

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

**CORPORATE GOVERNANCE and NOMINATING
COMMITTEE CHARTER**

I. PURPOSE

The Corporate Governance and Nominating Committee (the “Committee”) of the Boards of Directors of Dime Community Bancshares, Inc. and Dime Community Bank (together, the “Company”) shall assist the Board of Directors of the Company in fulfilling its responsibilities to shareholders by:

- Identifying and recommending individuals qualified to become Directors, consistent with Board-approved criteria; and
- Assuming a leadership role in the Company’s corporate governance, including the development and recommendation of applicable corporate governance guidelines.

II. APPOINTMENT, COMPOSITION AND AUTHORITY

The Committee shall:

- Consist of a minimum of three Directors. All members of the Committee shall be independent Directors and shall satisfy the applicable Nasdaq Stock Market listing and other regulatory agencies’ standards for independence. Committee members shall be appointed, and at its discretion replaced, by the Board, and shall serve terms of one year or until their successors are qualified and appointed. Any member may be removed from the Committee, with or without cause, by a majority vote of the Board.
- 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.
- Be entitled to delegate any or all of its responsibilities to a subcommittee.
- Possess authority to retain and terminate outside counsel or other advisors, including the authority to approve fees and other terms of retention.

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

III. MEETINGS

The Committee shall convene at least annually, or more frequently as circumstances dictate. The presence of a majority of the number of Committee members shall constitute a quorum for the transaction of business at any meeting. If a quorum shall fail to attend any meeting, any member of the Committee may adjourn the meeting to another place, date or time.

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

IV. 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.

To fulfill its responsibilities and duties, the Committee shall:

Board/Committee Composition and Evaluation

- Recommend to the Board criteria for the selection of Directors to serve on the Board.
- Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible Director candidates. The Committee shall have authority to retain and terminate search firm(s) to assist in the identification of Director candidates, including authority to approve the fees and other terms of retention.
- For all Directorships to be filled by the Board or the shareholders at annual or special meetings, identify and recommend to the Board individuals believed to be qualified as candidates to serve as Directors, consistent with Board-approved criteria. In identifying candidates for membership on the Board, the Committee shall consider all factors it determines to be appropriate.
- Review and reassess the adequacy of this Charter at least annually, and if appropriate, recommend modifications to the Board. Oversee evaluation of the performance of the Board at least annually, utilizing such methods as the Committee determines appropriate.
- Review and evaluate the performance of the Committee and at least annually, utilizing such methods as it determines appropriate.

- Adopt procedures for the submission of recommendations by shareholders regarding Director nominations and shareholder proposals.
- Review and monitor the Board's compliance with applicable Nasdaq Stock Market listing and other regulatory agencies' standards for independence.
- Review and make such recommendations as the Committee deems appropriate regarding the composition, size and tenure of the Board in order to ensure the requisite expertise, diversity and independence.
- Recommend Directors to serve on Board committees, including committee chairs, providing consideration to the criteria for service set forth in each committee charter, as well as to any factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any committee member.
- Review status and independence of a Director if there is a substantial change in such person's employment or outstanding third-party responsibilities.

Corporate Governance

- 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.
- Consider the adequacy of the Company's By-Laws and Articles of Incorporation as necessary, and recommend amendments to the Board.
- Review management's monitoring of compliance with the Code of Business Ethics and review proposed transactions between the Company and its Directors, executive officers or any other "related person" as defined in Item 404 of Regulation S-K.
- 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 the Board and its committees.
- Report to the Board following Committee meetings.
- Review and evaluate compliance with policies regarding restrictions on hedging and pledging of Company common stock and the Director Resignation Policy.

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 corporate law.

Effective: April 26, 2019