
Section 1: DEF 14A (DEF 14A)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

BCB Bancorp, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

BCB Bancorp, Inc.
595 Avenue C
Bayonne, New Jersey 07002

March 27, 2020

Dear Fellow Shareholder:

We cordially invite you to attend the Annual Meeting of Shareholders of BCB Bancorp, Inc. The annual meeting will be held at The Chandelier Restaurant, 1081 Broadway, Bayonne, New Jersey 07002, at 10:00 a.m., Eastern Time, on April 30, 2020.

The enclosed notice of annual meeting and proxy statement describe the formal business to be transacted at the annual meeting. During the annual meeting we will also report on the operations of BCB Bancorp, Inc. Directors and officers, as well as a representative of our independent registered public accounting firm, will be present to respond to any questions that shareholders may have.

The annual meeting is being held so that shareholders may vote upon the following matters: (i) the election of four directors; (ii) the ratification of the appointment of the independent registered public accounting firm for the fiscal year ending December 31, 2020; and (iii) an advisory, non-binding resolution with respect to the executive compensation described in this Proxy Statement.

The Board of Directors has determined that approval of the matters to be considered at the annual meeting is in the best interests of shareholders. For the reasons set forth in the proxy statement, the Board of Directors recommends a vote **"FOR"** its proposed director nominees as well as proposals (ii) and (iii) above.

On behalf of the Board of Directors, we urge you to sign, date and return the enclosed proxy card in the postage-paid envelope as soon as possible, even if you currently plan to attend the annual meeting. This will not prevent you from voting in person, but will assure that your vote is counted if you are unable to attend the annual meeting. Your vote is important, regardless of the number of shares that you own. Please sign and return the enclosed proxy card promptly. Your cooperation is appreciated, since a majority of the common stock must be represented at the annual meeting, either in person or by proxy, to constitute a quorum for the conduct of business.

As part of our precautions regarding the coronavirus/COVID-19 and the potential for emergency orders limiting gatherings of people and closing places of business, we are planning for the possibility that the Annual Meeting may be delayed, postponed or adjourned, including changing the time, location or date of the Annual Meeting. We also are planning for the possibility that the Annual Meeting may be held solely or in part by means of remote communication. If we take any of these steps, we will announce the decision to do so in advance, including details on how to participate in a virtual or remote meeting, in a press release and/or in a Current Report on Form 8-K.

Thank you for your understanding and your continued support of BCB Bancorp, Inc.

Sincerely,

Mark D. Hogan
Chairman of the Board

BCB Bancorp, Inc.
595 Avenue C
Bayonne, New Jersey 07002
(201) 823-0700

**NOTICE OF
ANNUAL MEETING OF SHAREHOLDERS**

To Be Held On April 30, 2020

Notice is hereby given that the Annual Meeting of Shareholders of BCB Bancorp, Inc., will be held at The Chandelier Restaurant, 1081 Broadway, Bayonne, New Jersey 07002, on April 30, 2020, at 10:00 a.m., Eastern Time.

A Proxy Card and a Proxy Statement for the annual meeting are enclosed.

The annual meeting is being held so that shareholders may vote on the following matters:

1. The election of four directors;
2. The ratification of the appointment of our independent registered public accounting firm for the fiscal year ending December 31, 2020;
3. An advisory, non-binding resolution with respect to the executive compensation described in this Proxy Statement, and,

such other business as may properly come before the annual meeting or any adjournment or postponement of the annual meeting.

Any action may be taken on the foregoing proposals at the annual meeting on the date specified above, or on any date or dates to which the annual meeting may be adjourned. Shareholders of record at the close of business on March 18, 2020, are the shareholders entitled to vote at the annual meeting or any adjournments thereof.

EACH SHAREHOLDER, WHETHER HE OR SHE PLANS TO ATTEND THE ANNUAL MEETING, IS REQUESTED TO SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD WITHOUT DELAY IN THE ENCLOSED POSTAGE-PAID ENVELOPE. ANY PROXY GIVEN BY THE SHAREHOLDER MAY BE REVOKED ANY TIME PRIOR TO THE ANNUAL MEETING. A PROXY MAY BE REVOKED BY FILING WITH OUR CORPORATE SECRETARY A WRITTEN NOTICE OF REVOCATION, SUBMITTING A DULY EXECUTED PROXY BEARING A LATER DATE, OR BY VOTING IN PERSON AT THE ANNUAL MEETING. HOWEVER, IF YOU ARE A SHAREHOLDER WHOSE SHARES ARE REGISTERED IN THE NAME OF A BROKER, BANK OR OTHER NOMINEE, YOU WILL NEED ADDITIONAL DOCUMENTATION FROM THE RECORDHOLDER IN ORDER TO VOTE PERSONALLY AT THE ANNUAL MEETING.

Our Proxy Statement, Annual Report on Form 10-K and proxy card are available on www.bcb.bank. If you need directions to attend the Annual Meeting and to vote in person, please call us at (201) 823-0700.

As part of our precautions regarding the coronavirus/COVID-19 and the potential for emergency orders limiting gatherings of people and closing places of business, we are planning for the possibility that the Annual Meeting may be delayed, postponed or adjourned, including changing the time, location or date of the Annual Meeting. We also are planning for the possibility that the Annual Meeting may be held solely or in part by means of remote communication. If we take any of these steps, we will announce the decision to do so in advance, including details on how to participate in a virtual or remote meeting, in a press release and/or in a Current Report on Form 8-K.

Thank you for your understanding.

By Order of the Board of Directors

Mark D. Hogan
Chairman of the Board

Bayonne, New Jersey
March 27, 2020

IMPORTANT: THE PROMPT RETURN OF PROXIES WILL SAVE US THE EXPENSE OF FURTHER REQUESTS FOR PROXIES. A SELF-ADDRESSED ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE. NO POSTAGE IS REQUIRED IF MAILED WITHIN THE UNITED STATES.

PROXY STATEMENT

BCB Bancorp, Inc.
595 Avenue C
Bayonne, New Jersey 07002
(201) 823-0700

ANNUAL MEETING OF SHAREHOLDERS

To be Held on April 30, 2020

INTRODUCTION

This Proxy Statement is furnished in connection with the solicitation of proxies on behalf of the Board of Directors of BCB Bancorp, Inc. (the “Company”), to be used at the Annual Meeting of Shareholders, which will be held at The Chandelier Restaurant, 1081 Broadway, Bayonne, New Jersey 07002, on April 30, 2020, at 10:00 a.m., Eastern Time, and all adjournments of the annual meeting. The accompanying Notice of Annual Meeting of Shareholders and this Proxy Statement are first being mailed to shareholders on or about March 27, 2020.

At the annual meeting, shareholders will vote on the election of four directors, the ratification of the appointment of our independent registered public accounting firm for the fiscal year ending December 31, 2020, a non-binding resolution with respect to our executive compensation described in this Proxy Statement, and such other matters as may properly come before the annual meeting or any adjournments thereof.

As part of our precautions regarding the coronavirus/COVID-19 and the potential for emergency orders limiting gatherings of people and closing places of business, we are planning for the possibility that the Annual Meeting may be delayed, postponed or adjourned, including changing the time, location or date of the Annual Meeting. We also are planning for the possibility that the Annual Meeting may be held solely or in part by means of remote communication. If we take any of these steps, we will announce the decision to do so in advance, including details on how to participate in a virtual or remote meeting, in a press release and/or in a Current Report on Form 8-K.

REVOCATION OF PROXIES

Shareholders who complete proxies retain the right to revoke them in the manner described below. Unless so revoked, the shares represented by such proxies will be voted at the annual meeting and any adjournments thereof. Proxies solicited on behalf of the Board of Directors will be voted in accordance with the directions given thereon. **Where no instructions are indicated, validly completed proxies will be voted “FOR” the proposals set forth in this Proxy Statement for consideration at the annual meeting.**

Proxies may be revoked by sending written notice of revocation to our Corporate Secretary at the address shown above, the submission of a later-dated proxy or by voting in person at the annual meeting. The presence at the annual meeting of any shareholder who had returned a proxy shall not revoke such proxy unless the shareholder delivers his or her ballot in person at the annual meeting or delivers a written revocation to our Corporate Secretary prior to the voting of such proxy.

If your shares of common stock are held in “street name” by a broker, bank or other nominee, you will receive instructions from your broker, bank or other nominee that you must follow in order to have your shares voted at the annual meeting. If you wish to change your voting instructions after you have returned your voting instructions to your broker, bank or other nominee, you must contact your broker, bank or other nominee. If you want to vote your

shares of common stock held in “street name” in person at the annual meeting, you will have to get a legal proxy in your name from the broker, bank or other nominee who holds your shares.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Holders of record of our common stock as of the close of business on March 18, 2020, our record date, are entitled to one vote for each share then held. As of the record date, we had 17,449,415 shares of common stock issued and outstanding. The presence in person or by proxy of a majority of the outstanding shares of common stock entitled to vote is necessary to constitute a quorum at the annual meeting. Abstentions and broker non-votes will be counted for purposes of determining if a quorum is present.

Persons and entities who beneficially own in excess of 5% of our common stock are required to file certain reports with the Securities and Exchange Commission (“SEC”) regarding such beneficial ownership. A person or entity may be considered to beneficially own any shares of common stock over which the person or entity has, directly or indirectly, sole or shared voting authority. The following table sets forth, as of March 18, 2020, the shares of common stock beneficially owned by each person or entity who was known to us as the beneficial owner of more than 5% of our outstanding shares of common stock.

Name and Address of Beneficial Owners	Amount of Shares Owned and Nature of Beneficial Ownership⁽¹⁾	Percent of Shares of Common Stock Outstanding
<u>Five Percent Stockholder</u>		
MFP Partners, L.P. MFP Investors LLC Michael F. Price 909 Third Avenue, 33 rd Floor New York, New York 10022.	1,020,408 ⁽²⁾	5.8%

- (1) In accordance with Rule 13d-3 under the Securities Exchange Act of 1934, a person or entity is deemed to be the beneficial owner for purposes of this table, of any shares of common stock if such person or entity has shared voting or investment power with respect to such security, or has a right to acquire beneficial ownership at any time within 60 days from the date as of which beneficial ownership is being determined. As used herein, “voting power” is the power to vote or direct the voting of shares and “investment power” is the power to dispose or direct the disposition of shares.
- (2) On a Schedule 13G filed with the Securities and Exchange Commission on January 6, 2020, MFP Partners, L.P. reported shared dispositive and voting power with respect to 1,020,408 shares of our common stock; MFP Investors LLC reported shared dispositive and voting power with respect to 1,020,408 shares of our common stock; and Michael F. Price reported shared dispositive and voting power with respect to 1,020,408 shares of our common stock.

In accordance with New Jersey law, a list of shareholders entitled to vote at the annual meeting will be made available at the annual meeting.

VOTING PROCEDURES AND METHOD OF COUNTING VOTES

As to the election of directors, the proxy card being provided by the Board of Directors enables a shareholder to vote “FOR” the election of the nominees proposed by the Board of Directors, or to “WITHHOLD” a vote for the nominees being proposed. Under New Jersey law and our Restated Certificate of Incorporation, as amended, and Bylaws, directors are elected by a plurality of votes cast, without regard to either broker non-votes or proxies as to which authority to vote for the nominees being proposed is withheld.

As to the ratification of our independent registered public accounting firm, by checking the appropriate box a shareholder may: (i) vote “FOR” the ratification of our independent registered public accounting firm; (ii) vote

“AGAINST” the ratification of our independent registered public accounting firm; or, (iii) “ABSTAIN” from voting for or against the ratification of our independent registered public accounting firm. The affirmative vote of a majority of the votes cast, without regard to broker non-votes or proxies marked “ABSTAIN,” is required for approval of the ratification of our independent registered public accounting firm.

As to the advisory, non-binding resolution with respect to our executive compensation as described in this proxy statement, a shareholder may: (i) vote “FOR” the resolution; (ii) vote “AGAINST” the resolution; or (iii) “ABSTAIN” from voting on the resolution. The affirmative vote of a majority of the votes cast at the annual meeting, without regard to either broker non-votes or proxies marked “ABSTAIN,” is required for the approval of this non-binding resolution. While this vote is required by law, it will neither be binding on BCB Bancorp, Inc., or the Board of Directors, nor will it create or imply any change in the fiduciary duties of, or impose any additional fiduciary duty on, BCB Bancorp, Inc., or the Board of Directors.

The Board of Directors will designate an inspector of elections.

Regardless of the number of shares of common stock owned, it is important that holders of a majority of the shares of our common stock be represented by proxy or present in person at the annual meeting. Shareholders are requested to vote by completing the enclosed proxy card and returning it signed and dated in the enclosed postage-paid envelope. Shareholders are urged to indicate their vote in the spaces provided on the proxy card. **PROXIES SOLICITED BY THE BOARD OF DIRECTORS WILL BE VOTED IN ACCORDANCE WITH YOUR INSTRUCTIONS GIVEN ON THE PROXY. WHERE NO INSTRUCTIONS ARE INDICATED, SIGNED PROXIES WILL BE VOTED “FOR” EACH OF THE PROPOSALS TO BE CONSIDERED AT THE ANNUAL MEETING.**

Participants in the 401(k) plan sponsored by BCB Community Bank through which they own our common stock will have the right to direct the trustee how to vote the shares of our common stock allocated to their plan accounts in accordance with the terms of the 401(k) plan.

PROPOSAL I - ELECTION OF DIRECTORS

Our Board of Directors is currently composed of 12 members and is divided into three classes, with one class of directors elected each year. Our directors will generally be elected to serve for a three-year period and until their respective successors have been elected and qualified. Four directors will be elected at the annual meeting. The Board of Directors has re-nominated Robert Ballance, Joseph J. Brogan, Dr. August Pellegrini, Jr., and James G. Rizzo for three-year terms as directors at the annual meeting. Each nominee of the Board of Directors has consented to being named in this Proxy Statement.

The table below sets forth certain information, as of March 18, 2020, regarding the composition of our Board of Directors, including the terms of office of Board members and information regarding our named executive officers and the executive officers of BCB Community Bank, our principal operating subsidiary (the “Bank”). It is intended that the proxies solicited on behalf of the Board of Directors (other than proxies in which the vote is withheld as to the nominee) will be voted at the annual meeting for the election of the nominees identified below. If a nominee is unable to serve, the shares represented by proxies will be voted for the election of such substitute as the Board of Directors may recommend. At this time, the Board of Directors knows of no reason why any of the nominees might be unable to serve, if elected. Except as indicated herein, there are no arrangements or understandings between the nominee and any other person pursuant to which such nominee was selected

Name	Position(s) Held With the Company or the Bank	Age At Record Date	Director Since ⁽¹⁾	Current Term Expires ⁽¹⁾	Shares Beneficially Owned ⁽²⁾	Percent of Class ^(*)
NOMINEES						
Robert Ballance	Director	61	2000	2020	161,382 ⁽⁷⁾	*
Joseph J. Brogan	Vice Chairman of the Board Directors	80	2003	2020	443,361 ⁽⁹⁾	2.54%
August Pellegrini, Jr.	Director	60	2013	2020	161,680 ⁽¹²⁾	*
James G. Rizzo	Director	60	2015	2020	123,872 ⁽¹³⁾	*
CONTINUING DIRECTORS						
Judith Q. Bielan	Director	55	2000	2022	139,089 ⁽⁸⁾	*
James E. Collins	Director	71	2003	2022	214,088 ⁽¹⁰⁾	1.23%
Thomas Coughlin	President, CEO and Director	60	2002	2021	348,790 ⁽³⁾	2.0%
Vincent DiDomenico, Jr.	Director	54	2018	2021	180,983 ⁽⁴⁾	1.03%
Mark D. Hogan	Chairman of the Board	54	2000	2022	597,434 ⁽¹¹⁾	3.42%
Joseph Lyga	Director	60	2000	2021	179,272 ⁽⁵⁾	1.03%
John Pulomena	Director	64	2018	2022	20,510 ⁽¹⁴⁾	*
Spencer B. Robbins	Director	67	2011	2060	96,017 ⁽⁶⁾	*
NAMED EXECUTIVE OFFICERS WHO ARE NOT DIRECTORS						
Thomas P. Keating	Chief Financial Officer	64	N/A	N/A	29,657 ⁽¹⁵⁾	*
Michael Lesler	Chief Operating Officer	49	N/A	N/A	15,056 ⁽¹⁶⁾	*
All directors and executive officers as a group (16 persons)					2,884,320	16.53%

* Less than 1%.

(1) Includes service as a director of BCB Community Bank. Expiration of term reflects service as a director with BCB Bancorp, Inc.

(2) In accordance with Rule 13d-3 under the Securities Exchange Act of 1934, a person is deemed to be the beneficial owner for purposes of this table, of any shares of common stock if he has shared voting or investment power with respect to such security, or has a right to acquire beneficial ownership at any time within 60 days from the record date. As used herein, “voting power” is the power to vote or direct the voting of shares and “investment power” is the power to dispose or direct the disposition of shares. Includes shares underlying options that are exercisable within 60 days from the record date.

(3) Mr. Coughlin has sole voting and dispositive power over 253,290 shares, and sole voting power but no dispositive power over 3,730 unvested restricted stock shares. In addition, there are 93,500 shares underlying options exercisable within 60 days from the record date.

(4) Mr. DiDomenico has sole voting and dispositive power over 158,810 shares, and sole voting power but no dispositive power over 3,730 unvested restricted stock shares. In addition, there are 17,500 shares underlying options exercisable within 60 days from the record date.

(5) Mr. Lyga has sole voting and dispositive power over 133,637 shares, sole voting power but no dispositive power over 3,730 unvested restricted stock shares, and shared voting and dispositive power over 2,6165 shares with his spouse. In addition, there are 41,000 shares underlying options exercisable within 60 days from the record date.

(6) Mr. Robbins has sole voting and dispositive power over 54,587 shares, sole voting power but no dispositive power over 3,730 unvested restricted stock shares, and shared voting and dispositive power over 200 shares with his child. In addition, there are 37,500 shares underlying options exercisable within 60 days from the record date.

(footnotes continue on next page)

- (7) Mr. Ballance has sole voting and dispositive power over 109,931 shares, sole voting power but no dispositive power over 3,730 unvested restricted stock shares, shared voting and dispositive power over 3,275 shares with his spouse, and shared voting and dispositive power over 2,946 shares with his children. In addition, there are 41,500 shares underlying options exercisable within 60 days from the record date.
- (8) Ms. Bielan has sole voting and dispositive power over 85,411 shares, sole voting power but no dispositive power over 3,730 unvested restricted stock shares, shared voting and dispositive power over 8,371 shares with her spouse, and shared voting and dispositive power over 77 shares with her children. In addition, there are 41,500 shares underlying options exercisable within 60 days from the record date.
- (9) Mr. Brogan has sole voting and dispositive power over 351,808 shares, sole voting power but no dispositive power over 3,730 unvested restricted stock shares, and shared voting and dispositive power over 48,323 shares with his grandchildren. In addition, there are 39,500 shares underlying options exercisable within 60 days from the record date.
- (10) Mr. Collins has sole voting and dispositive power over 165,656 shares, sole voting power but no dispositive power over 3,730 unvested restricted stock shares, shared voting and dispositive power over 1,301 shares with his spouse, and shared voting and dispositive power over 2,401 shares with his children. In addition, there are 41,000 shares underlying options exercisable within 60 days from the record date.
- (11) Mr. Hogan has sole voting and dispositive power over 550,716 shares, sole voting power but no dispositive power over 3,730 unvested restricted stock shares, and shared voting and dispositive power over 19,88 shares with his children. In addition, there are 41,000 shares underlying options exercisable within 60 days from the record date.
- (12) Mr. Pellegrini has sole voting and dispositive power over 134,450 shares, and sole voting power but no dispositive power over 3,730 unvested restricted stock shares. In addition, there are 24,500 shares underlying options exercisable within 60 days from the record date.
- (13) Mr. Rizzo has sole voting and dispositive power over 89,542 shares, sole voting power but no dispositive power over 3,730 unvested restricted stock shares, and shared voting and dispositive power over 3,100 shares with his spouse. In addition, there are 27,500 shares underlying options exercisable within 60 days from the record date.
- (14) Mr. Pulomena has sole voting and dispositive power over 5,280 shares, and sole voting power but no dispositive power over 3,730 unvested restricted stock shares. In addition, there are 12,500 shares underlying options exercisable within 60 days from the record date.
- (15) Mr. Keating has sole voting and dispositive power over 18,657 shares. In addition, there are 11,000 shares underlying options exercisable within 60 days from the record date.
- (16) Mr. Lesler has sole voting and dispositive power over 7,527 shares, and sole voting power but no dispositive power over 7,527 unvested restricted stock shares.

Biographical Information Regarding Nominees, Continuing Directors and Named Executive Officers

Set forth below is biographical information regarding our nominees, directors and Named Executive Officers. For the individuals named below, all are directors or nominees for directors of BCB Bancorp, Inc., the parent company of its wholly-owned subsidiary, BCB Community Bank.

Nominees for Directors:

Robert Ballance, 61, retired as a Battalion Chief with the Bayonne Fire Department. He is the owner of a floor covering business located in Bayonne. Mr. Ballance has been a director of the Bank since its founding in 2000. Mr. Ballance was a director of the Bayonne Fire Exempt Association. He previously served as the Treasurer of Bayonne Fire Department Local #11. He is a member of the Bayonne Elks B.P.O.E. From 1997 to 2001 Mr. Ballance was a director of the Bayonne Federal Credit Union. Mr. Ballance has owned and operated his floor covering business for over 25 years. Mr. Ballance graduated from Marist High School in Bayonne. His lengthy experience as a businessman, community leader, civil servant and former director of the Bayonne Federal Credit Union provide the Board of Directors with valuable support and insight.

Joseph J. Brogan, 80, has owned and operated his State Farm Insurance Agency in Bayonne for 54 years. Mr. Brogan has been a director of the Company since its incorporation in 2003, and a director of the Bank since 2003. He is the former President of the New Jersey State Farm Agents' Association, and is currently a member of the Knights of Columbus and the Fraternal Order of Elks. Mr. Brogan graduated from Seton Hall Preparatory School, received a B.S. from Saint Peter's College, n/k/a St. Peter's University, and attended graduate school at Fordham University and New Jersey City University. His extensive experience in the insurance industry and as a real estate and securities investor are significant assets to the Board of Directors.

Dr. August Pellegrini, Jr., 60, was born and raised in Bayonne, NJ, and practiced general dentistry there until 2016. He graduated Rutgers College in 1982 with a dual degree in biology and psychology, and graduated Temple University School of Dental Medicine in 1986. He is a member of the American Dental Association, New Jersey Dental Association (where he served as its President in 2010), and the Hudson County Dental Society. He has achieved Fellowship in the Academy of General Dentistry. Dr. Pellegrini owned and operated his dental practice for 30 years, during which time he also became an Associate Dean at the Rutgers School of Dental Medicine in Newark, NJ. Dr. Pellegrini sits on the Board of Trustees of Matheny Hospital in Peapack, NJ, where he is chairman of the Audit Committee and a member of the Finance Committee. Dr. Pellegrini's professional background and experience and his long-time service to the community bring valuable insights to the Board.

James G. Rizzo, 60, is currently in the Real Estate Management business, after having spent more than thirty years in a career focused on the High Yield Bond Markets. His career began at Drexel Burnham, and was a Managing Director in Guggenheim Partners, Citicorp, and Fleet Bank. Mr. Rizzo's most recent position was as a Managing Director at Dahlman Rose and Company, from which he retired. Mr. Rizzo is a graduate of St. Peter's University, where he earned a B.S. in Business Administration. He currently serves on the University's Board of Regents and the Advisory Board of the University's Business School. He is also a graduate of St. Peter's Preparatory School, and is involved in planning the future of Saint Peter's Preparatory School as a former member of the Board of Trustees. Mr. Rizzo is a member of the Rutherford Planning Board and the Rutherford Economic Development Committee. He is also a Trustee of the Rutherford Public Library, as well as the Rutherford Library Foundation. Mr. Rizzo additionally serves on the Board of St. Dominic's Academy in Jersey City, N.J. Mr. Rizzo's extensive experience in the financial industry and real estate management provide key insights for the Board.

Continuing Directors:

Judith Q. Bielan, Esq., 55, is an attorney who has practiced law in New Jersey for over 28 years. She is an adjunct professor at Montclair State University, teaching Jurisprudence. Ms. Bielan founded, in 1993, the law firm currently known as Bielan, Miklos, & Makrogiannis, P.C., which handles all aspects of real estate, family law, contract disputes and estate matters. She has represented various banking clients in commercial and residential real estate closings. Ms. Bielan brings to the Board of Directors experience in the areas of real estate, marketing, budgeting, public relations, and collections. She currently serves on the New Jersey State Bar Association Legislative Committee and the Hudson County Bar Association's Due Diligence, Family Law and Early Settlement Committees. In the past, she has been court-appointed to serve as a Commissioner on the Hudson County Condemnation Board. In 2010, Ms. Bielan served as President of the Hudson County Bar Association. Ms. Bielan is a matrimonial attorney certified by the New Jersey Supreme Court. In 2005, she received the Hudson County Family Lawyer of the Year Award. Ms. Bielan has served the NJ and Hudson County communities by volunteering as a Trustee on the Board of "Women Rising," coaching boys' and girls' basketball at Bayonne PAL, and serving as Vice Chair of the Board of Trustees of Holy Family Academy of Bayonne. Ms. Bielan's legal experience and her service to the Bayonne community led to her appointment as a member of the Board of Directors at the Company's founding. Ms. Bielan holds degrees from Montclair State College (now University) and Seton Hall University School of Law.

James E. Collins, 71, retired in 2010 as Senior Lending Officer of BCB Community Bank. Mr. Collins had worked in the banking industry since 1972. He is the former Vice President of Lending at First Savings Bank of New Jersey. He served as that bank's Community Reinvestment Officer and as a member of its Budget, Asset and Liability, Asset Classification and Loan Committees. In addition, Mr. Collins has served as Treasurer of the Bayonne Chamber of Commerce, as the past President of Ireland's 32 and as citywide director for Bayonne's C.Y.O. Sports Programs. Mr. Collins is a former Trustee of the Bayonne Education Foundation and is currently a member of the Directorate of Marist High School in Bayonne. Mr. Collins attended Marist High School, received a B.S. from St. Peter's College and attended graduate school at the Institute for Financial Education. Mr. Collins was a certified Real Estate Appraiser and a member of the Review Appraisers Association. Mr. Collins' experience with financial institutions and familiarity with the Bank provides a valuable resource and perspective to the Board of Directors.

Thomas M. Coughlin, 60, is President and Chief Executive Officer of BCB Bancorp, Inc., and BCB Community Bank. He has well over 30 years of experience in banking. Mr. Coughlin was appointed Chief Executive Officer and President of BCB Bancorp, Inc., effective as of August 4, 2014. Mr. Coughlin has served as the Chief Executive Officer and President of BCB Community Bank since May 28, 2014. Mr. Coughlin previously served as Chief Financial Officer and Chief Operating Officer of BCB Bancorp, Inc., and BCB Community Bank. Mr. Coughlin was formerly a Vice President of Chatham Savings Bank and the Controller and Corporate Secretary of First Savings Bank of New Jersey. While at First Savings Bank of New Jersey, Mr. Coughlin served in various capacities on several executive managerial committees including, but not limited to, the Budget, Asset/Liability and Loan Review Committees. Mr. Coughlin received his C.P.A. designation in 1982, was the President of the local chapter of the American Heart Association, has served as a Trustee of the local chapter of D.A.R.E., and has been a trustee of the Bayonne P.A.L. Mr. Coughlin graduated from Bayonne High School, and received a B.S. degree from Saint Peter's College. Mr. Coughlin provides the Board of Directors with extensive financial and practical banking experience, thereby providing the Board with necessary perspective and insight into the banking industry and the business trends affecting the Company.

Vincent DiDomenico, Jr., 54, is the Founder and Managing Member of Delta Holdings, L.L.C., et al., developers of commercial real estate in the New Jersey and New York Metropolitan Area. He is a past long-serving Board of Trustee Member, as well as past two term Vice President and past two term President, of the New Jersey Self Storage Association. Mr. DiDomenico is a Board of Trustee Member of St. Peter's Preparatory School and Board of Trustee Member of Far Hills Country Day School. Prior to founding his current companies, Mr. DiDomenico was awarded the position of Deming Scholar at Fordham University, Graduate School of Business, from which he holds an MBA in Finance and Management with a concentration in International Business Studies. Prior to his post-graduate academic career, Mr. DiDomenico was a principal at one of the nation's largest tour and travel wholesale companies. He has also served as Co-Chairman of the Far Hills Country Day School Golf Committee and has served on the Board of Governors for the Archdiocese of Newark. C.Y.O. and Young Adult Ministries. He is a graduate of St. Peter's Preparatory School (1984) and a graduate of Villanova University, where he received a B.S. degree in Finance (1988). Mr. DiDomenico's extensive real estate development experience provides the Board of Directors with additional perspective and insight into the real estate market and development trends regionally and in the New Jersey and New York Metropolitan Area.

Mark D. Hogan, C.P.A., 54, is a certified public accountant with an office located in Bayonne. Mr. Hogan is a registered financial representative providing financial planning for his clients. Mr. Hogan has earned the following licenses and designations: NASD Series 7, 24 and 63; New Jersey Life and Health Insurance Broker; and New Jersey Property and Casualty Insurance Broker. Because of Mr. Hogan's extensive professional experience, his achievements and his aforesaid licenses and designations, he is deemed well-qualified to serve as Chairman of our Board of Directors. Mr. Hogan attended Saint Peter's Preparatory School, and received a B.S. in Finance from Pace University.

Joseph Lyga, 60, has served on the Bayonne Fire Department since 1985. He is presently a Battalion Chief. In addition, Mr. Lyga has been a self-employed contractor for the last 25 years in information systems design. He has assisted the Company and the Bank with information technology issues and security since their founding. Mr. Lyga has been a director of the Company since its incorporation in 2003, and a director of the Bank since 2003. Mr. Lyga has served as President and Secretary/State Delegate of the Bayonne Fire Department Local #211 and has served as President, Vice President, Secretary and Treasurer of the Bayonne Fire Department Local #11. Mr. Lyga is also a member of the Sicilian Citizens Club. Mr. Lyga graduated from Marist High School and attended New Jersey City University. He also studied computer programming and network design at the Chubb Institute. Mr. Lyga's dedicated service to the Bayonne community, his extensive business background and his information technology experience provide the Board with desired insight and information technology context.

John Pulomena, 64, has been the County Administrator of Middlesex County, New Jersey, for the past 10 years. He is responsible for managing the overall operations of County Government which include Business Development and Education, Community Services, Finance, Infrastructure Management and Public Safety & Health. He was employed by AT&T for 22 years, including 5 years at AT&T Bell Labs in software development, and 17 years at AT&T corporate in Marketing & Sales, Government Affairs, Financial Controller supporting business and consumer service customers, and as Director of the Customer Network Operation Centers. Mr. Pulomena was a Middlesex County Freeholder for 10 years, Council President for the Borough of South Plainfield for 9 years, as well as the Chair of the Middlesex County Planning Board for 5 years. He is a graduate of the City University of New York with a B.S. degree in Computer Science and a minor in Mathematics. Mr. Pulomena's extensive experience in finance, management, computer science and information technology will provide the Company valuable insight and perspective. Mr. Pulomena has been a director of BCB Community Bank since August 15, 2018.

Spencer B. Robbins, 67, has been the managing director of the law firm of Robbins & Robbins, Woodbridge, New Jersey, for the past 32 years. The firm is a full-service law office, with a specialty in civil litigation. Mr. Robbins served as Chairman of the Board of Directors of Allegiance Community Bank until it merged with BCB Community Bank in 2011. Mr. Robbins has served on the Board of Directors of the Company since the merger. Mr. Robbins previously served as the Chief Judge of the Woodbridge Township and South Plainfield Municipal Courts, and was the Municipal Court Judge of the Borough of Sayreville. Mr. Robbins is associated with the Woodbridge Artisan Guild. Mr. Robbins' extensive experience as a practicing attorney and as the former Chairman and a founder of Allegiance Community Bank provides the Board with valuable insight into legal and banking issues and trends.

Named Executive Officers who are not Directors

Set forth below is biographical information regarding the Named Executive Officers of the Bank who are not directors.

Thomas P. Keating, C.P.A., 64, has served as Chief Financial Officer of BCB Bancorp, Inc., and BCB Community Bank since March 2014. Mr. Keating is a Certified Public Accountant. From 2011 until 2014, Mr. Keating was Chief Financial Officer and Chief Operating Officer of Enterprise National Bank. Prior thereto, Mr. Keating was Chief Financial Officer of AES Red Oak, LLC. Mr. Keating graduated from Marist High School, received a B.S. degree in Accounting from St. Peter's College, n/k/a St. Peter's University, and an M.S. degree in Taxation from Seton Hall University. He is a member of the American Institute of Certified Public Accountants and the New Jersey Society of Certified Public Accountants.

Michael Lesler, 49, has been the Executive Vice President and Chief Operating Officer of BCB Bancorp, Inc., and BCB Community Bank since April 2018. He was formerly the Executive Vice President and Chief Operating Officer of Clifton Bancorp, Inc. and Clifton Savings Bank from April 2016 to April 2018. From December 2013 to April 2016, Mr. Lesler served as President and Chief Executive Officer of Bancorp of New Jersey, Inc. and its wholly owned subsidiary, Bank of New Jersey. From June 2009 to December 2013, Mr. Lesler served as President and Chief Operating Officer of Bancorp of New Jersey, Inc. and Bank of New Jersey.

Board Independence

The Board of Directors has determined that, as of December 31, 2019, except as to Mr. Coughlin, each member of the Board of Directors is an "independent director" within the meaning of the Nasdaq corporate governance listing standards. Mr. Coughlin is not considered independent because he is the President and Chief Executive Officer of BCB Bancorp, Inc., and BCB Community Bank.

The Board of Directors has also determined that each member of the Audit Committee and the Compensation Committee of the Board of Directors meets the independence requirements applicable to that committee prescribed by the Nasdaq Marketplace Rules, the SEC and the Internal Revenue Service. In determining the independence of each director, the Board of Directors, except as noted below, did not consider any transactions not required to be reported under the section herein entitled "Related Party Transactions."

The Bank has purchased flooring, carpeting, mats and window treatments for certain of its branches from a company in which Director Ballance is the sole owner. We believe the cost of these purchases is comparable to the cost that would have been available by a third party unaffiliated with the Bank. During 2019, the Bank's purchases from the company totaled \$96,019.80.

Board Leadership Structure and Risk Oversight

The Company separates the principal executive officer and board chair positions to provide a higher degree of independence and transparency between the Board of Directors and management. This leadership structure has been in place since the incorporation of the Company. The Board of Directors believes that this leadership structure is most appropriate given the Company's conservative risk profile, the Board of Directors' role in monitoring the Company's execution of its strategic plan, and the risk elements associated with such execution.

The Board of Directors monitors the Company's risk profile through a number of departments within the Bank, as well as independent contractors, to monitor, measure and advise of certain risk parameters of the Company and the Bank, such as interest rate risk, credit risk, cybersecurity risk, liquidity risk, compliance risk and concentration risk. Reports assessing the Company's and the Bank's risk profiles are provided to management, to the appropriate sub-committee(s) and/or committees of the Board and to the full Board of Directors. With the increasing use and reliance on electronic communication and information technology and the vital role data systems play in the operation of the Bank, regular presentations are made by the Bank's IT Department and IT Committee to the full Board of Directors regarding cybersecurity risk. Additionally, compliance training is provided to the full Board to provide better understanding of the aforesaid risks and the Board's role in managing same. Given the independent roles both

the Board and management have in monitoring the Company's risk, the Company believes that its current leadership and reporting structures are well-positioned to identify and mitigate risks as they may arise.

Meetings and Committees of the Board of Directors

Our Board of Directors meets on a monthly basis and may hold additional special meetings. Our standing committees include the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The Bank's committees include a joint Asset Liability/Enterprise Risk Management Committee (which meets quarterly), an Audit Committee, a Budget Committee, a Compensation Committee, an Executive Committee, an Information Technology Committee, an Investment Committee, a Legal Committee, a Loan Committee, a Nominating and Corporate Governance Committee and a Site Committee.

During the year ended December 31, 2019, the Board of Directors of the Company held 12 regular meetings. No director attended fewer than 75%, in the aggregate, of the total number of board meetings held and the total number of committee meetings in which he or she served during 2019. The Company does not have a written policy regarding director attendance at annual meetings of shareholders. At last year's annual meeting, all directors of the Company were in attendance.

The Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is a joint committee of the Company and the Bank. The Nominating and Corporate Governance Committee consists of Directors Bielan, Collins, Pellegrini and Robbins. Each member of the Nominating and Corporate Governance Committee is considered "independent" as defined in the Nasdaq corporate governance listing standards. Our Board of Directors has adopted a written charter for the Nominating and Corporate Governance Committee and this charter has been posted to our web-site at www.bcb.bank. For the year ended December 31, 2019, the Nominating and Corporate Governance Committee met two times.

The functions of the Nominating and Corporate Governance Committee include the following:

- to lead the search for individuals qualified to become members of the Board of Directors and to select director nominees to be presented for shareholder approval;
- to review and monitor compliance with the requirements for board independence;
- to review the committee structure and make recommendations to the Board of Directors regarding committee membership;
- to develop and recommend to the Board of Directors for its approval corporate governance guidelines; and
- to develop and recommend to the Board of Directors for its approval a self-evaluation process for the Board of Directors and its committees.

The Nominating and Corporate Governance Committee identifies nominees by first evaluating the current members of the Board of Directors willing to continue in service. Current members of the Board of Directors with skills and experience that are relevant to our business and who are willing to continue in service are first considered for re-nomination, balancing the value of continuity of service by existing members of the Board of Directors with that of obtaining new perspectives. If any member of the Board of Directors does not wish to continue in service, or if the Nominating and Corporate Governance Committee of the Board of Directors decides not to re-nominate a member for re-election, or if the size of the Board of Directors is increased, the Nominating and Corporate Governance Committee would solicit suggestions for director candidates from all board members. In addition, the Nominating and Corporate Governance Committee is authorized by its charter to engage a third party to assist in the identification of director nominees. The Nominating and Corporate Governance Committee would seek to identify a candidate who, at a minimum, satisfies the following criteria:

- has the highest personal and professional ethics and integrity and whose values are compatible with the Company's;
- has experience and achievement which provides them with the ability to exercise good business judgment;
- is willing to devote the necessary time to the work of the Board of Directors and its committees, which includes being available for board and committee meetings;
- is familiar with the communities in which we operate and is actively engaged in community activities;
- is involved in other activities or interests that do not create a conflict with their responsibilities to the Company and its shareholders; and,
- has the capacity and desire to represent the balanced, best interests of all of our shareholders as a group, and not a special interest group or constituency.

The Nominating and Corporate Governance Committee will also take into account whether a candidate satisfies the criteria for "independence" under the Nasdaq corporate governance listing standards, and, if a nominee is sought for our Audit Committee, the financial and accounting expertise of a candidate.

Although the Nominating and Corporate Governance Committee and the Board of Directors do not have a formal policy with regard to the consideration of diversity in identifying a director nominee, diversity is considered in the identification process. While attributes such as relevant experience, financial acumen, and formal education are always considered in the identification process, the Nominating Committee and the Board of Directors will also evaluate a potential director nominee's personal character, community involvement and willingness to serve, so that he or she can help further the Company's and the Bank's role and mission as a community-based financial institution.

Consideration and Procedures for Shareholder Recommendations for the Nomination of Directors

It is the policy of the Nominating and Corporate Governance Committee to consider director candidates recommended by shareholders who appear to be qualified to serve on the Company's Board of Directors. Consequently, our Board of Directors has adopted procedures for the submission of director nominees by shareholders. The Nominating and Corporate Governance Committee may choose not to consider an unsolicited recommendation if no vacancy exists on the Board of Directors and the Nominating and Corporate Governance Committee does not perceive a need to increase the size of the Board of Directors. In order to avoid the unnecessary use of the Nominating and Corporate Governance Committee's resources, the Nominating/Corporate Governance Committee will consider only those director candidates recommended in accordance with the procedures set forth below.

To submit a recommendation of a director candidate to the Nominating and Corporate Governance Committee, a shareholder should submit the following information in writing, addressed to the Corporate Secretary, BCB Bancorp, Inc., 595 Avenue C, Bayonne, NJ 07002. The Corporate Secretary must receive said submission at least 90 calendar days before the date the Company's proxy statement was released to shareholders in connection with the previous year's annual meeting, advanced by one year.

The submission must include the following information:

1. The name of the person recommended as a director candidate;
2. all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended;
3. the written consent of the person being recommended as a director candidate to being named in the proxy statement as a nominee and to serving as a director if elected;

4. a statement of the candidate's business and educational experience;
5. a statement detailing any relationship between the candidate and any of our customers, suppliers or competitors;
6. as to the shareholder making the recommendation, the name and address, as they appear on the Company's books, of such shareholder; provided, however, that if the shareholder is not a registered holder of the Company's common stock, the shareholder should submit his or her name and address along with a current written statement from the record holder of the shares that reflects ownership of the Company's common stock;
7. a statement disclosing whether such shareholder is acting with or on behalf of any other person and, if applicable, the identity of such person; and,
8. proof that the person making the recommendation is herself, himself or itself a shareholder.

The Corporate Secretary has not received any shareholder recommendations for nominations to the Board of Directors at the Company's upcoming annual meeting. Any person making a shareholder nomination at the annual meeting shall provide the information set forth above regarding themselves and the proposed nominee at the annual meeting.

Shareholder Communications with the Board

A shareholder who wishes to communicate with our Board of Directors or with any individual director can write to our Corporate Secretary, 595 Avenue C, Bayonne, New Jersey 07002. The letter should indicate that the author is a shareholder and if shares are not held of record, should include appropriate evidence of stock ownership. Depending on the subject matter, the Corporate Secretary will:

- forward the communication to the director or directors to whom it is addressed;
- attempt to handle the inquiry directly (for example, where the request is for information about the Company or is a stock-related matter); or,
- not forward the communication if it is primarily commercial in nature, relates to an improper or irrelevant topic, or is unduly hostile, threatening, illegal or otherwise inappropriate.

At each Board of Directors' meeting, management presents a summary of all communications received since the last meeting that were not forwarded and makes those communications available to the directors.

Code of Ethics

We have adopted a code of ethics that is applicable to our officers, directors and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, and/or persons performing similar functions. Our Code of Ethics has been filed as an exhibit to the Annual Report on Form 10-K.

The Audit Committee

The Audit Committee is a joint committee of the Company and the Bank. As of December 31, 2019, the Audit Committee consisted of Directors Lyga, Pellegrini, Pulomena and Robbins. Each member of the Audit Committee is considered "independent" as defined in the Nasdaq corporate governance listing standards and under SEC Rule 10A-3. The duties and responsibilities of the Audit Committee include, among other things:

- retaining, overseeing and evaluating a firm of independent certified public accountants to audit the annual financial statements;

- in consultation with the independent registered public accounting firm and the internal auditor, reviewing the integrity of our financial reporting processes, both internal and external;
- approving the scope of the audit(s) in advance;
- reviewing and approving, when appropriate, necessary and/or required, the financial statements and the audit report of the Company with management and the independent registered public accounting firm;
- considering whether the provision by the external auditors of services not related to the annual audit and quarterly reviews is consistent with maintaining the auditor's independence;
- reviewing earnings and financial releases and quarterly reports filed with the SEC;
- consulting with the internal audit staff and reviewing management's administration of the system of internal accounting controls;
- approving all engagements for audit and non-audit services by the independent registered public accounting firm; and,
- reviewing the adequacy of the audit committee Charter.

The Audit Committee met 10 times during 2019. The Board of Directors has adopted a written charter for the Audit Committee and this charter has been posted to our website at www.bcb.bank. The Committee reports to the Board of Directors on its activities and findings. The Board of Directors believes that Mr. Pulomena qualifies as an "audit committee financial expert," as that term is defined in the rules and regulations of the SEC.

Audit Committee Report

In accordance with SEC regulations, the Audit Committee has prepared the following report. As part of its ongoing activities, the Audit Committee has:

- Reviewed and discussed with management our audited consolidated financial statements for the fiscal year ended December 31, 2019;
- Discussed with the independent registered public accounting firm, with and without management, the results of its examination, its evaluation of the Company's internal controls, the overall quality of the Company's financial reporting and the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC; and,
- Received the written disclosures and the letter from the independent registered public accounting firm required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm their independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019, to be filed with the SEC. In addition, the Audit Committee approved the appointment of Wolf & Company, P.C., as our independent registered public accounting firm for the fiscal year ending December 31, 2020, subject to the ratification of that appointment by our shareholders.

This report shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate this information by reference, and shall not otherwise be deemed filed under such Acts.

The Audit Committee:
John Pulomena (Chairman)
August Pellegrini, Jr.
Joseph Lyga
Spencer B. Robbins

The Compensation Committee

During the year ended December 31, 2019, the Compensation Committee met four times to determine our compensation programs and adjustments. The Compensation Committee of the Company, as of December 31, 2019, consisted of Directors DiDomenico, Lyga and Robbins. Each member of the Compensation Committee is considered “independent” as defined in the Nasdaq corporate governance listing standards. Mr. Coughlin does not participate in the Board of Directors’ determination of his compensation as Chief Executive Officer or President. The Board of Directors has adopted a written charter for the Compensation Committee and this charter has been posted to our web-site at www.bcb.bank.

Roles and Responsibilities. The primary purpose of the Compensation Committee is to conduct reviews of our general executive compensation policies and strategies in order to oversee and evaluate our overall compensation structure and programs. Direct responsibilities include, but are not limited to:

- Evaluating and approving goals and objectives relevant to compensation of the chief executive officer and other executive management, and evaluating the performance of executive management in light of those goals and objectives;
- Administering and having discretionary authority over the issuance of equity awards to employees and directors under the Company’s 2018 Equity Incentive Plan;
- Reviewing, evaluating and recommending the compensation level for the chief executive officer;
- Reviewing, evaluating and recommending compensation levels of other key executive officers; and,
- Reviewing, evaluating and determining the compensation (including stock option and restricted stock awards, retainers, fees, etc.) to be paid to directors of the Company and of affiliates of the Company for their service on the Board(s).

The Compensation Committee reviews, evaluates and recommends to the full Board the compensation paid to the Chief Executive Officer and other members of executive management, which compensation may include both equity and non-equity compensation. The performance of the Chief Executive Officer and other members of executive management is reviewed annually by the Compensation Committee. Performance evaluations are generally measured on criteria applicable to executive management as a whole and to the specific responsibilities of each member of executive management. While strict numerical formulas are not used to evaluate the performance of our members of executive management, criteria considered include earnings, return on equity, return on assets, asset quality, capital management, risk management, franchise expansion, corporate governance, expertise, general management skills and each executive’s contribution to our successful operation. These criteria are evaluated not only on current-year performance, but also on the trend of performance over the past several years and within the context of unusual operating and performance issues. The Committee also takes into consideration factors outside the control of management, such as the state of the economy, the interest rate environment, regulatory mandates and competition.

Except for our President and Chief Executive Officer, our members of executive management generally are not engaged directly with the Compensation Committee in setting the amount or form of their compensation or director compensation. However, as part of the annual performance review for our members of executive management other than the Chief Executive Officer, the Compensation Committee considers the Chief Executive Officer’s perspective on each member of executive management’s individual performance. In addition, the Compensation Committee may

delegate to management certain of its duties and responsibilities, including the adoption, amendment, modification or termination of the Bank's tax-qualified retirement plans and health and welfare plans. The Compensation Committee also reviews, evaluates and determines the form and amount of compensation paid to our directors.

The Compensation Committee has sole authority and responsibility under its charter to approve the engagement of any compensation consultant it uses and the fees for those services. The Compensation Committee engaged Meridian Compensation Partners, LLC ("Meridian"), to assist in determining the amount or form of executive and director compensation paid during the year ended December 31, 2019. The Compensation Committee considered the independence of Meridian under the Securities and Exchange Commission rules and the Nasdaq corporate governance listing standards. The Compensation Committee considered the following factors: (1) other services provided to the Company by Meridian; (2) fees paid by the Company as a percentage of the Company's total revenue; (3) policies or procedures maintained by Meridian that are designed to prevent a conflict of interest; (4) any business or personal relationships between the senior advisors and any member of the Compensation Committee; (5) any Company common stock owned by the senior advisors; and (6) any business or personal relationships between the Company's or the Bank's executive officers and Meridian. The Compensation Committee discussed these considerations and concluded that Meridian was independent and had no conflicts of interest with respect to the engagement.

Executive Compensation

Summary Compensation Table. The following table sets forth the total compensation paid to Thomas Coughlin, as principal executive officer of the Company and the Bank, and the total compensation paid to Thomas Keating, as the principal financial officer of the Company and the Bank, and Michael Lesler, the Chief Operating Officer of the Company and the Bank, who are the other two most highly-compensated officers who received total compensation of at least \$100,000 from the Company or the Bank during the year ended December 31, 2019. The officers listed in the table below are each a “Named Executive Officer.”

EXECUTIVE COMPENSATION SUMMARY

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Restricted Stock awards \$(1)	Option awards \$(2)	Non-equity incentive plan compensation (\$)	All other compensation \$(3)	Total (\$)
Thomas M. Coughlin	2019	585,000	483,000	180,770	46,323	—	45,548	1,340,641
President, Chief Executive Officer and Director	2018	455,400	—	50,670	37,490	—	24,049	567,609
Thomas P. Keating	2019	258,000	118,000	—	—	—	12,148	388,148
Chief Financial Officer	2018	237,600	88,000	—	—	—	13,044	338,644
Michael Lesler	2019	331,000	137,000	—	—	—	24,148	492,148
Chief Operating Officer	2018	209,961	—	124,997	—	—	—	334,958

- (1) Represents the grant date fair value of restricted stock received under the BCB Bancorp, Inc. 2018 Equity Incentive Plan. The grant date fair value has been computed in accordance with the stock-based compensation accounting rules (FASB ASC Topic 718). The grant date fair assumptions used in calculating the award values may be found in our consolidated financial statements set forth in our Annual Report on Form 10-K for the year ended December 31, 2019.
- (2) Represents the grant date fair value of the stock option awards received under the BCB Bancorp, Inc. 2018 Equity Incentive Plan. The grant date fair value has been computed in accordance with the stock-based compensation accounting rules (FASB ASC Topic 718). The grant date fair assumptions used in calculating the award values may be found in our consolidated financial statements set forth in our Annual Report on Form 10-K for the year ended December 31, 2019.
- (3) The amounts in this column reflect what we paid for, or reimbursed, the applicable Named Executive Officer for the various benefits and perquisites received. A breakdown of the various elements of compensation in this column for 2019 is set forth in the table provided below.

Name	Year	Employer Contributions to 401(k) Plan (\$)	Life Insurance (\$)	Board Retainer (\$)	Car Allowance (\$)	Total All Other Compensation (\$)
Thomas M. Coughlin	2019	11,200	948	10,000	23,400	45,548
Thomas P. Keating	2019	11,200	948	—	—	12,148
Michael Lesler	2019	11,200	948	—	12,000	24,148

Benefit Plans

Employment Agreements. On February 24, 2020, the Bank entered into an employment agreement with Mr. Coughlin, effective as of January 1, 2020. The employment agreement has a term of three years. The agreement will automatically renew for an additional three years unless the Bank provides written notice of termination of the agreement no less than ninety days prior to the expiration of the term or until such time as either party terminates the agreement.

Mr. Coughlin's employment agreement provides him an annual base salary of \$585,000. Mr. Coughlin will also be entitled to a discretionary performance bonus of up to 50% of his base salary and other incentive compensation and bonus plans or arrangements of the Bank. In addition, he is entitled to participate in the employee benefit plans offered by the Bank and will be reimbursed for business expenses incurred. The Bank will also provide him with life, medical, dental and disability coverage.

In the event of Mr. Coughlin's involuntary termination of employment for reasons other than cause, disability or death, he will be entitled to: (i) a lump-sum cash payment equal to his base salary through the remaining term of the agreement; and (ii) continued life insurance coverage and non-taxable medical and dental insurance coverage that will cease upon the earlier of (A) the end of the term of his employment agreement; (B) the date on which such coverage is made available to Mr. Coughlin through subsequent employment; or (C) the date Mr. Coughlin becomes eligible for Medicare coverage.

In addition, the employment agreement provides that, upon the occurrence of a change in control of the Company or the Bank, Mr. Coughlin will receive a lump sum payment equal to 2.9 times (2.9x) his annual base salary at the time of a change in control. This payment will be paid within thirty days following the date of the change in control in lieu of the cash severance payments described above. However, the change in control payments would be reduced by the minimum amount necessary to avoid penalties under Section 280G of the Internal Revenue Code.

On February 24, 2020, the Bank entered into an employment agreement with Mr. Lesler, effective as of January 1, 2020. The employment agreement has a term of two years. The agreement will automatically renew for an additional two years unless the Bank provides written notice of termination of the agreement no less than ninety days prior to the expiration of the term or until such time as either party terminates the agreement.

Mr. Lesler's employment agreement provides him an annual base salary of \$331,000. Mr. Lesler will also be entitled to a discretionary performance bonus of up to 50% of his base salary and other incentive compensation and bonus plans or arrangements of the Bank. In addition, he is entitled to participate in the employee benefit plans offered by the Bank and will be reimbursed for business expenses incurred. The Bank will also provide him with life, medical, dental and disability coverage.

In the event of Mr. Lesler's involuntary termination of employment for reasons other than cause, disability or death, he will be entitled to: (i) a lump-sum cash payment equal to his base salary through the remaining term of the agreement; and (ii) continued life insurance coverage and non-taxable medical and dental insurance coverage that will cease upon the earlier of (A) the end of the term of his employment agreement; (B) the date on which such

coverage is made available to Mr. Lesler through subsequent employment; or (C) the date Mr. Lesler becomes eligible for Medicare coverage.

In addition, the employment agreement provides that, upon the occurrence of a change in control of the Company or the Bank, Mr. Lesler will receive a lump sum payment equal to 2.0 times (2.0x) his annual base salary at the time of a change in control. This payment will be paid within thirty days following the date of the change in control in lieu of the cash severance payments described above. However, the change in control payments would be reduced by the minimum amount necessary to avoid penalties under Section 280G of the Internal Revenue Code.

Outstanding Equity Awards at Year End. The following table sets forth information with respect to outstanding equity awards as of December 31, 2019, for our Named Executive Officers.

Name	Option awards				Stock Awards				
	Number of securities underlying unexercised options (#)	Number of securities underlying unexercised options (#)(1)	Equity incentive plan awards: number of securities underlying unexercised unearned options (#)	Option exercise price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(3)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value or Unearned Shares, Units or Rights That Have Not Vested (\$)
Thomas M. Coughlin	4,000	1,000	—	8.93	9/29/2021				
	6,000	4,000	—	9.03	1/17/2023				
	5,000	5,000	—	13.32	3/7/2024				
	4,000	6,000	—	10.81	12/2/2025				
	50,000	—	—	10.92	9/16/2026				
	10,000	15,000	—	12.40	9/13/2027				
	12,500	12,500	—	11.26	12/14/2028	2,250	31,028	—	—
	—	30,125	—	12.46	6/14/2029	14,508	200,065	—	—
Thomas P. Keating	2,000	—	—	12.19	10/20/2024				
	4,000	1,000	—	10.55	12/29/2025				
	5,000	7,500	—	12.40	9/13/2027				
Michael Lesler	—	—	—	—	—	5,551	76,548	—	—

- (1) The stock options granted to Mr. Coughlin expiring on 9/29/2021, 1/17/2023, 3/7/2024 and 12/2/2025 vest at a rate of 10% per year, commencing on the one-year anniversary date following the date of grant. The stock options granted to Mr. Coughlin expiring on 9/16/2026 vest at a rate of 33.33% per year, commencing on the one-year anniversary date following the date of that grant. The stock options granted to Mr. Coughlin expiring on 9/13/2027 vest at a rate of 20% per year, commencing on the one-year anniversary date following the date of that grant. The stock options granted to Mr. Coughlin expiring on 12/14/2028 vest at a rate of 50% per year, commencing on the one-year anniversary date following the date of that grant. The stock options granted to Mr. Coughlin expiring on 6/14/29 vest at a rate of 50% per year, commencing on the one-year anniversary date following the date of that grant. All stock options granted to Mr. Keating vest at a rate of 20% per year, commencing on the one-year anniversary date following the date of grant. All stock options awarded have a ten-year term to be exercised from the date of grant.
- (2) Amounts shown represent time-based restricted stock awards granted on December 14, 2018 and June 14, 2019 and vest at a rate of 50% per year, commencing on the one-year anniversary date following the date of grant.
- (3) Amounts shown are based on the fair market value of the Company common stock on December 31, 2019 (the last trading day of 2019) of \$13.79.

Options Exercised. No stock options were exercised by any of the Named Executive Officers during the fiscal year ended December 31, 2019.

Stock Benefit Plans

BCB Bancorp, Inc. Stock Option Plan. Outside directors and employees of the Company, the Bank or their affiliates were eligible to participate and receive awards under the BCB Bancorp, Inc., 2011 Stock Option Plan (“2011 Stock Option Plan”). The Company reserved 900,000 shares of common stock to be issued pursuant to grants of stock options under the 2011 Stock Option Plan. No further grants will be made under the 2011 Stock Option Plan; however, there are 804,600 shares of common stock outstanding under the 2011 Stock Option Plan.

Unless otherwise specified in an award agreement, the vesting of stock options will accelerate upon death, disability or a change in control of the Company or the Bank.

BCB Bancorp, Inc. 2018 Equity Incentive Plan. Directors and employees of the Company, the Bank or their affiliates are eligible to participate and receive awards under the BCB Bancorp, Inc., 2018 Equity Incentive Plan

("2018 Equity Incentive Plan"). The Company reserved 1,000,000 shares of common stock to be issued pursuant to grants of stock options, restricted stock and restricted stock units under the 2018 Equity Incentive Plan.

A stock option gives the recipient the right to purchase shares of common stock of the Company at a specified price during a specified period of time. Awards may be granted as either incentive or non-qualified stock options. Incentive stock options have certain tax advantages and must comply with the requirements of Section 422 of the Internal Revenue Code. Only officers and employees are eligible to receive incentive stock options. Outside directors and service providers may only receive non-qualified stock options. Shares of common stock purchased upon the exercise of a stock option must be paid for in full at the time of exercise (i) by tendering, either actually or constructively by attestation, shares of stock valued at fair market value as of the date of exercise; (ii) by irrevocably authorizing a third party, acceptable to the Compensation Committee, to sell shares of stock (or a sufficient portion of the shares) acquired upon exercise of the stock option and to remit to the Company a sufficient portion of the sale proceeds to pay the entire exercise price and any tax withholding resulting from such exercise; (iii) by a net settlement of the stock option, using a portion of the shares obtained on exercise in payment of the exercise price of the stock option (and if applicable, any required tax withholding); (iv) by personal, certified or cashier's check; (v) by other property deemed acceptable by the Compensation Committee; or (vi) by any combination thereof.

A restricted stock award gives the recipient a grant of shares of our common stock for no consideration or such minimum consideration as may be required by applicable law. Restricted stock awards may be granted only in whole shares of common stock. Shares of common stock issued as restricted stock shall count against the reserved 1,000,000 shares of common stock as two (2) shares of stock for every one (1) share of stock issued under the 2018 Equity Incentive Plan. Prior to vesting, recipients of a restricted stock award are entitled to vote the shares of restricted stock during the restricted period. No dividends on unvested restricted stock awards, whether subject to a time-based vesting schedule or performance-based vesting conditions, will be paid to the recipient that has been granted the restricted stock award unless and until the recipient vests in the restricted stock award.

A restricted stock unit gives the recipient a grant of units that may be denominated in shares of common stock and are similar to restricted stock awards except that no shares of common stock are actually issued to the award recipient at the time of grant of a restricted stock unit. Awards may be settled in shares of our common stock, or in the sole discretion of the Compensation Committee determined at the time of final settlement in cash or a combination of cash and our common stock, subject to vesting conditions and other restrictions set forth in the 2018 Equity Incentive Plan or the award agreement. Shares of common stock issued as restricted stock units shall count against the reserved 1,000,000 shares of common stock as two (2) shares of stock for every one (1) share of stock issued under the 2018 Equity Incentive Plan. Recipients of units have no voting rights with respect to any restricted stock units granted. Dividend rights may be paid on restricted stock units, in the sole discretion of the Committee, exercised at the time of grant, as specified in the Award Agreement.

Unless otherwise specified in an award agreement, the vesting of stock options, restricted stock awards and restricted stock units will accelerate upon involuntary termination of employment or service simultaneous with or following a change in a change in control of the Company or the Bank.

Tax-Qualified Benefit Plans

401(k) Plan. The Bank maintains the BCB Community Bank 401(k) Plan, a tax-qualified defined contribution retirement plan, for all employees who satisfied the 401(k) plan's eligibility requirements. Employees are eligible to participate in the plan upon completion of one year of service with the Bank. The 401(k) plan allows a participant to contribute, on a pre-tax basis, up to 25% of his or her annual salary, provided that the contribution does not exceed the maximum salary deferral contribution limit set forth by the Internal Revenue Service, which was \$19,000 for 2019 for Employees under 50 years of age, and \$25,000 for 2019 for Employees over 50 years of age. In addition, the Bank may make: (i) discretionary qualified non-elective contributions; and/or (ii) discretionary matching contributions to the 401(k) plan, both of which will be allocated to a participant's individual account based on the ratio his or her compensation bears to the total compensation of all participants. A participant is always 100% vested in his or her elective deferrals and the qualified non-elective contributions which were allocated to his or her account. The Bank may make profit-sharing contributions at its discretion which will be allocated annually in accordance with the terms of the 401(k) plan. Any discretionary matching contributions and/or profit-sharing contributions made by the Bank which are allocated to a participant's account will become vested at the rate of 20% per year, starting upon

completion of two years of credited service, and will be fully vested upon completion of six years of credited service. However, a participant will immediately become 100% vested in any profit-sharing contributions upon his or her death, disability, or attainment of age 65 while employed with the Bank. Generally, a participant (or participant's beneficiary) may receive a distribution from his or her vested account on or after the normal retirement date (age 65) or upon termination of employment.

Each participant has an individual account under the 401(k) plan and may direct the investment of his or her account among a variety of investment options available, including the purchase of Company common stock through the BCB Bancorp Stock Fund.

Director Compensation

Directors' Summary Compensation Table. Set forth below is summary compensation for each of our Non-employee Directors for the year ended December 31, 2019. Compensation paid to Directors who are also Named Executive Officers is reflected in the "Executive Compensation Summary" above.

Director Compensation(5)						
Name	Fees earned or paid in cash (\$)(1)	Non-qualified deferred compensation earnings (\$)	Stock Awards (\$)(2)	Option Awards (\$)(3)	All other compensation (\$)(4)	Total (\$)
Mark D. Hogan	54,100	—	37,505	9,610	14,205	115,420
Robert Ballance	56,000	—	37,505	9,610	—	103,115
Judith Q. Bielan	52,500	—	37,505	9,610	—	99,615
Joseph Brogan	49,800	—	37,505	9,610	—	96,915
James Collins	54,800	—	37,505	9,610	—	101,915
Vincent DiDomenico	55,200	—	37,505	9,610	—	102,315
Joseph Lyga	55,500	—	37,505	9,610	—	102,615
August Pellegrini	53,300	—	37,505	9,610	—	100,415
John Pulomena	40,500	—	37,505	9,610	—	87,615
James Rizzo	53,900	—	37,505	9,610	—	101,015
Spencer Robbins	53,700	—	37,505	9,610	—	100,815

- (1) Included in these totals are certain fees earned during the fourth quarter of 2019, but paid in 2020.
- (2) Represents the grant date fair value of the restricted stock awards received under the BCB Bancorp, Inc. 2018 Equity Incentive Plan. The grant date fair value has been computed in accordance with the stock-based compensation accounting rules (FASB ASC Topic 718). The grant date fair value assumptions used in calculating the award values may be found in our consolidated financial statements set forth in our Annual Report on Form 10-K for the year ended December 31, 2019.
- (3) Represents the grant date fair value of the stock option awards received by the directors under the BCB Bancorp, Inc. 2018 Equity Incentive Plan. The grant date fair value has been computed in accordance with the stock-based compensation accounting rules (FASB ASC Topic 718). A discussion of the assumptions used in calculating the award values may be found in our consolidated financial statements set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019. Awards were granted under the BCB Bancorp, Inc. 2018 Equity Incentive Plan.
- (4) For Mr. Hogan, amount represents perquisites received in the form of a country club membership.
- (5) As of December 31, 2019, each director has the following outstanding stock option and restricted stock awards:

Name	Option Awards	Restricted Stock Awards
Mark D. Hogan	100,750	5,260
Robert Ballance	101,250	5,260
Judith Q. Bielan	101,250	5,260
Joseph Brogan	99,250	5,260
James Collins	100,750	5,260
Vincent DiDomenico	56,250	5,260
Joseph Lyga	100,750	5,260
August Pellegrini	76,250	5,260
John Pulomena	31,250	5,260
James Rizzo	86,250	5,260
Spencer Robbins	96,250	5,260

Director Fees

Non-employee Directors of the Company received an annual retainer of \$10,000 for their services for the fiscal year ended December 31, 2019. Thomas Coughlin, who is a Director of the Company and also an executive officer of the Company, received an annual retainer of \$10,000 for his services as a Director of the Company for the fiscal year ended December 31, 2019. The Directors of the Company did not receive any other remuneration for their services as directors of the Company for the fiscal year ended December 31, 2019.

Non-employee Directors of the Bank received an annual retainer of \$25,000 for their services for the fiscal year ended December 31, 2019. Thomas Coughlin, who is a Director of the Bank and also an executive officer of the Bank, did not receive an annual retainer for his services as a Director of the Bank for the fiscal year ended December 31, 2019.

During the fiscal year ended December 31, 2019, non-employee Directors of the Bank received fees and retainers ranging from \$40,500 to \$56,000. The fee amounts are determined by membership on Board committees and attendance at Board and Committee meetings. Non-employee directors of the Bank receive \$1,000 for each Board meeting, \$500 for each Special Board meeting and the following as designated members of the below Committees: (1) Audit, Compensation and Loan Committee - \$300/meeting; (2) Joint ALCO/ERM/Budget Committee - \$500/meeting; and, (3) \$300/meeting for all other Committee Meetings attended as a designated member of the Committee. Thomas Coughlin, who is a Director of the Bank and also an executive officer, did not receive any fees or a retainer for his services as a Director of the Bank for the fiscal year ended December 31, 2019.

Director Plans

Stock Benefit Plans. Directors are eligible to participate in the 2011 Stock Option Plan and the 2018 Equity Incentive Plan. Please see the descriptions of the plan set forth above under “Executive Compensation – Stock Benefit Plans” for further details.

Deferred Compensation Plan for Directors. The Board of Directors of the Bank adopted the 2005 Director Deferred Compensation Plan (the “2005 Deferred Plan”), which became effective on October 1, 2005. The 2005 Deferred Plan is designed to comply with the requirements of Section 409A of the Internal Revenue Code. All members of the Board of Directors of the Bank are eligible to participate in the 2005 Deferred Plan. Pursuant to the 2005 Deferred Plan, a participant may elect to defer, on a pre-tax basis, receipt of all or any portion of the fees and retainers received for his or her service on the Board of Directors and on committees of the Board of Directors, but only to the extent such amounts are attributable to services not yet performed. The Bank credits the deferred amounts to a bookkeeping account. Interest is paid on such deferred amounts at a rate equal to the rate payable on the Bank’s highest paying time deposit, as determined as of the first day of each month, or as adjusted from time to time. The Bank may establish a “rabbi trust” to which the Bank may deposit such deferrals and interest, but such deposits shall remain subject to the claims of the Bank’s creditors.

A participant may make a deferral election during the first 30 days of becoming eligible to participate in the 2005 Deferred Plan with respect to amounts earned that year, specifying the amount deferred and the time and form of payment. Deferral amounts continue in effect until the participant files a notice of adjustment with the Bank. In addition, if the amount of director fees and/or retainers is increased, the participant may increase the amount of his or her deferral by filing a notice of adjustment with the Bank. Such adjustments take effect as of January 1 following the date the notice is given to the Bank. Such deferral election is irrevocable with respect to the calendar year for which it is filed, provided, however, that a participant may delay distributions or modify a previous deferral election if: (i) the new deferral election is not effective for 12 months, (ii) the original distribution date is at least 12 months from the date of the change in the election, and (iii) the new distribution date must be at least five years after the original distribution date.

Deferred fees will be paid out on the participant’s benefit age as designated in his or her deferral election form or upon the participant’s death, disability or separation from service as a director of the Bank, if such date is earlier than his or her designated benefit age. Distributions may also be made earlier than the director’s designated benefit age if the distribution is necessary to satisfy a financial hardship, as defined under Section 409A of the Internal

Revenue Code. At the election of the participant, the distribution may be paid out in a lump sum or in equal annual installments over a period not to exceed ten years.

Related Party Transactions

The Bank leases its 860 Broadway, Bayonne, New Jersey, branch office from a limited liability company owned by directors Hogan, Ballance, Bielan, Collins, Coughlin, Lyga and Pellegrini, the estate of former director Tagliareni, and former director Pasiechnik. The remaining 10% membership interest is owned by a limited liability company of which Director Brogan is a member. The percentage of ownership in the limited liability company is divided equally among the 10 individuals and/or entities. Based upon a market rental value appraisal obtained prior to entering into the lease agreement, we believe that the terms and conditions of the lease are comparable to terms that would have been available from a third party that was unaffiliated with the Bank. During 2019, total lease payments of \$165,000.00 were made to that limited liability company. Payments under the lease were \$13,750 per month in 2019. During 2018, total lease payments of \$165,000.00 were made to that limited liability company. Payments under the lease were \$13,750.00 per month. Payments under the lease currently total \$13,750.00 per month.

The Bank leased a branch office in Woodbridge, New Jersey, from a limited liability company, a portion of which is owned by director Robbins and former director Stetz. During 2019, total lease payments of \$45,104.14 were made to that limited liability company. Payments under the lease from January 2019 through April 30, 2019 (the date of termination of the lease) were \$14,970.42 per month. During 2018, total lease payments of \$180,866.59 were made to that limited liability company.

The Bank leases its 876 Kinderkamack Road, River Edge, New Jersey, branch office from a limited liability company owned by directors Judith Bielan, Joseph Brogan, Thomas Coughlin, Mark Hogan, August Pellegrini, James Rizzo and Spencer Robbins. The percentage of ownership in the limited liability company is divided equally among those seven (7) individuals. Based upon a market rental value appraisal obtained prior to entering into the lease agreement, we believe that the terms and conditions of the lease are comparable to terms that would have been available from a third party that was unaffiliated with the Bank. During 2019, total lease payments of \$102,285.71 were made to that limited liability company. Payments under the lease were \$8,000.00 per month in 2019. Since the lease commenced on or about January 1, 2019, there were no lease payments made to that limited liability company in 2018.

The Bank leases its 190 Park Avenue, Rutherford, New Jersey, branch office from a limited liability company in which Mr. Rizzo owns a 50% membership interest and Mr. Hogan owns a 50% membership interest. Based upon a market rental value appraisal obtained prior to entering into the lease agreement, we believe that the terms and conditions of the lease are comparable to terms that would have been available from a third party unaffiliated with the Bank. During 2019, total lease payments of \$93,683.25 were made to that limited liability company. Payments under the lease from January 2019 through April 2019 were \$6,742.25 per month, and payments under the lease from May 2019 through December 2019, were \$6,944.51 per month. During 2018, total lease payments of \$91,121.89 were made to that limited liability company.

The Bank leases its 734 Ridge Road, Lyndhurst, New Jersey, branch office from a limited liability company in which directors Ballance, Bielan, Coughlin, Hogan, Lyga, Pellegrini, Rizzo and Robbins each own a 10% membership interest. Former director Gary Stetz owns a 10% membership interest. The remaining 10% membership interest is owned by a limited liability company of which Director Brogan is a member. Based upon a market rental value appraisal obtained prior to entering into the lease agreement, we believe that the terms and conditions of the lease are comparable to terms that would have been available from a third party unaffiliated with the Bank. During 2019, total lease payments of \$88,200 were made to that limited liability company. Payments under the lease were \$7,350.00 per month in 2019. During 2018, total lease payments of \$88,200.00 were made to that limited liability company.

Other than as described in the preceding paragraph, no directors, executive officers or immediate family members of such individuals have engaged in transactions with us involving more than \$120,000 (other than through a loan) during the preceding year. In addition, no directors, executive officers or immediate family members of such individuals were involved in loans from us which were not made in the ordinary course of business and on substantially the same terms and conditions, including interest rate and collateral, as those of comparable transactions prevailing at

the time with other unaffiliated persons, and do not include more than the normal risk of collectability or present other unfavorable features.

We require that any transaction in which a director, officer or a member of their immediate family has an interest, and in which the Bank is involved, must be reviewed and approved and/or ratified by the Board of Directors. Any such transaction must be made on terms no less favorable to us than it would be if we entered into a similar relationship with an unaffiliated third party. Any lending relationship between a director, officer or a member of their immediate family and the Bank must be reviewed and approved and/or ratified by the Board of Directors. All such loans are made on substantially the same terms as loans to third parties, consistent with banking regulations governing the origination of loans to directors, officers and employees of the Bank. The Board of Directors is responsible for overseeing the application of these policies and procedures, which are part of our written policies.

Section 402 of the Sarbanes-Oxley Act of 2002 generally prohibits an issuer from: (1) extending or maintaining credit; (2) arranging for the extension of credit; or (3) renewing an extension of credit in the form of a personal loan for an officer or director. There are several exceptions to this general prohibition, one of which is applicable to us. Sarbanes-Oxley does not apply to loans made by a depository institution that is insured by the Federal Deposit Insurance Corporation and is subject to the insider lending restrictions of the Federal Reserve Act. All loans to our directors and officers are made in conformity with regulations promulgated under the Federal Reserve Act.

**PROPOSAL II - RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM**

Our independent registered public accounting firm for the year ended December 31, 2019, was Wolf & Company, P.C. (“Wolf & Company”).

The Audit Committee of the Board of Directors has approved the engagement of Wolf & Company to be our independent registered public accounting firm for the fiscal year ending December 31, 2020, subject to the ratification of the engagement by our shareholders at this annual meeting. Representatives of Wolf & Company are expected to attend the annual meeting, will have an opportunity to make a statement if they so desire, and will be available to respond to appropriate questions.

Shareholder ratification of the selection of the independent registered public accounting firm is not required by our Bylaws or otherwise. However, the Board of Directors is submitting the selection of the independent registered public accounting firm to the shareholders for ratification as a matter of good corporate practice. If the shareholders fail to ratify the independent registered public accounting firm selected by the Audit Committee, the Audit Committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent accounting firm at any time during the year if it determines that such change is in our best interests and the best interests of our shareholders.

Fees Paid to Wolf & Company

Set forth below is certain information concerning aggregate fees billed for professional services rendered by Wolf & Company during 2019 and 2018:

Audit Fees. The aggregate fees billed to us by Wolf & Company for professional services rendered for the audit of our annual financial statements, review of the financial statements included in our Quarterly Reports on Form 10-Q and services that are normally provided in connection with statutory and regulatory filings and engagements was \$298,000 for the fiscal year ended December 31, 2019 and \$195,000 for the fiscal year ended December 31, 2018.

Audit Related Fees. The aggregate fees billed to us by Wolf & Company for assurance and related services that are reasonably related to the performance of the audit and review of the financial statements and that are not already reported in “Audit Fees,” above was \$16,500 for the fiscal year ended December 31, 2019 and \$14,500 for the fiscal year ended December 31, 2018.

Tax Fees. There were no fees billed to us by Wolf & Company for professional services rendered for tax compliance, tax advice and tax planning for the fiscal year ended December 31, 2019 and for the fiscal year ended December 31, 2018.

All Other Fees. There were no other fees billed to us by Wolf & Company which are not described above for the fiscal year ended December 31, 2019 and for the fiscal year ended December 31, 2018.

The Audit Committee has considered whether the provision of non-audit services, which relate primarily to costs incurred with tax compliance services rendered, is compatible with maintaining Wolf & Company’s independence. The Audit Committee concluded that performing such services does not affect Wolf & Company’s independence in performing its function as auditor for us.

Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services of the Independent Registered Public Accounting Firm

The Audit Committee’s policy is to pre-approve all audit and non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year, and any pre-approval is detailed as to particular service or category of services and is generally subject to a specific budget. The Audit Committee has delegated pre-approval authority to its Chairman when expedition of services is necessary. The independent registered public accounting firm and management are required to periodically report to the full Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. All of the fees paid in the audit-related, tax and all other categories were approved per the pre-approval policies.

Required Vote and Recommendation of the Board of Directors

In order to ratify the selection of Wolf & Company, P.C., as independent registered public accounting firm for the fiscal year ending December 31, 2020, the proposal must receive the affirmative vote of at least a majority of the votes cast at the annual meeting, either in person or by proxy.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF WOLF & COMPANY, P.C., AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

PROPOSAL III – ADVISORY VOTE ON EXECUTIVE COMPENSATION

The compensation of the Named Executive Officers of the Company is described under the “Executive Compensation” section above. Shareholders are urged to read the “The Compensation Committee-Roles and Responsibilities” section of this Proxy Statement, which discusses our compensation policies and procedures with respect to our Named Executive Officers.

In accordance with Section 14A of the Exchange Act, shareholders will be asked at the Annual Meeting to provide their support with respect to the compensation of our Named Executive Officers by voting on the following advisory, non-binding resolution:

RESOLVED, that the shareholders of BCB Bancorp, Inc. (the “Company”), approve, on an advisory basis, the compensation of the Company’s Named Executive Officers described in the “Executive Compensation” section of the Proxy Statement, including the compensation tables and other narrative executive compensation disclosures set forth in that section.

This advisory vote, commonly referred to as a “say-on-pay” advisory vote, is non-binding on the Board of Directors. Although non-binding, the Board of Directors and the Compensation Committee value constructive dialogue on executive compensation and other important governance topics with our shareholders and encourages all shareholders to vote their shares on this matter. The Board of Directors and the Compensation Committee will review

the voting results and take them into consideration when making future decisions regarding our executive compensation programs.

Unless otherwise instructed, validly executed proxies will be voted “FOR” this resolution.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE RESOLUTION SET FORTH IN THIS PROPOSAL III.

SHAREHOLDER PROPOSALS

In order to be eligible for inclusion in our proxy materials for next year’s Annual Meeting of Shareholders, any shareholder proposal to take action at such meeting must be received by the Corporate Secretary, BCB Bancorp, Inc., 595 Avenue C, Bayonne, NJ 07002, no later than December 27, 2020.

OTHER MATTERS

Our Board of Directors is not aware of any business, other than the matters described in this Proxy Statement, to come before the annual meeting. However, if any other matter should properly come before the annual meeting, the Proxy Committee of the Board of Directors will have authority to vote its proxies in its discretion with respect to any matter as to which the Board of Directors is not notified at least five business days before the date of this Proxy Statement.

MISCELLANEOUS/FINANCIAL STATEMENTS

We will bear the cost of solicitation of proxies. We will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of our common stock. Our directors, officers and regular employees may solicit proxies personally, by telephone or by any other lawful means without receiving additional compensation.

AN ANNUAL REPORT ON FORM 10-K CONTAINING THE COMPANY’S FINANCIAL STATEMENTS AT AND FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019, IS BEING FURNISHED TO SHAREHOLDERS. THE FORM 10-K CONSTITUTES THE COMPANY’S ANNUAL DISCLOSURE STATEMENT. COPIES OF ALL OF THE COMPANY’S FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION ARE AVAILABLE AT THE COMMISSION’S WEB SITE (www.sec.gov), ON THE COMPANY’S WEBSITE, www.bcb.bank , AND ARE AVAILABLE WITHOUT CHARGE BY WRITING TO BCB BANCORP, INC. AT 595 AVENUE C, BAYONNE, NEW JERSEY 07002, ATTENTION: CORPORATE SECRETARY.

BY ORDER OF THE BOARD OF DIRECTORS

Mark D. Hogan
Chairman of the Board

Bayonne, New Jersey
March 27, 2020



Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals – The Board of Directors recommends a vote “FOR” Proposals 1, 2, and 3.

1. The election as Directors of all nominees listed below each to serve for a three-year term:



	For	Withhold		For	Withhold		For	Withhold
01 - Robert Ballance	<input type="checkbox"/>	<input type="checkbox"/>	02 - Joseph J. Brogan	<input type="checkbox"/>	<input type="checkbox"/>	03 - Dr. August Pellegrini, Jr.	<input type="checkbox"/>	<input type="checkbox"/>
04 - James G. Rizzo	<input type="checkbox"/>	<input type="checkbox"/>						

2. The ratification of the appointment of Wolf & Co., P.C., as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. An advisory, non-binding resolution with respect to the executive compensation described in the Company's Proxy Statement.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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B Authorized Signatures – This section must be completed for your vote to be counted. – Date and Sign Below

Please sign exactly as your name appears on this proxy card. When signing as attorney, executor, administrator, trustee or guardian, please give your full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.



1 U P X





IMPORTANT ANNUAL MEETING INFORMATION
IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
SHAREHOLDER MEETING TO BE HELD ON APRIL 30, 2020.
THE PROXY STATEMENT AND THE ANNUAL REPORT ARE AVAILABLE AT:
<http://www.edocumentview.com/BCBP>

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

REVOCABLE PROXY – BCB BANCORP, INC.



**ANNUAL MEETING OF SHAREHOLDERS
APRIL 30, 2020**

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS.

The undersigned hereby appoints John J. Brogan, Esq., Vice President and General Counsel, with full powers of substitution to act as attorneys and proxies for the undersigned to vote all shares of common stock of BCB Bancorp, Inc. (the "Company") which the undersigned is entitled to vote at the Annual Meeting of Shareholders to be held at The Chandelier Restaurant, 1081 Broadway, Bayonne, New Jersey 07002 on April 30, 2020, at 10:00 a.m. eastern time. John J. Brogan, Esq., Vice President and General Counsel, is authorized to cast all votes to which the undersigned is entitled as follows:

THIS PROXY WILL BE VOTED AS DIRECTED, BUT IF NO INSTRUCTIONS ARE SPECIFIED, THIS PROXY WILL BE VOTED FOR EACH OF THE PROPOSITIONS STATED ABOVE. IF ANY OTHER BUSINESS IS PRESENTED AT SUCH MEETING, THIS PROXY WILL BE VOTED BY THE ABOVE-NAMED PROXY AT THE DIRECTION OF A MAJORITY OF THE BOARD OF DIRECTORS. AT THE PRESENT TIME, THE BOARD OF DIRECTORS KNOWS OF NO OTHER BUSINESS TO BE PRESENTED AT THE MEETING.

The annual meeting may be postponed or adjourned for the purpose of soliciting additional proxies.

Should the undersigned be present and elect to vote at the annual meeting or at any adjournment thereof and after notification to our Corporate Secretary at the annual meeting of the shareholder's decision to terminate this proxy, then the power of said attorneys and proxies shall be deemed terminated and of no further force and effect. This proxy may also be revoked by sending written notice to our Corporate Secretary at the address set forth on the Notice of Annual Meeting of Shareholders, or by the filing of a later proxy prior to a vote being taken on a particular proposal at the annual meeting.

The undersigned acknowledges receipt from the Company prior to the execution of this proxy of a notice of the annual meeting and a Proxy Statement dated March 27, 2020 and the Annual Report on Form 10-K with audited financial statements.

PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

Meeting Attendance

Mark box to the right if you plan to attend the Annual Meeting.







Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals – The Board of Directors recommends a vote “FOR” Proposals 1, 2, and 3.

1. The election as Directors of all nominees listed below each to serve for a three-year term:

	For	Withhold		For	Withhold		For	Withhold
01 - Robert Ballance	<input type="checkbox"/>	<input type="checkbox"/>	02 - Joseph J. Brogan	<input type="checkbox"/>	<input type="checkbox"/>	03 - Dr. August Pellegrini, Jr.	<input type="checkbox"/>	<input type="checkbox"/>
04 - James G. Rizzo	<input type="checkbox"/>	<input type="checkbox"/>						



2. The ratification of the appointment of Wolf & Co., P.C., as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. An advisory, non-binding resolution with respect to the executive compensation described in the Company's Proxy Statement.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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B Authorized Signatures – This section must be completed for your vote to be counted. – Date and Sign Below

Please sign exactly as your name appears on this proxy card. When signing as attorney, executor, administrator, trustee or guardian, please give your full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.



1 U P X





IMPORTANT ANNUAL MEETING INFORMATION
IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
SHAREHOLDER MEETING TO BE HELD ON APRIL 30, 2020.
THE PROXY STATEMENT AND THE ANNUAL REPORT ARE AVAILABLE AT:
<http://www.edocumentview.com/BCBP>

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401(k) PLAN VOTE AUTHORIZATION FORM – BCB BANCORP, INC.



**SOLICITED ON BEHALF OF THE TRUSTEE OF THE
BCB COMMUNITY BANK 401(K) PLAN ("401(K) PLAN")
ANNUAL MEETING OF SHAREHOLDERS – APRIL 30, 2020**

I understand that I have the right to direct the Trustee to vote my proportionate interest in the common stock of BCB Bancorp, Inc. in my 401(k) Plan account. I have been advised that my voting instructions are solicited for the Annual Meeting of Stockholders of BCB Bancorp, Inc. (the "Company") to be held at The Chandelier Restaurant, 1081 Broadway, Bayonne, New Jersey 07002, on Thursday, April 30, 2020, at 10:00 a.m., eastern time, or an adjournment or postponement thereof (the "Annual Meeting").

If any other business is brought before the Annual Meeting, this form will be voted by the Trustee in a manner intended to represent the best interest of participants and beneficiaries of the 401(k) Plan. At the present time, the Company knows of no other business to be brought before the Annual Meeting.

The Trustee of the BCB Community Bank 401(k) Plan is hereby directed to vote my proportionate interest in the BCB Community Bank 401(k) Plan as indicated above. If I do not return this form in a timely manner, shares representing my interest in said plan will be voted in proportion to the manner in which other participants have voted their interests, subject to the determination that such a vote is for the exclusive benefit of plan participants and beneficiaries.

IF NO INSTRUCTIONS ARE SPECIFIED AND THIS 401(k) PLAN VOTE AUTHORIZATION FORM IS RETURNED SIGNED, THIS FORM WILL BE CONSIDERED A VOTE FOR EACH OF PROPOSALS 1, 2, AND 3.

I understand that my voting instructions will be kept confidential. I acknowledge receipt of the Notice of Annual Meeting and Proxy Statement, dated March 27, 2020, and the Confidential 401(k) Plan Voting Instruction Form.

Please complete, sign, date and submit this form to Proxy Services C/O Computershare Investor Services PO Box 43101 Providence RI 02940-5067, in the enclosed postage-paid envelope as soon as possible. Your Confidential 401(k) Plan Voting Instruction Form must be received by COMPUTERSHARE no later than April 27, 2020.

PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

Meeting Attendance

Mark box to the right if you plan to attend the Annual Meeting.



[\(Back To Top\)](#)