



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

COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

I. Purpose

The Compensation and Human Resources Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Dime Community Bancshares, Inc. (“Bancshares”) and Dime Community Bank (the “Bank”, and together with Bancshares, the “Company”) to assist the Board in fulfilling its responsibilities relating to the compensation and benefits provided to the Company’s executive management (for the purposes of this Charter, “executive management” means all individuals who hold the title of vice president or higher; executive officers means those individuals identified by the Company in its U.S. Securities and Exchange Commission (“SEC”) filings as the “executive officers”). The Committee is authorized to review, administer, evaluate and recommend to the Board the benefit plans and overall compensation for the Company and its wholly owned subsidiaries, as well as oversee the human resources function of the Company and its wholly owned subsidiaries. The Committee shall have such further authority as determined by the Board or as set forth in any compensation plan adopted by the Board.

II. Organization and Membership

Subject to Article III of the Bancshares Bylaws and 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. The members of the Committee shall be “independent directors” under the Company’s Corporate Governance Guidelines and under the primary securities exchange on which the Company’s securities are traded. In affirmatively determining the independence of any director who will serve on the Committee, the Board must consider all relevant factors, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

If deemed necessary or appropriate, the Committee may appoint a subcommittee consisting of those members who qualify as “non-employee directors” under Rule 16b-3 of the SEC Regulations, which subcommittee shall be authorized to take all actions permitted to the Committee under this Charter.

Any Committee member may resign effective upon giving written notice to the 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 appropriate. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information. 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. 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. Any director may waive notice of any 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 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.

To fulfill its purposes and subject to the Company's Bylaws, the Committee shall:

1. Establish, review, and modify from time to time as appropriate the overall compensation philosophy of the Company.
2. Review, evaluate and recommend Company objectives relevant to the compensation (annual salary, bonus, equity and equity-based incentives) and other benefits, direct and indirect, of the Chief Executive Officer and the other executive officers; review and evaluate Chief Executive Officer and executive officer.
3. Review performance relative to established goals; and review, evaluate and determine (or recommend to the Board of Directors ()) the compensation, employment agreements and severance agreements/arrangements, including any change of control and indemnification provisions, of the Chief Executive Officer and the executive officers. NOTE: The Chief Executive Officer and the other executive officers may not be present during voting or deliberations on his/her compensation.

4. Review, evaluate and recommend corporate goals relevant to the Company's incentive compensation plan, and review performance in light of these goals and determine (or recommend to the Entire Board of Directors for determination) performance achievement against such goals.
5. Review, evaluate and recommend, in consultation with the Corporate Governance and Nominating Committee, 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.
6. Review, evaluate and recommend, in consultation with the Corporate Governance and Nominating Committee, the compensation and benefits to be paid to directors of the Company and of affiliates of the Company for their service on the Board.
7. Administer any stock benefit plans adopted by the Company.
8. Review and approve the "Compensation Discussion and Analysis" (CD&A) included in the annual meeting proxy statement, and to the extent required, prepare and publish a Compensation and Human Resources Committee report in the annual meeting proxy statement.
9. Retain and terminate any compensation consultant, legal counsel or other adviser ("Adviser") 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 Adviser so engaged. The Company shall provide for the funding, as determined by the Committee, for the payment of reasonable compensation for such Adviser(s).
10. Select, or receive advice from, an Adviser only after taking into consideration the following factors: (i) the provision of other services to the Company by the Adviser's employer; (ii) the amount of fees received from the issuer by the Adviser's employer as a percentage of its total revenue; (iii) the policies and procedures of the Adviser's employer that are designed to prevent conflicts of interest; (iv) any business or personal relationships between the Adviser and Committee members; (v) the adviser's holdings of the issuer's stock; and (vi) any business or personal relationships between the Executive Officers of the Company and the Adviser or the Adviser's employer. The Committee may select, or receive advice from, any Adviser, including ones that are not independent, after considering the foregoing factors.
11. Review on a periodic basis any and all Company incentive compensation arrangements to ensure that they are balanced with respect to risk, have effective controls and are compatible with regulatory guidance.
12. Assist the Board in its oversight of the human resources activities of the Company, including diversity and inclusion initiatives.
13. Discuss the results of stockholder advisory "say-on-pay", if any, with regard to the named executive officers

14. Report regularly to the Board of Directors including:

- i. following each meeting of the Committee; and
- ii. as to any actions taken, and if necessary, obtain ratification or approval by the Board.
- iii. with respect to such other matters as are relevant to the Committee's discharge of responsibilities.

15. 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.

V. Other

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

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