



**NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE CHARTER OF  
KEARNY FINANCIAL CORP., A MARYLAND CORPORATION**

**I. Nominating and Corporate Governance Committee Charter**

The Board of Directors of Kearny Financial Corp., a Maryland corporation (the “Company”), has established a Nominating and Corporate Governance Committee (the “Committee”) and has adopted this Nominating and Corporate Governance Committee Charter (“Charter”) to govern the Committee’s operation.

**II. Purpose**

The purpose of the Committee shall be to assist the Board of Directors of the Company (the “Board”) in identifying qualified individuals to become Board members, in determining the size and composition of the Board and its committees, in monitoring a process to assess Board effectiveness and in developing and implementing the Company’s corporate governance guidelines.

**III. Committee Membership**

- A. The Committee shall consist of three or more members of the Board, each of whom shall satisfy the applicable Nasdaq Stock Market Rules for independence and any other applicable laws, rules and regulations regarding independence as they are in effect from time to time.
- B. The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Unless a Chair is appointed by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. The Board shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three, or in the event that the Board determines that the number of members on the Committee should be increased. The entire Committee or any individual Committee member may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving written notice to the Chairman of the Board, the Secretary or the Board. The Board shall appoint a successor when a resignation becomes effective.

#### **IV. Meetings**

- A. The Committee shall meet as often as it determines necessary to carry out its responsibilities, but no less than one time each year. A meeting may be called by the Committee Chair or by majority of the members of the Committee. Notice of any meeting shall be given by the person or persons calling the meeting given to each other member of the Committee at least 24 hours prior to the meeting. Notice may be given in the same fashion as permitted for notice of Board meetings pursuant to the Company's Bylaws and applicable law. A meeting shall be deemed properly called if each member of the Committee shall have received notice given as aforesaid or, prior to the conclusion of the meeting, shall have signed a written waiver of notice.
- B. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information.
- C. A majority of the entire Committee membership shall constitute a quorum, and all actions taken by the Committee shall require the affirmative vote of a majority of the membership of the Committee.
- D. The Committee shall report its actions and recommendations to the Board after each Committee meeting.

#### **V. Authority and Responsibilities**

The Committee shall have the following authority and responsibilities:

- A. Board Candidates and Nominees.
  - 1. Assist in identifying, recruiting and, if appropriate, interviewing individuals qualified to become members of the Board consistent with criteria approved by the Board, including the factors set forth in Section V.A.2 below and other criteria approved by the Board from time to time. The Committee shall consider all potential candidates, including persons suggested by stockholders or others, in the same manner regardless of the source of recommendation. The Committee should also consider the current composition of the Board and its committees and the balance of independent and non-independent directors in order to ensure an appropriate range and mix of expertise, diversity and knowledge on the Board.
  - 2. Evaluate candidates for nomination or re-nomination as a director, considering the candidates' experience, qualifications, attributes and skills in light of the business and structure of the Company. Such evaluation will include consideration of the following factors: knowledge (including relevant industry knowledge), understanding of the Company's business, experience, skills, substantive areas of expertise, financial literacy, innovative thinking, business judgment, achievements, independence, personal and professional integrity, character, reputation, ability to represent the interests of all stockholders, time availability in light of other

commitments, dedication, absence of conflicts of interest, diversity and other factors required to be considered under applicable laws, rules or regulations or that the Committee considers appropriate in the context of the needs of the Board.

3. Based on this evaluation, recommend to the Board director nominees for election by stockholders or for appointment by the Board as the need arises.
  4. In evaluating candidates for re-nomination to the Board, the Committee shall also consider the evaluation of the individual director, his or her current qualifications and his or her contributions to the Board.
- B. Director Independence. Recommend to the Board whether directors should be determined to be independent in accordance with applicable laws, rules and regulations and any additional requirements as determined by the Board.
- C. Board Compensation and Committees.
1. Review and make recommendations to the Board regarding (a) the size and composition of the Board and its standing committees, including the appointment, removal and rotation of members to, and chairpersons of, such standing committees, and (b) the creation and elimination of standing committees of the Board.
  2. The Committee, another Board committee or any Board member may recommend to the Board the establishment of new or special committees, including ad hoc committees, as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Board will determine whether to form such committee in accordance with the Corporate Governance Guidelines and any applicable law, rule or regulation.
- D. Board Procedures. Make recommendations to the Board regarding the frequency and structure of Board meetings or any other aspect of the Board's procedures as the Committee deems appropriate in order to continually improve the functioning and effectiveness of the Board.
- E. Corporate Governance.
1. Review and make recommendations to the Board regarding the corporate governance policies of the Company, including (a) developing and recommending to the Board the Company's Corporate Governance Guidelines and any amendments as modifications thereto, (b) recommending independence standards applicable to members of the Board, and (c) recommending revisions to the Company's and any of its subsidiaries' governance policies, including their Conflicts of Interest, Usurpation of Corporate Opportunity & Code of Conduct Policy.

2. Review and make recommendations to the Board regarding proposals to be voted upon by the Company's stockholders, other than proposals regarding compensation matters.
3. Oversee the annual evaluation of the Board and Board committees, as well as the periodic director self-evaluations and director peer evaluations. Review and approve, or ratify, any related person transactions.
4. Review and make recommendations to the Board regarding their leadership structures.
5. Monitor, review and make recommendations to the Board regarding other corporate governance issues and practices that arise from time to time.

#### **VI. Evaluation of the Committee and Charter**

The Committee shall annually evaluate its performance and review this Charter and may recommend to the Board proposed revisions to this Charter.

#### **VII. Access to Records; Investigations and Studies; Outside Advisers**

- A. The Committee shall have full access to any relevant records of the Company.
- B. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities.
- C. The Committee may retain, at the Company's expense, such independent counsel, consultants or advisers, including any third-party search firm to be used to identify director candidates, as it deems necessary or appropriate to carry out its responsibilities, and shall have sole authority to retain, terminate and approve the fees and other retention terms of such counsel, consultants and advisers.

#### **VIII. Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

*Approved and Adopted by the Board of Directors on June 21, 2023.*