

BERKSHIRE HILLS BANCORP, INC.  
COMPENSATION COMMITTEE CHARTER  
Restated October 26, 2017  
*(No changes recommended)*

**Purpose**

The primary purpose of the Compensation Committee (the "Committee") is to fulfill the Board of Directors' responsibilities relating to the compensation of the senior executive officers of Berkshire Hills Bancorp, Inc. and its subsidiaries (collectively, the "Company").

In doing so, the Committee shall maintain free and open communication with the Board of Directors and management of the Company. The Committee maintains authority to select, compensate and use outside counsel, independent consultants or other experts as it deems appropriate.

The Committee's primary responsibilities are to: 1) define philosophy, determine program parameters and make compensation decisions related to the President and Chief Executive Officer (the "CEO") and senior executive officers; 2) evaluate the performance of the CEO and the relationship between performance and compensation policies for the CEO and other senior executive officers; 3) approve and administer stock-based and incentive compensation plans; 4) provide oversight of incentive compensation practices to ensure sound risk management practices and 5) issue reports in accordance with SEC rules regarding compensation policies.

**Committee Structure and Meetings**

The Committee shall consist of no fewer than three independent members of the Company's Board of Directors. All members of the Committee shall satisfy the requirements of the New York Stock Exchange, including the required independence assessment for compensation committee members, and the Securities and Exchange Act of 1934 and any other applicable laws, rules and regulations regarding independence as they are in effect from time to time. Committee members shall be appointed by the Board of Directors and shall serve until their successors shall be duly appointed. The Committee's chairperson shall be designated by the full Board; or if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

The Chairperson of the Committee will preside at each Committee meeting, and in consultation with the other members, shall set the frequency and length of each meeting; however meetings will occur as frequently as necessary. Annually, the Chairperson will prepare a calendar detailing the agenda items to be addressed at each meeting; however, the agenda may be revised as circumstances dictate during the year. A majority of members will constitute a quorum.

The Committee may also meet with any officer or employee of the Company as needed to perform its responsibilities. The CEO may attend meetings but will not be present when his compensation is being discussed. The Committee will meet in executive session regularly without members of management. Executive sessions can be called by any member of the Committee.

**Authority and Responsibility**

The Committee shall have the following authority and responsibilities:

- Annually review and approve Company goals and objectives relevant to CEO and senior executive officer compensation.
- Annually set goals for the CEO taking into account both individual and corporate performance.
- Annually review and approve individual goals for the purposes of evaluating performance and determining compensation for other senior executive Officers.
- The Committee shall review any salary change to a direct report of the CEO prior to implementation.
- The Committee may provide oversight for management's decisions concerning the performance and compensation of other Company executive officers.
- Annually review total compensation including cash, equity and benefits as well as any employment contracts, severance arrangements and change in control agreements/provision for the CEO and other senior executive officers. Review and approve, on an annual basis, the compensation structure for the Company's senior executive officers.
- Annually evaluate CEO performance relative to performance goals and determine CEO compensation based on this evaluation, including salary, bonus, incentive and equity compensation The Committee

- shall evaluate the performance of senior executive officers with input from the CEO, and approve the annual compensation, including salary, bonus, incentive and equity compensation, for such officers.
- Oversees and facilitate senior executive succession plans. Assist the Board of Directors in developing and evaluating potential candidates for executive positions, including the CEO.
  - Periodically review the Company's stock-based plans and annually review the senior executive incentive compensation plan and benefits. Review approved plan changes with the Board of Directors as needed. The Committee shall make recommendations to the Board with respect to the adoption, amendment or termination of incentive compensation plans and equity plans.
  - Review and make recommendations to the Governance Committee regarding compensation related to the Board of Directors.
  - Review and discuss, with management, the Compensation Discussion and Analysis section required by Securities and Exchange Commission Regulation S-K, Item 402. Based on such review and discussion, the Committee shall recommend to the Board of Directors that the Compensation Discussion and Analysis section be included in the Company's annual report on Form 10-K, and, as applicable, the proxy statement for the annual meeting of shareholders and certify such review in the Compensation Committee Report.
  - Review, evaluate and discuss with management the results of the advisory vote as to Say on Pay and the frequency of Say on Pay votes.
  - Delegate any of its responsibilities to subcommittees as the Committee deems appropriate in its sole discretion.
  - Conduct an annual review of the Committee's performance (including its effectiveness and compliance with the Charter) and annually assess the adequacy of its Charter and recommend changes to the Board as needed.
  - The Committee shall review the Company's incentive compensation programs and policies as they relate to risk to ensure that the compensation programs and polices do not create excessive and unnecessary risk taking.
  - Complete any other responsibilities deemed appropriate in light of evolving regulations and requirements for Committees.
  - Oversee relationship with the Committee's independent advisor(s).
  - Report its actions and activities regularly to the full Board of Directors.

### **Committee Resources**

In discharging its duties, the Committee shall have, in its sole discretion, the authority to retain, obtain the advice of or terminate any compensation consultant, legal counsel or other adviser (the "Adviser") to assist the Committee in fulfilling its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to such Adviser(s).

The Committee may select, or receive advice from, an Adviser only after taking into consideration the following six factors, as well as any other factors identified by the New York Stock Exchange:

- (i) The provision of other services to the Company by the person that employs the Adviser;
- (ii) The amount of fees received from the Company by the person that employs the Adviser, as a percentage of the total revenue of the person that employs the Adviser;
- (iii) The policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest;
- (iv) Any business or personal relationship of the Adviser with a member of the Committee;
- (v) Any stock of the Company owned by the Adviser; and
- (vi) Any business or personal relationship between the Adviser or the person employing the Adviser with an executive officer of the Company.

The Committee may select or receive advice from any Advisor of its choice, whether or not independent, after taking into account the above six factors. The Committee must conduct the above independence assessment with respect to any Adviser, other than (1) in-house legal counsel, or (2) an adviser whose role is limited to (i) consulting on any plan that does not discriminate in favor of executive officers or directors and that is available generally to all salaried employees or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser, and which the adviser does not provide advice.