

BCB BANCORP, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of BCB Bancorp, Inc. (the "Company"), to assist the Board in identifying qualified individuals to become Board members, in determining the size and composition of the Board of directors and its Committees, in monitoring a process to assess Board effectiveness, and in developing and implementing the Company's corporate governance guidelines. As applicable, the term "Company" shall include both BCB Bancorp, Inc., and BCB Community Bank.

COMPOSITION

The Committee shall consist of a minimum of three directors, as determined by the Board. All members of the Committee shall be independent directors, each of whom shall satisfy the applicable Nasdaq Stock Market listing standards for independence. In affirmatively determining the independence of any director who will serve on the Committee, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. In determining the independence of any director who will serve on the Committee, the Board should also consider fees received by the director as: (i) a member of the Committee, the Board or any other Board committee; and (ii) fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company. These fees should be considered in aggregate with all other sources of compensation of the director, to determine whether such compensation would impair the director's judgment as a member of the Committee.

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. One of the members shall be appointed Committee chairperson by the Board.

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving written notice to the Chairman of the Board, the Corporate Secretary or the Board. The Board shall appoint a successor to take office when a resignation becomes effective.

AUTHORITY AND RESPONSIBILITY

In furtherance of the Committee's purpose, the Committee shall have the following authority and responsibilities:

- The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.
- To lead the search for individuals qualified to become members of the Board and to select director nominees to be presented for stockholder approval at the Company's annual meeting. The Committee may establish criteria for service as a director. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the longterm interests of the stockholders. In addition, the Committee shall adopt procedures for the submission of recommendations by stockholders as it deems appropriate. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
- To review and monitor compliance by the Board and its Committees with Nasdaq Stock Market listing standards for independence and other requirements.
- To make recommendations to the Board regarding the size and composition of the Board, and to develop and recommend to the Board criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, diversity, and stock ownership) for the selection of individuals to be considered for election or re-election to the Board.
- To review the Board's Committee structure and recommend to the Board for its approval directors to serve as members of each Committee or a process for such selection. The Committee shall review and recommend Committee slates annually and shall recommend additional Committee members to fill vacancies as needed.
- To develop and recommend to the Board for its approval a set of corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- To develop and recommend to the Board for its approval an annual self-evaluation process for the Board and its Committees. The Committee shall oversee the annual self-evaluations.
- To develop and recommend to the Board continuing education guidelines for directors.
- Review, evaluate and recommend succession planning and management development for executive officers, including the CEO, President, COO, and CFO, CLO, CCO and CRO.

The Committee shall have the authority to delegate any of its responsibilities to sub-committees as the Committee may deem appropriate, in its sole discretion.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate. The Committee shall obtain approval from the Board to pay related fees and retention terms in excess of \$10,000, total, during a Bank fiscal year.

MEETINGS

The Committee shall meet at least semi-annually, and may hold additional meetings as needed or appropriate. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information. 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 quorum.

MINUTES

The committee shall create written minutes of its meetings. Following approval by the committee the minutes shall be reported to the Board of Directors.

The Committee shall report its actions and recommendations to the Board after each Committee meeting.

April 10, 2019