

**ORITANI FINANCIAL CORP.
NOMINATING, CORPORATE GOVERNANCE
AND
COMPLIANCE COMMITTEE CHARTER**

The Nominating, Corporate Governance and Compliance Committee of the Board of Directors of Oritani Financial Corp. (the "Company") shall consist of a minimum of three directors, as determined by the Board of Directors. Members of the Committee shall be appointed and may be removed by the Board of Directors. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

All members of the Committee shall be independent directors, and shall satisfy the applicable NASDAQ Stock Market listing standards for independence.

The purpose of the Committee shall be (i) to assist the Board in identifying qualified individuals to become Board members, in determining the size and composition of the Board of Directors and its committees; (ii) in monitoring a process to assess Board effectiveness and in developing and implementing the Company's corporate governance guidelines; and (iii) to assist management in fulfilling its regulatory responsibilities and CRA compliance.

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

- 1) 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 at the annual meeting. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders. In addition, the Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
- 2) To review and monitor the Board's compliance with applicable NASDAQ Stock Market listing standards for independence.
- 3) To make recommendations to the Board regarding the size and composition of the Board and develop and recommend to the Board criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, diversity and stock ownership) for the selection of individuals to be considered for election or re-election to the Board.
- 4) To review the Board of Directors' committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
- 5) To develop and recommend to the Board of Directors for its approval a set of corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

- 6) To develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the board and its committees. The Committee shall oversee the annual self-evaluations.
- 7) To review, as appropriate and in consultation with the Compensation and Human Resources Committee, director compensation and benefits.
- 8) Retain and terminate any consultant or legal counsel used to assist the Committee in fulfilling its responsibilities, provided that the concurrence of the full Board shall be obtained for expenditures exceeding \$10,000 in any year.
- 9) To ensure that Bank complies with its CRA Policy and to review this policy at least annually.
- 10) To review the Bank's Home Mortgage Disclosure Statement [HMDA] performance, as reported to the Federal Reserve
- 11) To review the Bank's CRA performance, including the reports of independent consultants when appropriate
- 12) To review the Bank's CRA performance as compared to selected peers.
- 13) To review the Banks' periodic CRA Performance Evaluation undertaken by the Federal Deposit Insurance Corporation ["FDIC"].
- 14) To assist Bank management to develop lending programs to further originate low/moderate income borrower and tract loans within the Bank's delineated assessment area.
- 15) To assist Bank management in identifying community development opportunities, including loans and/or investments.
- 16) To assist Bank management in providing community development services.
- 17) To review the Bank's internal CRA monitoring reports and related findings
- 18) To assist OritaniBank Charitable Foundation ["Foundation"] in its charitable endeavors.
- 19) To ensure that the Bank adheres to its Compliance policy, and to review this policy at least annually.
- 20) To provide oversight and direction to the Management Compliance Committee.
- 21) Review the scope and content of examinations of the Bank performed by the examination forces of the FDIC, NJDOB&I, FRB and other regulatory agencies, and report their conclusions to the Board of Directors, including comments as to the suitability of necessary corrective action taken, and to the response made to the regulators.
- 22) To review and approve for submittal and approval to full Board, all Bank/Corps.' Policies yearly.

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

The Committee shall meet at least two (2) times each year, and may hold additional meetings as needed or appropriate. Meetings may be held in person, via conference call, via E Mail or other electronic media. The Committee may ask members of management or others, including legal counsel, to attend meetings or to provide relevant information. A majority of Committee members shall constitute a quorum, and a majority of the members present at any meeting shall decide any questions brought before the Committee.

The Committee shall report its actions and recommendations to the Board after each Committee meeting. The Committee periodically shall review the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall have the authority to retain legal, accounting, or other consultants to advise the Committee.

Key management interfaces: CEO, Corporate Secretary & Chief Compliance Officer