

NORTHFIELD BANK AND NORTHFIELD BANCORP, INC.
Audit Committee Charter

This Audit Committee Charter was revised and adopted by the Boards of Directors (the "Board") of Northfield Bancorp, Inc., and Northfield Bank (the "Company") on January 29, 2020.

I. Audit Committee Purpose

The Audit Committee (the "Committee"), in order to assist the Board in fulfilling its responsibilities, shall oversee:

- Management's conduct of, and the integrity of, the Company's financial reporting to any governmental or regulatory body, stockholders, other users of Company financial reports and the public;
- The Company's systems of internal control over financial reporting and disclosure controls and procedures;
- The qualifications, engagement, compensation, independence and performance of the registered public accounting firm that shall audit the annual financial statements of the Company (the "independent auditor") and any other registered public accounting firm engaged to prepare or issue an audit report or to perform other audit, review or attest service for the Company;
- The conduct of the outside firms noted in the prior bullet, in conducting the annual audit of the Company's financial statements and any other audit, review or attestation engagement, and their engagement to provide any other services;
- The independence and performance of the Company's internal auditors and outsourced internal audit consultants (Loan Review, Compliance, and IT Audit);
- Enterprise risks assigned to the Committee by the Board under the Company's Enterprise Risk Management (ERM) program and report thereon to the Board.

In connection with the foregoing, the Committee shall engage in such activities as are necessary or appropriate in order for it to render the annual report of the Committee required to be included in the Company's annual report to the Securities and Exchange Commission ("SEC").

All references in this charter to the Company are intended to refer also to any subsidiary of the Company whose results of operations are consolidated with those of the Company, except where the context otherwise requires.

Access to Information; Delegated Authority; Resources.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purpose. In addition to retaining on behalf of the Company the Company's independent auditor and any other accounting firm the retention of which is to prepare or issue any other audit report or to perform any other audit, review or attest services the Committee determines is necessary or appropriate in connection with the conduct of the Company's business and affairs, the Committee is empowered, without prior permission of the Board or management, to retain legal counsel and accounting and other advisors and consultants to assist it in carrying out its activities as determined by the Committee. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Company's independent auditor and any other auditor and any legal counsel, accounting or other advisor or consultant retained by the Committee, as well as payment of ordinary administrative expenses necessary or appropriate for the Committee to carry out its activities.

II. Committee Membership

Independence. The Committee shall consist of three or more members of the Board, each of whom the Board has selected and determined to be "independent" for purposes of audit committee membership in accordance with applicable law, listing standards of the Nasdaq Stock Market and the rules of the SEC.

Financial Literacy. All members of the Committee shall meet the financial literacy requirements of the Nasdaq Stock Market and at least one member, as determined by the Board, shall be an "audit committee financial expert" as such term is

defined under applicable SEC rules. Audit Committee membership requires ongoing education training for its members which shall be evaluated annually by the Committee.

Committee Chair. The Chair of the Committee shall be elected by the Board and serve at the pleasure of the Board, preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by action of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from amongst its members to serve as chair of the meeting. The Committee or any individual Committee member 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.

III. Meetings

The Committee shall meet on a regularly-scheduled basis at least four times per year and additionally as circumstances dictate. During the year, the Committee shall meet, separately, with senior financial management (without the independent auditor present), with a member of the internal audit function (without any other member of management present) and with the independent auditor (without the internal audit function or any member of management present), so as to enhance the opportunity for the identification and discussion of issues warranting Committee attention. The Committee shall otherwise establish its own schedule of meetings. The Committee may also act by unanimous written consent of its members. Minutes of each meeting shall be kept and shall be provided to the Board, if requested.

Notice of meetings shall be given to all Committee members at least 72 hours prior to the meeting, by telephone, e-mail, facsimile or any other reasonable effective means, or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of telephone conference or other communications equipment by means of which all persons can actively participate in the meeting and hear each other. The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee. The Committee shall otherwise establish its own rules of procedure.

IV. Responsibilities

General. The Committee's role is one of oversight. The Company's management is responsible for preparing the Company's financial statements and the independent auditor is responsible for auditing the annual financial statements. The Board and Committee recognize that Company management, including the internal audit staff, and the independent auditor have more time, knowledge and detailed information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any certification as to the work of any auditor.

Duties and Responsibilities. The following duties, responsibilities, and functions are set forth as a guide to fulfilling the Committee's purposes, with the understanding that the Committee may undertake other and different activities, and that the Committee's activities may diverge from those described below, as appropriate under the circumstances.

In such manner as the Committee determines is appropriate to fulfill its purposes, the Committee shall:

(A) Engage the Independent Auditor:

1. Appoint (subject to stockholder ratification), evaluate, compensate, oversee the work of, and if appropriate, terminate the appointment of the independent auditor, who shall report directly to the Committee;
2. Review and obtain from the independent auditor the annual report delineating all relationships between the independent auditor and the Company required by applicable audit professional and regulatory standards, and discuss with the independent auditor any relationships or services that may affect the objectivity and independence of the independent auditor; take appropriate action to satisfy itself of the independent auditor's independence; and approve any audit-related and permitted non-audit services (including the fees and material terms thereof) to be provided by the independent auditor; and set clear hiring policies for employees or former employees of the independent auditor;

Northfield Bank and Bancorp
Audit Committee Charter

3. Review and approve the terms of the engagement of the independent auditor and the scope and expected timing of the annual audit;
4. Discuss with the independent registered public accounting firm matters required to be discussed by PCAOB Auditing Standard 16 (Communication with Audit Committee) relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, and restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
5. Review the experience and qualifications of the senior members of the external auditor team; review with the external auditor its system of quality controls and procedures; request a copy of the most recent third party independent quality control peer review report for the external auditors, or by any governmental reports (including inspections by the Public Company Accounting Oversight Board), review the reports to determine if any material weaknesses or significant deficiencies were raised in these reports; and discuss with the external auditors the steps the firm has taken to resolve any reported problems.

(B) Oversee Attest Engagements of Other Registered Public Accounting Firms

1. Appoint, evaluate, compensate, oversee the work of, and if appropriate terminate the appointment of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (including the resolution of any disagreements between management and the auditor regarding financial reporting), each of which firm shall report to the Committee, and if such firm is required to be independent of the Company in accordance with SEC rules, the annual report delineating all relationships between the independent auditor and the Company required by applicable audit professional regulatory standards, and discuss with such firm any relationships or services that may impact the objectivity and independence of the firm and take appropriate action to satisfy itself of such firm's independence and approve any audit-related and permitted non-audit services (including the fees and material terms thereof) to be provided by any registered public accounting firm so engaged.

(C) Oversee Internal Auditors, Outsourced Audit Consultants, and Internal Controls

1. Review and discuss with executive management, and recommend to the Board, the appointment or dismissal of the Chief Internal Auditor (CIA). With input from the President and Chief Executive Officer, set objectives for the CIA and prepare the CIA's performance evaluation using the Bank's performance standards. Determine the CIA's annual performance rating and compensation (base and any incentive compensation). Receive a report from the CIA, on his/her evaluation of internal audit personnel and recommendations for their compensation. The President and Chief Executive Officer will promptly report to the Committee the appointment, dismissal or replacement of the chief financial officer/chief accounting officer and consult at least annually with the Committee about the performance evaluation and compensation of each;
2. Review and approve the Internal Audit Department Charter, the Internal Audit risk assessment and related methodology, risk-based audit plan, scope of audit programs and related budgets, organizational structure, audit policies, and qualifications of the Internal Auditor and Outsourced Audit Consultants annually, receive reports periodically from the Internal Auditor and Outsourced Audit Consultants regarding their activities, discuss with the internal auditor and independent auditor the responsibilities, budget and staffing of the company's internal audit function.
3. At least annually, receive a report from the CIA on the results of the self assessment of the effectiveness of the internal audit function, including conformance with The Institute of Internal Auditors' the Definition of Internal Auditing, Code of Ethics and the *International Standards for Professional Practice of Internal Auditing*.
4. Periodically engage a qualified and independent third party to complete a Quality Assessment Review (QAR) of internal audit. Meet with the third party to review the results of their QAR and their conclusion on the effectiveness of the internal audit function.

Northfield Bank and Bancorp
Audit Committee Charter

5. Establish and oversee the effectiveness of policies and procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, financial reporting or auditing matters and review and, as necessary, investigate any reports provided by counsel to the Company regarding evidence of unremediated material violations of U.S. federal or state securities or any similar other law or a material breach of fiduciary duties by directors, officers, employees or agents of the Company arising under such laws;
6. Oversee management's design and maintenance of the Company's internal controls over financial reporting and disclosure controls and procedures, including reviewing and discussing with management and the independent auditor the certification and reports of management and the independent auditor required in the Company's periodic SEC reports (and reports under the Federal Deposit Insurance Corporation Improvement Act of 1991 (FDICIA)) concerning the Company's internal control over financial reporting and disclosure controls and procedures, the adequacy of such controls and any remedial steps being undertaken to address any material weaknesses or significant deficiencies in internal control over financial reporting, and as it relates to FDICIA, management's assessment of the Company's compliance with designated laws and regulations;
7. Review and discuss with management and the independent auditor the Company's financial risk exposures and assess the policies and processes management has implemented to monitor and control such exposures, assist the Board in fulfilling its oversight responsibilities regarding the Company's policies and processes with respect to risks assigned to the Committee under the Enterprise Risk Management (ERM) program.

(D) Oversee Financial Reporting and Auditing

1. Review and discuss with management and the independent auditor: (i) the critical accounting policies and practices used by the Company, the accounting treatment to be applied with respect to significant new transactions or other significant events not in the ordinary course of the Company's business and any significant changes in management's selection or application of accounting principles; (ii) alternative accounting treatments within generally accepted accounting principles ("GAAP") for material items that have been discussed by the independent auditor with management, including the ramifications of the use of such treatments and the treatment preferred by the independent auditor; and (iii) the effect of regulatory and accounting initiatives on the Company's financial statements;
2. Review and, as appropriate, discuss with management, the independent auditor and/or a member of the internal audit function, any significant difficulties encountered in the course of audit work, including any restrictions on the scope of audit activities or on access to requested information and any special audit steps adopted by the independent auditor or the internal audit function in light of any material weakness in the Company's internal control over financial reporting;
3. Oversee the Company's financial reporting, including: (i) oversee the resolution of any disagreements regarding financial reporting between management and the independent auditor; (ii) review any significant findings by the auditors relating to the preparation of the Company's financial statements, including any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise), and any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company; (iii) review and discuss with management, the independent auditor and a member of the internal audit function, prior to public release, the Company's annual and quarterly financial statements to be filed with the SEC including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations;" (iv) with respect to the independent auditor's annual audit report, prior to release of the annual audited financial statements, meet with the independent auditor without any management member present to discuss the independent auditor's views about the qualitative aspects of the Company's significant accounting practices, including accounting policies, accounting estimates and financial statement disclosures; (v) recommend to the Board whether to include the audited annual financial statements in the Company's Annual Report on Form

Northfield Bank and Bancorp
Audit Committee Charter

10-K to be filed with the SEC; and (vi) prior to submission to any governmental authority of (a) any financial statement of the Company that differs materially from the financial statements filed or to be filed by the Company with the SEC or (b) any financial statement of a subsidiary of the Company that in the Committee's judgment is material to the Company and that presents information regarding such subsidiary in a way that is materially different from the presentation of such information in the financial statements of the Company filed or to be filed with the SEC, review such financial statements and any report, certification or opinion thereon provided by an independent auditor; and (vii) periodically review the status of the Company's response to previous independent auditor recommendations;

4. Review and discuss with management and the independent auditor any material off-balance sheet financing and any other material financial arrangement that does not appear in the financial statements of the Company;
5. Discuss with management earnings press releases and review financial information and earnings guidance provided to analysts and to rating agencies, including any such dissemination of financial information not involving the presentation of financial measures in accordance with GAAP.

(E) Oversee Legal and Regulatory Exposures

1. Review periodically with the In-House Counsel: legal and regulatory matters that may have a material impact on the Company's financial statements, including any material reserves for legal contingencies and any related financial statement disclosure.

(F) Report and Self-Evaluate

1. Oversee the preparation and approve all reports required or appropriate in the conduct of the Committee's responsibilities, including the Audit Committee Report for inclusion in the Company's annual meeting proxy statement or annual report required by SEC rules;
2. Conduct an annual self-evaluation of the performance of the Committee, including a review of the adequacy of this Charter annually, and recommend to the Board such amendments as the Committee deems appropriate; and have the document available on the Company website and provide the website address.
3. Report regularly to the Board on Committee findings and recommendations, and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

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