

BCB BANCORP, INC.
COMPENSATION COMMITTEE CHARTER
OF THE
BOARD OF DIRECTORS

I. PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of BCB Bancorp, Inc., and its subsidiaries, collectively (the “Company”) is to:

- Assist the Board in determining appropriate compensation levels for the Company’s senior executives including the President and CEO and executive officers reporting to the President and CEO;
- Evaluate executive and director compensation plans and programs;
- Review benefit plans for executive officers and employees; and
- Ensure that plans are in place to provide for continuous leadership of the organization.

II. COMPOSITION

The Committee will be composed of three or more Directors of the Board, one of whom will serve as Chair of the Committee, and none of whom will be an employee of the Company and each of whom will meet the independence requirements of the Securities Exchange Act of 1934 (the “Exchange Act”) and corporate governance listing standards of NASDAQ. All members of the Committee will be “non-employee directors” as defined in Rule 16b-3 promulgated under the Exchange Act, and “outside directors” as defined in Section 162(m) of the Internal Revenue Code.

The members, as well as the Chair of the Committee, will be elected annually by the Board on the recommendation of the Governance/Nominating Committee and will serve until their respective successors have been elected. Committee members may be replaced by the Board.

In addition to independence, the members of the Committee will have such qualifications as the Company’s Governance/Nominating Committee will determine as suitable.

III. MEETINGS

The Committee will meet at least three times per year, or more frequently as circumstances dictate. Additional meetings may be called by the Chair of the Committee or a majority of the members of the Committee. A majority of the members of the Committee will constitute a quorum.

IV. RESPONSIBILITIES

The Committee will have the responsibility and authority to:

- Establish CEO and senior executive compensation and benefits philosophy, plans and strategy;
- Review and approve corporate goals and objectives relevant to the compensation of the CEO; facilitate the annual CEO performance review process in light of these goals and objectives, with input from the Board; and review and approve compensation for the CEO, including salary, short-term incentives, long-term incentives, and any supplemental compensation;

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- Review and approve compensation programs covering senior executives considering the recommendation of the CEO. Review individual senior executive goals and performance on an annual basis. Approve individual compensation awards in terms of base salary, incentive compensation and all other forms of compensation;
- Annually review and approve all equity-based compensation plans. Establish criteria for terms of awards granted and grant awards in accordance with such criteria. Review and recommend senior executive and director stock ownership guidelines for Board approval and determine attainment of such requirements;
- Review and recommend to the Board for approval, director compensation philosophy, compensation levels and other compensation-related programs;
- Provide oversight of benefits programs and approve significant changes;
- Review succession plans for all senior executives, and recommend CEO succession planning process for Board approval; and
- Report Committee actions fully and promptly to the Board.

In performing their responsibilities, members of the Committee are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by one or more officers or employees of the Company whom the members reasonably believe to be reliable and competent in matters presented. Moreover, the Committee is authorized, in its discretion, to engage outside compensation consultants, legal counsel or other advisors, as it deems necessary to carry out its function.

V. CALENDAR

There is an annual cycle to some of the activities of the Committee, imposed by legal or regulatory requirements, the availability of month-end, quarter-end or year-end performance data, or the availability of competitive information. To effectively manage its time, the Committee will annually develop a Plan of Work and a meeting schedule.

VI. ADMINISTRATIVE ISSUES

Members of senior management or others may attend meetings of the Committee at the invitation of the Committee and will provide pertinent information as necessary.

The Chair of the Committee will set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members prior to each meeting. The Chair will also cause minutes of each meeting to be prepared and circulated to the Committee members and subsequently to the Board after the minutes are approved by the Committee. The Committee may meet via telephone/video conference, as necessary.

The Chair with one other independent Committee member may act on behalf of the Committee between meetings, and such actions will be subsequently ratified by the entire Committee. The Chair may form and delegate authority to subcommittees as the Committee may deem appropriate in its sole discretion. The subcommittees will report to the Committee, as deemed appropriate.