

BCSB BANCORP, INC.
COMPENSATION COMMITTEE CHARTER

I. Purpose

The primary purpose of the Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of BCSB Bancorp, Inc. (the “Company”) with certain compensation matters. The Committee shall fulfill the Board’s overall responsibility relating to executive compensation and is specifically responsible for salaries and benefits, incentive compensation, executive development and management succession planning.

II. Organization

The members of the Committee shall consist of three or more directors, each of whom shall satisfy the definition of an “independent” director as defined in any qualitative listing requirements for Nasdaq Stock Market, Inc. issuers and any applicable Securities and Exchange Commission (“SEC”) rules and regulations.

Members of the Committee shall be elected by the Board on an annual basis and shall serve until their successors are appointed. The Committee’s Chairperson shall be designated by the full Board or, if the full Board does not do so, the Committee members shall elect a Chairperson by vote of a majority of the full Committee. The Company’s Chief Executive Officer (the “CEO”) will meet with the Committee as directed by the Committee with regard to compensation matters, but the CEO will not be a member of the Committee nor participate in its deliberations as to compensation of the CEO.

The Committee may form and delegate authority to subcommittees when appropriate.

III. Structure and Meetings

The Committee shall meet at least annually, or more frequently as circumstances dictate. The Chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Committee shall keep written minutes of all meetings.

IV. Goals and Responsibilities

The Committee shall:

- Develop and maintain an executive compensation policy that creates a direct relationship between pay levels and corporate performance and returns to shareholders and monitor the results of such policy to assure that the compensation payable to the Company’s executive officers provides overall

- Approve compensation and benefit plans, which may include amendments to existing plans, cash-based and equity-based incentive compensation plans, and non-qualified deferred compensation and retirement plans.
- Oversee the administration of the Company's benefit programs.
- Annually establish criteria to serve as the basis for the CEO's compensation, evaluate the CEO's performance in light of those criteria and determine the CEO's compensation based on that evaluation.
- Consult with the CEO regarding the criteria to serve as the basis for the other executive officers' compensation established by the CEO, and consult with the CEO regarding the CEO's evaluation of the other executive officers' performance in light of those criteria and the CEO's advice regarding the other executive officers' compensation based on that evaluation.
- With respect to the Company's equity-based compensation plans, approve grants of stock options, restricted stock, performance shares, stock appreciation rights and other equity-based incentives to the extent provided under the compensation plans. The Committee may delegate to the President and CEO all or part of the Committee's authority and duties with respect to grants and awards to individuals who are not subject to the reporting requirements and other provisions of Section 16 of the Securities Exchange Act of 1934 as in effect from time to time.
- Review and make recommendations to the Board from time to time regarding the compensation of non-employee directors.
- Review and discuss with management the Compensation Discussion and Analysis required by SEC Regulation S-K, Item 402. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report and/or proxy statement for the annual meeting of shareholders. The Committee shall provide, over the names of the Committee members, the required Compensation Committee report for the Company's proxy statement for the annual meeting of shareholders.

V. Performance Evaluations

The Chairperson of the Committee shall lead the Committee in an annual evaluation of its performance. The Committee shall also conduct an annual performance evaluation to review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

VI. Committee Resources

The Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting or other advisors. The Committee shall have available to it such support personnel, including management staff, outside auditors, attorneys and consultants as it deems necessary to discharge its responsibilities. The Committee shall have the sole authority to retain and terminate any search firm used to identify director candidates or any compensation consultant used to assist the Committee in evaluating executive compensation, including the sole authority to approve such search firm's or compensation consultant's fees and other retention terms.

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