

BERKSHIRE HILLS BANCORP, INC.

BERKSHIRE BANK

CORPORATE RESPONSIBILITY AND CULTURE COMMITTEE

CHARTER

Purpose

The joint Corporate Responsibility and Culture Committee (the “Committee”) of the Board of Directors (collectively, the “Board”) of Berkshire Bank and Berkshire Hills Bancorp, Inc., (collectively, the “Company”) is responsible for overseeing the management of the Company’s enterprise-wide Corporate Social Responsibility, Diversity & Inclusion, and Culture programs. The Committee is appointed by the Board to:

- a) Review, approve, and recommend programs and policies to the Board that are designed to identify, measure, monitor, control, and enhance Corporate Social Responsibility, Diversity & Inclusion, and Culture performance;
- b) Oversee management’s implementation of Corporate Social Responsibility, Diversity & Inclusion, and Culture programs to foster belonging, enhance reputation, mitigate risk, promote competitive advantage, engage employees, and meet stakeholder expectations; and,
- c) Monitor the performance of the Corporate Social Responsibility, Diversity & Inclusion, and Culture programs and policies by setting goals, examining social and culture risks, as well as reviewing opportunities and threats that could affect the Company.

Organization and Meetings

The Committee shall consist of no fewer than three (3) members, at least one half of whom shall satisfy the independence requirements of the (a) New York Stock Exchange and (b) Securities and Exchange Act of 1934 as amended by the Sarbanes-Oxley Act of 2002, and the rules and regulations promulgated thereunder. The members and Chairperson of the Committee shall be appointed and replaced by the Board upon consideration of the recommendations of the Corporate Governance/Nominating Committee of the Board (the “CGNC”). The Board may, at any time, change the membership of the Committee and fill vacancies.

The Committee shall meet at such times as the Board shall determine in advance and at such other times as the Chairperson or majority of the Committee members shall determine. However, there shall be no less than four (4) quarterly meetings per year. The Chairperson or designee shall preside at all meetings of the Committee. In the absence of the Chairperson, the Chairperson or a majority of the Committee members shall designate another member of the Committee to serve as acting chairperson for the duly convened meeting. The Committee shall maintain minutes and records of its meetings. The Secretary of the Company shall be the Secretary of the Committee.

A majority of the members of the Committee present in person or by telephone, by means of which all persons participating in the meeting can hear each other, shall constitute a quorum. The Committee shall take action upon the affirmative vote of a majority of the Committee members present. However, the Committee may act by unanimous written or email consent in lieu of a meeting.

Designated management members shall meet with the Committee as appropriate. Other representatives from management can assist the Committee and be called upon as needed, including the following:

- Chief Executive Officer
- President & Chief Operating Officer
- SEVP, Compliance & Regulatory
- SEVP, General Counsel & Corporate Secretary
- SVP, Human Resources Business Partner
- SVP, Corporate Responsibility & Culture
- SVP, Foundation Director

The Committee can also receive periodic reports from the following management committees to assist in its duties and responsibilities:

- Diversity and Inclusion Committee
- Compliance Committee
- Enterprise Risk Management and Asset/Liability Committee
- Policy Committee

Duties and Responsibilities

The specific duties, responsibilities, and authorities of the Committee shall include the following:

Corporate Responsibility & Culture Function

1. Set the tone for the culture of the Company and its employees.
2. Oversee the enterprise-wide Corporate Social Responsibility and Diversity & Inclusion programs, which together are designed to support the Company's culture, foster belonging, enhance reputation, mitigate risk, promote competitive advantage, engage employees, and reinforce responsible business practices that are aligned with stakeholder expectations.
3. Oversee the establishment of Corporate Social Responsibility and Diversity & Inclusion short and long-term goals, priorities, and performance indicators for the purpose of effectively identifying, measuring, monitoring, controlling, and enhancing the Company's performance.
4. Monitor management's implementation of the Corporate Social Responsibility, Diversity & Inclusion, and Culture programs to ensure alignment with strategic objectives and integration across all business units and departments.
5. Review and approve the Company's Corporate Social Responsibility and Diversity & Inclusion public disclosures, including the annual Corporate Social Responsibility Report.
6. Evaluate emerging trends and risks under the Corporate Social Responsibility and Culture programs to identify and select mitigation tactics and guide management's response to emerging social, environmental, or cultural risks within and outside of the Company.
7. Educate the Board on Corporate Social Responsibility, Diversity & Inclusion, and Culture standards and best practices.

General Function

8. Review its own performance annually and report this evaluation to the Board and CGNC.
9. Committee members are required to complete the Directors & Officers Questionnaire annually, which serves as the basis for the Board's determination of member independence.
10. Review and approve such corporate and bank policies as may be delegated by the Board from time to time. The results of such reviews shall be presented at the next Board meeting.
11. Report its actions and recommendations to the Board after each Committee meeting.
12. At the sole discretion of the Committee, conduct investigations, assessments, or reviews into matters within its scope of responsibility and engage internal or external counsels, advisors, or consultants as deemed necessary to assist in discharging its duties. In connection therewith, appropriate funding shall be provided as solely determined by the Committee.
13. The Committee shall also carry out such other responsibilities as may be delegated by the Board or as the Committee may deem necessary or advisable. At its sole discretion, the Committee may form management committees to assist in its duties and responsibilities.

Review and Approval

The Committee shall review and reassess the adequacy of this Charter as needed, but at least every two years from approval, and recommend proposed changes to the Board. Approval of the Board is required for any changes to this Charter to take effect.

Committee Reviewed: March 20, 2019
Board Approved: March 21, 2019
Next Review Date: March 21, 2021
Supersedes Charter Dated: Not Applicable
Committee Formed: March 21, 2019