



RISK COMMITTEE CHARTER

Approved by the Board of Directors: January 25, 2023

Adopted by the Committee: November 16, 2022

I. Purpose

The Risk Committee (the "Committee") of the Board of Directors (the "Board") of Brookline Bancorp, Inc. (the "Company") is appointed by the Board to:

- Identify and define the risks incurred by the Company.
- Establish appropriate risk tolerances and limits consistent with the Company's risk appetite, as adopted by the Company's Board and set forth in the Company's Risk Management Policy.
- Monitor and review, in conjunction with the other Board committees, or the full Board, the enterprise risk management framework and processes of the Company, including the Company's Credit, Compliance and Regulatory, Disclosure, Legal, Market (Financial), Operations, Reputation, Strategic, and Technology Risks.
- Monitor and review, in conjunction with the other Board committees, or the full Board, emerging risks and adequacy of risk management functions.
- Report to the Board and provide recommendations to the Board in order to effectively manage risks.

II. Composition

The Committee shall be composed of at least three Company directors who 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 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:

- Identification and definition of the principal risks incurred by the Company.
- Establishment of appropriate risk tolerances and limits consistent with the Company's risk appetite.
- Review with the Chief Risk Officer the Company's risk management practices, policies and procedures related to the risks identified by the Committee and set forth in the Company's Risk Management Policy.
- Oversee the adequacy and effectiveness of the Company's risk management program to ensure that the Company is operating within the established risk tolerances and limits.
- Review reports from the Company's Risk Department regarding matters relating to risk management and/or the Company's risk management framework, including regarding emerging risks and other selected risk topics and/or enterprise wide risk issues.
- Meet with and/or receive reports from other Board committees relating to risk oversight and the risk management activities of such committees.
- Meet with and/or receive reports from members of the Company's executive management team regarding risk exposure and monitoring activities in different company business units.
- Review the independence and authority of the Company's Risk Department in the performance of its responsibilities, and review the qualifications and background of the Chief Risk Officer and the other senior officers in the Company's Risk Department.

- Report the Committee's activities to the Board to assist the Board in its risk oversight and assessment responsibilities.

With respect to the Audit Committee and its responsibilities with respect to risk oversight, risk assessment and risk management, the Committee and the Board acknowledge and agree that information and reports reviewed by the Committee and the Audit Committee may each be of interest to the other and should be provided to the other as appropriate.

V. Advisers

The Committee shall retain and/or obtain the advice of 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 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 consultant, legal counsel or other adviser.

VI. 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.
- The Committee may form and delegate authority to subcommittees consisting of one or more of its members as the Committee deems appropriate to carry out its responsibilities and exercise its powers.
- The Committee is authorized to incur such ordinary administrative expenses as are necessary or appropriate in carrying out its duties and the Company shall pay such expenses.
- 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.