

# **DIME COMMUNITY BANCSHARES, INC.**

## **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

### **I. PURPOSE**

The Nominating and Governance Committee (the "Committee") shall assist the Board of Directors in fulfilling its responsibilities to shareholders, the investment community and regulatory agencies by:

- Identifying and recommending to the Board individuals qualified to serve as Directors.
- Developing and recommending to the Board corporate governance principles applicable to the Company and otherwise assuming a leadership role in the corporate governance of the Company.

### **II. APPOINTMENT AND COMPOSITION**

The Committee shall consist of a minimum of four independent, non-management Directors. Members of the Committee shall be appointed, and at its discretion, replaced, by the Board and shall serve terms of one year or until successors are qualified and appointed.

One member of the Committee shall be appointed as Chair by the Board. The Chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings and reporting to the Board.

### **III. AUTHORITY**

The Committee, in discharging its oversight role, is authorized to investigate any matter of interest or concern it deems appropriate. In this regard, the Committee may retain outside legal or other advisors upon such terms, conditions and fees as it approves.

The Committee shall be provided access to the Company's Board and executive management as necessary to satisfy its responsibilities. While acting within the scope of its stated purpose, the Committee shall have all the authority of the Board.

The Committee may delegate such of its responsibilities and duties as it deems appropriate to (i) subcommittees consisting of one or more Committee members, or (ii) officers of the Company.

Standing members of the Committee may not be nominated for election to the full Board.

### **IV. MEETINGS**

The Committee shall meet at least once annually, or more frequently as circumstances dictate.

The Committee shall appoint, from its membership or otherwise, a secretary, who shall cause minutes of all meetings to be maintained.

## V. RESPONSIBILITIES AND DUTIES

The Committee shall perform the functions below in fulfilling its purposes as set forth in this Charter. These responsibilities are intended to serve as a guide and the Committee may execute supplementary functions and adopt additional policies and procedures as may be appropriate in view of varying business, legislative, regulatory or other conditions. The Committee shall additionally perform any other responsibilities and duties delegated to it by the Board related to the purposes of the Committee as set forth in this Charter.

The Committee shall:

- Identify individuals believed to be qualified to serve on the Board and recommend to the Board nominees for all Directorships to be filled by the Board or the shareholders at annual or special meetings. The Committee shall have authority to retain, upon such terms and conditions as it approves, search firm(s) to assist in the identification of Director candidates.
- Establish criteria for the selection of new Directors to serve on the Board.
- Evaluate and make recommendations to the Board regarding the qualifications of Directors to serve on committees of the Board, including committee Chairs.
- Evaluate and recommend to the Board corporate governance practices applicable to the Company.
- Consider and make recommendations to the Board regarding its size and composition and the tenure of directors.
- Oversee evaluation of the performance of the Board at least annually, utilizing such methods as the Committee determines appropriate.
- In consultation with the Chief Executive Officer and executive management of the Company, develop and assist in the implementation of appropriate educational and training programs for Directors and committees.
- Report to the Board following meetings of the Committee.
- Review and reassess the adequacy of this Charter at least annually, and if appropriate, recommend modifications to the Board.
- Review and evaluate the performance of the Committee and its members at least annually, utilizing such methods as the Committee determines appropriate.

Notwithstanding anything herein, the Committee is not responsible for guaranteeing the Company's compliance with laws, regulations, or its policies or programs. This is the responsibility of management.