

HUDSON CITY BANCORP, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER*

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) shall be to assist the board of directors (the “Board”) of Hudson City Bancorp, Inc. (the “Company”) in identifying qualified individuals to become Board members and officers of the Company, in determining the composition of the Board and its committees, in developing and implementing a process to assess Board effectiveness and in developing and implementing the Company’s corporate governance guidelines.

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 and shall serve at the pleasure of the Board. Notwithstanding the foregoing, no director shall serve on the Committee in any capacity in any year during which such director's term as a director is scheduled to expire.

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 as circumstances require. 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 develop criteria for the selection of new directors and, when appropriate, conduct the search for individuals qualified to become members of the Board.
2. The Committee shall develop criteria for the evaluation of incumbent Board members.
3. The Committee shall evaluate the performance of current Board members proposed for reelection, and recommend to the Board whether such members should stand for reelection.
4. The Committee shall annually assess the performance of the Board as a whole, discuss such assessment with the full Board and, as appropriate, recommend changes, including, but not limited to, changes in Board size and composition and in Board policies and procedures.

5. The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluation of the Board and report its findings to the Board.
6. The Committee shall select nominees for election as directors by the shareholders of the Company.
7. The Committee shall evaluate any shareholder nominees for election as director.
8. The Committee shall review the Board's committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend to the Board annually those directors to be selected for membership on the various Board committees. The Committee shall recommend to the Board additional committee members to fill vacancies as needed. The Committee shall recommend to the Board individual directors to be designated as chairpersons of the Board committees.
9. The Committee shall develop criteria for the identification and recruitment of executive officers of the Company.
10. The Committee shall develop criteria for the evaluation of the executive officers of the Company.
11. The Committee shall annually recommend to the Board for its approval the slate of officers for the Company.
12. The Committee shall annually recommend to the boards of the Company's subsidiary companies the slate of directors and officers for such subsidiary companies.
13. The Committee shall 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.
14. The Committee shall retain or terminate, in its sole discretion, any search firm to be used to identify director and executive officer candidates and to approve the search firm's fees and other retention terms. The Committee shall also have authority to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion.
15. The Committee shall review and assess the adequacy of this charter at least annually and, as appropriate, adopt and recommend changes to the Board for its approval.

16. The Committee shall periodically review and assess the Company's Certificate of Incorporation and Bylaws and, as appropriate, recommend changes to the Board for its approval.
17. The Committee shall annually conduct and present to the Board a performance evaluation of the Committee.
18. The Committee shall consider any other corporate governance issues that may arise from time to time, and to develop appropriate recommendations for the Board.

* Charter adopted on January 14, 2003