



**DIME COMMUNITY BANCSHARES, INC.  
DIME COMMUNITY BANK**

**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**I. Purpose**

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) shall be to assist the Boards of Directors (the “Board”) of Dime Community Bancshares, Inc. (“Bancshares”) and Dime Community Bank (the “Bank”, and together with Bancshares, the “Company”) in identifying qualified candidates for nomination or appointment as directors of the Board, in determining the size and composition of the Board and its committees, in monitoring a process to assess Board effectiveness, in developing and implementing the Company’s Corporate Governance Guidelines and in conjunction with the Compensation and Human Resources Committee, advising the Board as to succession planning, including in the event of the unanticipated death, disability, resignation or termination of the Company’s Chief Executive Officer.

Notwithstanding anything to the contrary herein, during the Specified Period referred to in Article IX of the Bancshares Bylaws and Article VIII of the Bank Bylaws, as applicable, all responsibilities for the evaluation and nomination of directors to the Board and to committees thereof set forth in this Charter shall be exclusively vested in (i) the Legacy Bridge Bancorp Directors Nominating Committee with respect to the Legacy Bridge Bancorp Directors, (ii) the Legacy BNB Bank Directors Nominating Committee with respect to the Legacy BNB Bank Directors, and (iii) the Legacy DCB Directors Nominating Committee with respect to the Legacy DCB Directors. For the purposes of this paragraph, each defined term herein has the definition set forth in Article IX of the Bank Bylaws and Article VIII of the Bancshares Bylaws, as applicable.

**II. Organization and Membership**

During the Specified Period referred to in Article IX of the Bank Bylaws and Article VIII of the Bancshares Bylaws, as applicable, the Committee shall consist of a minimum of four directors, two of whom shall be Legacy Bridge Bancorp Directors (as defined in Article VIII of the Bancshares Bylaws), two of whom shall be Legacy DCB Directors (as defined in Article VIII of the Bancshares Bylaws and Article IX of the Bank Bylaws), and all of whom shall be “independent directors” under the Company’s Corporate Governance Guidelines and the rules established by the Designated Exchange (as defined in Article IX of the Bank Bylaws and Article VIII of the Bancshares Bylaws, as applicable) or any other securities exchange on which the Company’s securities are traded.

Subject to Section 8.04 of the Bancshares Bylaws and Section 9.04 of the Bank Bylaws, members of the Committee shall be appointed by and may be removed at any time by the Board. Unless a Chairperson for the Committee is appointed by the Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership. Any Committee member may resign effective upon giving written notice to the Executive Chairman of the Board or the Corporate Secretary or the Board.

### **III. Meetings**

The Committee shall meet at least annually and may hold additional and special meetings as needed or deemed appropriate. The Chairperson of the Committee is authorized to call or schedule regular and special meetings. Meetings may be held at any time, any place and in any manner permitted by applicable law and the Company's Bylaws.

Notice need not be given of regularly scheduled meetings of the Committee which are held at the time and place designated by the Chairperson of the Committee with the Committee's consent. Notice of special Committee meetings shall be given to each member at least twenty-four (24) hours prior to such meeting if notice is given in person or by telephone, facsimile or other electronic transmission (*e.g.*, e-mail) and at least five (5) days prior to such meeting if notice is given in writing and delivered by courier or by postage prepaid mail. Such notice need not specify the business to be transacted at, nor the purpose of, the special meeting. Any director may waive notice of any meeting, prior to, at or after a meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. The Committee may take any action without a meeting if one or more written consents setting forth the action are executed by all members of the Committee.

The presence of a majority of Committee members shall constitute a quorum, and a majority of the members present at any meeting shall decide any questions brought before the Committee. If a quorum shall fail to attend any meeting, any member of the Committee may adjourn the meeting to another place, date and/or time.

The Corporate Secretary of the Board shall cause to be kept written minutes of all meetings of the Committee. To the extent practicable, the meeting agenda, draft minutes from the prior meeting and supporting materials shall be provided to Committee members prior to each meeting to allow time for review, and copies of all such materials will be provided to the Board.

### **IV. Responsibilities and Authority**

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 have the following duties and responsibilities subject to the Company's Bylaws, as applicable:

1. Develop, adopt and recommend to the Board for its approval Corporate Governance Guidelines and as needed amendments to this Corporate Governance and Nominating Committee Charter. The Committee will review the Guidelines annually.

2. Review from time to time the size and composition of the Board and its subsidiaries and make recommendations to the Board regarding such assessments.
3. Develop, adopt and recommend to the Board for its approval criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, stock ownership) for the selection of individuals to be considered for election or re-election to the Board. The selection criteria developed above shall include diversity, inclusive of gender, race and ethnicity.
4. Recommend to the Board nominees to stand for election by the shareholders at the annual meeting.
5. Oversee evaluation of the performance of the Board and of the individual directors at least annually, utilizing such methods as the Committee deems appropriate.
6. Identify, screen and review background and qualifications of possible candidates to become Board members, as the need arises to fill vacancies, and make recommendations to the Board in accordance with Board approved criteria. In fulfilling this duty and responsibility, the Committee shall endeavor in good faith to include women and people of color in each candidate pool for a Board position.
7. Develop and adopt procedures as deemed appropriate by the Committee for the review of shareholder recommendations of proposed nominees for Board election.
8. Evaluate in accordance with established procedures any shareholder nominees for election as a director.
9. Review status and independence of a director if there is a change in such director's employment or third-party responsibilities.
10. Develop, adopt and recommend to the Board for its approval a Code of Ethics applicable to directors, officers and employees of the Company and its subsidiaries, which addresses among other things conflicts of interest.
11. Review Board committees and recommend to the Board for its approval the number, identity and responsibilities of Board committees and the Chairperson of such committees, as well as the directors designated to serve as members of each such committee(s).
12. Assess, as the Committee deems appropriate, the performance of the Board and management in meeting their responsibilities under the Company's Corporate Governance Guidelines.
13. Review and monitor the Board's compliance with the applicable Designated Exchange listing and other regulatory agencies' standards for independence.
14. Review and approve all related-party transactions, including transactions between the Company and a related person as defined in Item 404 of Regulation S-K, in accordance

with, and as required by, the Designated Exchange's corporate governance listing standards and the Company's policies and procedures.

15. Review, as appropriate and in consultation with the Compensation and Human Resources Committee, director compensation and benefits.
16. Review, assess and compare the Committee's performance and this Charter and the Company's Corporate Governance Guidelines on an annual basis, and recommend changes in the Charter to the Board for approval, as it deems necessary, and in such manner as the Committee deems appropriate.
17. In consultation with the Chief Executive Officer and the executive management of the Company, develop and assist in the of implementation of appropriate director education and training programs for the Board and this Committee.
18. Report its actions and recommendations to the Board after each Committee meeting.
19. Review, evaluate and recommend, in consultation with the Compensation and Human resources Committee and the Executive Chairman of the Board, succession planning and management development for executive officers, including the Chief Executive Officer. The Committee shall endeavor in good faith to include women and people of color in each candidate pool for a senior management position.
20. Perform any other duties or responsibilities assigned to the Committee by the Board.

In addition to the duties and responsibilities set forth above, the Committee shall have the resources and authority to discharge its duties and responsibilities, including but not limited to the authority to retain any search firm engaged to assist in identifying director candidates, and/or to retain outside counsel and any other advisors, as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to terminate any such consultant or search firm retained by it and to approve any related fees and retention terms.

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

## **V. Other**

The duties and responsibilities of a member of this Committee are in addition to those duties set out for a member of the Board.

February 1, 2021