

# Anonymous Reporting Line (Whistleblower Reporting Line)

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## Policy Statement

Berkshire Hills Bancorp, Inc., and [all direct and indirect subsidiaries](#), (collectively, the "Company") have adopted a [Code of Business Conduct](#) (the "Code") which formally sets forth the ethical standards which are expected of each of us - employees, officers and directors - in our dealings with each other and on behalf of the Company. This Code also gives instructions on how, and to whom, suspected violations of the Code can be reported.

The Anonymous Reporting Line policy establishes the standards and procedures to ensure that handling of any complaint related to violations of the Code, any wrongdoing, including fraud or embezzlement, or any questionable, unethical, or suspicious accounting or auditing matters complies with management's and the audit committee's objectives. The policy and procedures established facilitate access for employees and related parties to reach the audit committee and applies to all offices and subsidiaries of the Company.

As employees or member of Berkshire's board of directors, you are obligated to comply with the Code of Business Conduct and to speak up when you suspect or witness a potential violation of the Code or other wrongdoing, including fraud or embezzlement, or any questionable, unethical, or suspicious accounting or auditing matters. Additionally, Berkshire is required by law to develop and maintain systems of internal accounting controls. This ensures that the preparation of financial statements, reports and accounts are prepared in accordance with all applicable laws, rules, and accounting principles. If your concern involves a questionable accounting or auditing matter and you wish to report the issue independently and anonymously, you are encouraged to promptly report all such complaints or concerns through the independent third-party 24-hour hotline and website available every day of the year that will provide for the anonymous reporting of any such complaints and concerns. Failure to report violations may lead to disciplinary action, including termination of your employment and legal action.

New employees shall either receive a printed copy or be directed to review an electronic version of the Code of Business Conduct upon hire. This information will also be provided annually and all employees must promptly acknowledge their receipt of the Code of Business Conduct and Anonymous Reporting Line Policy.

## Policy Purpose

### PROCEDURES FOR MAKING ANONYMOUS REPORTS, ALLEGATIONS, or COMPLAINTS

In addition to any other avenue available to an employee, any employee or board member may report any allegation to the audit committee openly, confidentially or anonymously. Such reports can be made anonymously 365 days a year:

1. Toll-free independent hotline: **1-866-921-6714** at any time. The toll-free line is managed by an outside, independent service provider and allows anyone to make a report without divulging his or her name. This service is available 24/7.
2. Independent Hotline Fax at **1-604-926-5668** at any time. This service is available 24/7 and anonymous.
3. Independent Website/ Portal Case Management: Integrity Counts Ethics Reporting Portal- <https://www.integritycounts.ca/org/BHLB> at any time. This service is available 24/7. You will be provided with a unique user login and password which will allow you to log or communicate information related to your complaint. You will have the option to remain anonymous.

All reports received by the independent third party will be logged and communicated to the audit committee chairman or other audit committee designee, through a secure portal. The chairman will review the report and has the opportunity to post questions or comments to the employee to gather more information. They also have the ability to post comments and provide an update on actions. The secure portal provides a neutral platform whereby the audit committee chairman and the whistleblower can communicate to resolve an incident without exposing the whistleblower's identity if they prefer to remain anonymous.

If deemed necessary and appropriate, the chairman or designee may seek the assistance of the internal audit department and may also engage legal counsel or other assistance in conducting the review or investigation.

The audit committee shall receive, retain, investigate and act on complaints and concerns of employees regarding violations of the Code, or questionable accounting, internal controls and auditing matters. This includes matters regarding the circumvention or attempted circumvention of internal accounting controls or processes that would otherwise constitute a violation of the Company's policies.

The audit committee will conduct its investigation of the anonymous report expeditiously and upon completion of its investigation will promptly report the results thereof to the Company's board of directors. The board of directors may direct any appropriate executive officer of the Company to carry out the board's final response applicable including, but not limited to, administering any internal disciplinary action and making any appropriate regulatory disclosures required by law.

All investigations of employee misconduct concerning the Code, or investigations related to accounting or auditing matters will be handled promptly and in as confidential a manner as possible. All conversations and documentation generated in connection with an issue or dispute are considered confidential. If the investigation results in disciplinary action for an employee, documentation of the action will be retained by human resources and the legal department to the extent applicable.

**Non-Retaliation**

While complaints and concerns regarding questionable accounting, auditing and other financial matters, as well as other suspected violations of the Code may be made on an anonymous basis, however employees are encouraged to give their identity so that the audit chairman can contact the employee in the event further information is needed to pursue an investigation. In any case, the identity of the employee making a report will be maintained in confidence in accordance with applicable legal requirements.

The audit committee will not retaliate and will not tolerate any retaliation by management or any other person or group, directly or indirectly, against anyone who, in good faith, makes an allegation, report, or complaint, or provides assistance to the audit committee, management or any other person or group (including any governmental, regulatory or law enforcement body) investigating any related allegations. The audit committee will not reveal the identity of any person who makes a good faith report and who asks that his or her identity as the accuser remain confidential. The audit committee will not make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a good faith accounting allegation anonymously. The Company will not allow any form of harassment or retaliation to be made against any employee for any such reports made in good faith.

**Audit Committee Approval Date**

12/6/2018

**BHLB Board of Directors Approval Date**

12/13/2018