

BCB BANCORP, INC.
COMPENSATION COMMITTEE CHARTER

PURPOSE

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of BCB Bancorp, Inc. (the "Company"), to assist the Board in fulfilling its responsibilities relating to the compensation and benefits provided to the Company's executive management (for purposes of this Charter, "executive management" means the Chief Executive Officer ("CEO"), President, Chief Operating Officer, Chief Financial Officer ("CFO"), of the Company) and Board. The Committee is authorized to review, evaluate and recommend various benefit plans and overall compensation for the Company and its wholly-owned subsidiaries. The term "Company" shall include both BCB Bancorp, Inc., and BCB Community Bank (where appropriate, the "Bank").

COMPOSITION

The Committee shall be composed of a minimum of three directors, each of whom shall satisfy the applicable Nasdaq Stock Market ("Nasdaq") 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 Board shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three, or in the event that the Board determines that the number of members on the Committee should be increased.

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Unless a Chair is appointed by the Board, the members of the Committee shall designate a Chair and a Vice Chair by majority vote of the full Committee membership.

The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board of Directors. 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.

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.

AUTHORITY AND RESPONSIBILITY

The specific authority and responsibilities of the Committee shall include, but are not necessarily limited to, the following:

- Establish, review, and modify from time to time, as appropriate, the overall compensation philosophy of the Company.
- Review, evaluate and recommend Company objectives relevant to the compensation of executive management; evaluate the performance of executive management, relative to established goals; and, review, evaluate and recommend to the Board the compensation (including salary, bonus, stock option awards, incentive compensation, etc.) of the members of executive management. No executive management member shall be present during voting or deliberations on his/her compensation.
- Review, evaluate and recommend to the Board goals relevant to the performance of executive management to ensure that the performance of executive management meets the Company's expectations; review executive management's performance in light of these goals; and, recommend to the Board that executive management's compensation, as based on this evaluation, is within the compensation structure of the Company and is fair and is adequate.
- Ensure an appropriate annual performance review process exists for all employees, in coordination with management.

- Review, evaluate and determine the compensation (including stock option awards, retainers, fees, etc.) to be paid to directors of the Company and of affiliates of the Company for their service on the Board(s).
- Review, evaluate and recommend to the Board the terms of employment and severance agreements/arrangements for executive management, including any change of control and indemnification provisions, as well as other compensatory arrangements.
- Review, evaluate and recommend to the Board any stock/equity incentive or option plans.
- To the extent required, prepare and publish an annual executive compensation report in the Company's Proxy Statement.
- Retain any compensation and benefits consultant or legal counsel to assist the Committee in fulfilling its responsibilities, provided that, except as otherwise required by Nasdaq, the approval by the Board shall be obtained for expenditures exceeding \$25,000 in any fiscal year.
- Report to the full Board any actions taken for ratification by the Board, as necessary.
- Annually review the adequacy of this Charter and recommend changes to the Board, as needed.
- Review, evaluate and recommend to the Board, subsequent to February 15 of each calendar year, the total number of stock option awards to be granted by the Company to non-executive management employees for his/her service for the prior calendar year. The CEO is to provide the Committee with a total number of stock option awards to be granted to non-executive management employees for his/her service for the prior calendar year by February 15 of each calendar year. The Committee, subsequent to the CEO's submission, shall review, evaluate and recommend to the Board the total number of stock option awards to be granted to non-executive management employees for his/her service for the prior calendar year.

COMMITTEE RESOURCES

In discharging its duties, the Committee shall have, in its sole discretion, the authority to retain, obtain the advice of or terminate any compensation consultant, independent legal counsel or other advisor. The Committee shall be directly responsible (except as otherwise provided herein or as otherwise required by Nasdaq) for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other

adviser retained by the Committee. The Company shall provide adequate resources to support the Committee's activities, including appropriate funding, as determined by the Committee (subject to Art. IV (9) above), for payment of reasonable compensation to a compensation consultant, legal counsel or other adviser retained by the Committee.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration the following six independence factors, as well as any other factors identified and/or required by Nasdaq:

- (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.

The Committee must conduct the above independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee other than in-house legal counsel. The Committee may select, or receive advice from, any compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above. However, the Committee is not required to conduct an independence assessment with respect to an adviser whose role is limited to: (i) consulting on any broad-based plan that does not discriminate in favor of executive management or directors, and that is available generally to all salaried employees; or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

April 10, 2019