

NORTHFIELD BANCORP, INC.
COMPENSATION COMMITTEE CHARTER

1. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors of Northfield Bancorp, Inc. (the “Company”) is to assist the Board of Directors (the “Board”) in fulfilling its responsibilities relating to the compensation and benefits provided to the Company’s directors and executive management. For the purposes of this Charter, “executive management” means all individuals qualifying as “officers” of the Company as defined by Rule 16-1(f) of the SEC Regulations. The Committee is authorized to review, evaluate and recommend various benefit plans and changes thereto and the overall compensation strategy for the Company, including reviewing risks inherent in the Company’s overall compensation plans and practices. The objective of these reviews is to ensure that the benefit plans and compensation programs do not encourage behaviors that expose the Company to unacceptable types and levels of risk in relation to its business model.

2. Committee Membership

The Committee shall be comprised of three or more directors, each of whom shall satisfy the independence requirements of the stock exchange on which the Company’s shares are listed and other applicable laws and regulations (including the Sarbanes-Oxley Act of 2002 and SEC Regulation 16b-3). Directors shall not be an officer or employee of the Company or its subsidiaries, or any other individual having a relationship that, in the opinion of the Company’s Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and shall qualify as an “outside director” under Section 162(m) of the Internal Revenue Code (“Code”) and as a “non-employee director” under Rule 16b-3 of the SEC Regulations. The Board shall determine the number of Committee members provided the minimum number is three directors.

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified. The Chairperson of the Committee shall be elected by the Board. The Board shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three, or in the event that the Board determines that the number of members on the Committee should be increased. The entire Committee and the individual Committee members shall serve at the pleasure of the Board of Directors. Any Committee member may resign effective upon giving written notice to the Chairperson of the Board or the Corporate Secretary.

3. Authority and Responsibilities

To fulfill its responsibilities and duties under this Charter, the Committee shall have the authority to:

- a. Review, evaluate and recommend Company objectives relevant to the Chief Executive Officer’s compensation; evaluate the Chief Executive Officer’s performance relative to established goals; review, evaluate and recommend to the Board the Chief Executive Officer’s compensation, including amounts available for awards under cash incentive plans and equity-based plans. The Chief Executive Officer may not be present during voting or deliberations on his/her compensation.

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- b. Review, evaluate and recommend, in consultation with the Chief Executive Officer, goals relevant to the compensation of the Company's other executive management; including its "named executive officers" as such term is defined in Item 402(a)(3) of Regulation S-K. Reviews such officer's performance in light of these goals and recommend to the Board such officer's compensation including amounts available for awards under cash incentive plans and equity-based plans, based on this evaluation.
- c. Review the Company's compensation practices and the relationship among risk, risk management and compensation in light of the Company's objectives, including its safety and soundness and the avoidance of practices that would encourage excessive risk taking. For this purpose, the Compensation Committee will meet not less than annually, with the Company's Chief Risk Officer, Enterprise Risk Manager, Chief Internal Auditor, Director of Human Resources, its independent compensation consultant, and Chief Executive Officer to review the Office of Risk Management's risk assessment of the Company's compensation programs (including cash incentive compensation programs administered by management) for all employee levels.
- d. Oversee the Company's key human resources policies and practices including those with respect to matters such as workplace environment, corporate culture, and employee health and wellbeing.
- e. Review, evaluate and recommend the succession planning, talent development and retention programs for executive officers, including the Chief Executive Officer, and provide guidance for the leadership pipeline below the executive officer level.
- f. Review, evaluate, and recommend to the Board, in consultation with the Nominating and Corporate Governance Committee, the compensation to be paid to directors of the Company and to directors of affiliates of the Company, for their service on the Board.
- g. Review, evaluate, and recommend to the Board, the terms of employment and severance agreements and arrangements for executive management, including any change of control and indemnification provisions, as well as other compensatory arrangements and perquisite programs for executive management.
- h. Review, evaluate and recommend to the Board, the adoption and amendment of any equity-based plans, and cash incentive compensation plans for executive management.
- i. Monitor the Company's claw-back policies relating to incentive compensation in light of regulatory requirements and best practices.

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- j. Appoint the Named Fiduciaries and the Plan Administrator for employee benefit plans subject to ERISA; approve the compensation for any Named Fiduciary who is not an employee; and receive reports from and oversee the Named Fiduciaries.
- k. Approve the delegation of authority to the management-level Benefits Committee or other appropriate officers to administer and amend the Company's compensation and benefits programs, including the authority to interpret the programs in individual cases, when appropriate. Monitor the impact of tax law changes on compensation and benefit programs and consider the impact, if any, of Section 162(m) of the Internal Revenue Code pertaining to “performance-based compensation” on material amendments to such compensation and benefit programs (i.e., loss of grandfathered treatment).
- l. Review and approve (i) changes in the Company’s tax-qualified benefit plans, non-qualified retirement plans, health and welfare plans, fringe benefit plans and cafeteria plans that involve a material change in costs or the benefit levels provided; (ii) changes in the plan trustee, administrator, or service provider; and (iii) the delegation of authority to the management-level Benefits Committee or other appropriate officers to administer the plans, including the authority to interpret such plans in individual cases to the extent permissible under such plans. If a plan is new or it involves material cost to the Company, it must be approved by the Committee and the Board.
- m. Approve the delegation of authority and/or appoint other management-level sub-committees, as it deems necessary or advisable to assist in the administration of its responsibilities hereunder.
- n. Prepare, review and/or approve, as necessary, public disclosure, including the annual Human Capital disclosure, Committee report, and the Compensation Discussion and Analysis (including discussion with management and the required recommendation) for the Company’s Annual Meeting proxy statement, or annual report on Form 10-K.
- o. Review and evaluate the results of the Company’s most recent advisory say-on-pay vote and consider whether any changes to the executive compensation program are necessary as a result of such advisory vote.
- p. In its sole discretion, retain, obtain the advice of or terminate any compensation or benefits consultant or legal counsel or other adviser used to assist the Committee in fulfilling its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such consultant, legal counsel or other adviser retained by the compensation committee. The Company shall provide adequate resources to support the Committee’s activities, including appropriate funding, as determined by the Committee, in its capacity as a committee of the Board of Directors, for payment of reasonable compensation to a compensation consultant, legal counsel or other adviser.

Prior to the selection of, or receiving advice from, a compensation consultant, legal counsel or other adviser, the Committee must consider the following factors, as well as any other factors identified by the stock exchange on which the Company's shares are listed:

- (i) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

On an annual basis, the Committee should send a written request asking its compensation consultants, legal counsel and other advisers to respond to each of these six factors in writing.

- q. Report to the full Board of Directors any actions taken for ratification by the Board, as necessary.
- r. Perform an annual self-evaluation of the Committee and report such evaluation to the Nominating and Corporate Governance Committee or to the full Board.
- s. Annually review this Charter and recommend changes to the Board as needed.
- t. Monitor enterprise risks assigned to the Committee by the Board under the Company's Enterprise Risk Management program and report thereon to the Board.

4. Meetings

The Committee shall meet at least annually, and may hold additional meetings as it deems necessary or appropriate to carry out its responsibilities as outlined in this Charter. The Committee may ask members of management or others, including legal counsel and compensation and benefits consultants, to attend meetings or to provide relevant information.

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A meeting may be called by the Chairperson of the Committee or by a majority of the members of the Committee. Notice of any meeting shall be given by the person or persons calling the meeting given to each member of the Committee at least 72 hours prior to the meeting. Notice may be given in the same fashion as permitted for notice of Board meetings pursuant to the Company's Bylaws and applicable law. Notice may be waived by any member in attendance at the meeting.

Members may participate in any meeting by attendance in person or by means of a conference by web conference, teleconference or other communications equipment in which all persons participating can hear each other. The Committee shall report its actions and recommendations to the Board after each Committee Meeting. Minutes of each meeting shall be kept and shall be available to the Board, if requested. All other procedural matters shall be governed in the manner specified in the Company's bylaws, as the case may be, for meetings of the Board.
