



**NORTHFIELD BANK AND NORTHFIELD BANCORP, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

1. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors of Northfield Bancorp, Inc. and Northfield Bank (together, the "Company") shall be to assist the Board of Directors (the "Board") in: identifying qualified individuals to become Board members; recommending to the Board director nominees for the next annual meeting of stockholders; determining the size and composition of the Board and its committees; monitoring a process to assess Board effectiveness; developing and implementing the Company's corporate governance principles; and developing and implementing the Company's Code of Conduct and Ethics and its Code of Conduct and Ethics for Senior Financial Officers (collectively, the "Code").

2. Committee Membership

The Committee shall consist of a minimum of three directors. The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified. Each member of the Committee shall satisfy the independence requirements of the NASDAQ Stock Market and other applicable laws and regulations. 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, Lead Independent Director 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. Lead the search for individuals qualified to become members of the Board, and to recommend director nominees to be presented to the Board for its approval, and to stockholders for their approval at the annual meeting of stockholders. The Committee shall recommend individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of Northfield Bancorp, Inc. and its stockholders. In addition, the Committee shall adopt a policy and procedures, subject to approval by the Board of Directors, for the submission of recommendations by stockholders for director candidates as it deems appropriate. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
- b. Review and monitor the Board's compliance with applicable NASDAQ Stock Market listing standards for independence and NASDAQ Stock Market and Securities and Exchange Commission rules related to board service.

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- c. Make recommendations to the Board regarding the size and composition of the Board and develop and recommend to the Board criteria (such as independence, experience or expertise relevant to the needs and geographic marketplace of the Company, leadership qualities, diversity of thought and perspective, and stock ownership) for the nomination of individuals to be considered for election or re-election to the Board.
- d. Review and monitor compliance with Northfield Bancorp, Inc.'s stock ownership guidelines by each director and executive officer of Northfield Bancorp, Inc.
- e. Review the Board's committee structure and recommend to the Board for its approval directors (members and chairs) to serve on each committee.
- f. Develop corporate governance principles and the Code, and recommend such principles and the Code to the Board for its approval. The Committee shall review such principles and the Code on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- g. Advise the Board on corporate governance matters.
- h. Provide oversight for the activities of the ethics officer by receiving regular reporting, with communication, as appropriate, to the Audit Committee regarding any matters affecting accounting, auditing, financial reporting, or internal controls over financial reporting.
- i. Review, as appropriate and in consultation with the Compensation Committee, director compensation, and benefits.
- j. Retain, as the Committee may deem appropriate, any search firm to assist in identifying director candidates with authority to approve related fees and retention terms. The Committee shall notify the Board prior to retaining any search firm.
- k. Retain, as the Committee may deem appropriate, outside counsel and any other advisors in fulfilling its responsibilities, with authority to approve related fees and retention terms, with notification to the Chairperson of the Board or Lead Independent Director, in each case as appropriate.
- l. Review stockholder proposals properly submitted to Northfield Bancorp, Inc. and related Company responses.
- m. Develop an annual self-assessment process of the Board and its committees and recommend such process to the Board for its approval, perform its own annual self-assessment, oversee the administration of annual self-assessments of other Board committees, and report to the Board such self-assessments of itself, the other committees and the Board's performance.
- n. Monitor enterprise risks assigned to the Committee by the Board under the Company's Enterprise Risk Management program and report thereon to the Board.

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- o. Provide oversight and guidance with respect to the Company's community initiatives and receive regular reporting from management.
- p. Advise the Board in its oversight of the Company's engagement efforts with stockholders and other key stakeholders.
- q. Annually review this charter and recommend changes to the Board as needed.

4. Meetings

The Committee shall meet at least annually, and may hold additional meetings as needed or appropriate. The Committee may ask members of management or others, including outside counsel, to attend meetings or to provide relevant information. 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, by telephone, e-mail, telefacsimile or any another reasonable effective means. Notice may be waived by any member in attendance at the meeting, participation in any meeting by a Committee member will be considered waiver of such notice .

Members may participate in any meeting by attendance in person or by means of a telephone or other communications equipment in which all persons participating in the meeting are able to hear each other, thereby promoting meaningful exchanges. 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. All other procedural matters shall be governed in the manner specified in the Company's respective bylaws, as the case may be, for meetings of the Board.

5. Approval and Adoption History

Approved by the Board of Directors on: 3/21/06, 2/20/07, 9/26/07, 11/19/08, 11/24/09, 3/24/10, 11/22/10, 12/20/11, 1/23/13, 12/18/13, 11/19/14, 12/16/15, 11/16/16, 11/15/17, 7/25/18, 9/25/19, 10/28/20, 11/17/21, 11/16/22, 11/29/23, 11/20/24, 11/19/25.

The next charter review is scheduled for November 2026.
