

**Initially Adopted December 19, 2002  
Last Reapproved April 27, 2017**

BERKSHIRE HILLS BANCORP, INC.

CORPORATE GOVERNANCE/NOMINATING COMMITTEE CHARTER

**Role**

The primary role of the Corporate Governance/Nominating Committee (the "Committee") of Berkshire Hills Bancorp, Inc. and its subsidiaries (collectively, the "Company") shall be to assist the Board of Directors (the "Board") in identifying qualified individuals to become board members, in determining the composition of the board of directors and its committees, in monitoring a process to assess board effectiveness and in developing and implementing the Company's corporate governance guidelines. The Committee shall also act on behalf of the Board between duly called meetings of the Board.

**Organization**

The Committee shall consist of no fewer than four (4) independent directors selected by the Board. All members of the Committee shall satisfy the requirements of The New York Stock Exchange and the Securities and Exchange Act of 1934 as amended by the Sarbanes-Oxley Act of 2002, and the rules and regulations promulgated thereunder. The President and Chief Executive Officer shall meet with the Committee as appropriate. The Secretary of the Company shall be the Secretary of the Committee.

**Authority and Responsibility**

The Committee shall have the following authority and responsibilities:

1. Lead the search for individuals qualified to become members of the Board and to select director nominees to be presented for approval at the Annual Meeting of the stockholders, and when appropriate for appointment to the Board between Annual Meetings of the stockholders. 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 shareowners.

2. Review the Board's committee structure and to recommend to the Board for its approval directors to serve as members of each committee and the chairmanship of each committee. The Committee shall review and recommend committee slates annually and shall recommend any additional committee members to fill vacancies as needed. The Committee shall monitor the effectiveness of all Board committees and receive and review a report at least annually on the activities of each committee.

3. Develop and recommend to the Board for its approval a set of corporate governance guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

4. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.

5. Annual assessment to determine that the majority of the Board of Directors of the Company is "independent" pursuant to the requirements of (i) The New York Stock Exchange and (ii) the Securities and Exchange Act of 1934, as amended by the Sarbanes-Oxley Act of 2002, and the rules and regulations promulgated thereunder.

6. Annual assessment to determine that all members of the Audit Committee of the Company are "independent" pursuant to the requirements of (i) The New York Stock Exchange, (ii) the Securities and Exchange Act of 1934 as amended by the Sarbanes-Oxley Act of 2002, and (iii) Section 36 of the Federal Deposit Insurance Act and Section 363.5 of the FDIC Rules and Regulations, and the rules and regulations promulgated thereunder.

7. Review on an annual basis director compensation and benefits and make recommendations to the Board.

8. Delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

9. Retain and terminate any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

10. Develop and recommend to the Board for its approval a code of ethics and a code of conduct for officers and other employees of the Company and members of the Board.

11. Evaluate and make recommendations to the Board regarding the Company's Directors' and Officers' ("D&O") Insurance.

12. Evaluate, modify and administer the Company's Insider Trading Policy.

13. Review such corporate and bank policies as may be delegated by the Board from time to time, including a review of any changes recommended by the department in charge of the administration and oversight of such policy. The results of such reviews shall be presented at the next Board meeting.

14. Exercise all the powers and authority of the Board of Directors between duly called meetings of the Board of Directors in the management of the business and affairs of the Company, and authorize the seal of the Company to be affixed to all papers which may require it, but the Committee shall not have the power or authority to (a) approve or adopt or recommend to the stockholders, any action or matter expressly required by the General Corporation Law of

the State of Delaware to be submitted to stockholders for approval or (b) adopt, amend or repeal any bylaw of the Company.

15. Monitor the Company's compliance with governmental regulations and meet regularly with the Company's senior officers responsible for compliance matters.

16. Meet as necessary with the Chief Executive Officer and other senior officers to discuss strategic issues and initiatives of importance to the Company.

The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.