

**HUDSON CITY BANCORP, INC.
COMPENSATION COMMITTEE CHARTER***

Purpose

The purpose of the Compensation Committee (the “Committee”) of the board of directors (the “Board”) of Hudson City Bancorp, Inc. (the “Company”) shall be to oversee the Company’s compensation and employee benefit plans and practices, including its executive compensation plans and its incentive-compensation and equity-based plans, and to produce an annual report on executive compensation for inclusion in the Company’s proxy statement.

Membership and Appointment

The Committee shall consist of no fewer than three members, each of whom shall meet the criteria for independence established by the rules and regulations of the stock exchange on which the Company’s shares are listed and who the Board has affirmatively determined does not have a material relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Members of the Committee shall be appointed annually by the Board upon the recommendation of the Nominating and Governance Committee and shall serve at the pleasure of the Board.

Meetings and Procedures

The Committee shall have a chairperson who must and a secretary who may but need not be a member of the Committee. The Board shall designate the chairperson of the Committee and the Committee shall designate the secretary for the Committee. If the Board does not designate a chairperson, or if the chairperson shall not be present at a meeting, the Committee shall select its own chairperson.

The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet at least two times annually and may meet more frequently. A meeting may be called by the chairperson of the Committee or by majority of the members of the Committee. Notice of any meeting shall be given by the person or persons calling the meeting given to each other member of the Committee at least 48 hours prior to the meeting. Notice may be given in the same fashion as permitted for notice of Board meetings pursuant to the Company’s Bylaws and applicable law. A meeting shall be deemed properly called if each member of the Committee shall have received notice given as aforesaid or, prior to the conclusion of the meeting, shall have signed a written waiver of notice.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. A majority vote of the Committee members present at a meeting, if a quorum is present, shall constitute an act of the Committee. Unless otherwise restricted by the Certificate of Incorporation or Bylaws of the Company, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Committee.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Following each of its meetings, the Committee shall report its actions and recommendations to the Board. The secretary of the Committee shall keep written minutes of its meetings, which minutes shall be subject to approval by the members of the Committee and, once approved, shall be maintained with the books and records of the Company.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the committee may deem appropriate in its sole discretion.

Committee Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

1. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and recommend to the Board the CEO's compensation levels based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider Hudson City's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
3. The Committee shall annually review and make recommendations to the Board with respect to the compensation of all directors, officers and other key

- executives whose compensation is required by law or the Company's Certificate of Incorporation or Bylaws to be set by the Board, including incentive-compensation plans and equity-based plans.
4. The Committee shall annually review and recommend to the Board for approval, for the CEO and the senior executives of Hudson City whose compensation is required by law or the Company's Certificate of Incorporation or Bylaws to be set by the Board, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits.
 5. The Committee shall serve as the fiduciary and/or administrator of any compensation or benefit plan of the Company for which a fiduciary consisting of members of the Board is required by law or by the terms of the plan. In such capacity shall have and exercise the power, authority and discretion conferred by law or the terms of the relevant plan, as applicable.
 6. The Committee shall review and reassess the adequacy of this charter annually and, as appropriate, adopt and recommend changes to the Board for its approval.
 7. The Committee shall annually conduct and present to the Board a performance evaluation of the Committee.
 8. All deliberations, actions and recommendations of the Committee relevant to the CEO shall be undertaken by the Committee in executive session. Any other deliberations actions, recommendations may be made in the presence of, and/or taking into account the recommendations, may, in the discretion of the Committee, be made in the presence of or take into consideration the recommendation of CEO or other senior management officials.

* Charter adopted on January 14, 2003.