

**Charter of the Nominating Committee
of
the Board of Directors of
New York Community Bancorp, Inc.**

Mission

The mission of the Nominating Committee (the “Committee”) of the Board of Directors of New York Community Bancorp, Inc. (the “Corporation”) is (1) to ensure, including by exercising the authorities and responsibilities described below, the effective functioning of the Board of Directors and its Committees consistent with applicable laws, rules, and regulations, the Corporation’s business goals and objectives, and other objectives determined by the Board from time to time; and (2) to take a lead role in shaping corporate governance policies and practices of the Corporation, including by recommending to the Board the Corporate Governance Guidelines applicable to the Corporation. The Committee also shall be known as the Nominating and Corporate Governance Committee of the Board.

Membership

The Committee shall consist of three or more members, as determined by the Board of Directors in accordance with the requirements of the By-laws of the Corporation. Each of the Committee members shall be, in the business judgment of the Board, “independent” under the rules of the New York Stock Exchange, any other securities exchange on which the Corporation’s securities are listed, and any other applicable laws, rules, and regulations governing independence, as determined by the Board. The members of the Committee shall be appointed by the Board, and, for so long as they remain a member of the Board, shall serve at the pleasure of the Board for such term or terms as the Board may determine. Members may be removed from membership on the Committee only by a unanimous vote of the whole Committee, excepting the committee member being considered for removal, or the whole Board, excepting the Board member being considered for removal, at a duly held meeting thereof.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

1. Make recommendations to the full Board regarding its size and overall composition and the tenure of directors;
2. Subject to applicable limitations under the By-laws of the Corporation, as the same may be amended from time to time, identify individuals qualified to become Board members consistent with criteria identified by the Board from time to time, other factors relative to the overall composition of the Board, and such other factors as the Committee deems appropriate, such as a potential candidate’s business experience, specific areas of expertise, and diversity, including diversity of background, skills, race, gender, and constituencies served by the Corporation;
3. Recommend to the Board nominees to stand for election as directors at the annual meetings of stockholders (or, if applicable, special meetings of stockholders);

4. As the need arises to fill vacancies, identify and recommend individuals qualified to become Board members for recommendation to the Board;
5. Recommend to the Board the number, identity, and responsibilities of Board committees and the Chair and members of each committee, including by advising the Board on committee appointments and removal from committees or from the Board, rotation of committee members and Chairs, and committee structure and operations;
6. Review the duties and composition of committees of the Board, including a review of the criteria for composition of the Audit Committee under the rules of the New York Stock Exchange, and a review of the criteria for composition of the Compensation Committee under the rules of the New York Stock Exchange, under Section 162(m) of the Internal Revenue Code and under Section 16 of the Securities Exchange Act of 1934;
7. Review stockholder proposals regarding proposed nominees for election to the Board of Directors, and proposed responses to same, in accordance with guidelines developed by the Committee;
8. Develop and recommend to the Board a set of corporate governance policies and practices applicable to the Corporation, including the Corporate Governance Guidelines of the Corporation to be published by the Corporation from time to time, and recommend any proposed changes to such policies and practices to the Board for approval;
9. Oversee, from time to time as the Committee deems appropriate, the evaluation of the performance of the Board and management in meeting their responsibilities under the Corporate Governance Guidelines of the Corporation;
10. Annually review and assess the Committee's performance and charter, and recommend and propose changes in its charter to the Board, as required under "Performance Evaluation" below;
11. Regularly report to the Board on the Committee's activities; and
12. Carry out other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members and corporate governance.

Committee Structure and Operations

A majority of the Committee shall constitute a quorum. The Board shall designate a member of the Committee as its chairperson. The Committee may act by a majority of the members present at a meeting of the Committee.

The Committee may delegate some or all of its duties to a subcommittee comprising one or more members of the Committee. The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request.

The Committee shall report to the Board at least once a year.

Performance Evaluation

Each year, the Committee shall compare its performance with the requirements of this charter, set forth its objectives for the next year, and recommend changes in this charter, if any, that are considered appropriate by the Committee. Such evaluation shall be reported to the Board in such manner as the Committee from time to time determines.

Resources and Authority of the Committee

The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants. The Committee shall have the sole authority to select and retain a consultant or search firm to identify director candidates, to terminate any such consultant or search firm retained by it, and to approve the consultant or search firm's fees and other retention terms.

Nothing contained in this charter is intended to, or should be construed as, creating any responsibility or liability of the members of the Committee except to the extent otherwise provided under applicable Delaware law which shall continue to set the legal standard for the conduct of the members of the Committee.

Publication of this Charter

Upon the Board's approval of this charter, management of the Corporation shall be authorized to publish same in accordance with the Listing Standards of the New York Stock Exchange and any other securities exchange on which the Corporation's securities are listed

Adopted by the Board of Directors
of the Corporation, March 22, 2005