate the Company’s compliance with federal and state laws and regulations and any directives of regulatory entities by review of the reports, examination reports and other correspondence from regulatory entities and management's response thereto;
4. Evaluate the Company’s compliance with established lending policies and underwriting standards for loans by review of an internal audit report generated at least annually, which reviews a sample of loans originated or purchased during a period, affiliated person loans, and loans in excess of a certain dollar amount determined by the Committee.
5. Review all significant accounting changes.
6. Review major changes to the Company’s auditing and accounting principles and practices as suggested by the independent auditor, internal auditors or management.
7. Review the annual audited financial statements with management and the independent

accountants, including major issues regarding accounting and auditing principles and practices, as well as the adequacy of internal controls that could significantly affect the Company's financial statements.

10. Review any analysis prepared by management and/or the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.
11. Review with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q and its annual report on Form 10-K. Unless already provided to the Board, the Committee shall be furnished with copies of earnings releases and formal earnings guidance provided to financial analysts and rating agencies prior to dissemination.
12. Meet periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
13. Meet at least annually with the chief financial officer, the internal auditor and the independent auditor in executive sessions.
14. Review and approve the audit plan of the internal auditors, including the extent to which the planned audit scope relates to identifying weaknesses in internal controls and review of the Company's procedures and controls.
15. Review the regular reports prepared by the internal auditor, external loan review firm, independent auditor and management's responses and/or corrective actions.
16. Review the appointment and replacement of the internal auditor.
17. Meet with the independent auditor prior to the start of the annual external audit to review the proposed audit scope, planning and staffing.
18. Discuss with the independent auditor the matters required to be discussed by the *Statement on Auditing Standards No. 61* (or comparable guideline) relating to the conduct of the audit.
19. Review with the independent auditor any problems or difficulties the auditor may have encountered and any management letter provided by the auditor and the Company's response to that letter. Such review should include:
  - (a) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information.
  - (b) Any changes required in the planned scope of the internal audit.
20. Receive periodic reports from the independent auditor regarding the auditor's independence, discuss such reports with the auditor, and if so determined by the

Committee, recommend that the Board take appropriate action to insure the independence of the auditor.

21. Obtain from the independent auditor assurance that Section 10A of the Private Securities Litigation Reform Act of 1995, regarding required disclosures of corporate fraud to management, the Committee and the Board, has not been implicated.
22. Be directly responsible for the appointment, retention and termination of the independent auditor, which firm is ultimately accountable to the Committee and the Board, and annually evaluate the performance of the independent auditor, and, if so determined by the Committee, recommend that the Board replace the independent auditor.
23. Approve the fees to be paid to the independent auditor and pre-approve all audit and non-audit services provided by the independent auditor. It shall not engage the independent auditor to perform specific non-audit services proscribed by law and regulation.
24. Establish hiring policies for employees or former employees of the independent auditor that comply with SEC regulations and Nasdaq listing standards.
25. Review the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
26. Review with the Company's General Counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
27. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential anonymous submission by employees of concerns regarding questionable accounting or auditing matters. Report any violations of the whistleblower policy to the Board.

At least annually, the Committee shall obtain and review a report by the independent auditors describing:

- The firm's internal quality control procedures.
- Any material issues raised by the most recent internal quality control review or peer review, or by any inquiry or investigation by governmental or regulatory authorities, of the firm, within the preceding five years, respecting one or more independent audits carried out by the firm and any steps taken to deal with any such issues.
- All relationships between the independent auditor and the Company (to assess the auditor's independence).

April 10, 2019