



COMPENSATION COMMITTEE CHARTER

Approved by the Committee: January 11, 2023

Approved by the Board of Directors: January 25, 2023

I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Brookline Bancorp, Inc. (the “Company”) is appointed by the Board to assist the Board in:

- Its responsibilities relating to the compensation and benefits provided to the Company’s President and Chief Executive Officer and the other individuals identified in the Company’s Securities and Exchange filings as executive officers (the “SEC Executive Officers”) of the Company and/or the Company’s subsidiaries, Brookline Bank and Bank Rhode Island (the “Banks”).
- The review and evaluation of the compensation and benefit plans, policies and programs for the Company and the Banks.
- The design and development, for Board approval, of equity compensation plans.

II. Committee Membership

The Committee shall be composed of at least three Company directors, all whom shall satisfy the applicable independence standards established pursuant to the NASDAQ Listing Rules. In determining the members of the Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended. The members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified. Unless a Chair is appointed by the Board, the members of the Committee shall designate a Chair by a majority vote of the Committee membership. The Board shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three, or in the event that the Board determines that the number of members on the Committee should be increased.

The entire Committee or any individual Committee member may be removed with or without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving written notice to the Chairman of the Board, the Company’s General Counsel and Secretary, or the Board. The Board shall appoint a successor to take office when a resignation becomes effective.

III. Meetings

The Committee shall meet as often as the Committee deems necessary in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. The Committee may ask members of management or others, including a compensation consultant or legal counsel, to attend meetings or to provide relevant information. A majority of the entire Committee membership shall constitute a quorum, and all actions taken by the Committee shall require the affirmative vote of a majority of the membership of the Committee. In lieu of a meeting, the Committee may act by unanimous written consent in accordance with the Company's bylaws.

IV. Authority and Responsibilities

The specific authority and responsibilities of the Committee shall include, but are not limited to, the following:

- Establish, review and modify from time to time as appropriate the overall compensation philosophy of the Company.
- Review, evaluate and recommend Company objectives relevant to the President and Chief Executive Officer's compensation; evaluate the performance of the President and Chief Executive Officer relative to established goals; and review, evaluate and determine cash and equity compensation based on this evaluation.
- Review, evaluate and recommend goals relevant to the compensation of the Company's other officers with the input of the President and Chief Executive Officer; and review such officers' performance in light of these goals and determine such officers' cash and equity compensation based on this evaluation. For purposes hereof, the term "officer" has the meaning defined in Section 16 of the Exchange Act and Rule 16a-1 promulgated thereunder.
- Review, evaluate and determine the compensation to be paid to directors of the Company for their service on the Board, including with respect to any equity-based plans.
- Review and develop executive management succession plan to present to the Board.
- Review and approve the terms of employment and severance agreements/arrangements for officers, including any change of control arrangements for the officers.
- Review and approve grants and awards under incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such plans.
- Review and approve the Compensation Committee Report for inclusion in the Company's proxy statement or annual report on Form 10-K.
- Based on the Company's audited financial statements, certify the attainment of the Company's performance goals and/or any formulas related to certain requirements under Section 162(m) of

the Internal Revenue Code prior to the payment of annual incentive compensation and, when applicable, the awarding or vesting of other cash and/or equity-based compensation for SEC Executive Officers impacted by Section 162(m) of the Internal Revenue Code.

V. Advisers

The Committee shall retain and/or obtain the advice of compensation consultants, legal counsel and/or other advisers, provided that:

- The Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee.
- The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other adviser.
- Before any compensation consultant, legal counsel or other adviser (other than (a) in-house legal counsel or (b) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of the SEC's Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) is selected by, or provides advice to, the Committee, the Committee shall take into consideration the following factors:
 - The provision of other services to the Company by the entity that employs the compensation consultant, legal counsel or other adviser;
 - The amount of fees received from the Company by the entity that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the entity that employs the compensation consultant, legal counsel or other adviser;
 - The policies and procedures of the entity that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

- Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the entity employing the adviser with an executive officer of the Company.

The Committee may prohibit the Company from engaging a compensation consultant engaged by the Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Committee.

VI. Risk Assessment

The Committee is responsible for the ongoing oversight and evaluation of the Company's compensation policies and practices, including its various incentive compensation plans, taking into consideration the risks associated with the activities being performed by the participants in such incentive compensation plans and the structure of such compensation plans. The Committee shall identify compensation arrangements and/or incentive compensation plans that may expose the Company to unreasonable amounts of risk, ensure that the structure of the compensation arrangements and/or incentive compensation plans do not encourage excessive risk taking, and that any risks associated with the Company's compensation arrangements and/or incentive compensation plans are properly mitigated by effective controls and risk management processes.

VII. General

In addition to the duties and responsibilities outlined herein, the Committee:

- Shall review and assess the adequacy of this Charter on an annual basis and recommend to the Board any amendments or modifications to the Charter that the Committee deems appropriate.
- To the extent permitted by applicable law, may delegate to management certain of its duties or responsibilities.
- Shall report regularly on its activities to the Board.

The summary of responsibilities and duties in this Charter is not intended to be either complete or exclusive. The Committee shall, in addition, have such powers as may be necessary or appropriate for the performance of its duties hereunder or that may be granted, from time to time, by the Board.