

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549  
**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934,**  
for the Fiscal Year Ended December 31, 2020,  
or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934,**  
for the transition period from N/A to  
Commission File Number: 0-23695

**BROOKLINE BANCORP, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**04-3402944**  
(I.R.S. Employer Identification No.)

**131 Clarendon Street**  
(Address of principal executive offices)

**Boston MA**

**02116**  
(Zip Code)

**(617) 425-4600**  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value of \$0.01 per share	BRKL	Nasdaq Global Select Market

Securities registered pursuant to Section 12 (g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1934. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirement for the past 90 days. Yes  No

Indicate by check mark whether the registrant (1) has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of June 28, 2020, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the shares of common stock held by nonaffiliates, based upon the closing price per share of the registrant's common stock as reported on NASDAQ, was approximately \$0.8 billion.

As of February 26, 2021, there were 85,177,172 and 78,192,589 shares of the registrant's common stock, par value \$0.01 per share, issued and outstanding, respectively.

---

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**2020 FORM 10-K**

**Table of Contents**

	<u>Page</u>
<b><u>Part I</u></b>	
<a href="#">Item 1. Business</a>	1
<a href="#">Item 1A. Risk Factors</a>	12
<a href="#">Item 1B. Unresolved Staff Comments</a>	21
<a href="#">Item 2. Properties</a>	21
<a href="#">Item 3. Legal Proceedings</a>	22
<a href="#">Item 4. Mine Safety Disclosures</a>	22
<b><u>Part II</u></b>	
<a href="#">Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	23
<a href="#">Item 6. Selected Financial Data</a>	25
<a href="#">Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	27
<a href="#">Item 7A. Quantitative and Qualitative Disclosures About Market Risk</a>	67
<a href="#">Item 8. Financial Statements and Supplementary Data</a>	70
<a href="#">Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure</a>	71
<a href="#">Item 9A. Controls and Procedures</a>	71
<a href="#">Item 9B. Other Information</a>	71
<b><u>Part III</u></b>	
<a href="#">Item 10. Directors, Executive Officers and Corporate Governance</a>	71
<a href="#">Item 11. Executive Compensation</a>	71
<a href="#">Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	71
<a href="#">Item 13. Certain Relationships and Related Transactions, and Director Independence</a>	71
<a href="#">Item 14. Principal Accounting Fees and Services</a>	71
<b><u>Part IV</u></b>	
<a href="#">Item 15. Exhibits and Financial Statement Schedules</a>	72
<a href="#">Item 16. Form 10-K Summary</a>	74
<b><u>Signatures</u></b>	75

---

## FORWARD-LOOKING STATEMENTS

Certain statements contained in this Annual Report on Form 10-K that are not historical facts may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve risks and uncertainties. These statements, which are based on certain assumptions and describe Brookline Bancorp, Inc.'s (the "Company's") future plans, strategies and expectations, can generally be identified by the use of the words "may," "will," "should," "could," "would," "plan," "potential," "estimate," "project," "believe," "intend," "anticipate," "expect," "target" and similar expressions. These statements include, among others, statements regarding the Company's intent, belief or expectations with respect to economic conditions, trends affecting the Company's financial condition or results of operations, and the Company's exposure to market, liquidity, interest-rate and credit risk.

Forward-looking statements are based on the current assumptions underlying the statements and other information with respect to the beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions of management and the financial condition, results of operations, future performance and business are only expectations of future results. Although the Company believes that the expectations reflected in the Company's forward-looking statements are reasonable, the Company's actual results could differ materially from those projected in the forward-looking statements as a result of, among other factors, the negative impacts and disruptions of the COVID-19 pandemic and measures taken to contain its spread on the Company's employees, customers, business operations, credit quality, financial position, liquidity and results of operations; continued deterioration in employment levels; turbulence in the capital and debt markets; changes in interest rates; competitive pressures from other financial institutions; the effects of weakness in general economic conditions on a national basis or in the local markets in which the Company operates; changes in consumer behavior due to changing political, business and economic conditions, including increased unemployment, or legislative or regulatory initiatives; changes in the value of securities and other assets in the Company's investment portfolio; increases in loan and lease default and charge-off rates; the adequacy of allowances for loan and lease losses; decreases in deposit levels that necessitate increases in borrowing to fund loans and investments; operational risks including, but not limited to, cybersecurity incidents, fraud, natural disasters and future pandemics; changes in regulation; reputational risks relating to the Company's participation in the Paycheck Protection Program (the "PPP"), and other pandemic-related legislative and regulatory initiatives and programs; the possibility that future credit losses may be higher than currently expected; due to changes in economic assumptions and adverse economic developments; the risk that goodwill and intangibles recorded in the Company's financial statements will become impaired; and changes in assumptions used in making such forward-looking statements; and the other risks and uncertainties detailed in Item 1A, "Risk Factors." Forward-looking statements speak only as of the date on which they are made. The Company does not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date the forward-looking statements are made.

## PART I

### Item 1. Business

#### General

Brookline Bancorp, Inc. (the "Company"), a Delaware corporation, is the holding company for Brookline Bank and its subsidiaries, Bank Rhode Island ("BankRI") and its subsidiaries, and Brookline Securities Corp.

Brookline Bank, headquartered in Boston, Massachusetts, has three wholly-owned subsidiaries, Longwood Securities Corp. ("LSC"), First Ipswich Insurance Agency, and Eastern Funding LLC ("Eastern Funding"), and operates 30 full-service banking offices and two lending offices in the greater Boston metropolitan area. As of July 21, 2020, two of Brookline Bank's subsidiaries, BBS Investment Corp. and First Ipswich Securities II Corp were merged with and into LSC. On February 15, 2020, First Ipswich Bank ("First Ipswich"), formerly a wholly-owned subsidiary of the Company, was merged with and into Brookline Bank.

BankRI, headquartered in Providence, Rhode Island, has four direct subsidiaries, Acorn Insurance Agency, BRI Realty Corp., Macrolease Corporation ("Macrolease"), and BRI Investment Corp. and its wholly-owned subsidiary, BRI MSC Corp., and operates 20 full-service banking offices in the greater Providence, Rhode Island area.

The Company, through Brookline Bank and BankRI (the "Banks"), offers a wide range of commercial, business and retail banking services, including a full complement of cash management products, on-line banking services, consumer and residential loans and investment services, designed to meet the financial needs of small- to mid-sized businesses and individuals throughout central New England. Specialty lending activities, including equipment financing, are focused in the New York and New Jersey metropolitan area, with services offered throughout the United States. As full-service financial institutions, the

Banks and their subsidiaries focus on the continued addition of well-qualified customers, the deepening of long-term banking relationships through a full complement of products and excellent customer service, and strong risk management.

The Company's headquarters and executive management are located at 131 Clarendon Street, Boston, Massachusetts 02116, and its telephone number is 617-425-4600.

#### **Overview of Results**

The loan and lease portfolio grew \$531.7 million, or 7.9%, to \$7.3 billion at December 31, 2020 from \$6.7 billion at December 31, 2019. The Company's commercial loan portfolios, which are comprised of commercial real estate loans and commercial loans and leases, continued to exhibit growth. The Company's commercial loan portfolios, which totaled \$6.1 billion, or 83.9% of total loans and leases, as of December 31, 2020, increased \$590.8 million, or 10.7%, from \$5.5 billion, or 81.7% of total loans and leases, as of December 31, 2019.

Total deposits increased \$1.1 billion, or 18.5%, to \$6.9 billion at December 31, 2020 from \$5.8 billion as of December 31, 2019. Core deposits, which include demand checking, NOW, money market and savings accounts, increased 26.7% to \$4.8 billion as of December 31, 2020 from \$3.8 billion at December 31, 2019. The Company's core deposits were 69.8% of total deposits at December 31, 2020, an increase from 65.3% at December 31, 2019.

The allowance for loan and lease losses increased \$53.3 million, or 87.3%, to \$114.4 million as of December 31, 2020 from \$61.1 million as of December 31, 2019. The ratio of the allowance for loan and lease losses to total loans and leases was 1.57% as of December 31, 2020 compared to 0.91% as of December 31, 2019. Nonperforming assets as of December 31, 2020 were \$45.0 million, up from \$22.1 million at the end of 2019. Nonperforming assets were 0.50% and 0.28% of total assets as of December 31, 2020 and December 31, 2019, respectively. The Company's credit quality compares favorably to its peers, and remains a top priority within the Company.

Net interest income increased \$6.9 million, or 2.7%, to \$260.2 million in 2020 compared to \$253.3 million in 2019. Net interest margin decreased 34 basis points to 3.17% in 2020 from 3.51% in 2019. Net income for 2020 decreased \$40.1 million, or 45.7%, to \$47.6 million from \$87.7 million for 2019. Basic and fully diluted earnings per common share ("EPS") decreased to \$0.60 for 2020 from \$1.10 for 2019. See Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations."

#### **Competition**

The Company provides banking services in the greater Boston, Massachusetts, and Providence, Rhode Island, metropolitan marketplaces, each of which is dominated by several large national banking institutions. The Company faces considerable competition from banking and non-banking organizations, including traditional banks, digital banks, financial technology companies and others, in its market area for all aspects of banking and related service activities. Competitive factors considered for loan generation include product offerings, interest rates, terms offered, services provided and geographic locations. Competitive factors considered in attracting and retaining deposits include product offerings and rate of return, convenient branch locations and automated teller machines and online access to accounts.

#### **Market Area and Credit Risk Concentration**

As of December 31, 2020, the Company, through its Banks, operated 50 full-service banking offices in greater Boston, Massachusetts, and greater Providence, Rhode Island. The Banks' deposits are gathered from the general public, primarily in the communities in which the banking offices are located. The deposit market in Massachusetts and Rhode Island is highly concentrated in several banks. Based on June 30, 2020 Federal Deposit Insurance Corporation ("FDIC") statistics, the five largest banks in Massachusetts have an aggregate market share of approximately 67%, and the three largest banks in Rhode Island have an aggregate deposit market share of approximately 72%. The Banks' lending activities are concentrated primarily in the greater Boston, Massachusetts, and Providence, Rhode Island, metropolitan areas, eastern Massachusetts, southern New Hampshire and other Rhode Island areas. In addition, the Company, through its subsidiaries of Brookline Bank and BankRI, conducts equipment financing activities in the greater New York and New Jersey metropolitan area and elsewhere in the United States.

*Commercial real estate loans.* Multi-family and commercial real estate mortgage loans typically generate higher yields, but also involve greater credit risk. In addition, many of the Banks' borrowers have more than one multi-family or commercial real estate loan outstanding. The Banks manage this credit risk by prudent underwriting with conservative debt service coverage and Loan -to-value ratios at origination; lending to seasoned real estate owners/managers; frequently with personal guarantees of repayment; using reasonable appraisal practices; cross-collateralizing loans to one borrower when deemed prudent; and limiting the amount and types of construction lending. As of December 31, 2020, the largest commercial real estate relationship in the Company's portfolio was \$56.1 million.

*Commercial loans and equipment leasing.* Brookline Bank originates commercial loans and leases for working capital and other business-related purposes, and concentrate such lending to companies located primarily in Massachusetts, and, in the case of Eastern Funding, in New York and New Jersey. BankRI originates commercial loans and lines of credit for various business-related purposes, for businesses located primarily in Rhode Island, and engages in equipment financing through its wholly-owned subsidiary, Macrolease, in the greater New York and New Jersey metropolitan area and elsewhere in the United States.

Because commercial loans are typically made on the basis of the borrower's ability to repay from the cash flow of the business, the availability of funds for the repayment of commercial and industrial loans may be significantly dependent on the success of the business itself. Further, the collateral securing the loans may be difficult to value, may fluctuate in value based on the success of the business and may deteriorate over time. For this reason, these loans and leases involve greater credit risk. Loans and leases originated by Eastern Funding generally earn higher yields because the borrowers are typically small businesses with limited capital such as laundries, dry cleaners, fitness centers, convenience stores and tow truck operators. The Macrolease equipment financing portfolio is comprised of small- to medium-sized businesses such as fitness centers, restaurants and other commercial equipment. The Banks manage the credit risk inherent in commercial lending by requiring strong debt service coverage ratios; limiting loan-to-value ratios; securing personal guarantees from borrowers; and limiting industry concentrations, franchisee concentrations and the duration of loan maturities. As of December 31, 2020, the largest commercial relationship in the Company's portfolio was \$58.4 million.

*Consumer loans.* Retail customers of Brookline Bank typically live and work in the Boston metropolitan area and eastern Massachusetts, are financially active and value personalized service and easy branch access. Retail customers of BankRI typically live and work throughout Rhode Island and value easy branch access, personalized service, and knowledge of local communities. The Banks' consumer loan portfolios, which include residential mortgage loans, home equity loans and lines of credit, and other consumer loans, cater to the borrowing needs of this customer base. Credit risk in these portfolios is managed by limiting loan-to-value ratios at loan origination and by requiring borrowers to demonstrate strong credit histories. As of December 31, 2020, the largest consumer relationship in the Company's portfolio was \$40.5 million.

#### **Economic Conditions and Governmental Policies**

Repayment of multi-family and commercial real estate loans are generally dependent on the properties generating sufficient income to cover operating expenses and debt service. Repayment of commercial loans and equipment financing loans and leases generally are dependent on the demand for the borrowers' products or services and the ability of borrowers to compete and operate on a profitable basis. Repayment of residential mortgage loans, home equity loans and indirect automobile loans generally are dependent on the financial well-being of the borrowers and their capacity to service their debt levels. The asset quality of the Company's loan and lease portfolio, therefore, is greatly affected by the economy. Should there be any setback in the economy or increase in the unemployment rates in the Boston, Massachusetts, or Providence, Rhode Island, metropolitan areas, the resulting negative consequences could affect occupancy rates in the properties financed by the Company and cause certain individual and business borrowers to be unable to service their debt obligations.

The COVID-19 pandemic has caused, and continues to cause, substantial disruptions to the global economy and to the customers and communities that we serve. In response to the COVID-19 pandemic, legislation has been enacted, such as the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") to address the economic effects of the COVID-19 pandemic. The CARES Act established the Small Business Administration's (the "SBA") Paycheck Protection Program (the "PPP"). Additionally, on December 27, 2020, the Economic Aid to Hard-Hit Small Businesses, Nonprofits, and Venues Act (the "Economic Aid Act") was enacted which, among other items provides for an additional round of PPP loan funding. For further information on government policies enacted to address the COVID-19 pandemic, see Part I, Item 1, "Business - Supervision and Regulation" below.

#### **Personnel and Human Capital Resources**

As of December 31, 2020, the Company had 780 full-time employees and 33 part-time employees. The employees are not represented by a collective bargaining unit and the Company considers its relationship with its employees to be good.

We encourage and support the growth and development of our employees. Continual learning and career development is advanced through ongoing performance and development conversations with employees, internally developed training programs, customized corporate training engagements and educational reimbursement programs.

The safety, health and wellness of our employees is a top priority. The COVID-19 pandemic presented a unique challenge with regard to maintaining employee safety while continuing successful operations. Through teamwork and the adaptability of our management and staff, we were able to transition, over a short period of time, 45% of our employees to effectively working from remote locations and ensure a safely-distanced working environment for employees performing customer facing activities

at branches and operations centers. All employees are asked not to come to work when they experience signs or symptoms of a possible COVID-19 illness and have been provided additional paid time off to cover compensation during such absences. On an ongoing basis, we further promote the health and wellness of our employees by strongly encouraging work-life balance, offering flexible work schedules, keeping the employee portion of health care premiums to a minimum and sponsoring various wellness programs.

We believe our commitment to living out our core values, actively prioritizing concern for our employees' well-being, supporting our employees' career goals, offering competitive wages and providing valuable fringe benefits aids in retention of our top-performing employees.

#### **Access to Information**

As a public company, Brookline Bancorp, Inc. is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith, files reports, proxy and information statements and other information with the Securities and Exchange Commission (the "SEC"). The Company makes available on or through its internet website, [www.brooklinebancorp.com](http://www.brooklinebancorp.com), without charge, its annual reports on Form 10-K, proxy, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after such reports are electronically filed with, or furnished to, the SEC. The Company's reports filed with, or furnished to, the SEC are also available at the SEC's website at [www.sec.gov](http://www.sec.gov). Press releases are also maintained on the Company's website. Additional information for Brookline Bank and BankRI can be found at [www.brooklinebank.com](http://www.brooklinebank.com), and [www.bankri.com](http://www.bankri.com), respectively. Information on the Company's and any subsidiary's website is not incorporated by reference into this document and should not be considered part of this Report.

The Company's common stock is traded on the Nasdaq Global Select Market<sup>SM</sup> under the symbol "BRKL".

#### **Supervision and Regulation**

The following discussion addresses elements of the regulatory framework applicable to bank holding companies and their subsidiaries. This regulatory framework is intended primarily for the protection of the safety and soundness of depository institutions, the federal deposit insurance system, and depositors, rather than for the protection of shareholders of a bank holding company such as the Company.

As a bank holding company, the Company is subject to regulation, supervision and examination by the Board of Governors of the Federal Reserve System (the "FRB") under the Bank Holding Company Act of 1956, as amended (the "BHCA"), and by the Massachusetts Commissioner of Banks (the "Commissioner") under Massachusetts General Laws Chapter 167A. The FRB is also the primary federal regulator of the Banks. In addition, Brookline Bank is subject to regulation, supervision and examination by the Massachusetts Division of Banks ("MDOB"), and BankRI is subject to regulation, supervision and examination by the Banking Division of the Rhode Island Department of Business Regulation (the "RIBD").

The following is a summary of certain aspects of various statutes and regulations applicable to the Company and its subsidiaries. This summary is not a comprehensive analysis of all applicable law, and is qualified by reference to the full text of the statutes and regulations referenced below.

#### **Indemic Response**

##### *Participation in the Paycheck Protection Program*

The CARES Act appropriated \$349 billion for "paycheck protection loans" through the SBA's PPP. The amount appropriated for the PPP was subsequently increased to \$659 billion (the "Original PPP"). Loans under the PPP that meet SBA requirements may be forgiven in certain circumstances, and are 100% guaranteed by SBA. The Company funded 2,922 PPP loans totaling \$581.7 million as of August 8, 2020 when the Original PPP closed, of which \$489.2 million remains outstanding, net of deferred fees and costs at December 31, 2020. All PPP loans have been funded. Additionally, the Economic Aid Act, enacted on December 27, 2020, provides for a second round of PPP loans (the "PPP-2"). The Banks are participating in the PPP-2 as of January 27, 2021. PPP loans are fully guaranteed by the U.S. government, have an initial term of up to five years and earn interest at a rate of 1%. We currently expect a significant portion of these loans will ultimately be forgiven by the SBA in accordance with the terms of the program. In conjunction with the PPP, the FRB has created a lending facility for qualified financial institutions. The FRB's Paycheck Protection Program Liquidity Facility ("PPPLF") extends credit to depository institutions with a term of up to five years at an interest rate of 0.35%. Only loans issued under the PPP can be pledged as collateral to access the facility. The Company is participating in the PPPLF program.

*Troubled Debt Restructuring Relief*

The Coronavirus Aid, Relief and Economic Security ("CARES") Act and regulatory guidance issued by the Federal banking agencies provides that certain short-term loan modifications to borrowers experiencing financial distress as a result of the economic impacts created by the COVID-19 pandemic are not required to be treated as TDRs under GAAP. As such, the Company suspended TDR accounting for COVID-19 pandemic related loan modifications meeting the loan modification criteria set forth under the CARES Act or as specified in the regulatory guidance. Further, loans granted payment deferrals related to the COVID-19 pandemic are not required to be reported as past due or placed on non-accrual status (provided the loans were not past due or on non-accrual status prior to the deferral). As of December 31, 2020, the Company granted 4,989 short-term deferrals on loan and lease balances of \$1.1 billion. Of these modifications, 4,691 loans and leases with total balances of \$1.0 billion have returned to the payment status and 298 loans and leases with total balances of \$90.4 million remain on the deferral status which represent 1.2% of total loan and lease balances.

**Regulation of the Company**

The Company is subject to regulation, supervision and examination by the FRB, which has the authority, among other things, to order bank holding companies to cease and desist from unsafe or unsound banking practices; to assess civil money penalties; and to order termination of non-banking activities or termination of ownership and control of a non-banking subsidiary by a bank holding company.

*Source of Strength*

Under the BHCA, as amended by the Dodd-Frank Act, the Company is required to serve as a source of financial strength for the Banks in the event of the financial distress of the Banks. This provision of the Dodd-Frank Act codifies the longstanding policy of the FRB. This support may be required at times when the bank holding company may not have the resources to provide the additional financial support required by its subsidiary banks. In the event of a bank holding company's bankruptcy, any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a bank subsidiary will be assumed by the bankruptcy trustee and entitled to priority of payment.

*Acquisitions and Activities*

The BHCA prohibits a bank holding company, without prior approval of the FRB, from acquiring all or substantially all the assets of a bank, acquiring control of a bank, merging or consolidating with another bank holding company, or acquiring direct or indirect ownership or control of any voting shares of another bank or bank holding company if, after such acquisition, the acquiring bank holding company would control more than 5% of any class of the voting shares of such other bank or bank holding company. Further, as a Massachusetts bank holding company, the Company generally must obtain the prior approval of the Massachusetts Board of Bank Incorporation to acquire ownership or control of more than 5% of any voting stock in any other banking institution, acquire substantially all the assets of a bank, or merge with another bank holding company. However, there is an exemption from this approval requirement in certain cases in which the banking institution to be acquired, simultaneously with the acquisition, merges with a banking institution subsidiary of the Company in a transaction approved by the Commissioner.

The BHCA also generally prohibits a bank holding company from engaging directly or indirectly in activities other than those of banking, managing or controlling banks or furnishing services to its subsidiary banks. However, among other permitted activities, a bank holding company may engage in and may own shares of companies engaged in certain activities that the FRB has determined to be so closely related to banking or managing and controlling banks as to be a proper incident thereto, subject to certain notification requirements.

*Limitations on Acquisitions of Company Common Stock*

The Change in Bank Control Act prohibits a person or group of persons from acquiring "control" of a bank holding company unless the FRB has been notified and has not objected to the transaction. Under rebuttable presumptions of control established by the FRB, the acquisition of control of voting securities of a bank holding company constitutes an acquisition of control under the Change in Bank Control Act, requiring prior notice to the FRB, if, immediately after the transaction, the acquiring person (or persons acting in concert) will own, control, or hold with power to vote 10% or more of any class of voting securities of the bank holding company, and if either (i) the bank holding company has registered securities under Section 12 of the Securities Exchange Act of 1934, or (ii) no other person will own, control, or hold the power to vote a greater percentage of that class of voting securities immediately after the transaction.



In addition, the BHCA prohibits any company from acquiring control of a bank or bank holding company without first having obtained the approval of the FRB. Among other circumstances, under the BHCA, a company has control of a bank or bank holding company if the company owns, controls or holds with power to vote 25% or more of a class of voting securities of the bank or bank holding company; controls in any manner the election of a majority of directors or trustees of the bank or bank holding company; or the FRB has determined, after notice and opportunity for hearing, that the company has the power to exercise a controlling influence over the management or policies of the bank or bank holding company. The FRB has established presumptions of control under which the acquisition of control of 5% or more of a class of voting securities of a bank holding company, together with other factors enumerated by the FRB, could constitute the acquisition of control of a bank holding company for purposes of the BHCA.

#### ***Regulation of the Banks***

Brookline Bank is subject to regulation, supervision and examination by the MDOB and the FRB. BankRI is subject to regulation, supervision and examination by the RIBD and the FRB. The enforcement powers available to federal and state banking regulators include, among other things, the ability to issue cease and desist or removal orders to terminate insurance of deposits; to assess civil money penalties; to issue directives to increase capital; to place the bank into receivership; and to initiate injunctive actions against banking organizations and institution-affiliated parties.

#### ***Deposit Insurance***

Deposit obligations of the Banks are insured by the FDIC's Deposit Insurance Fund up to \$250,000 per separately insured depositor for deposits held in the same right and capacity.

In 2016, as mandated by the Federal Deposit Insurance Act (the "FDIA"), the FDIC's Board of Directors approved a final rule to increase the DIF's reserve ratio to the statutorily required minimum ratio of 1.35% of estimated insured deposits. On September 30, 2018, the DIF reserve ratio reached 1.36%. Small banks, which are generally banks with less than \$10 billion in assets, were awarded assessment credits for the portion of their assessments that contributed to the growth in the reserve ratio from 1.15 percent to 1.35 percent.

Deposit insurance premiums are based on assets. In 2016, the FDIC's Board of Directors adopted a final rule that changed the manner in which deposit insurance assessment rates are calculated for established small banks, generally those banks with less than \$10 billion of assets that have been insured for at least five years. Under this method, each of seven financial ratios and a weighted average of CAMELS composite ratings are multiplied by a corresponding pricing multiplier. The sum of these products is added to a uniform amount, with the resulting sum being an institution's initial base assessment rate (subject to minimum or maximum assessment rates based on a bank's CAMELS composite rating). This method takes into account various measures, including an institution's leverage ratio, brokered deposit ratio, one year asset growth, the ratio of net income before taxes to total assets, and considerations related to asset quality. For the year ending December 31, 2020, the Banks' FDIC insurance assessments costs were \$4.2 million.

The FDIC has the authority to adjust deposit insurance assessment rates at any time. In addition, under the FDIA, the FDIC may terminate deposit insurance, among other circumstances, upon a finding that the institution has engaged in unsafe and unsound practices; is in an unsafe or unsound condition to continue operations; or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC.

Until July 31, 2019, Brookline Bank was a member bank of the Depositors Insurance Fund (the "DIF"), a private, industry-sponsored insurance fund that insures all deposits above FDIC limits for Massachusetts-chartered savings banks. Brookline Bank converted its charter from a Massachusetts-chartered savings bank to a Massachusetts-chartered trust company and ended its membership in the DIF on July 31, 2019. Term deposits in excess of the FDIC insurance coverage will continue to be insured by the DIF until they reach maturity.

#### ***Cross-Guarantee***

Similar to the source of strength doctrine discussed above in "Regulation of the Company-Source of Strength," under the cross-guarantee provisions of the FDIA, the FDIC can hold any FDIC-insured depository institution liable for any loss suffered or anticipated by the FDIC in connection with (i) the "default" of a commonly controlled FDIC-insured depository institution; or (ii) any assistance provided by the FDIC to a commonly controlled FDIC-insured depository institution "in danger of default."

*Acquisitions and Branching*

The Banks must seek prior approval from the FRB to acquire another bank or establish a new branch office. Brookline Bank must also seek prior approval from the MDOB to acquire another bank or establish a new branch office and BankRI must also seek prior approval from the RIBD to acquire another bank or establish a new branch office. Well capitalized and well managed banks may acquire other banks in any state, subject to certain deposit concentration limits and other conditions, pursuant to the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, as amended by the Dodd-Frank Act. In addition, the Dodd-Frank Act authorizes a state-chartered bank to establish new branches on an interstate basis to the same extent a bank chartered by the host state may establish branches.

*Activities and Investments of Insured State-Chartered Banks*

The FDIA generally limits the types of equity investments that FDIC-insured state-chartered member banks, such as the Banks, may make and the kinds of activities in which such banks may engage, as a principal, to those that are permissible for national banks. Further, the Gramm-Leach-Bliley Act of 1999 (the "GLBA") permits state banks, to the extent permitted under state law, to engage through "financial subsidiaries" in certain activities which are permissible for subsidiaries of a financial holding company. In order to form a financial subsidiary, a state-chartered bank must be well capitalized, and must comply with certain capital deduction, risk management and affiliate transaction rules, among other requirements. In addition, the Federal Reserve Act provides that state member banks are subject to the same restrictions with respect to purchasing, selling, underwriting, and holding of investment securities as national banks.

*Brokered Deposits*

The FDIA and federal regulations generally limit the ability of an insured depository institution to accept, renew or roll over any brokered deposit unless the institution's capital category is "well capitalized" or, with regulatory approval, "adequately capitalized." Depository institutions that have brokered deposits in excess of 10% of total assets will be subject to increased FDIC deposit insurance premium assessments. Additionally, depository institutions considered "adequately capitalized" that need regulatory approval to accept, renew or roll over any brokered deposits are subject to additional restrictions on the interest rate they may pay on deposits. As of December 31, 2020, neither of the Banks had brokered deposits in excess of 10% of total assets.

Section 202 of the Economic Growth, Regulatory Relief, and Consumer Protection Act (the "Economic Growth Act"), which was enacted in 2018, amends the FDIA to exempt a capped amount of reciprocal deposits from treatment as brokered deposits for certain insured depository institutions.

*The Community Reinvestment Act*

The Community Reinvestment Act ("CRA") requires the FRB to evaluate each of the Banks with regard to their performance in helping to meet the credit needs of the communities each of the Banks serve, including low and moderate-income neighborhoods, consistent with safe and sound banking operations, and to take this record into consideration when evaluating certain applications. The FRB's CRA regulations are generally based upon objective criteria of the performance of institutions under three key assessment tests: (i) a lending test, to evaluate the institution's record of making loans in its service areas; (ii) an investment test, to evaluate the institution's record of investing in community development projects, affordable housing, and programs benefiting low- or moderate-income individuals and businesses; and (iii) a service test, to evaluate the institution's delivery of services through its branches, ATMs, and other offices. Failure of an institution to receive at least a "satisfactory" rating could inhibit the Banks or the Company from undertaking certain activities, including engaging in activities permitted as a financial holding company under GLBA and acquisitions of other financial institutions. Each Bank has achieved a rating of "satisfactory" on its most recent CRA examination. Both Massachusetts and Rhode Island have adopted specific community reinvestment requirements which are substantially similar to those of the FRB.

*Lending Restrictions*

Federal law limits a bank's authority to extend credit to directors and executive officers of the bank or its affiliates and persons or companies that own, control or have power to vote more than 10% of any class of securities of a bank or an affiliate of a bank, as well as to entities controlled by such persons. Among other things, extensions of credit to insiders are required to be made on terms that are substantially the same as, and follow credit underwriting procedures that are not less stringent than, those prevailing for comparable transactions with unaffiliated persons. Also, the terms of such extensions of credit may not involve more than the normal risk of repayment or present other unfavorable features and may not exceed certain limitations on the amount of credit extended to such persons, individually and in the aggregate, which limits are based, in part, on the amount of the bank's capital.

## Capital Adequacy and Safety and Soundness

### Regulatory Capital Requirements

The FRB has issued risk-based and leverage capital rules applicable to U.S. banking organizations such as the Company and the Banks. These rules are intended to reflect the relationship between the banking organization's capital and the degree of risk associated with its operations based on transactions recorded on-balance sheet as well as off-balance sheet items. The FRB may from time to time require that a banking organization maintain capital above the minimum levels discussed below, due to the banking organization's financial condition or actual or anticipated growth.

The capital adequacy rules define qualifying capital instruments and specify minimum amounts of capital as a percentage of assets that banking organizations are required to maintain. Common equity Tier 1 capital generally includes common stock and related surplus, retained earnings and, in certain cases and subject to certain limitations, minority interest in consolidated subsidiaries, less goodwill, other non-qualifying intangible assets and certain other deductions. Tier 1 capital for banks and bank holding companies generally consists of the sum of common equity Tier 1 elements, non-cumulative perpetual preferred stock, and related surplus in certain cases and subject to limitations, minority interests in consolidated subsidiaries that do not qualify as common equity Tier 1 capital, less certain deductions. Tier 2 capital generally consists of hybrid capital instruments, perpetual debt and mandatory convertible debt securities, cumulative perpetual preferred stock, term subordinated debt and intermediate-term preferred stock, and, subject to limitations, allowances for loan losses. The sum of Tier 1 and Tier 2 capital less certain required deductions represents qualifying total risk-based capital. Prior to the effectiveness of certain provisions of the Dodd-Frank Act, bank holding companies were permitted to include trust preferred securities and cumulative perpetual preferred stock in Tier 1 capital, subject to limitations. However, the FRB's capital rule applicable to bank holding companies permanently grandfathered nonqualifying capital instruments, including trust preferred securities, issued before May 19, 2010 by depository institution holding companies with less than \$15 billion in total assets as of December 31, 2009, subject to a limit of 25% of Tier 1 capital. In addition, under rules that became effective January 1, 2015, accumulated other comprehensive income (positive or negative) must be reflected in Tier 1 capital; however, the Company was permitted to make a one-time, permanent election to continue to exclude accumulated other comprehensive income from capital. The Company has made this election.

Under the capital rules, risk-based capital ratios are calculated by dividing common equity Tier 1, Tier 1, and total risk capital, respectively, by risk-weighted assets. Assets and off-balance sheet credit equivalents are assigned to one of several categories of risk-weights, based primarily on relative risk. Under the FRB's rules, the Company and the Banks are each required to maintain a minimum common equity Tier 1 capital ratio requirement of 4.5%, a minimum Tier 1 capital ratio requirement of 6.0%, a minimum total capital requirement of 8.0% and a minimum leverage ratio requirement of 4.0%. Additionally, these rules require an institution to establish a capital conservation buffer of common equity Tier 1 capital in an amount above the minimum risk-based capital requirements for "adequately capitalized" institutions of more than 2.5% of total risk weighted assets, or face restrictions on the ability to pay dividends, pay discretionary bonuses, and to engaged in share repurchases.

A bank holding company, such as the Company, is considered "well capitalized" if the bank holding company (i) has a total risk based capital ratio of at least 10.0%, (ii) has a Tier 1 risk-based capital ratio of at least 6.0%, and (iii) is not subject to any written agreement order, capital directive or prompt corrective action directive to meet and maintain a specific capital level for any capital measure. In addition, under the FRB's prompt corrective action rules, a state member bank is considered "well capitalized" if it (i) has a total risk-based capital ratio of 10.0% or greater; (ii) a Tier 1 risk-based capital ratio of 8.0% or greater; (iii) a common Tier 1 equity ratio of at least 6.5% or greater, (iv) a leverage capital ratio of 5.0% or greater; and (v) is not subject to any written agreement, order, capital directive, or prompt corrective action directive to meet and maintain a specific capital level for any capital measure. The FRB also considers: (i) concentrations of credit risk; (ii) interest rate risk; and (iii) risks from non-traditional activities, as well as an institution's ability to manage those risks. When determining the adequacy of an institution's capital, this evaluation is a part of the institution's regular safety and soundness examination. Each of the Banks is currently considered well-capitalized under all regulatory definitions.

Generally, a bank, upon receiving notice that it is not adequately capitalized (i.e., that it is "undercapitalized"), becomes subject to the prompt corrective action provisions of Section 38 of FDIA that, for example, (i) restrict payment of capital distributions and management fees, (ii) require that its federal bank regulator monitor the condition of the institution and its efforts to restore its capital, (iii) require submission of a capital restoration plan, (iv) restrict the growth of the institution's assets, and (v) require prior regulatory approval of certain expansion proposals. A bank that is required to submit a capital restoration plan must concurrently submit a performance guarantee by each company that controls the bank. A bank that is "critically undercapitalized" (i.e., has a ratio of tangible equity to total assets that is equal to or less than 2.0%) will be subject to further restrictions, and generally will be placed in conservatorship or receivership within 90 days.

The Banks are considered “well capitalized” under the FRB’s prompt corrective action rules and the Company is considered “well capitalized” under the FRB’s rules applicable to bank holding companies.

Section 201 of the Economic Growth Act directs the federal bank regulatory agencies to establish a community bank leverage ratio (“CBLR”) of tangible capital to average total consolidated assets of not less than 8.0% or more than 10.0%. Under the final rule issued by federal banking agencies, effective January 1, 2020, depository institutions and depository institution holding companies that have less than \$10 billion in total consolidated assets and meet other qualifying criteria, including a leverage ratio (equal to Tier 1 capital divided by average total consolidated assets) of greater than 9.0%, will be eligible to opt into the community bank leverage ratio framework. A community banking organization that elects to use the community bank leverage ratio framework and that maintains a leverage ratio of greater than 9.0% will be considered to have satisfied the generally applicable risk-based and leverage capital requirements in the banking agencies’ generally applicable capital rules and, if applicable, will be considered to have met the well-capitalized ratio requirements for purposes of Section 38 of the Federal Deposit Insurance Act. The final rule includes a two-quarter grace period during which a qualifying banking organization that temporarily fails to meet any of the qualifying criteria, including the greater than 9.0% leverage ratio requirement, generally would still be deemed well-capitalized so long as the banking organization maintains a leverage ratio greater than 8.0%. At the end of the grace period, the banking organization must meet all qualifying criteria to remain in the community bank leverage ratio framework or otherwise must comply with and report under the generally applicable rule. As required by Section 4012 the CARES Act, the federal banking agencies temporarily lowered the community bank leverage ratio, issuing two interim final rules to set the community bank leverage ratio at 8.0% and then gradually re-establish it at 9.0%. Under the interim final rules, the community bank leverage ratio was set at 8.0% beginning in the second quarter of 2020 through the end of the year. Community banks that have a leverage ratio of 8.0% or greater and meet certain other criteria may elect to use the community bank leverage ratio framework. Beginning in 2021, the community bank leverage ratio will increase to 8.5% for the calendar year. Community banks will have until January 1, 2022, before the leverage ratio requirement to use the CBLR framework will return to 9.0%. At this time, the Company does not anticipate opting in to the CBLR.

#### *Safety and Soundness Standards*

Guidelines adopted by the federal bank regulatory agencies pursuant to the FDIA establish general standards relating to internal controls and information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, asset quality, earnings and compensation, fees and benefits. In general, these guidelines require, among other things, appropriate systems and practices to identify and manage the risk and exposures specified in the guidelines. The guidelines prohibit excessive compensation as an unsafe and unsound practice and describe compensation as excessive when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director or principal stockholder. In addition, the federal banking agencies adopted regulations that authorize, but do not require, an agency to order an institution that has been given notice by an agency that it is not satisfying any of such safety and soundness standards to submit a compliance plan. If, after being so notified, an institution fails to submit an acceptable compliance plan or fails in any material respect to implement an acceptable compliance plan, the agency must issue an order directing action to correct the deficiency and may issue an order restricting asset growth, requiring an institution to increase its ratio of tangible equity to assets or directing other actions of the types to which an undercapitalized institution is subject under the “prompt corrective action” provisions of FDIA. See “- Regulatory Capital Requirements” above. If an institution fails to comply with such an order, the agency may seek to enforce such order in judicial proceedings and to impose civil money penalties.

#### *Dividend Restrictions*

The Company is a legal entity separate and distinct from the Banks. The revenue of the Company (on a parent company only basis) is derived primarily from dividends paid to it by the Banks. The right of the Company, and consequently the right of shareholders of the Company, to participate in any distribution of the assets or earnings of the Banks through the payment of such dividends or otherwise is subject to the prior claims of creditors of the Banks (including depositors), except to the extent that certain claims of the Company in a creditor capacity may be recognized.

#### *Restrictions on Bank Holding Company Dividends*

The FRB has authority to prohibit bank holding companies from paying dividends if such payment is deemed to be an unsafe or unsound practice. The FRB has indicated generally that it may be an unsafe or unsound practice for bank holding companies to pay dividends unless the bank holding company’s net income for the prior year is sufficient to fund the dividends and the expected rate of earnings retention is consistent with the organization’s capital needs, asset quality and overall financial condition. Further, under the FRBs capital rules, the Company’s ability to pay dividends will be restricted if it does not maintain the required capital conservation buffer. See “Capital Adequacy and Safety and Soundness-Regulatory Capital Requirements” above.

*Restrictions on Bank Dividends*

The FRB has the authority to use its enforcement powers to prohibit a bank from paying dividends if, in its opinion, the payment of dividends would constitute an unsafe or unsound practice. Federal law also prohibits the payment of dividends by a bank that will result in the bank failing to meet its applicable capital requirements on a pro forma basis. In addition, a state member bank may not declare or pay a dividend: (i) if the total of all dividends declared during the calendar year, including the proposed dividend, exceeds the sum of the bank's net income during the current calendar year and the retained net income of the prior two calendar years; or (ii) that would exceed its undivided profits; in either case, unless the dividend has been approved by the FRB. Payment of dividends by a bank is also restricted pursuant to various state regulatory limitations.

*Certain Transactions by Bank Holding Companies with their Affiliates*

There are various statutory restrictions on the extent to which bank holding companies and their non-bank subsidiaries may borrow, obtain credit from or otherwise engage in "covered transactions" with their insured depository institution subsidiaries. An insured depository institution (and its subsidiaries) may not lend money to, or engage in covered transactions with, its non-depository institution affiliates if the aggregate amount of covered transactions outstanding involving the bank, plus the proposed transaction, exceeds the following limits: (i) in the case of any one such affiliate, the aggregate amount of covered transactions of the insured depository institution and its subsidiaries cannot exceed 10% of the capital stock and surplus of the insured depository institution; and (ii) in the case of all affiliates, the aggregate amount of covered transactions of the insured depository institution and its subsidiaries cannot exceed 20% of the capital stock and surplus of the insured depository institution. For this purpose, "covered transactions" are defined by statute to include a loan or extension of credit to an affiliate, a purchase of or investment in securities issued by an affiliate, a purchase of assets from an affiliate unless exempted by the FRB, the acceptance of securities issued by an affiliate as collateral for a loan or extension of credit to any person or company, the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate, securities borrowing or lending transactions with an affiliate that creates a credit exposure to such affiliate, or a derivatives transaction with an affiliate that creates a credit exposure to such affiliate. Covered transactions are also subject to certain collateral security requirements. Covered transactions as well as other types of transactions between a bank and a bank holding company must be conducted under terms and conditions, including credit standards, that are at least as favorable to the bank as prevailing market terms. If a banking organization elects to use the community bank leverage ratio framework described in "Capital Adequacy and Safety and Soundness - Regulatory Capital Requirements" above, the banking organization would be required to measure the amount of covered transactions as a percentage of Tier 1 capital, subject to certain adjustments. Moreover, Section 106 of the Bank Holding Company Act Amendment of 1970 provides that, to further competition, a bank holding company and its subsidiaries are prohibited from engaging in certain tying arrangements in connection with any extension of credit, lease or sale of property of any kind, or the furnishing of any service. As of and for the year ending December 31, 2020, there were no such transactions.

*Consumer Protection Regulation*

The Company and the Banks are subject to a number of federal and state laws designed to protect consumers and prohibit unfair or deceptive business practices. These laws include the Equal Credit Opportunity Act, Fair Housing Act, Home Ownership Protection Act, Fair Credit Reporting Act, as amended by the Fair and Accurate Credit Transactions Act of 2003 (the "FACT Act"), GLBA, Truth in Lending Act ("TILA"), the CRA, the Home Mortgage Disclosure Act, Real Estate Settlement Procedures Act, National Flood Insurance Act and various state law counterparts. These laws and regulations mandate certain disclosure requirements and regulate the manner in which financial institutions must interact with customers when taking deposits, making loans, collecting loans and providing other services. Further, the Consumer Financial Protection Bureau ("CFPB") also has a broad mandate to prohibit unfair, deceptive or abusive acts and practices and is specifically empowered to require certain disclosures to consumers and draft model disclosure forms. Failure to comply with consumer protection laws and regulations can subject financial institutions to enforcement actions, fines and other penalties. The FRB examines the Banks for compliance with CFPB rules and enforces CFPB rules with respect to the Banks.

*Mortgage Reform*

The Dodd-Frank Act prescribes certain standards that mortgage lenders must consider before making a residential mortgage loan, including verifying a borrower's ability to repay such mortgage loan, and allows borrowers to assert violations of certain provisions of the TILA as a defense to foreclosure proceedings. Under the Dodd-Frank Act, prepayment penalties are prohibited for certain mortgage transactions and creditors are prohibited from financing insurance policies in connection with a residential mortgage loan or home equity line of credit. In addition, the Dodd-Frank Act prohibits mortgage originators from receiving compensation based on the terms of residential mortgage loans and generally limits the ability of a mortgage originator to be compensated by others if compensation is received from a consumer. The Dodd-Frank Act requires mortgage lenders to make additional disclosures prior to the extension of credit, and in each billing statement, and for negative amortization loans and hybrid adjustable rate mortgages. Additionally, the CFPB's qualified mortgage rule requires creditors, such as the Banks, to make a reasonable good faith determination of a consumer's ability to repay any consumer credit transaction secured by a dwelling prior to making the loan. The Economic Growth Act included provisions that ease certain requirements related to mortgage transactions for certain institutions with less than \$10 billion in total consolidated assets.

*Privacy and Customer Information Security*

The GLBA requires financial institutions to implement policies and procedures regarding the disclosure of nonpublic personal information about consumers to nonaffiliated third parties. In general, the Banks must provide their customers with an annual disclosure that explains their policies and procedures regarding the disclosure of such nonpublic personal information and, except as otherwise required or permitted by law, the Banks are prohibited from disclosing such information except as provided in such policies and procedures. If the financial institution only discloses information under exceptions from the GLBA that do not require an opt out to be provided and if there has been no change in the financial institutions privacy policies and procedures since its most recent disclosures provide to customers, an annual disclosure is not required to be provided by the financial institution. The GLBA also requires that the Banks develop, implement and maintain a comprehensive written information security program designed to ensure the security and confidentiality of customer information (as defined under GLBA), to protect against anticipated threats or hazards to the security or integrity of such information and to protect against unauthorized access to or use of such information that could result in substantial harm or inconvenience to any customer. The Banks are also required to send a notice to customers whose "sensitive information" has been compromised if unauthorized use of this information is "reasonably possible." Most of the states, including the states where the Banks operate, have enacted legislation concerning breaches of data security and the duties of the Banks in response to a data breach. Congress continues to consider federal legislation that would require consumer notice of data security breaches. Pursuant to the FACT Act, the Banks must also develop and implement a written identity theft prevention program to detect, prevent, and mitigate identity theft in connection with the opening of certain accounts or certain existing accounts. Additionally, the FACT Act amends the Fair Credit Reporting Act to generally prohibit a person from using information received from an affiliate to make a solicitation for marketing purposes to a consumer, unless the consumer is given notice and a reasonable opportunity and method to opt out of the making of such solicitations.

***Anti-Money Laundering***

*The Bank Secrecy Act*

Under the Bank Secrecy Act ("BSA"), a financial institution is required to have systems in place to detect certain transactions, based on the size and nature of the transaction. Financial institutions are generally required to report to the United States Treasury any cash transactions involving at least \$10,000. In addition, financial institutions are required to file suspicious activity reports for any transaction or series of transactions that involve more than \$5,000 and which the financial institution knows, suspects or has reason to suspect involves illegal funds, is designed to evade the requirements of the BSA or has no lawful purpose. The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the "USA PATRIOT Act"), which amended the BSA, is designed to deny terrorists and others the ability to obtain anonymous access to the U.S. financial system. The USA PATRIOT Act has significant implications for financial institutions and businesses of other types involved in the transfer of money. The USA PATRIOT Act, together with the implementing regulations of various federal regulatory agencies, has caused financial institutions, such as the Banks, to adopt and implement additional policies or amend existing policies and procedures with respect to, among other things, anti-money laundering compliance, suspicious activity, currency transaction reporting, customer identity verification and customer risk analysis. In evaluating an application to acquire a bank or to merge banks or effect a purchase of assets and assumption of deposits and other liabilities, the applicable federal banking regulator must consider the anti-money laundering compliance record of both the applicant and the target. In addition, under the USA PATRIOT Act, financial institutions are required to take steps to monitor their correspondent banking and private banking relationships as well as, if applicable, their relationships with "shell banks."

*Office of Foreign Assets Control*

The U.S. has imposed economic sanctions that affect transactions with designated foreign countries, nationals and others. These sanctions, which are administered by the U.S. Treasury's Office of Foreign Assets Control ("OFAC"), take many different forms. Generally, however, they contain one or more of the following elements: (i) restrictions on trade with or investment in a sanctioned country, including prohibitions against direct or indirect imports from and exports to a sanctioned country and prohibitions on "U.S. persons" engaging in financial or other transactions relating to a sanctioned country or with certain designated persons and entities; (ii) a blocking of assets in which the government or specially designated nationals of the sanctioned country have an interest, by prohibiting transfers of property subject to U.S. jurisdiction (including property in the possession or control of U.S. persons); and (iii) restrictions on transactions with or involving certain persons or entities. Blocked assets (for example, property and bank deposits) cannot be paid out, withdrawn, set off or transferred in any manner without a license from OFAC. Failure to comply with these sanctions could have serious legal and reputational consequences for the Company. As of December 31, 2020, the Company did not have any transactions with sanctioned countries, nationals, and others.

**Item 1A. Risk Factors**

Before deciding to invest in us or deciding to maintain or increase your investment, you should carefully consider the risks described below, in addition to the other information contained in this report and in our other filings with the SEC. The risks and uncertainties described below and in our other filings are not the only ones facing us. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business. If any of these known or unknown risks or uncertainties actually occur, our business, financial condition and results of operations could be seriously harmed. In that event, the market price for our common stock could decline and you may lose your investment.

**RISKS RELATED TO THE COVID-19 PANDEMIC**

*The COVID-19 pandemic, and the measures taken to control its spread, will continue to adversely impact our employees, customers, business operations and financial results, and the ultimate impact will depend on future developments, which are highly uncertain and cannot be predicted.*

The COVID-19 pandemic has, and will likely continue to, severely impact the national economy and the regional and local markets in which we operate, lower equity market valuations, create significant volatility and disruption in capital and debt markets, and increase unemployment levels. Our business operations may be disrupted if significant portions of our workforce are unable to work effectively, including because of illness, quarantines, government actions, or other restrictions in connection with the pandemic. We are subject to heightened cybersecurity, information security and operational risks as a result of work-from-home arrangements that we have put in place for our employees. Actions taken by the FRB to combat the economic contraction caused by the COVID-19 pandemic, including the reduction of the target federal funds rate and quantitative easing programs, could, if prolonged, adversely affect our net interest income and margins, and our profitability. The continued closures of many businesses and the institution of social distancing, shelter in place and stay home orders in the states and communities we serve, have reduced business activity and financial transactions. Government policies and directives relating to the pandemic response are subject to change as the effects and spread of the COVID-19 pandemic continue to evolve. It is unclear whether any COVID-19 pandemic-related businesses losses that we or our customers may suffer will be covered by existing insurance policies. Additionally, certain government directives and social distancing protocols may hinder our ability to conduct timely property appraisals, which could delay or impact the accuracy of the recognition of credit losses in our loan portfolios. Increases in deposit balances due, among other things, to government stimulus and relief programs could adversely affect our financial performance if we are unable to successfully lend or invest those funds. The measures we have taken to aid our customers, including short-term loan payment deferrals, may be insufficient to help our customers who have been negatively impacted by the economic fallout from the COVID-19 pandemic. Loans that are currently in deferral status may become nonperforming loans. Changes in customer behavior due to worsening business and economic conditions or legislative or regulatory initiatives may impact the demand for our products and services, which could adversely affect our revenue, increase the recognition of credit losses in our loan portfolios and increases in our allowance for credit losses. Similarly, because of adverse economic and market conditions affecting issuers, we may be required to recognize further impairments on the securities we hold, goodwill, intangible assets, and deferred tax assets, as well as reductions in other comprehensive income. The extent to which the COVID-19 pandemic will continue to impact our business, results of operations, and financial condition, as well as our regulatory capital and liquidity ratios, will depend on future developments, including the scope and duration of the pandemic and actions taken by governmental authorities and other third parties in response to the pandemic, as well as further actions we may take as may be required by government authorities or that we determine is in the best interests of our employees and customers. There is no certainty that such measures will be sufficient to mitigate the risks posed by the pandemic.

***Our participation in the SBA's PPP may expose us to reputational harm, increased litigation risk, as well as the risk that the SBA may not fund some or all of the guarantees associated with PPP loans.***

The Company funded 2,922 PPP loans totaling \$581.7 million as of August 8, 2020 when the Original PPP closed, of which \$489.2 million remains outstanding, net of deferred fees and costs at December 31, 2020. As of January 27, 2020, the Company's banks are participating in the PPP-2. Lenders participating in the PPP have faced increased public scrutiny about their loan application process and procedures, and the nature and type of the borrowers receiving PPP loans. We depend on our reputation as a trusted and responsible financial services company to compete effectively in the communities that we serve, and any negative public or customer response to, or any litigation or claims that might arise out of, our participation in the PPP and any other legislative or regulatory initiatives and programs that may be enacted in response to the COVID-19 pandemic, could adversely impact our business. Other larger banks have been subject to litigation regarding the process and procedures that such banks used in processing applications for the PPP, and we may be subject to the same or similar litigation, in addition to litigation in connection with our processing of PPP loan forgiveness applications. In addition, if the SBA determines that there is a deficiency in the manner in which a PPP loan was originated, funded, or serviced by us, the SBA may deny its liability under the guaranty, reduce the amount of the guaranty, or, if it has already paid under the guaranty, seek recovery of any loss related to the deficiency from us.

**RISKS RELATED TO OUR BUSINESS AND INDUSTRY**

***Our business may be adversely affected by changes in economic and market conditions.***

A worsening of economic and market conditions, downside shocks, or a return to recessionary economic conditions could adversely affect us and others in the financial services industry. We primarily serve individuals and businesses located in the greater Boston metropolitan area, eastern Massachusetts, New York, New Jersey, and Rhode Island. Our success is largely dependent on local and regional economic conditions. Recessionary economic conditions, increased unemployment, inflation, a decline in real estate values or other factors beyond our control may adversely affect the ability of our borrowers to repay their loans, and could result in higher loan and lease losses and lower net income for us.

In addition, deterioration or defaults made by issuers of the underlying collateral of our investment securities may cause additional credit-related other-than-temporary impairment charges to our income statement. Our ability to borrow from other financial institutions or to access the debt or equity capital markets on favorable terms or at all could be adversely affected by disruptions in the capital markets or other events, including actions by rating agencies and deteriorating investor expectations.

***Changes to interest rates could adversely affect our results of operations and financial condition.***

Our consolidated results of operations depend, on a large part, on net interest income, which is the difference between (i) interest income on interest-earning assets, such as loans, leases and securities, and (ii) interest expense on interest-bearing liabilities, such as deposits and borrowed funds. As a result, our earnings and growth are significantly affected by interest rates, which are subject to the influence of economic conditions generally, both domestic and foreign, to events in the capital markets and also to the monetary and fiscal policies of the United States and its agencies, particularly the FRB. The nature and timing of any changes in such policies or general economic conditions and their effect on us cannot be controlled and are extremely difficult to predict. An increase in interest rates could also have a negative impact on our results of operations by reducing the ability of borrowers to repay their current loan obligations, which could not only result in increased loan defaults, foreclosures and charge-offs, but also necessitate further increases to our allowances for loan losses. A decrease in interest rates may trigger loan prepayments, which may serve to reduce net interest income if we are unable to lend those funds to other borrowers or invest the funds at the same or higher interest rates.

***We face significant and increasing competition in the financial services industry.***

We operate in a highly competitive environment that includes financial and non-financial services firms, including traditional banks, online banks, financial technology companies and others. These companies compete on the basis of, among other factors, size, quality and type of products and services offered, price, technology and reputation. Emerging technologies have the potential to intensify competition and accelerate disruption in the financial services industry. In recent years, non-financial services firms, such as financial technology companies, have begun to offer services traditionally provided by financial institutions. These firms attempt to use technology and mobile platforms to enhance the ability of companies and individuals to borrow money, save and invest. Our ability to compete successfully depends on a number of factors, including our ability to develop and execute strategic plans and initiatives; to develop competitive products and technologies; and to attract, retain and develop a highly skilled employee workforce. If we are not able to compete successfully, we could be placed at a competitive disadvantage, which could result in the loss of customers and market share, and our business, results of operations and financial condition could suffer.



***Our business may be adversely affected if we fail to adapt our products and services to evolving industry standards and consumer preferences.***

The financial services industry is undergoing rapid technological changes with frequent introductions of new technology driven products and services. The widespread adoption of new technologies, including internet services, cryptocurrencies and payment systems, could require substantial expenditures to modify or adapt our existing products and services as we grow and develop our internet banking and mobile banking channel strategies in addition to remote connectivity solutions. We might not be successful in developing or introducing new products and services, integrating new products or services into our existing offerings, responding or adapting to changes in consumer behavior, preferences, spending, investing and/or saving habits, achieving market acceptance of our products and services, reducing costs in response to pressures to deliver products and services at lower prices or sufficiently developing and maintaining loyal customers.

***If our allowance for credit losses is not sufficient to cover actual loan and lease losses, our earnings may decrease.***

We periodically make a determination of an allowance for credit losses based on available information, including, but not limited to, the quality of the loan and lease portfolio as indicated by trends in loan risk ratings, payment performance, economic conditions, the value of the underlying collateral and the level of nonaccruing and criticized loans and leases. Management relies on its loan officers and credit quality reviews, its experience and its evaluation of economic conditions, among other factors, in determining the amount of provision required for the allowance for credit losses. Provisions to this allowance result in an expense for the period. If, as a result of general economic conditions, previously incorrect assumptions, or an increase in defaulted loans or leases, we determine that additional increases in the allowance for credit losses are necessary, additional expenses may be incurred.

Determining the allowance for credit losses inherently involves a high degree of subjectivity and requires us to make significant estimates of current credit risks and trends, all of which may undergo material changes. We cannot be sure that we will be able to identify deteriorating credits before they become nonperforming assets or that we will be able to limit losses on those loans and leases that are identified. We have in the past been, and in the future may be, required to increase our allowance for credit losses for any of several reasons. State and federal regulators, in reviewing our loan and lease portfolio as part of a regulatory examination, may request that we increase the allowance for credit losses. Changes in economic conditions or individual business or personal circumstances affecting borrowers, new information regarding existing loans and leases, identification of additional problem loans and leases and other factors, both within and outside of our control, may require an increase in the allowance for credit losses. Any increases in the allowance for credit losses may result in a decrease in our net income and, possibly, our capital, and could have an adverse effect on our financial condition and results of operations.

***Our loan and lease portfolios include commercial real estate mortgage loans and commercial loans and leases, which are generally riskier than other types of loans.***

Our commercial real estate and commercial loan and lease portfolios currently comprise 83.9% of total loans and leases. Commercial loans and leases generally carry larger balances and involve a higher risk of nonpayment or late payment than residential mortgage loans. Most of the commercial loans and leases are secured by borrower business assets such as accounts receivable, inventory, equipment and other fixed assets. Compared to real estate, these types of collateral are more difficult to monitor, harder to value, may depreciate more rapidly and may not be as readily saleable if repossessed. Repayment of commercial loans and leases is largely dependent on the business and financial condition of borrowers. Business cash flows are dependent on the demand for the products and services offered by the borrower's business. Such demand may be reduced when economic conditions are weak or when the products and services offered are viewed as less valuable than those offered by competitors. Because of the risks associated with commercial loans and leases, we may experience higher rates of default than if the portfolio were more heavily weighted toward residential mortgage loans. Higher rates of default could have an adverse effect on our financial condition and results of operations.

***Environmental liability associated with our lending activities could result in losses.***

In the course of business, we may acquire, through foreclosure, properties securing loans originated or purchased that are in default. Particularly in commercial real estate lending, there is a risk that material environmental violations could be discovered on these properties. In this event, we might be required to remedy these violations at the affected properties at our sole cost and expense. The cost of remedial action could substantially exceed the value of affected properties. We may not have adequate remedies against the prior owner or other responsible parties and could find it difficult or impossible to sell the affected properties. These events could have an adverse effect on our financial condition and results of operations.

***Our securities portfolio performance in difficult market conditions could have adverse effects on our results of operations.***

Unrealized losses on investment securities result from changes in credit spreads and liquidity issues in the marketplace, along with changes in the credit profile of individual securities issuers. Under GAAP, we are required to review our investment portfolio periodically for the presence of impairment of our securities, taking into consideration current and future market conditions, the extent and nature of changes in fair value, issuer rating changes and trends, volatility of earnings, current analysts' evaluations, our ability and intent to hold investments until a recovery of fair value, as well as other factors. Adverse developments with respect to one or more of the foregoing factors may require us to deem particular securities to be impaired, with the credit-related portion of the reduction in the value recognized as a charge to our earnings through an allowance. Subsequent valuations, in light of factors prevailing at that time, may result in significant changes in the values of these securities in future periods. Any of these factors could require us to recognize further impairments in the value of our securities portfolio, which may have an adverse effect on our results of operations in future periods.

***Potential downgrades of U.S. government securities by one or more of the credit ratings agencies could have a material adverse effect on our operations, earnings and financial condition.***

A possible future downgrade of the sovereign credit ratings of the U.S. government and a decline in the perceived creditworthiness of U.S. government-related obligations could impact our ability to obtain funding that is collateralized by affected instruments, as well as affect the pricing of that funding when it is available. A downgrade may also adversely affect the market value of such instruments. We cannot predict if, when or how any changes to the credit ratings or perceived creditworthiness of these organizations will affect economic conditions. Such ratings actions could result in a significant adverse impact on us. Among other things, a downgrade in the U.S. government's credit rating could adversely impact the value of our securities portfolio and may trigger requirements that the Company post additional collateral for trades relative to these securities. A downgrade of the sovereign credit ratings of the U.S. government or the credit ratings of related institutions, agencies or instruments would significantly exacerbate the other risks to which we are subject and any related adverse effects on the business, financial condition and results of operations.

***Uncertainty about the future of LIBOR may adversely affect our business.***

LIBOR is used extensively in the United States as a benchmark for various commercial and financial contracts, including funding sources, adjustable rate mortgages, corporate debt, interest rate swaps and other derivatives. LIBOR is set based on interest rate information reported by certain banks, which will stop reporting such information after 2021. It is uncertain at this time whether LIBOR will change or cease to exist or the extent to which those entering into financial contracts will transition to any other particular benchmark. Other benchmarks may perform differently than LIBOR or may have other consequences that cannot currently be anticipated. It is also uncertain what will happen with instruments that rely on LIBOR for future interest rate adjustments and which of those instruments may remain outstanding or be renegotiated if LIBOR ceases to exist. The uncertainty regarding the future of LIBOR as well as the transition from LIBOR to another benchmark rate or rates could have adverse impacts on our funding costs or net interest margins, as well as any floating-rate obligations, loans, deposits, derivatives, and other financial instruments that currently use LIBOR as a benchmark rate and, ultimately, adversely affect our financial condition and results of operations.

***We are subject to liquidity risk, which could negatively affect our funding levels.***

Market conditions or other events could negatively affect our access to or the cost of funding, affecting our ongoing ability to accommodate liability maturities and deposit withdrawals, meet contractual obligations, or fund asset growth and new business initiatives at a reasonable cost, in a timely manner and without adverse consequences.

Although we maintain a liquid asset portfolio and have implemented strategies to maintain sufficient and diverse sources of funding to accommodate planned, as well as unanticipated, changes in assets, liabilities, and off-balance sheet commitments under various economic conditions, a substantial, unexpected, or prolonged change in the level or cost of liquidity could have a material adverse effect on us. If the cost effectiveness or the availability of supply in these credit markets is reduced for a prolonged period of time, our funding needs may require us to access funding and manage liquidity by other means. These alternatives may include generating client deposits, securitizing or selling loans, extending the maturity of wholesale borrowings, borrowing under certain secured borrowing arrangements, using relationships developed with a variety of fixed income investors, and further managing loan growth and investment opportunities. These alternative means of funding may result in an increase to the overall cost of funds and may not be available under stressed conditions, which would cause us to liquidate a portion of our liquid asset portfolio to meet any funding needs.

***Loss of deposits or a change in deposit mix could increase our cost of funding.***

Deposits are a low cost and stable source of funding. We compete with banks and other financial institutions for deposits. Funding costs may increase if we lose deposits and are forced to replace them with more expensive sources of funding, if clients shift their deposits into higher cost products or if we need to raise interest rates to avoid losing deposits. Higher funding costs reduce our net interest margin, net interest income and net income.

***Wholesale funding sources may prove insufficient to replace deposits at maturity and support our operations and future growth.***

We and our banking subsidiaries must maintain sufficient funds to respond to the needs of depositors and borrowers. To manage liquidity, we draw upon a number of funding sources in addition to core deposit growth and repayments and maturities of loans and investments. These sources include Federal Home Loan Bank advances, proceeds from the sale of investments and loans, and liquidity resources at the holding company. Our ability to manage liquidity will be severely constrained if we are unable to maintain access to funding or if adequate financing is not available to accommodate future growth at acceptable costs. In addition, if we are required to rely more heavily on more expensive funding sources to support future growth, our revenues may not increase proportionately to cover our costs. In this case, operating margins and profitability would be adversely affected. Turbulence in the capital and credit markets may adversely affect our liquidity and financial condition and the willingness of certain counterparties and customers to do business with us.

***Potential deterioration in the performance or financial position of the FHLBB might restrict our funding needs and may adversely impact our financial condition and results of operations.***

Significant components of our liquidity needs are met through our access to funding pursuant to our membership in the FHLBB. The FHLBB is a cooperative that provides services to its member banking institutions. The primary reason for joining the FHLBB is to obtain funding. The purchase of stock in the FHLBB is a requirement for a member to gain access to funding. Any deterioration in the FHLBB's performance or financial condition may affect our ability to access funding and/or require the Company to deem the required investment in FHLBB stock to be impaired. If we are not able to access funding through the FHLBB, we may not be able to meet our liquidity needs, which could have an adverse effect on our results of operations or financial condition. Similarly, if we deem all or part of our investment in FHLBB stock impaired, such action could have an adverse effect on our financial condition or results of operations.

***The soundness of other financial institutions could adversely affect us.***

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty and other relationships. We have exposure to many different counterparties, and we routinely execute transactions with counterparties in the financial industry, including brokers and dealers, other commercial banks, investment banks, mutual and hedge funds, and other financial institutions. As a result, defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally, could lead to market-wide liquidity problems and losses or defaults by us or by other institutions and organizations. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit risk may be exacerbated when the collateral held by us cannot be liquidated or is liquidated at prices not sufficient to recover the full amount of the financial instrument exposure due to us. There is no assurance that any such losses would not materially and adversely affect our results of operations.

***Damage to our reputation could significantly harm our business, including our competitive position and business prospects.***

We are dependent on our reputation within our market area, as a trusted and responsible financial company, for all aspects of our relationships with customers, employees, vendors, third-party service providers, and others, with whom we conduct business or potential future business. Our ability to attract and retain customers and employees could be adversely affected if our reputation is damaged. Our actual or perceived failure to address various issues could give rise to reputational risk that could cause harm to us and our business prospects. These issues also include, but are not limited to, legal and regulatory requirements; properly maintaining customer and employee personal information; record keeping; money-laundering; sales and trading practices; ethical issues; appropriately addressing potential conflicts of interest; and the proper identification of the legal, reputational, credit, liquidity and market risks inherent in our products. Failure to appropriately address any of these issues could also give rise to additional regulatory restrictions and legal risks, which could, among other consequences, increase the size and number of litigation claims and damages asserted or subject us to enforcement actions, fines and penalties and incur related costs and expenses. In addition, our businesses are dependent on the integrity of our employees. If an employee were to misappropriate any client funds or client information, our reputation could be negatively affected, which may result in the loss of accounts and have an adverse effect on our results of operations and financial condition.

***We may be unable to attract and retain qualified key employees, which could adversely affect our business prospects, including our competitive position and results of operations.***

Our success is dependent upon our ability to attract and retain highly skilled individuals. There is significant competition for those individuals with the experience and skills required to conduct many of our business activities. We may not be able to hire or retain the key personnel that we depend upon for success. The unexpected loss of services of one or more of these or other key personnel could have a material adverse impact on our business because of their skills, knowledge of the markets in which we operate, years of industry experience and the difficulty of promptly finding qualified replacement personnel. Frequently, we compete in the market for talent with entities that are not subject to comprehensive regulation, including with respect to the structure of incentive compensation. Our inability to attract new employees and retain and motivate our existing employees could adversely impact our business.

***Our ability to service our debt and pay dividends is dependent on capital distributions from our subsidiary banks, and these distributions are subject to regulatory limits and other restrictions.***

We are a legal entity that is separate and distinct from the Banks. Our revenue (on a parent company only basis) is derived primarily from dividends paid to us by the Banks. Our right, and consequently the right of our shareholders, to participate in any distribution of the assets or earnings of the Banks through the payment of such dividends or otherwise is necessarily subject to the prior claims of creditors of the Banks (including depositors), except to the extent that certain claims of ours in a creditor capacity may be recognized. It is possible, depending upon the financial condition of our subsidiary banks and other factors, that applicable regulatory authorities could assert that payment of dividends or other payments is an unsafe or unsound practice. If one or more of our subsidiary banks is unable to pay dividends to us, we may not be able to service our debt or pay dividends on our common stock. Further, as a result of the capital conservation buffer requirement of the Final Capital Rule, our ability to pay dividends on our common stock or service our debt could be restricted if we do not maintain a capital conservation buffer. A reduction or elimination of dividends could adversely affect the market price of our common stock and would adversely affect our business, financial condition, results of operations and prospects. See Item 1, "Business-Supervision and Regulation-Dividend Restrictions" and "Business-Supervision and Regulation-Capital Adequacy and Safety and Soundness-Regulatory Capital Requirements."

***We face continuing and growing security risks to our information base, including the information we maintain relating to our customers.***

In the ordinary course of business, we rely on electronic communications and information systems to conduct our business and to store sensitive data, including financial information regarding customers. Our electronic communications and information systems infrastructure, as well as the systems infrastructures of the vendors we use to meet our data processing and communication needs, could be susceptible to cyber-attacks, such as denial of service attacks, hacking, terrorist activities or identity theft. Financial services institutions and companies engaged in data processing have reported breaches in the security of their websites or other systems, some of which have involved sophisticated and targeted attacks intended to obtain unauthorized access to confidential information, destroy data, disable or degrade service or sabotage systems, often through the introduction of computer viruses or malware, cyber-attacks and other means. Denial of service attacks have been launched against a number of large financial services institutions. Hacking and identity theft risks, in particular, could cause serious reputational harm. Cyber threats are rapidly evolving and we may not be able to anticipate or prevent all such attacks. Although to date we have not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that we will not suffer such losses in the future. No matter how well designed or implemented our controls are, we will not be able to anticipate all security breaches of these types, and we may not be able to implement effective preventive measures against such security breaches in a timely manner. A failure or circumvention of our security systems could have a material adverse effect on our business operations and financial condition.

We regularly assess and test our security systems and disaster preparedness, including back-up systems, but the risks are substantially escalating. As a result, cyber-security and the continued enhancement of our controls and processes to protect our systems, data and networks from attacks, unauthorized access or significant damage remain a priority. Accordingly, we may be required to expend additional resources to enhance our protective measures or to investigate and remediate any information security vulnerabilities or exposures. Any breach of our system security could result in disruption of our operations, unauthorized access to confidential customer information, significant regulatory costs, litigation exposure and other possible damages, loss or liability. Such costs or losses could exceed the amount of available insurance coverage, if any, and would adversely affect our earnings. Also, any failure to prevent a security breach or to quickly and effectively deal with such a breach could negatively impact customer confidence, damaging our reputation and undermining our ability to attract and keep customers.

***We may not be able to successfully implement future information technology system enhancements, which could adversely affect our business operations and profitability.***

We invest significant resources in information technology system enhancements in order to provide functionality and security at an appropriate level. We may not be able to successfully implement and integrate future system enhancements, which could adversely impact the ability to provide timely and accurate financial information in compliance with legal and regulatory requirements, which could result in sanctions from regulatory authorities. Such sanctions could include fines and suspension of trading in our stock, among others. In addition, future system enhancements could have higher than expected costs and/or result in operating inefficiencies, which could increase the costs associated with the implementation as well as ongoing operations.

Failure to properly utilize system enhancements that are implemented in the future could result in impairment charges that adversely impact our financial condition and results of operations and could result in significant costs to remediate or replace the defective components. In addition, we may incur significant training, licensing, maintenance, consulting and amortization expenses during and after systems implementations, and any such costs may continue for an extended period of time.

***We rely on other companies to provide key components of our business infrastructure.***

Third party vendors provide key components of our business infrastructure such as internet connections, network access and core application processing. While we have selected these third party vendors carefully, we do not control their actions. Any problems caused by these third parties, including as a result of their not providing us their services for any reason or their performing their services poorly, could adversely affect our ability to deliver products and services to our customers or otherwise conduct our business efficiently and effectively. Replacing these third party vendors could also entail significant delay and expense.

***We may incur significant losses as a result of ineffective risk management processes and strategies.***

We seek to monitor and control our risk exposure through a risk and control framework encompassing a variety of separate but complementary financial, credit, operational, compliance, and legal reporting systems; internal controls; management review processes; and other mechanisms. While we employ a broad and diversified set of risk monitoring and risk mitigation techniques, those techniques and the judgments that accompany their application may not be effective and may not anticipate every economic and financial outcome in all market environments or the specifics and timing of such outcomes.

***Our internal controls, procedures and policies may fail or be circumvented.***

Management regularly reviews and updates our internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, however well-designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of the controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our business, results of operations and financial condition.

***Natural disasters, acts of terrorism, pandemics and other external events could harm our business.***

Natural disasters can disrupt our operations, result in damage to our properties, reduce or destroy the value of the collateral for our loans and negatively affect the economies in which we operate, which could have a material adverse effect on our results of operations and financial condition. A significant natural disaster, such as a tornado, hurricane, earthquake, fire or flood, could have a material adverse impact on our ability to conduct business, and our insurance coverage may be insufficient to compensate for losses that may occur. Acts of terrorism, war, civil unrest or pandemics could cause disruptions to our business or the economy as a whole. While we have established and regularly test disaster recovery procedures, the occurrence of any such event could have a material adverse effect on our business, operations and financial condition.

***Our financial statements are based in part on assumptions and estimates, which, if wrong, could cause unexpected losses in the future.***

Pursuant to U.S. GAAP, we are required to use certain assumptions and estimates in preparing our financial statements, including in determining loan loss and litigation reserves, goodwill impairment and the fair value of certain assets and liabilities, among other items. If assumptions or estimates underlying our financial statements are incorrect, we may experience material losses. See the "Critical Accounting Policies" section in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

***Changes in accounting standards can be difficult to predict and can materially impact how we record and report our financial condition and results of operations.***

Our accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. From time to time, the Financial Accounting Standards Board, or "FASB", changes the financial accounting and reporting principles that govern the preparation of our financial statements. These changes can be hard to anticipate and implement, and can materially impact how we record and report our financial condition and results of operations. In some cases, we could be required to apply a new or revised standard retroactively, resulting in our restating prior period financial statements. Additionally, significant changes to accounting standards may require costly technology changes, additional training and personnel, and other expense that will negatively impact our results of operations.

As a result of the adoption of ASU 2016-13 effective January 1, 2020, the Company updated its critical accounting policy to the allowance for credit losses. The updates in this standard replace the incurred loss impairment methodology GAAP with the CECL methodology. The CECL methodology incorporates current condition, and "reasonable and supportable" forecasts, as well as prepayments, to estimate loan losses over the life of the loan. See Note 7, "Allowance for Credit Losses" for further discussion on the new policy and processes.

***Changes in tax laws and regulations and differences in interpretation of tax laws and regulations may adversely impact our financial statements.***

From time to time, local, state or federal tax authorities change tax laws and regulations, which may result in a decrease or increase to our net deferred tax assets. Local, state or federal tax authorities may interpret tax laws and regulations differently than we do and challenge tax positions that we have taken on tax returns. This may result in differences in the treatment of revenues, deductions, credits and/or differences in the timing of these items. The differences in treatment may result in payment of additional taxes, interest or penalties that could have a material adverse effect on our results.

***Future capital offerings may adversely affect the market price of our common stock.***

In the future, we may attempt to increase our capital resources or, if our banking subsidiaries' capital ratios fall below required minimums, we could be forced to raise additional capital by making additional offerings of debt, common or preferred stock, trust preferred securities, and senior or subordinated notes. Upon liquidation, holders of our debt securities and shares of preferred stock and lenders with respect to other borrowings will receive distributions of our available assets prior to the holders of our common stock. Additional equity offerings may dilute the holdings of our existing stockholders or reduce the market price of our common stock, or both. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Moreover, we cannot assure you that such capital will be available to us on acceptable terms or at all. Our inability to raise sufficient additional capital on acceptable terms when needed could adversely affect our businesses, financial condition and results of operations.

***The market price and trading volume of our common stock may be volatile.***

The market price of our common stock may be volatile. In addition, the trading volume in our common stock may fluctuate and cause significant price variations to occur. We cannot assure you that the market price of our common stock will not fluctuate or decline significantly in the future. Some of the factors that could negatively affect our share price or result in fluctuations in the price or trading volume of our common stock include:

- quarterly variations in our operating results or the quality of our assets;
- operating results that vary from the expectations of management, securities analysts and investors;
- changes in expectations as to our future financial performance;
- announcements of innovations, new products, strategic developments, significant contracts, acquisitions and other material events by us or our competitors;
- the operating and securities price performance of other companies that investors believe are comparable to us;
- our past and future dividend practices;
- future sales of our equity or equity-related securities; and
- changes in global financial markets and global economies and general market conditions, such as interest rates, stock, commodity or real estate valuations or volatility.

***Anti-takeover provisions could negatively impact our stockholders.***

Provisions of Delaware law and provisions of our certificate of incorporation and by-laws could make it more difficult for a third party to acquire control of us or have the effect of discouraging a third party from attempting to acquire control of us, even if a merger might be in the best interest of our stockholders. Our articles of organization authorize our Board of Directors to issue preferred stock without stockholder approval and such preferred stock could be issued as a defensive measure in response to a takeover proposal. These and other provisions could make it more difficult for a third party to acquire us.

***If we acquire or seek to acquire other companies, our business may be negatively impacted by certain risks inherent with such acquisitions.***

We have acquired and will continue to consider the acquisition of other financial services companies. To the extent that we acquire other companies in the future, our business may be negatively impacted by certain risks inherent with such acquisitions. Some of these risks include the following:

- We may incur substantial expenses in pursuing potential acquisitions;
- Management may divert its attention from other aspects of our business;
- We may assume potential and unknown liabilities of the acquired company as a result of an acquisition;
- The acquired business will not perform in accordance with management's expectations, including because we may lose key clients or employees of the acquired business as a result of the change in ownership;
- Difficulties may arise in connection with the integration of the operations of the acquired business with the operations of our businesses; and
- We may lose key employees of the combined business.

***We may be required to write down goodwill and other acquisition-related identifiable intangible assets.***

When we acquire a business, a portion of the purchase price of the acquisition may be allocated to goodwill and other identifiable intangible assets. The excess of the purchase price over the fair value of the net identifiable tangible and intangible assets acquired determines the amount of the purchase price that is allocated to goodwill acquired. As of December 31, 2020, goodwill and other identifiable intangible assets were \$163.6 million. Under current accounting guidance, if we determine that goodwill or intangible assets are impaired, we would be required to write down the value of these assets. We conduct an annual review to determine whether goodwill and other identifiable intangible assets are impaired. We conduct a quarterly review for indicators of impairment of goodwill and other identifiable intangible assets. Our management recently completed these reviews and concluded that no impairment charge was necessary for the year ended December 31, 2020. We cannot provide assurance whether we will be required to take an impairment charge in the future. Any impairment charge would have a negative effect on stockholders' equity and financial results and may cause a decline in our stock price.

**RISKS RELATED TO OUR REGULATORY ENVIRONMENT**

***We operate in a highly regulated industry, and laws and regulations, or changes in them, could limit or restrict our activities and could have a material adverse effect on our operations.***

We and our banking subsidiaries are subject to extensive state and federal regulation and supervision. Federal and state laws and regulations govern numerous matters affecting us, including changes in the ownership or control of banks and bank holding companies, maintenance of adequate capital and the financial condition of a financial institution, permissible types, amounts and terms of extensions of credit and investments, permissible non-banking activities, the level of reserves against deposits and restrictions on dividend payments. The FRB and the state banking regulators have the power to issue cease and desist orders to prevent or remedy unsafe or unsound practices or violations of law by banks subject to their regulation, and the FRB possesses similar powers with respect to bank holding companies. These and other restrictions limit the manner in which we and our banking subsidiaries may conduct business and obtain financing.

The laws, rules, regulations, and supervisory guidance and policies applicable to us are subject to regular modification and change. Such changes could, among other things, subject us to additional costs, including costs of compliance; limit the types of financial services and products we may offer; and/or increase the ability of non-banks to offer competing financial services and products. Failure to comply with laws, regulations, policies, or supervisory guidance could result in enforcement and other legal actions by federal or state authorities, including criminal and civil penalties, the loss of FDIC insurance, revocation of a banking charter, other sanctions by regulatory agencies, civil money penalties, and/or reputational damage, which could have a material adverse effect on our business, financial condition, and results of operations. See the "Supervision and Regulation" section of Item 1, "Business."

***We are subject to numerous laws designed to protect consumers, including the Community Reinvestment Act and fair lending laws, and failure to comply with these laws could lead to a wide variety of sanctions.***

The Community Reinvestment Act, the Equal Credit Opportunity Act, the Fair Housing Act, and other fair lending laws and regulations impose community investment and nondiscriminatory lending requirements on financial institutions. The Consumer Financial Protection Bureau, the Department of Justice and other federal agencies are responsible for enforcing these laws and regulations. A successful regulatory challenge to an institution's performance under the Community Reinvestment Act, the Equal Credit Opportunity Act, the Fair Housing Act or other fair lending laws and regulations could result in a wide variety of sanctions, including damages and civil money penalties, injunctive relief, restrictions on mergers and acquisitions, restrictions on expansion and restrictions on entering new business lines. Private parties may also have the ability to challenge an institution's performance under fair lending laws in private class action litigation. Such actions could have a material adverse effect on our business, financial condition and results of operations.

***We may become subject to enforcement actions even though noncompliance was inadvertent or unintentional.***

The financial services industry is subject to intense scrutiny from bank supervisors in the examination process and aggressive enforcement of federal and state regulations, particularly with respect to mortgage-related practices and other consumer compliance matters, and compliance with anti-money laundering, Bank Secrecy Act and Office of Foreign Assets Control regulations, and economic sanctions against certain foreign countries and nationals. Enforcement actions may be initiated for violations of laws and regulations and unsafe or unsound practices. We maintain systems and procedures designed to ensure that we comply with applicable laws and regulations; however, some legal/regulatory frameworks provide for the imposition of fines or penalties for noncompliance even though the noncompliance was inadvertent or unintentional and even though there was in place at the time systems and procedures designed to ensure compliance. Failure to comply with these and other regulations, and supervisory expectations related thereto, may result in fines, penalties, lawsuits, regulatory sanctions, reputation damage, or restrictions on our business.

***We face significant legal risks, both from regulatory investigations and proceedings and from private actions brought against us.***

From time to time we are named as a defendant or are otherwise involved in various legal proceedings, including class actions and other litigation or disputes with third parties. There is no assurance that litigation with private parties will not increase in the future. Actions against us may result in judgments, settlements, fines, penalties or other results adverse to us, which could materially adversely affect our business, financial condition or results of operations, or cause serious reputational harm to us. As a participant in the financial services industry, it is likely that we could continue to experience a high level of litigation related to our businesses and operations.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

The Company's executive administration offices are located at 131 Clarendon Street, Boston, Massachusetts, which is owned by Brookline Bank, as well as its corporate operations center in Lincoln, Rhode Island, which is owned by BankRI, with other administrative and operations functions performed at several different locations.

Brookline Bank conducts its business from 30 banking offices, 6 of which are owned, 23 of which are leased, and 1 of which is subleased. Brookline Bank's main banking office is leased and located in Brookline, Massachusetts. Brookline Bank also has 2 additional lending offices and 2 remote ATM locations, all of which are leased. Eastern Funding conducts its business from leased premises in New York City, New York and in Melville, New York.

BankRI conducts its business from 20 banking offices, 6 of which are owned and 14 of which are leased. BankRI's main banking office is leased and located in Providence, Rhode Island. BankRI also has 2 remote ATM locations, all of which are leased. Macrolease conducts its business from leased premises in Plainview, New York.

Refer to Note 13, "Commitments and Contingencies," to the consolidated financial statements for information regarding the Company's lease commitments as of December 31, 2020.



**Item 3. Legal Proceedings**

During the fiscal year ended December 31, 2020, the Company was not involved in any legal proceedings other than routine legal proceedings occurring in the ordinary course of business. Management believes that those routine legal proceedings involve, in the aggregate, amounts that are immaterial to the Company's financial condition and results of operations.

**Item 4. Mine Safety Disclosures**

Not applicable.

**PART II**

**Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

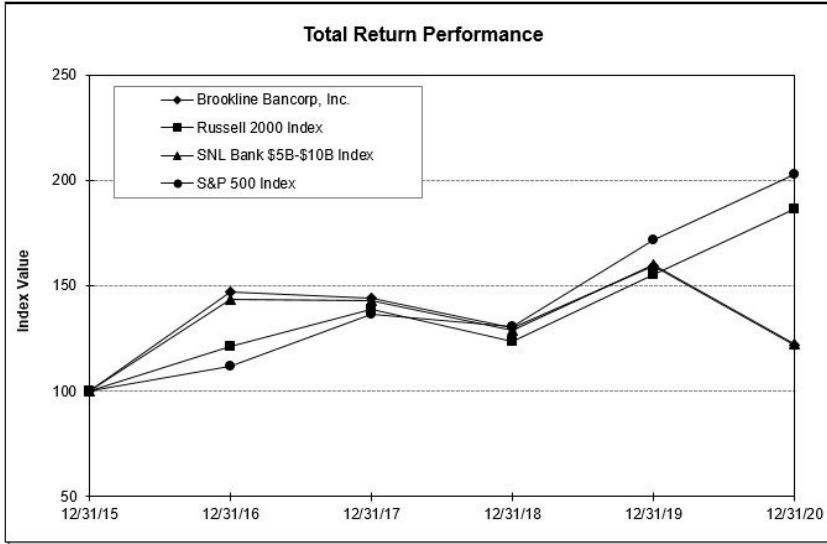
(a) The common stock of the Company is traded on NASDAQ under the symbol BRKL. The approximate number of registered holders of common stock as of February 26, 2021 was 1,682. The Company currently pays quarterly cash dividends in the amount of \$0.115 per share. The Company expects comparable cash dividends will be paid in the future.

**Equity Compensation Plan Information**

Refer to Note 20, "Employee Benefit Plans" for a discussion of the Company's equity compensation plans.

*Five-Year Performance Comparison*

The following graph compares total shareholder return on the Company's common stock over the last five years with the S&P 500 Index, the Russell 2000 Index and the SNL Index of Banks with assets between \$5 billion and \$10 billion. Index values are as of December 31 of each of the indicated years.



Index	At December 31,					
	2015	2016	2017	2018	2019	2020
Brookline Bancorp, Inc.	100.00	147.24	144.42	130.17	159.57	121.83
Russell 2000 Index	100.00	121.31	139.08	123.76	155.35	186.31
SNL Bank \$5B-\$10B Index	100.00	143.27	142.73	129.17	160.06	122.43
S&P 500 Index	100.00	111.96	136.40	130.42	171.49	203.02

The graph assumes \$100 invested on December 31, 2015 in each of the Company's common stock, the S&P 500 Index, the Russell 2000 Index and the SNL Index of Banks with assets between \$5 billion and \$10 billion. The graph also assumes reinvestment of all dividends.

(b) Not applicable.

(c) The following table presents a summary of the Company's share repurchases during the quarter ended December 31, 2020.

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid Per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Programs <sup>(1)</sup></b>	<b>Maximum Number of Shares that May Yet be Purchased Under the Programs <sup>(1)</sup></b>
October 28 through December 31, 2020	867,411	\$ 11.06	867,411	—

<sup>(1)</sup> On December 4, 2019, the Company's Board of Directors approved a stock repurchase program (the "2020 Stock Repurchase Plan") authorizing management to repurchase up to \$10.0 million of the Company's common stock over a period of twelve months commencing on January 1, 2020. On March 9, 2020, the Board of Directors approved an increase in the repurchase amount of \$10.0 million bringing the total authorized amount to \$20.0 million. Effective March 24, 2020, the Company suspended the 2020 Stock Repurchase Plan. On October 28, 2020, the Board of Directors authorized the resumption of the 2020 Stock Repurchase Plan. As of December 31, 2020, the Company had completed the program.

**Item 6. Selected Financial Data**

The selected financial and other data of the Company set forth below are derived in part from, and should be read in conjunction with, the Consolidated Financial Statements of the Company and Notes thereto presented elsewhere herein.

	At or for the year ended December 31,				
	2020	2019	2018	2017	2016
(Dollars in Thousands, Except Per Share Data)					
<b>FINANCIAL CONDITION DATA</b>					
Total assets	\$ 8,942,424	\$ 7,856,853	\$ 7,392,805	\$ 6,780,249	\$ 6,438,129
Total loans and leases	7,269,553	6,737,816	6,303,516	5,730,679	5,398,864
Allowance for loan and lease losses <sup>(6)</sup>	114,379	61,082	58,692	58,592	53,666
Investment securities available-for-sale	745,822	498,995	502,793	540,124	523,634
Investment securities held-to-maturity	—	86,780	114,776	109,730	87,120
Equity securities held-for-trading	526	3,581	4,207	—	—
Goodwill and identified intangible assets	163,579	164,850	166,513	143,934	146,023
Total deposits	6,910,696	5,830,072	5,454,044	4,871,343	4,611,076
Core deposits <sup>(1)</sup>	4,826,789	3,808,430	3,664,879	3,663,873	3,570,054
Certificates of deposit	1,389,998	1,671,738	1,438,478	932,725	837,630
Brokered deposits	693,909	349,904	350,687	274,745	203,392
Total borrowed funds	820,247	902,749	920,542	1,020,819	1,044,086
Stockholders' equity	941,778	945,606	900,140	803,830	695,544
Tangible stockholders' equity <sup>(*)</sup>	778,199	780,756	733,627	659,896	549,521
Nonperforming loans and leases <sup>(2)</sup>	38,448	19,461	24,097	27,272	40,077
Nonperforming assets <sup>(3)</sup>	44,963	22,092	28,116	31,691	41,476
<b>EARNINGS DATA</b>					
Interest and dividend income	\$ 326,817	\$ 347,626	\$ 313,893	\$ 263,050	\$ 239,648
Interest expense	66,654	94,326	66,194	39,869	35,984
Net interest income	260,163	253,300	247,699	223,181	203,664
Provision for credit losses	61,886	9,583	4,951	18,988	10,353
Non-interest income	24,644	29,793	25,224	32,173	22,667
Non-interest expense	160,844	157,481	155,232	139,111	130,362
Provision for income taxes	14,442	28,269	26,189	43,636	30,392
Net income	47,635	87,717	83,062	50,518	52,362
Operating earnings <sup>(*)</sup>	46,124	88,184	85,796	52,444	52,362
<b>PER COMMON SHARE DATA</b>					
Earnings per share - Basic	\$ 0.60	\$ 1.10	\$ 1.04	\$ 0.68	\$ 0.74
Earnings per share - Diluted	0.60	1.10	1.04	0.68	0.74
Operating earnings per share <sup>(*)</sup>	0.58	1.10	1.07	0.70	0.74
Dividends paid per common share	0.460	0.440	0.395	0.360	0.360
Book value per share (end of period)	12.05	11.87	11.30	10.49	9.88
Tangible book value per share <sup>(*)</sup>	9.96	9.80	9.21	8.61	7.81
Stock price (end of period)	12.04	16.46	13.82	15.70	16.40
<b>PERFORMANCE RATIOS</b>					
Net interest margin	3.17 %	3.51 %	3.61 %	3.57 %	3.44 %
Return on average assets	0.55 %	1.15 %	1.15 %	0.76 %	0.83 %
Operating return on average assets <sup>(*)</sup>	0.53 %	1.15 %	1.19 %	0.79 %	0.83 %
Return on average tangible assets <sup>(*)</sup>	0.56 %	1.17 %	1.18 %	0.78 %	0.85 %

	At or for the year ended December 31,				
	2020	2019	2018	2017	2016
	(Dollars in Thousands, Except Per Share Data)				
Operating return on average tangible assets (*)	0.54 %	1.17 %	1.22 %	0.81 %	0.85 %
Return on average stockholders' equity	5.09 %	9.56 %	9.51 %	6.53 %	7.59 %
Operating return on average stockholders' equity (*)	4.93 %	9.61 %	9.82 %	6.78 %	7.59 %
Return on average tangible stockholders' equity (*)	6.17 %	11.67 %	11.70 %	8.04 %	9.66 %
Operating return on average tangible stockholders' equity (*)	5.97 %	11.73 %	12.09 %	8.35 %	9.66 %
Dividend payout ratio (*)	76.41 %	40.03 %	37.85 %	53.52 %	48.44 %
Efficiency ratio <sup>(4)</sup>	56.47 %	55.63 %	56.88 %	54.48 %	57.60 %
<b>GROWTH RATIOS</b>					
Total loan and lease growth <sup>(5)</sup>	7.89 %	6.89 %	10.00 %	6.15 %	8.07 %
Total deposit growth <sup>(5)</sup>	18.54 %	6.89 %	11.96 %	5.64 %	7.08 %
<b>ASSET QUALITY RATIOS</b>					
Net loan and lease charge-offs as a percentage of average loans and leases	0.18 %	0.11 %	0.08 %	0.25 %	0.25 %
Nonperforming loans and lease losses as a percentage of total loans and leases	0.53 %	0.29 %	0.38 %	0.48 %	0.74 %
Nonperforming assets as a percentage of total assets	0.50 %	0.28 %	0.38 %	0.47 %	0.64 %
Total allowance for loan and leases losses as a percentage of total loans and leases	1.57 %	0.91 %	0.93 %	1.02 %	0.99 %
<b>CAPITAL RATIOS</b>					
Stockholders' equity to total assets	10.53 %	12.04 %	12.18 %	11.86 %	10.80 %
Tangible equity ratio (*)	8.86 %	10.15 %	10.15 %	9.94 %	8.73 %
Tier 1 leverage capital ratio	8.92 %	10.28 %	10.58 %	10.43 %	9.16 %
Common equity Tier 1 capital ratio (**)	11.04 %	11.44 %	11.94 %	12.02 %	10.48 %
Tier 1 risk-based capital ratio	11.18 %	11.58 %	12.26 %	12.34 %	10.79 %
Total risk-based capital ratio	13.51 %	13.59 %	14.42 %	14.75 %	13.20 %

(1) Core deposits consist of demand checking, NOW, money market and savings accounts.

(2) Nonperforming loans and leases consist of nonaccrual loans and leases.

(3) Nonperforming assets consist of nonperforming loans and leases, other real estate owned and other repossessed assets.

(4) The efficiency ratio is calculated by dividing non-interest expense by the sum of net interest income and non-interest income for the period.

(5) Total growth is calculated by dividing the change in the balance during the period by the balance at the beginning of the period.

(6) The allowance for loan and lease losses at December 31, 2020 reflects the adoption of CECL.

(\*) Refer to Non-GAAP Financial Measures and Reconciliation to GAAP.

(\*\*) Common equity tier 1 capital ratio is calculated by dividing common equity Tier 1 capital by risk-weighted assets. The ratio was established as part of the implementation of Basel III, effective January 1, 2015.

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **Introduction**

The Company, a Delaware corporation, operates as a multi-bank holding company for Brookline Bank and its subsidiaries; BankRI and its subsidiaries; and Brookline Securities Corp.

As a commercially-focused financial institution with 50 full-service banking offices throughout greater Boston, the north shore of Massachusetts and Rhode Island, the Company, through the Banks, offers a wide range of commercial, business and retail banking services, including a full complement of cash management products, foreign exchange services, on-line and mobile banking services, consumer and residential loans and investment advisory services, designed to meet the financial needs of small- to mid-sized businesses and individuals throughout central New England. Specialty lending activities including equipment financing, comprise 27.8% in the New York and New Jersey metropolitan area.

The Company focuses its business efforts on profitably growing its commercial lending businesses, both organically and through acquisitions. The Company's customer focus, multi-bank structure, and risk management are integral to its organic growth strategy and serve to differentiate the Company from its competitors. As full-service financial institutions, the Banks and their subsidiaries focus their efforts on developing and deepening long-term banking relationships with qualified customers through a full complement of products and excellent customer service, and strong risk management.

The Company manages the Banks under uniform strategic objectives, with one set of uniform policies consistently applied by one executive management team. Within this environment, the Company believes that the ability to make customer decisions locally enhances management's motivation, service levels and, as a consequence, the Company's financial results. As such, while most back-office functions are consolidated at the holding company level, branding and decision-making, including credit decisions and pricing, remain largely local in order to better meet the needs of bank customers and further motivate the Banks' commercial, business and retail bankers. These credit decisions, at the local level, are executed through corporate policies overseen by the Company's credit department.

The competition for loans and leases and deposits remains intense. The Company expects the operating environment to remain challenging. The volume of loan and lease originations and loan and lease losses will depend, to a large extent, on how the economy performs. Loan and lease growth and deposit growth are also greatly influenced by the rate-setting actions of the FRB. A sustained, low interest rate environment with a flat interest rate curve may negatively impact the Company's yields and net interest margin. While the Company is slightly asset sensitive and should benefit from rising rates, changes in interest rates could also precipitate a change in the mix and volume of the Company's deposits and loans. The future operating results of the Company will depend on its ability to maintain or increase the current net interest margin, while minimizing exposure to credit risk, along with increasing sources of non-interest income, while controlling the growth of non-interest expenses.

The Company and the Banks are supervised, examined and regulated by the FRB. As a Massachusetts-chartered trust company, Brookline Bank is also subject to regulation under the laws of the Commonwealth of Massachusetts and the jurisdiction of the Massachusetts Division of Banks. As a Rhode Island-chartered financial institution, BankRI is also subject to regulation under the laws of the State of Rhode Island and the jurisdiction of the Banking Division of the Rhode Island Department of Business Regulation. The FDIC continues to insure each of the Banks' deposits up to \$250,000 per depositor. Until July 31, 2019, Brookline Bank was a member bank of the Depositors Insurance Fund (the "DIF"), a private, industry-sponsored insurance fund that insures all deposits above FDIC limits for Massachusetts-chartered savings banks. Brookline Bank converted its charter from a Massachusetts-chartered savings bank to a Massachusetts-chartered trust company and ended its membership in the DIF on July 31, 2019. Term deposits in excess of the FDIC insurance coverage will continue to be insured by the DIF until they reach maturity.

The Company's common stock is traded on the Nasdaq Global Select Market<sup>SM</sup> under the symbol "BRKL."

### **Executive Overview**

#### ***Growth***

Total assets of \$8.9 billion as of December 31, 2020 increased \$1.1 billion, or 13.8%, from December 31, 2019. The increase was primarily driven by increases in loans and leases, cash and cash equivalents and investment securities.

Total loans and leases of \$7.3 billion as of December 31, 2020 increased \$531.7 million, or 7.9%, from December 31, 2019. The Company's commercial loan portfolios, which are comprised of commercial real estate loans and commercial loans and leases, totaled \$6.1 billion, or 83.9% of total loans and leases as of December 31, 2020, an increase of \$590.8 million, or 10.7%, from \$5.5 billion, or 81.7% of total loans and leases, as of December 31, 2019.

Total deposits of \$6.9 billion as of December 31, 2020 increased \$1.1 billion, or 18.5%, from \$5.8 billion as of December 31, 2019. Core deposits, which include demand checking, NOW, money market and savings accounts, totaled \$4.8 billion, or 69.8% of total deposits as of December 31, 2020, an increase of \$1.0 billion, from \$3.8 billion, or 65.3% of total deposits as of December 31, 2019. Certificate of deposit balances totaled \$1.4 billion, or 20.1% of total deposits as of December 31, 2020, a decrease of \$281.7 million, or 16.9% on an annualized basis from \$1.7 billion, or 28.7% of total deposits, as of December 31, 2019. Brokered deposit balances totaled \$693.9 million, or 10.0% of total deposits as of December 31, 2020, an increase of \$344.0 million, or 98.3% on an annualized basis from \$349.9 million, or 6.0% of total deposits, as of December 31, 2019.

#### **Asset Quality**

Nonperforming assets as of December 31, 2020 totaled \$45.0 million, or 0.50% of total assets, compared to \$22.1 million, or 0.28% of total assets, as of December 31, 2019. Net charge-offs for the year ended December 31, 2020 were \$13.0 million, or 0.18% of average loans and leases, compared to \$7.2 million, or 0.11% of average loans and leases, for the year ended December 31, 2019. The increase in nonperforming assets was primarily driven by the inclusion of one commercial relationship of \$4.3 million, one construction relationship of \$3.9 million, and one commercial relationship classified as OREO loan of \$5.4 million during the year ending December 31, 2020.

The ratio of the allowance for loan and lease losses to total loans and leases was 1.57% as of December 31, 2020, compared to 0.91% as of December 31, 2019. On January 1, 2020, the Company implemented the CECL methodology to calculate the allowance for credit losses. Refer also to Note 7, "Allowance for Credit Losses."

#### **Capital Strength**

The Company is a "well-capitalized" bank holding company as defined in the FRB's Regulation Y. The Company's common equity Tier 1 Capital Ratio was 11.04% as of December 31, 2020, compared to 11.44% as of December 31, 2019. The Company's Tier 1 Leverage Ratio was 8.92% as of December 31, 2020, compared to 10.28% as of December 31, 2019. As of December 31, 2020, the Company's Tier 1 Risk-Based Ratio was 11.18%, compared to 11.58% as of December 31, 2019. The Company's Total Risk-Based Ratio was 13.51% as of December 31, 2020, compared to 13.59% as of December 31, 2019.

The Company's ratio of stockholders' equity to total assets was 10.53% and 12.04% as of December 31, 2020 and December 31, 2019, respectively. The Company's tangible equity ratio was 8.86% and 10.15% as of December 31, 2020 and December 31, 2019, respectively.

#### **Net Income**

For the year ended December 31, 2020, the Company reported net income of \$47.6 million, or \$0.60 per basic and diluted share, a decrease of \$40.1 million, or 45.7%, from \$87.7 million, or \$1.10 per basic and diluted share for the year ended December 31, 2019. The decrease in net income is primarily the result of an increase in the provision for credit losses of \$52.3 million, an increase in non-interest expense of \$3.4 million and a decrease in non-interest income of \$5.1 million, partially offset by an increase in net interest income of \$6.9 million and a decrease in the provision for income taxes of \$13.8 million.

The return on average assets was 0.55% for the year ended December 31, 2020, compared to 1.15% for the year ended December 31, 2019. The return on average stockholders' equity was 5.09% for the year ended December 31, 2020, compared to 9.56% for the year ended December 31, 2019.

The net interest margin was 3.17% for the year ended December 31, 2020 down from 3.51% for the year ended December 31, 2019. The decrease in the net interest margin is a result of a decrease in the yield on interest-earning assets of 82 basis points to 3.99% in 2020 from 4.81% in 2019, partially offset by a decrease of 54 basis points in the Company's overall cost of funds to 0.89% in 2020 from 1.43% in 2019.

Results for 2020 included a \$61.9 million provision for credit losses, as discussed in the "Allowance for Credit Losses—Allowance for Loan and Lease Losses" section below.

Non-interest income decreased \$5.1 million to \$24.6 million for the year ended December 31, 2020 from \$29.8 million for the year ended December 31, 2019. Several factors contributed to the year over year decrease, including decreases of \$4.0 million in loan level derivative income, net, \$1.6 million in deposit fees, \$0.6 million in gain on sales of loans and leases and \$0.4 million in other non-interest income, partially offset by an increase of \$1.5 million in gain on sales of investment securities, net.

Non-interest expense increased \$3.4 million to \$160.8 million for the year ended December 31, 2020 from \$157.5 million for the year ended December 31, 2019. The increase was largely attributable to increases of \$4.4 million in compensation and employee benefits expense and \$2.8 million in FDIC insurance expense, partially offset by decreases of \$1.6 million in other

non-interest expense, \$1.3 million in equipment and data processing expense, and \$1.1 million in merger and acquisition expense.

#### **Critical Accounting Policies**

The accounting policies described below are considered critical to understanding the Company's financial condition and operating results. Such accounting policies are considered to be especially important because they involve a higher degree of complexity and require management to make difficult and subjective judgments which often require assumptions or estimates about matters that are inherently uncertain. The use of different judgments, assumptions and estimates could result in material differences in the Company's operating results or financial condition.

##### *Allowance for Credit Losses*

The allowance for credit losses represents management's estimate of expected losses over the life of the loan and lease portfolio. The allowance for credit losses consists of the allowance for loan and lease losses and reserve for unfunded commitments, which are classified as a contra-asset and liability within other liabilities, respectively, on the Consolidated Balance Sheets. Additions to the allowance for credit losses are made by charges to the provision for credit losses. Losses on loans and leases are deducted from the allowance when all or a portion of a loan or lease is considered uncollectible. The determination of the loans on which full collectability is not reasonably assured, the estimates of the fair value of the underlying collateral, and the assessment of economic and other conditions are subject to assumptions and judgments by management. Valuation allowances could differ materially as a result of changes in, or different interpretations of, these assumptions and judgments.

Management evaluates the adequacy of the allowance on a quarterly basis and reviews its conclusion as to the amount to be established with the Audit Committee and the Board of Directors.

As a result of the adoption of ASU 2016-13 effective January 1, 2020, the Company updated its critical accounting policy for the allowance for credit losses. The updates in this standard replace the incurred loss impairment GAAP methodology with the CECL methodology. The CECL methodology incorporates current condition, and "reasonable and supportable" forecasts, as well as prepayments, to estimate credit losses over the life of the loan.

See Note 7, "Allowance for Credit Losses," to the consolidated financial statements for further discussion on the new policy and processes.

##### *Impairment of Goodwill*

Goodwill is presumed to have an indefinite useful life and is tested at least annually for impairment. Impairment exists when the carrying amount of goodwill exceeds its implied fair value. If fair value exceeds the carrying amount at the time of testing, goodwill is not considered impaired. Quoted market prices in active markets are the best evidence of fair value and are considered to be used as the basis for measurement, when available. Other acceptable valuation methods include present-value measurements based on multiples of earnings or revenues, or similar performance measures. Differences in valuation techniques could result in materially different evaluations of impairment. In September 2011, the FASB issued Accounting Standards Update ("ASU") 2011-08 which provides guidance for companies when testing goodwill for impairment. The objective of the ASU is to simplify how entities test goodwill for impairment. Pursuant to the ASU, entities may now assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the one-step goodwill impairment test. The more likely than not threshold is defined as having a likelihood of more than 50%.

To determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount, an entity should consider the extent to which each of the adverse events or circumstances identified could affect the comparison of a reporting unit's fair value with its carrying amount.

Pursuant to the ASU, an entity should place more weight on the events and circumstances that have the greatest impact on a reporting unit's fair value or the carrying amount of its net assets; and may affect its determination of whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount.

In accordance with ASC 350-20-35-3B, an entity can bypass the qualitative assessment and perform the quantitative impairment test. Given the current economic environment, a quantitative analysis was performed where management selected a sample of comparable acquisitions and calculated the control premium associated with each sale. The Company's market capitalization times the sampled control premium allowed management to compare the calculated market capitalization to the Company's current book value to determine if an adjustment to goodwill is warranted. The Company did not have any impairment of Goodwill and other identified intangible assets as of December 31, 2020. Further analysis of the Company's



goodwill can be found in Note 9 "Goodwill and Other Intangible Assets" within the notes to the consolidated financial statements.

*Recent Accounting Developments*

In March 2020, the FASB issued ASU 2020-04, "Reference Rate Reform (Topic 848)-Facilitation of the Effects of Reference Rate Reform on Financial Reporting" to provide optional expedients and exceptions for applying GAAP to certain contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. The amendments in this update apply only to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. The expedients and exceptions provided by the amendments do not apply to contract modifications made and hedging relationships existing as of December 31, 2022, for which an entity has elected certain optional expedients provided that those elections are retained through the end of the hedging relationship. The amendments in this update are effective for all entities as of March 12, 2020 through December 31, 2022 and do not apply to contract modifications made after December 31, 2022. The Company has not yet adopted the amendments in this update and is currently in the process of reviewing its contracts and existing processes in order to assess the risks and potential impact to the Company.

See Note 1, "Basis of Presentation" in the notes to the consolidated financial statements for additional information regarding recent accounting developments.

**Non-GAAP Financial Measures and Reconciliation to GAAP**

In addition to evaluating the Company's results of operations in accordance with GAAP, management periodically supplements this evaluation with an analysis of certain non-GAAP financial measures, such as operating earnings metrics, the return on average tangible assets, return on average tangible equity, the tangible equity ratio, tangible book value per share and dividend payout ratio. Management believes that these non-GAAP financial measures provide information useful to investors in understanding the Company's underlying operating performance and trends, and facilitates comparisons with the performance assessment of financial performance, including non-interest expense control, while the tangible equity ratio and tangible book value per share are used to analyze the relative strength of the Company's capital position.

In light of diversity in presentation among financial institutions, the methodologies used by the Company for determining the non-GAAP financial measures discussed above may differ from those used by other financial institutions.

***Operating Earnings***

Operating earnings exclude the after-tax impact of securities gains and merger and acquisition expense as well as the impact of the Tax Cuts and Jobs Act (the "Tax Act"). By excluding such items, the Company's results can be measured and assessed on a more consistent basis from period to period. Items excluded from operating earnings are also excluded when calculating the operating return and operating efficiency ratios.

The following table summarizes the Company's operating earnings and operating earnings per share ("EPS") for the periods indicated:

	Year Ended December 31,				
	2020	2019	2018	2017	2016
	(Dollars in Thousands, Except Per Share Data)				
Net income, as reported	\$ 47,635	\$ 87,717	\$ 83,062	\$ 50,518	\$ 52,362
Less:					
Security gains (after-tax)	1,511	384	174	7,303	—
Add:					
Merger and acquisition expense (after-tax) <sup>(1)</sup>	—	851	2,908	264	—
Impact of Tax Act	—	—	—	8,965	—
Operating earnings	<u>\$ 46,124</u>	<u>\$ 88,184</u>	<u>\$ 85,796</u>	<u>\$ 52,444</u>	<u>\$ 52,362</u>
Earnings per share, as reported	\$ 0.60	\$ 1.10	\$ 1.04	\$ 0.68	\$ 0.74
Less:					
Security gains (after-tax)	0.02	—	—	0.10	—
Add:					
Merger and acquisition expense (after-tax) <sup>(1)</sup>	—	—	0.03	—	—
Impact of Tax Act	—	—	—	0.12	—
Operating earnings per share	<u>\$ 0.58</u>	<u>\$ 1.10</u>	<u>\$ 1.07</u>	<u>\$ 0.70</u>	<u>\$ 0.74</u>

<sup>(1)</sup> Merger and acquisition expense related to the acquisition of First Commons Bank in the first quarter of 2018 and the purchase of the remaining minority interest of Eastern Funding in the first quarter of 2019.

The following table summarizes the Company's operating return on average assets, operating return on average tangible assets, operating return on average stockholders' equity and operating return on average tangible stockholders' equity for the periods indicated:

	Year Ended December 31,				
	2020	2019	2018	2017	2016
	(Dollars in Thousands)				
Operating earnings	\$ 46,124	\$ 88,184	\$ 85,796	\$ 52,444	\$ 52,362
Average total assets	\$ 8,683,569	\$ 7,654,634	\$ 7,223,081	\$ 6,607,234	\$ 6,279,722
Less: Average goodwill and average identified intangible assets, net	164,227	165,697	163,712	145,000	147,308
Average tangible assets	\$ 8,519,342	\$ 7,488,937	\$ 7,059,369	\$ 6,462,234	\$ 6,132,414
Return on average assets	0.55 %	1.15 %	1.15 %	0.76 %	0.83 %
Less:					
Security gains (after-tax)	0.02 %	0.01 %	— %	0.11 %	— %
Add:					
Merger and acquisition expense (after-tax)	— %	0.01 %	0.04 %	— %	— %
Impact of Tax Act	— %	— %	— %	0.14 %	— %
Operating return on average assets	0.53 %	1.15 %	1.19 %	0.79 %	0.83 %
Return on average tangible assets	0.56 %	1.17 %	1.18 %	0.78 %	0.85 %
Less:					
Security gains (after-tax)	0.02 %	0.01 %	— %	0.11 %	— %
Add:					
Merger and acquisition expense (after-tax)	— %	0.01 %	0.04 %	— %	— %
Impact of Tax Act	— %	— %	— %	0.14 %	— %
Operating return on average tangible assets	0.54 %	1.17 %	1.22 %	0.81 %	0.85 %
Average total stockholders' equity	\$ 936,075	\$ 917,286	\$ 873,388	\$ 773,244	\$ 689,556
Less: Average goodwill and average identified intangible assets, net	164,227	165,697	163,712	145,000	147,308
Average tangible stockholders' equity	\$ 771,848	\$ 751,589	\$ 709,676	\$ 628,244	\$ 542,248
Return on average stockholders' equity	5.09 %	9.56 %	9.51 %	6.53 %	7.59 %
Less:					
Security gains (after-tax)	0.16 %	0.04 %	0.02 %	0.94 %	— %
Add:					
Merger and acquisition expense (after-tax)	— %	0.09 %	0.33 %	0.03 %	— %
Impact of Tax Act	— %	— %	— %	1.17 %	— %
Operating return on average stockholders' equity	4.93 %	9.61 %	9.82 %	6.79 %	7.59 %
Return on average tangible stockholders' equity	6.17 %	11.67 %	11.70 %	8.04 %	9.66 %
Less:					
Security gains (after-tax)	0.20 %	0.05 %	0.02 %	1.16 %	— %
Add:					
Merger and acquisition expense (after-tax)	— %	0.11 %	0.41 %	0.04 %	— %
Impact of Tax Act	— %	— %	— %	1.43 %	— %
Operating return on average tangible stockholders' equity	5.97 %	11.73 %	12.09 %	8.35 %	9.66 %

The following table summarizes the Company's return on average tangible assets and return on average tangible stockholders' equity for the periods indicated:

	Year Ended December 31,				
	2020	2019	2018	2017	2016
	(Dollars in Thousands)				
Net income, as reported	\$ 47,635	\$ 87,717	\$ 83,062	\$ 50,518	\$ 52,362
Average total assets	\$ 8,683,569	\$ 7,654,634	\$ 7,223,081	\$ 6,607,234	\$ 6,279,722
Less: Average goodwill and average identified intangible assets, net	164,227	165,697	163,712	145,000	147,308
Average tangible assets	\$ 8,519,342	\$ 7,488,937	\$ 7,059,369	\$ 6,462,234	\$ 6,132,414
Return on average tangible assets	0.56 %	1.17 %	1.18 %	0.78 %	0.85 %
Average total stockholders' equity	\$ 936,075	\$ 917,286	\$ 873,388	\$ 773,244	\$ 689,556
Less: Average goodwill and average identified intangible assets, net	164,227	165,697	163,712	145,000	147,308
Average tangible stockholders' equity	\$ 771,848	\$ 751,589	\$ 709,676	\$ 628,244	\$ 542,248
Return on average tangible stockholders' equity	6.17 %	11.67 %	11.70 %	8.04 %	9.66 %

The following table summarizes the Company's tangible equity ratio for the periods indicated:

	At December 31,				
	2020	2019	2018	2017	2016
	(Dollars in Thousands)				
Total stockholders' equity	\$ 941,778	\$ 945,606	\$ 900,140	\$ 803,830	\$ 695,544
Less: Goodwill and identified intangible assets, net	163,579	164,850	166,513	143,934	146,023
Tangible stockholders' equity	\$ 778,199	\$ 780,756	\$ 733,627	\$ 659,896	\$ 549,521
Total assets	\$ 8,942,424	\$ 7,856,853	\$ 7,392,805	\$ 6,780,249	\$ 6,438,129
Less: Goodwill and identified intangible assets, net	163,579	164,850	166,513	143,934	146,023
Tangible assets	\$ 8,778,845	\$ 7,692,003	\$ 7,226,292	\$ 6,636,315	\$ 6,292,106
Tangible equity ratio	8.86 %	10.15 %	10.15 %	9.94 %	8.73 %

The following table summarizes the Company's tangible book value per share for the periods indicated:

	Year Ended December 31,				
	2020	2019	2018	2017	2016
	(Dollars in Thousands)				
Tangible stockholders' equity	\$ 778,199	\$ 780,756	\$ 733,627	\$ 659,896	\$ 549,521
Common shares issued	85,177,172	85,177,172	85,177,172	81,695,695	75,744,445
Less:					
Treasury shares	6,525,783	5,003,127	5,020,025	4,440,665	4,707,096
Unallocated ESOP	51,114	79,548	109,950	142,332	176,688
Unvested restricted stock	458,800	406,450	390,636	455,283	476,854
Common shares outstanding	78,141,475	79,688,047	79,656,561	76,657,415	70,383,807
Tangible book value per share	\$ 9.96	\$ 9.80	\$ 9.21	\$ 8.61	\$ 7.81

The following table summarizes the Company's dividend payout ratio for the periods indicated:

	Year Ended December 31,				
	2020	2019	2018	2017	2016
	(Dollars in Thousands)				
Dividends paid	\$ 36,396	\$ 35,110	\$ 31,441	\$ 27,035	\$ 25,366
Net income, as reported	\$ 47,635	\$ 87,717	\$ 83,062	\$ 50,518	\$ 52,362
Dividend payout ratio	76.41 %	40.03 %	37.85 %	53.52 %	48.44 %

The following table summarizes the Company's allowance for loan and lease losses as a percentage of total loans and leases, excluding PPP loans, for the periods indicated:

	Year Ended December 31,				
	2020	2019	2018	2017	2016
Allowance for loan and lease losses	\$ 114,379	\$ 61,082	\$ 58,692	\$ 58,592	\$ 53,666
Total loans and leases	\$ 7,269,553	\$ 6,737,816	\$ 6,303,516	\$ 5,730,679	\$ 5,398,864
Less: Total PPP loans	489,216	—	—	—	—
Total loans and leases, excluding PPP loans	\$ 6,780,337	\$ 6,737,816	\$ 6,303,516	\$ 5,730,679	\$ 5,398,864
Allowance for loan and lease losses as a percentage of total loans and leases, less PPP loans	1.69 %	0.91 %	0.93 %	1.02 %	0.99 %

**Financial Condition**

**Loans and Leases**

The following table summarizes the Company's portfolio of loans and leases receivables as of the dates indicated:

	At December 31,									
	2020		2019		2018		2017		2016	
	Balance	Percent of Total	Balance	Percent of Total	Balance	Percent of Total	Balance	Percent of Total	Balance	Percent of Total
(Dollars in Thousands)										
Commercial real estate loans:										
Commercial real estate	\$ 2,578,773	35.4 %	\$ 2,491,011	37.0 %	\$ 2,330,725	37.0 %	\$ 2,174,969	38.0 %	\$ 2,050,382	38.1 %
Multi-family mortgage	1,013,432	13.9 %	932,163	13.8 %	847,711	13.4 %	760,670	13.3 %	731,186	13.5 %
Construction	231,621	3.2 %	246,048	3.7 %	173,300	2.7 %	140,138	2.4 %	136,999	2.5 %
Total commercial real estate loans	3,823,826	52.5 %	3,669,222	54.5 %	3,351,736	53.1 %	3,075,777	53.7 %	2,918,567	54.1 %
Commercial loans and leases:										
Commercial	1,131,668	15.6 %	729,502	10.8 %	736,418	11.7 %	705,004	12.3 %	635,426	11.8 %
Equipment financing	1,092,461	15.0 %	1,052,408	15.6 %	982,089	15.6 %	866,488	15.1 %	799,860	14.8 %
Condominium association	50,770	0.7 %	56,838	0.8 %	50,451	0.8 %	52,619	0.9 %	60,122	1.1 %
Total commercial loans and leases	2,274,899	31.3 %	1,838,748	27.2 %	1,768,958	28.1 %	1,624,111	28.3 %	1,495,408	27.7 %
Consumer loans:										
Residential mortgage	791,317	10.9 %	814,245	12.1 %	782,968	12.4 %	660,065	11.5 %	624,349	11.6 %
Home equity	346,652	4.8 %	376,819	5.6 %	376,484	6.0 %	355,954	6.2 %	342,241	6.3 %
Other consumer	32,859	0.5 %	38,782	0.6 %	23,370	0.4 %	14,772	0.3 %	18,299	0.3 %
Total consumer loans	1,170,828	16.2 %	1,229,846	18.3 %	1,182,822	18.8 %	1,030,791	18.0 %	984,889	18.2 %
Total loans and leases	7,269,553	100.0 %	6,737,816	100.0 %	6,303,516	100.0 %	5,730,679	100.0 %	5,398,864	100.0 %
Allowance for loan and lease losses	(114,379)		(61,082)		(58,692)		(58,592)		(53,666)	
Net loans and leases	\$ 7,155,174		\$ 6,676,734		\$ 6,244,824		\$ 5,672,087		\$ 5,345,198	

The following table sets forth the growth in the Company's loan and lease portfolios during the year ending December 31, 2020

	At December 31,	At December 31,	Dollar Change	Percent Change (Annualized)
	2020	2019		
(Dollars in Thousands)				
Commercial real estate	\$ 3,823,826	\$ 3,669,222	\$ 154,604	4.2 %
Commercial	\$ 2,274,899	\$ 1,838,748	\$ 436,151	23.7 %
Consumer	\$ 1,170,828	\$ 1,229,846	\$ (59,018)	-4.8 %
Total loans and leases	\$ 7,269,553	\$ 6,737,816	\$ 531,737	7.9 %

The Company's loan portfolio consists primarily of first mortgage loans secured by commercial, multi-family and residential real estate properties located in the Company's primary lending area, loans to business entities, including commercial lines of credit, loans to condominium associations and loans and leases used to finance equipment used by small businesses. The Company also provides financing for construction and development projects, home equity and other consumer loans.

The Company employs seasoned commercial lenders and retail bankers who rely on community and business contacts as well as referrals from customers, attorneys and other professionals to generate loans and deposits. Existing borrowers are also an important source of business since many of them have more than one loan outstanding with the Company. The Company's ability to originate loans depends on the strength of the economy, trends in interest rates, and levels of customer demand and market competition.

The Company's current policy is that the total credit exposure to one obligor relationship may not exceed \$50.0 million unless approved by the Board Credit Committee, a committee of the Company's Board of Directors. As of December 31, 2020, there were two borrowers with commitments over \$50.0 million. The total of those commitments was \$114.4 million or 1.3% of total loans and commitments as of December 31, 2020. As of December 31, 2019, there were three borrowers with loans and commitments over \$50.0 million. The total of those loans and commitments was \$194.3 million, or 2.4% of total loans and commitments, as of December 31, 2019.

The Company has written underwriting policies to control the inherent risks in loan origination. The policies address approval limits, loan-to-value ratios, appraisal requirements, debt service coverage ratios, loan concentration limits and other matters relevant to loan underwriting.

#### *Commercial Real Estate Loans*

The commercial real estate portfolio is comprised of commercial real estate loans, multi-family mortgage loans, and construction loans and is the largest component of the Company's overall loan portfolio, representing 52.5% of total loans and leases outstanding as of December 31, 2020.

Typically, commercial real estate loans are larger in size and involve a greater degree of risk than owner-occupied residential mortgage loans. Loan repayment is usually dependent on the successful operation and management of the properties and the value of the properties securing the loans. Economic conditions can greatly affect cash flows and property values.

A number of factors are considered in originating commercial real estate and multi-family mortgage loans. The qualifications and financial condition of the borrower (including credit history), as well as the potential income generation and the value and condition of the underlying property, are evaluated. When evaluating the qualifications of the borrower, the Company considers the financial resources of the borrower, the borrower's experience in owning or managing similar property and the borrower's payment history with the Company and other financial institutions. Factors considered in evaluating the underlying property include the net operating income of the mortgaged premises before debt service and depreciation, the debt service coverage ratio (the ratio of cash flow before debt service to debt service), the use of conservative capitalization rates, and the ratio of the loan amount to the appraised value. Generally, personal guarantees are obtained from commercial real estate loan borrowers.

Commercial real estate and multi-family mortgage loans are typically originated for terms of five to fifteen years with amortization periods of 20 to 30 years. Many of the loans are priced at inception on a fixed-rate basis generally for periods ranging from two to five years with repricing periods for longer-term loans. When possible, prepayment penalties are included in loan covenants on these loans. For commercial customers who are interested in loans with terms longer than five years, the Company offers loan level derivatives to accommodate customer need.

The Company's urban and suburban market area is characterized by a large number of apartment buildings, condominiums and office buildings. As a result, commercial real estate and multi-family mortgage lending has been a significant part of the Company's activities for many years. These types of loans typically generate higher yields, but also involve greater credit risk. Many of the Company's borrowers have more than one multi-family or commercial real estate loan outstanding with the Company.

The commercial real estate portfolio was composed primarily of loans secured by apartment buildings (\$927.0 million), office buildings (\$668.4 million), retail stores (\$606.3 million), industrial properties (\$443.2 million), mixed-use properties (\$329.1 million), lodging services (\$149.2 million) and food services (\$55.9 million) as of December 31, 2020. As of that date, approximately 96.6% of the commercial real estate loans outstanding were secured by properties located in New England.

Construction and development financing is generally considered to involve a higher degree of risk than long-term financing on improved, occupied real estate and thus has lower concentration limits than do other commercial credit classes. Risk of loss on a construction loan is largely dependent upon the accuracy of the initial estimate of construction costs, the estimated time to sell or rent the completed property at an adequate price or rate of occupancy, and market conditions. If the estimates and projections prove to be inaccurate, the Company may be confronted with a project which, upon completion, has a value that is insufficient to assure full loan repayment.

Criteria applied in underwriting construction loans for which the primary source of repayment is the sale of the property is different from the criteria applied in underwriting construction loans for which the primary source of repayment is the stabilized cash flow from the completed project. For those loans where the primary source of repayment is from resale of the property, in addition to the normal credit analysis performed for other loans, the Company also analyzes project costs, the attractiveness of the property in relation to the market in which it is located and demand within the market area. For those construction loans where the source of repayment is the stabilized cash flow from the completed project, the Company analyzes not only project costs but also how long it might take to achieve satisfactory occupancy and the reasonableness of projected rental rates in relation to market rental rates.

#### *Commercial Loans*

The commercial loan and lease portfolio is comprised of commercial loans, equipment financing loans and leases and condominium association loans representing 31.3% of total loans outstanding as of December 31, 2020.

The commercial loan and lease portfolio is composed primarily of loans to small businesses (\$680.2 million), transportation services (\$386.8 million), food services (\$214.4 million), recreation services (\$160.0 million), rental and leasing services (\$114.8 million), manufacturing (\$141.2 million), and retail (\$98.0 million) as of December 31, 2020.

The Company provides commercial banking services to companies in its market area. Approximately 54.0% of the commercial loans outstanding as of December 31, 2020 were made to borrowers located in New England. The remaining 46.0% of the commercial loans outstanding were made to borrowers in other areas in the United States of America, primarily by the Company's equipment financing divisions. Product offerings include lines of credit, term loans, letters of credit, deposit services and cash management. These types of credit facilities have as their primary source of repayment cash flows from the operations of a business. Interest rates offered are available on a floating basis tied to the prime rate or a similar index or on a fixed-rate basis referenced on the Federal Home Loan Bank of Boston ("FHLBB") index.

Credit extensions are made to established businesses on the basis of loan purpose and assessment of capacity to repay as determined by an analysis of their financial statements, the nature of collateral to secure the credit extension and, in most instances, the personal guarantee of the owner of the business as well as industry and general economic conditions. The Company also participates in U.S. Government programs such as the SBA in both the 7A program and as an SBA preferred lender. Included in the commercial loans balances are the PPP loans totaling \$463.5 million as of December 31, 2020.

The Company's equipment financing divisions focus on market niches in which its lenders have deep experience and industry contacts, and on making loans to customers with business experience. An important part of the Company's equipment financing loan origination volume comes from equipment manufacturers and existing customers as they expand their operations. The equipment financing portfolio is composed primarily of loans to finance laundry, tow trucks, fitness, dry cleaning and convenience store equipment. Approximately 13.4% of the commercial loans outstanding were in the equipment financing divisions made to borrowers located primarily in the greater New York and New Jersey metropolitan area. Typically, the loans are priced at a fixed rate of interest and require monthly payments over their three- to seven-year life. The yields earned on equipment financing loans are higher than those earned on the commercial loans made by the Banks because they involve a higher degree of credit risk. Equipment financing customers are typically small-business owners who operate with limited financial resources and who face greater risks when the economy weakens or unforeseen adverse events arise. Because of these characteristics, personal guarantees of borrowers are usually obtained along with liens on available assets. The size of loan is determined by an analysis of cash flow and other characteristics pertaining to the business and the equipment to be financed, based on detailed revenue and profitability data of similar operations.

Loans to condominium associations are for the purpose of funding capital improvements, are made for five- to ten-year terms and are secured by a general assignment of condominium association revenues. Among the factors considered in the underwriting of such loans are the level of owner occupancy, the financial condition and history of the condominium association, the attractiveness of the property in relation to the market in which it is located and the reasonableness of estimates of the cost of capital improvements to be made. Depending on loan size, funds are advanced as capital improvements are made and, in more complex situations, after completion of engineering inspections.

#### *Consumer Loans*

The consumer loan portfolio is comprised of residential mortgage loans, home equity loans and lines of credit, and other consumer loans representing 16.2% of total loans outstanding as of December 31, 2020. The Company focuses its mortgage and home equity lending on existing and new customers within its branch networks in its urban and suburban marketplaces in the greater Boston and Providence metropolitan areas.

The Company originates adjustable and fixed rate residential mortgage loans secured by one-to-four-family residences. Each residential mortgage loan granted is subject to a satisfactorily completed application, employment verification, credit



history and a demonstrated ability to repay the debt. Generally, loans are not made when the loan-to-value ratio exceeds 80% unless private mortgage insurance is obtained and/or there is a financially strong guarantor. Appraisals are performed by outside independent fee appraisers.

Underwriting guidelines for home equity loans and lines of credit are similar to those for residential mortgage loans. Home equity loans and lines of credit are limited to no more than 80% of the appraised value of the property securing the loan including the amount of any existing first mortgage liens.

Other consumer loans have historically been a modest part of the Company's loan originations. As of December 31, 2020, other consumer loans equaled \$32.9 million, or 0.5% of total loans outstanding.

## **Asset Quality**

### ***Criticized and Classified Assets***

The Company's management rates certain loans and leases as "other assets especially mentioned" ("OAEM"), "substandard" or "doubtful" based on criteria established under banking regulations. These loans and leases are collectively referred to as "criticized" assets. Loans and leases rated OAEM have potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects of the loan or lease at some future date. Loans and leases rated as substandard are inadequately protected by the payment capacity of the obligor or of the collateral pledged, if any. Substandard loans and leases have a well-defined weakness or weaknesses that jeopardize the liquidation of debt and are characterized by the distinct possibility that the Company will sustain some loss if existing deficiencies are not corrected. Loans and leases rated as doubtful have well-defined weaknesses that jeopardize the orderly liquidation of debt and partial loss of principal is likely. As of December 31, 2020, the Company had \$72.8 million of total assets that were designated as criticized. This compares to \$67.2 million of assets designated as criticized as of December 31, 2019. The increase of \$5.6 million in criticized assets was primarily due to two construction relationships totaling \$7.6 million, six commercial real estate relationships totaling \$7.5 million, and various equipment financing relationships totaling \$7.0 million which become criticized during the year ending December 31, 2020, partially offset by the three commercial real estate relationships totaling \$16.7 million paid off and charged off during the year ending December 31, 2020.

### ***Nonperforming Assets***

"Nonperforming assets" consist of nonaccrual loans and leases, other real estate owned ("OREO") and other repossessed assets. Under certain circumstances, the Company may restructure the terms of a loan or lease as a concession to a borrower, except for acquired loans and leases which are individually evaluated against expected performance on the date of acquisition. These restructured loans and leases are generally considered "nonperforming loans and leases" until a history of collection of at least six months on the restructured terms of the loan or lease has been established. OREO consists of real estate acquired through foreclosure proceedings and real estate acquired through acceptance of a deed in lieu of foreclosure. Other repossessed assets consist of assets that have been acquired through foreclosure that are not real estate and are included in other assets on the Company's consolidated balance sheets.

Accrual of interest on loans generally is discontinued when contractual payment of principal or interest becomes past due 90 days or, if in management's judgment, reasonable doubt exists as to the full timely collection of interest. Prior to the adoption of ASC 326, loans categorized as ASC 310-30 (purchased loans with deteriorating credit quality) accrued regardless of past due status. Exceptions may be made if the loan has matured and is in the process of renewal or is well-secured and in the process of collection. When a loan is placed on non-accrual status, interest accruals cease and uncollected accrued interest is reversed and charged against current interest income. Interest payments on non-accrual loans are generally applied to principal. If collection of the principal is reasonably assured, interest payments are recognized as income on the cash basis. Loans are generally returned to accrual status when principal and interest payments are current, full collectability of principal and interest is reasonably assured and a consistent record of at least six months of performance has been achieved. The adoption of ASC 326 required purchase credit-impaired loans to be classified as non-accruing based on performance.

In cases where a borrower experiences financial difficulties and the Company makes or reasonably expects to make certain concessionary modifications to contractual terms, the loan is classified as a troubled debt restructured loan. In determining whether a debtor is experiencing financial difficulties, the Company considers, among other factors, if the debtor is in payment default or is likely to be in payment default in the foreseeable future without the modification, the debtor declared or is in the process of declaring bankruptcy, there is substantial doubt that the debtor will continue as a going concern, the debtor's entity-specific projected cash flows will not be sufficient to service its debt, or the debtor cannot obtain funds from sources other than the existing creditors at market terms for debt with similar risk characteristics.

As of December 31, 2020, the Company had nonperforming assets of \$45.0 million, representing 0.50% of total assets, compared to nonperforming assets of \$22.1 million, or 0.28% of total assets as of December 31, 2019. The increase was primarily driven by the adoption of ASC 326 which required purchase credit-impaired loans to be classified as non-accruing based on performance. There were \$9.0 million loans previously categorized as performing assets that are now classified as non-accruing. This amount includes one commercial relationship of \$4.3 million and one construction relationship of \$3.9 million. In addition, there was one commercial relationship classified as OREO in the amount of \$5.4 million during the year ending December 31, 2020.

The Company evaluates the underlying collateral of each nonaccrual loan and lease and continues to pursue the collection of interest and principal. Management believes that the current level of nonperforming assets remains manageable relative to the size of the Company's loan and lease portfolio. If economic conditions were to worsen or if the marketplace were to experience prolonged economic stress, management believes it is likely that the level of nonperforming assets would increase, as would the level of charged-off loans.

***Past Due and Accruing***

From March 1, 2020 through the earlier of January 1, 2022 or 60 days after the termination date of the national emergency declared by the President on March 13, 2020 concerning the COVID-19 outbreak (the "national emergency"), a financial institution may elect to suspend the requirements under U.S. GAAP for loan modifications related to the COVID-19 pandemic that would otherwise be categorized as a troubled debt restructured, including impairment accounting. This troubled debt restructuring relief applies for the term of the loan modification that occurs during the applicable period for a loan that was not more than 30 days past due as of December 31, 2019.

As of December 31, 2020, the Company had loans and leases greater than 90 days past due and accruing of \$12.0 million, or 0.16% of total loans and leases, compared to \$10.1 million, or 0.15% of total loans and leases, as of December 31, 2019, representing an increase of \$1.9 million. The increase in 90 days past due and accruing loans was primarily due to three commercial relationships totaling \$3.5 million, one construction relationship of \$3.8 million and one commercial real estate relationship of \$4.7 million 90 days past due and accruing, partially offset by \$9.0 million of past due and accruing acquired loans previously accounted for under ASC 310-30, which are now disclosed as being on non-accrual status.

The following table sets forth information regarding nonperforming assets for the periods indicated:

	At December 31,				
	2020	2019	2018	2017	2016
(Dollars in Thousands)					
<b>Nonperforming loans and leases:</b>					
<b>Nonaccrual loans and leases:</b>					
Commercial real estate	\$ 3,300	\$ 2,845	\$ 3,928	\$ 3,313	\$ 5,340
Multi-family mortgage	—	84	330	608	1,404
Construction	3,853	—	396	860	—
Total commercial real estate loans	7,153	2,929	4,654	4,781	6,744
Commercial	7,702	4,909	6,621	11,619	22,974
Equipment financing	16,757	9,822	9,500	8,106	6,758
Condominium association	112	151	265	—	—
Total commercial loans and leases	24,571	14,882	16,386	19,725	29,732
Residential mortgage	5,587	753	2,132	1,979	2,501
Home equity	1,136	896	908	744	951
Other consumer	1	1	17	43	149
Total consumer loans	6,724	1,650	3,057	2,766	3,601
Total nonaccrual loans and leases	38,448	19,461	24,097	27,272	40,077
Other real estate owned	5,415	—	3,054	3,235	618
Other repossessed assets	1,100	2,631	965	1,184	781
Total nonperforming assets	\$ 44,963	\$ 22,092	\$ 28,116	\$ 31,691	\$ 41,476
Loans and leases past due greater than 90 days and accruing	\$ 11,975	\$ 10,109	\$ 13,482	\$ 3,020	\$ 7,077
Total delinquent loans and leases 61-90 days past due	16,129	4,978	3,308	7,376	7,350
Restructured loans and leases not included in nonperforming assets	11,483	17,076	12,257	16,241	13,883
Total nonaccrual loans and leases as a percentage of total loans and leases	0.53 %	0.29 %	0.38 %	0.48 %	0.74 %
Total nonperforming assets as a percentage of total assets	0.50 %	0.28 %	0.38 %	0.47 %	0.64 %
Total delinquent loans and leases 61-90 days past due as a percentage of total loans and leases	0.22 %	0.07 %	0.05 %	0.13 %	0.14 %

**Troubled Debt Restructured Loans and Leases**

Total TDR loans decreased by \$4.2 million to \$19.0 million at December 31, 2020 from \$23.2 million at December 31, 2019. The decrease was driven primarily by the payments and payoffs of the commercial and construction TDRs during the year ending December 31, 2020.

The following table sets forth information regarding troubled debt restructured loans and leases at the dates indicated:

	At December 31, 2020	At December 31, 2019
	(Dollars in Thousands)	
Troubled debt restructurings:		
Commercial real estate mortgage	\$ 1,599	\$ 1,674
Multi-family mortgage	—	85
Construction	—	2,942
Commercial	6,515	8,995
Equipment financing	6,699	5,555
Residential mortgage	2,054	2,067
Home equity	2,092	1,862
Total troubled debt restructurings	<u>\$ 18,959</u>	<u>\$ 23,180</u>

The following table sets forth information regarding troubled debt restructured loans and leases at the dates indicated:

	At December 31, 2020	At December 31, 2019
	(Dollars in Thousands)	
Troubled debt restructurings:		
On accrual	\$ 11,483	\$ 17,076
On nonaccrual	7,476	6,104
Total troubled debt restructurings	<u>\$ 18,959</u>	<u>\$ 23,180</u>

Changes in troubled debt restructured loans and leases were as follows for the periods indicated:

	Year ended December 31,	
	2020	2019
	(Dollars in Thousands)	
Balance at beginning of period	\$ 23,180	\$ 20,941
Additions	2,940	16,484
Net charge-offs	(830)	(1,964)
Repayments	(6,331)	(12,281)
Balance at end of period	<u>\$ 18,959</u>	<u>\$ 23,180</u>

The Coronavirus Aid, Relief and Economic Security ("CARES") Act and regulatory guidance issued by the Federal banking agencies provides that certain short-term loan modifications to borrowers experiencing financial distress as a result of the economic impacts created by the COVID-19 pandemic are not required to be treated as TDRs under GAAP. As such, the Company suspended TDR accounting for COVID-19 pandemic related loan modifications meeting the loan modification criteria set forth under the CARES Act or as specified in the regulatory guidance. Further, loans granted payment deferrals related to the COVID-19 pandemic are not required to be reported as past due or placed on non-accrual status (provided the loans were not past due or on non-accrual status prior to the deferral). As of December 31, 2020, the Company granted 4,989 short-term deferrals on loan and lease balances totaling \$1.1 billion. Of these modifications, 4,691 loans and leases with total balances of \$1.0 billion have returned to payment status and 298 loans and leases with total balances of \$90.4 million remain on the deferral status, which represents 1.2% of total loan and leases balances.

#### Allowances for Credit Losses

The allowance for credit losses consists of general and specific allowances and reflects management's estimate of expected loan and lease losses over the life of loan or lease. Management uses a consistent and systematic process and methodology to evaluate the adequacy of the allowance for credit losses on a quarterly basis. Management continuously evaluates and challenges inputs and assumptions in the allowance for credit losses.

While management evaluates currently available information in establishing the allowance for credit losses, future adjustments to the allowance for loan and lease losses may be necessary if conditions differ substantially from the assumptions used in making the evaluations. Management performs a comprehensive review of the allowance for credit losses on a quarterly basis. In addition, various regulatory agencies, as an integral part of their examination process, periodically review a financial institution's allowance for credit losses and carrying amounts of other real estate owned. Such agencies may require the financial institution to recognize additions or reductions to the allowance based on their judgments about information available to them at the time of their examination.

The Company's allowance methodology provides a quantification of probable losses in the portfolio. Under the current methodology, management estimates losses over the life of the loan using reasonable and supportable forecasts. Forecasts, loan data, and model documentation are extensively analyzed and reviewed throughout the quarter to ensure estimated losses are accurate at quarter end. Qualitative adjustments are applied when model output does not align with management expectations. These adjustments are thoroughly reviewed and documented to provide clarity and a reasonable basis for any deviations from the model. For December 31, 2020, qualitative adjustments were applied to the CRE, C&I, and Retail portfolios resulting in a net addition in total reserves compared to modeled calculations.

The following tables present the changes in the allowance for loans and lease losses by portfolio category for the years ended December 31, 2020, 2019, 2018, 2017, and 2016, respectively.

	Year Ended December 31, 2020			
	Commercial Real Estate	Commercial	Consumer	Total
	(In Thousands)			
Balance at December 31, 2019	\$ 30,285	\$ 24,826	\$ 5,971	\$ 61,082
Adoption of ASU 2016-13 (CECL)	11,694	(2,672)	(2,390)	6,632
Balance at beginning of period, adjusted	41,979	22,154	3,581	67,714
Charge-offs	(3,514)	(11,113)	(36)	(14,663)
Recoveries	94	1,407	201	1,702
Provision for loan and lease losses	41,573	17,050	1,003	59,626
Balance at December 31, 2020	<u>\$ 80,132</u>	<u>\$ 29,498</u>	<u>\$ 4,749</u>	<u>\$ 114,379</u>
Total loans and leases	\$ 3,823,826	\$ 2,274,899	\$ 1,170,828	\$ 7,269,553
Total allowance for loan and lease losses as a percentage of total loans and leases	2.10 %	1.30 %	0.41 %	1.57 %

	Year Ended December 31, 2019			
	Commercial Real Estate	Commercial	Consumer	Total
	(In Thousands)			
Balance at December 31, 2018	\$ 28,187	\$ 25,283	\$ 5,222	\$ 58,692
Charge-offs	—	(8,911)	(127)	(9,038)
Recoveries	—	1,688	179	1,867
Provision for loan and lease losses	2,098	6,766	697	9,561
Balance at December 31, 2019	<u>\$ 30,285</u>	<u>\$ 24,826</u>	<u>\$ 5,971</u>	<u>\$ 61,082</u>
Total loans and leases	\$ 3,669,222	\$ 1,838,748	\$ 1,229,846	\$ 6,737,816
Total allowance for loan and lease losses as a percentage of total loans and leases	0.83 %	1.35 %	0.49 %	0.91 %

Year Ended December 31, 2018				
	Commercial Real Estate	Commercial	Consumer	Total
(In Thousands)				
Balance at December 31, 2017	\$ 27,112	\$ 26,333	\$ 5,147	\$ 58,592
Charge-offs	(103)	(6,585)	(540)	(7,228)
Recoveries	—	2,287	290	2,577
Provision for loan and lease losses	1,178	3,248	325	4,751
Balance at December 31, 2018	<u>\$ 28,187</u>	<u>\$ 25,283</u>	<u>\$ 5,222</u>	<u>\$ 58,692</u>
Total loans and leases	\$ 3,351,736	\$ 1,768,958	\$ 1,182,822	\$ 6,303,516
Allowance for loan and lease losses as a percentage of total loans and leases	0.84 %	1.43 %	0.44 %	0.93 %

Year Ended December 31, 2017				
	Commercial Real Estate	Commercial	Consumer	Total
(In Thousands)				
Balance at December 31, 2016	\$ 27,645	\$ 20,906	\$ 5,115	\$ 53,666
Charge-offs	(494)	(14,914)	(403)	(15,811)
Recoveries	476	1,158	319	1,953
Provision (credit) for loan and lease losses	(515)	19,183	116	18,784
Balance at December 31, 2017	<u>\$ 27,112</u>	<u>\$ 26,333</u>	<u>\$ 5,147</u>	<u>\$ 58,592</u>
Total loans and leases	\$ 3,075,777	\$ 1,624,111	\$ 1,030,791	\$ 5,730,679
Allowance for loan and lease losses as a percentage of total loans and leases	0.88 %	1.62 %	0.50 %	1.02 %

Year Ended December 31, 2016				
	Commercial Real Estate	Commercial	Consumer	Total
(In Thousands)				
Balance at December 31, 2015	\$ 30,151	\$ 22,018	\$ 4,570	\$ 56,739
Charge-offs	(2,169)	(10,516)	(1,982)	(14,667)
Recoveries	—	642	750	1,392
Provision (credit) for loan and lease losses	(337)	8,762	1,777	10,202
Balance at December 31, 2016	<u>\$ 27,645</u>	<u>\$ 20,906</u>	<u>\$ 5,115</u>	<u>\$ 53,666</u>
Total loans and leases	\$ 2,918,567	\$ 1,495,408	\$ 984,889	\$ 5,398,864
Allowance for loan and lease losses as a percentage of total loans and leases	0.95 %	1.40 %	0.52 %	0.99 %

Beginning January 1, 2020, the Company implemented the CECL methodology to calculate the allowance for credit losses. As of January 1, 2020, the Company increased the allowance for loan and lease losses by \$6.6 million, and increased the allowances for the unfunded commitment by \$8.9 million due to CECL which requires the inclusion of the credit losses over the expected life of the loans, as well as consideration of the risks based on the current conditions and reasonable and supportable forecasts about the future.

At December 31, 2020, the allowance for loan and lease losses increased to \$114.4 million, or 1.57% of total loans and leases outstanding, as a result of the latest available forecast of the economic effects of the COVID-19 pandemic on the Company's loan and lease portfolios. This excluded PPP loans which are not subject to an allowance reserve since they are guaranteed by the SBA. This compared to an allowance for loan and lease losses of \$61.1 million, or 0.91% of total loans and leases outstanding, as of December 31, 2019. Prior to January 1, 2020, the Company calculated the allowance for loan and lease losses using the incurred losses methodology.

Net charge-offs in the loans and leases for year ending December 31, 2020 and 2019 were \$13.0 million and \$7.2 million, respectively. The increase in the net charge-offs of \$5.8 million was driven primarily by the charge-offs on four commercial real estate relationships of \$3.6 million as well as the increase on the charge-offs on commercial loans by \$1.9 million loans and equipment financing loans by \$0.5 million.

Management believes that the allowance for loan and lease losses as of December 31, 2020 is appropriate based on the facts and circumstances discussed further below.

The following tables set forth the Company's percent of allowance for loan and lease losses to the total allowance for loan and lease losses and the percent of loans to total loans for each of the categories listed at the dates indicated.

	At December 31,								
	2020			2019			2018		
	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Each Category to Total Loans	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Each Category to Total Loans	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Each Category to Total Loans
	(Dollars in Thousands)								
Commercial real estate	\$ 46,357	40.6 %	35.4 %	\$ 21,519	35.3 %	37.0 %	\$ 20,779	35.4 %	37.0 %
Multi-family mortgage	22,559	19.7 %	13.9 %	6,436	10.5 %	13.8 %	5,915	10.1 %	13.4 %
Construction	11,216	9.8 %	3.2 %	2,330	3.8 %	3.7 %	1,494	2.5 %	2.7 %
Total commercial real estate loans	80,132	70.1 %	52.5 %	30,285	49.6 %	54.5 %	28,188	48.0 %	53.1 %
Commercial	8,089	7.1 %	15.6 %	12,849	21.0 %	10.8 %	14,047	23.9 %	11.7 %
Equipment financing	21,292	18.6 %	15.0 %	11,595	19.0 %	15.6 %	10,888	18.6 %	15.6 %
Condominium association	117	0.1 %	0.7 %	382	0.6 %	0.8 %	347	0.6 %	0.8 %
Total commercial loans and leases	29,498	25.8 %	31.3 %	24,826	40.6 %	27.2 %	25,282	43.1 %	28.1 %
Residential mortgage	1,967	1.7 %	10.9 %	3,717	6.1 %	12.1 %	3,076	5.2 %	12.4 %
Home equity	2,504	2.2 %	4.8 %	2,132	3.5 %	5.6 %	2,047	3.5 %	6.0 %
Other consumer	278	0.2 %	0.5 %	122	0.2 %	0.6 %	99	0.2 %	0.4 %
Total consumer loans	4,749	4.1 %	16.2 %	5,971	9.8 %	18.3 %	5,222	8.9 %	18.8 %
Total	\$ 114,379	100.0 %	100.0 %	\$ 61,082	100.0 %	100.0 %	\$ 58,692	100.0 %	100.0 %

At December 31,						
2017			2016			
	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Each Category to Total Loans	Amount	Percent of Allowance to Total Allowance	Percent of Loans in Each Category to Total Loans
(Dollars in Thousands)						
Commercial real estate	\$ 20,089	34.3 %	38.0 %	\$ 19,354	36.1 %	38.1 %
Multi-family mortgage	5,667	9.7 %	13.3 %	5,528	10.3 %	13.5 %
Construction	1,356	2.3 %	2.4 %	2,763	5.1 %	2.5 %
Total commercial real estate loans	27,112	46.3 %	53.7 %	27,645	51.5 %	54.1 %
Commercial	15,366	26.2 %	12.3 %	10,096	18.8 %	11.8 %
Equipment financing	10,586	18.1 %	15.1 %	10,345	19.3 %	14.8 %
Condominium association	381	0.7 %	0.9 %	465	0.9 %	1.1 %
Total commercial loans and leases	26,333	45.0 %	28.3 %	20,906	39.0 %	27.7 %
Residential mortgage	2,743	4.7 %	11.5 %	2,587	4.8 %	11.6 %
Home equity	2,219	3.8 %	6.2 %	2,356	4.4 %	6.3 %
Other consumer	185	0.2 %	0.3 %	172	0.3 %	0.3 %
Total consumer loans	5,147	8.7 %	18.0 %	5,115	9.5 %	18.2 %
Total	\$ 58,592	100.0 %	100.0 %	\$ 53,666	100.0 %	100.0 %

#### Investment Securities and Restricted Equity Securities

The investment portfolio exists primarily for liquidity purposes, and secondarily as sources of interest and dividend income, interest-rate risk management and tax planning as a counterbalance to loan and deposit flows. Investment securities are utilized as part of the Company's asset/liability management and may be sold in response to, or in anticipation of, factors such as changes in market conditions and interest rates, security prepayment rates, deposit outflows, liquidity concentrations and regulatory capital requirements.

The investment policy of the Company, which is reviewed and approved by the Board of Directors on an annual basis, specifies the types of investments that are acceptable, required investment ratings by at least one nationally recognized rating agency, concentration limits and duration guidelines. Compliance with the investment policy is monitored on a regular basis. In general, the Company seeks to maintain a high degree of liquidity and targets cash, cash equivalents and investment securities available-for-sale balances between 10% and 30% of total assets.

Cash, cash equivalents, and investment securities increased \$514.1 million, or 77.1%, to \$1.2 billion as of December 31, 2020 from \$667.1 million as of December 31, 2019. The increase was primarily driven by growth in short-term investments and investment securities available-for-sale. Cash, cash equivalents, and investment securities were 13.21% of total assets as of December 31, 2020, compared to 8.49% of total assets at December 31, 2019.



The following table sets forth certain information regarding the amortized cost and market value of the Company's investment securities at the dates indicated:

	At December 31,					
	2020		2019		2018	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In Thousands)					
Investment securities available-for-sale:						
GSE debentures	\$ 273,820	\$ 278,645	\$ 182,922	\$ 185,803	\$ 184,072	\$ 181,079
GSE CMOs	44,937	46,028	87,001	85,932	107,363	103,130
GSE MBSs	312,658	323,609	153,049	153,343	169,334	165,089
SBA commercial loan asset-backed securities	—	—	34	34	51	51
Corporate debt obligations	22,299	23,467	28,484	28,986	40,618	39,708
U.S. Treasury bonds	70,339	73,577	44,675	44,897	13,812	13,736
Foreign government obligations	500	496	—	—	—	—
Total investment securities available-for-sale	\$ 724,553	\$ 745,822	\$ 496,165	\$ 498,995	\$ 515,250	\$ 502,793
Investment securities held-to-maturity:						
GSE debentures	\$ —	\$ —	\$ 31,228	\$ 31,290	\$ 50,546	\$ 49,601
GSE MBSs	—	—	9,360	9,279	11,426	11,131
Municipal obligations	—	—	45,692	46,514	52,304	51,598
Foreign government obligations	—	—	500	478	500	500
Total investment securities held-to-maturity	\$ —	\$ —	\$ 86,780	\$ 87,561	\$ 114,776	\$ 112,830
Equity securities held-for-trading	\$ —	\$ 526	\$ —	\$ 3,581	\$ —	\$ 4,207
Restricted equity securities:						
FHLBB stock	\$ 31,293		\$ 35,482		\$ 43,655	
FRB stock	18,241		18,084		17,995	
Other	252		252		101	
Total restricted equity securities	\$ 49,786		\$ 53,818		\$ 61,751	

Total investment securities and restricted equity securities primarily consist of investment securities available-for-sale, investment securities held-to-maturity, stock in the FHLBB and stock in the FRB. The total securities portfolio increased \$153.0 million, or 23.8% since December 31, 2019. As of December 31, 2020, total securities portfolio was 8.90% of total assets, compared to 8.19% of total assets as of December 31, 2019.

The fair value of investment securities is based principally on market prices and dealer quotes received from third-party, nationally-recognized pricing services for identical investment securities such as U.S. Treasury and agency securities. The Company's equity securities held-for-trading are priced this way and are included in Level 1. These prices are validated by comparing the primary pricing source with an alternative pricing source when available. When quoted market prices for identical securities are unavailable, the Company uses market prices provided by independent pricing services based on recent trading activity and other observable information, including but not limited to market interest-rate curves, referenced credit spreads and estimated prepayment speeds where applicable. These investments include certain U.S. and government agency debt securities, municipal and corporate debt securities, GSE residential MBSs and CMOs, trust preferred securities, and equity securities held-for-trading, all of which are included in Level 1 and 2.

Additionally, management reviews changes in fair value from period to period and performs testing to ensure that prices received from the third parties are consistent with their expectation of the market. Changes in the prices obtained from the pricing service are analyzed from month to month, taking into consideration changes in market conditions including changes in mortgage spreads, changes in U.S. Treasury security yields and changes in generic pricing of 15-year and 30-year securities.

Additional analysis may include a review of prices provided by other independent parties, a yield analysis, a review of average life changes using Bloomberg analytics and a review of historical pricing for the particular security.

As of December 31, 2020, the fair value of all investment securities available-for-sale was \$745.8 million and carried a total of \$21.3 million of net unrealized gains, compared to a fair value of \$499.0 million and net unrealized gains of \$2.8 million as of December 31, 2019. As of December 31, 2020, \$86.9 million, or 11.7%, of the portfolio, had gross unrealized losses of \$0.7 million. This compares to \$205.6 million, or 41.2%, of the portfolio with gross unrealized losses of \$1.8 million as of December 31, 2019. The Company's unrealized loss position decreased in 2020 driven by a change in the portfolio mix from shorter duration MBS to longer duration agency debentures. For additional discussion on investment securities available-for-sale by security type, see Note 4, "Investment Securities."

The Company reviews its debt securities portfolio on a quarterly basis in accordance with ASC 326. This analysis is done using probability of default ("PD") and loss given default ("LGD") assumptions where a model is created to determine current expected credit loss (CECL) for the remaining life of the securities. For the year ended December 31, 2020, the company did not recognize an amount as allowance or provision for credit loss. For additional discussion on how the Company validates fair values provided by the third-party pricing service, see Note 21, "Fair Value of Financial Instruments."

Effective March 31, 2020, all investment securities classified as held-to-maturity were reclassified as available for sale to prudently reflect the ability and intent to not hold these assets to maturity due to the economic uncertainty created by the COVID-19 pandemic. As of December 31, 2019, the fair value of investment securities held-to-maturity was \$87.6 million with net unrealized gains of \$0.8 million. As of December 31, 2019, \$22.3 million, or 25.5% of the portfolio had gross unrealized losses of \$0.2 million.

Maturities, calls and principal repayments for investment securities available-for-sale totaled \$214.6 million for the year ended December 31, 2020 compared to \$68.2 million for the same period in 2019. For the year ended December 31, 2020, the Company sold \$142.7 million of investment securities available for sale, compared to none for the same period in 2019. For the year ended December 31, 2020, the Company purchased \$503.5 million of investment securities available-for-sale, compared to \$50.4 million for the same period in 2019.

Maturities, calls and principal repayments for investment securities held-to-maturity totaled \$6.3 million for the year ended December 31, 2020 compared to \$28.9 million for the same period in 2019. There were no sales of investment securities held-to-maturity for the ended December 31, 2020 and 2019. For the year ended December 31, 2020, the Company did not purchase any investment securities held-to-maturity, compared to \$1.4 million in purchases of investment securities held-to-maturity for the same period in 2019. During the three months ended September 30, 2020, all held-to-maturity securities were transferred to the available-for-sale portfolio.

#### **Restricted Equity Securities**

*FHLBB Stock*—The Company invests in the stock of the FHLBB as one of the requirements to borrow. The Company maintains an excess balance of capital stock, which allows for additional borrowing capacity at each of the Banks. As of December 31, 2020, the excess balance of capital stock is \$1.0 million, as compared to \$0.7 million at December 31, 2019.

As of December 31, 2020, the Company owned stock in the FHLBB with a carrying value of \$31.3 million, a decrease of \$4.2 million from \$35.5 million as of December 31, 2019. As of December 31, 2020, the FHLBB had total assets of \$38.5 billion and total capital of \$2.8 billion, of which \$1.5 billion was retained earnings. The FHLBB stated that it remained in compliance with all regulatory capital ratios as of December 31, 2020 and was classified as "adequately capitalized" by its regulator, based on the FHLBB's financial information as of September 30, 2020. See Note 5, "Restricted Equity Securities" to the consolidated financial statements for further information about the FHLBB.

*Federal Reserve Bank Stock*—The Company invests in the stock of the Federal Reserve Bank of Boston, as a condition of the membership for the Banks in the Federal Reserve System. In 2020, the Company maintained its investment in the stock of the Federal Reserve Bank of Boston to adjust for deposit growth. The FRB is the primary federal regulator for the Company and the Banks.

**Carrying Value, Weighted Average Yields, and Contractual Maturities of Investment and Restricted Equity Securities**

The table below sets forth certain information regarding the carrying value, weighted average yields and contractual maturities of the Company's investment and restricted equity securities portfolio at the date indicated.

	Balance at December 31, 2020									
	One Year or Less		After One Year Through Five Years		After Five Years Through Ten Years		After Ten Years		Total	
	Carrying Value	Weighted Average Yield (1)	Carrying Value	Weighted Average Yield (1)	Carrying Value	Weighted Average Yield (1)	Carrying Value	Weighted Average Yield (1)	Carrying Value	Weighted Average Yield (1)
	(Dollars in Thousands)									
Investment securities available-for-sale:										
GSE debentures	\$ 30,365	1.97 %	\$ 103,133	2.17 %	\$ 135,342	1.32 %	\$ 9,805	2.00 %	\$ 278,645	1.73 %
GSE CMOs	—	— %	—	— %	1,779	1.47 %	44,249	1.72 %	46,028	1.71 %
GSE MBSs	1,648	2.96 %	6,307	1.78 %	34,730	1.93 %	280,924	1.87 %	323,609	1.88 %
Corporate debt obligations	—	— %	23,467	2.53 %	—	— %	—	— %	23,467	2.53 %
U.S. Treasury bonds	—	— %	19,860	2.19 %	53,717	1.39 %	—	— %	73,577	1.60 %
Foreign government obligations	—	— %	496	3.25 %	—	— %	—	— %	496	3.25 %
Total investment securities available-for-sale	<u>\$ 32,013</u>	<u>2.02 %</u>	<u>\$ 153,263</u>	<u>2.22 %</u>	<u>\$ 225,568</u>	<u>1.43 %</u>	<u>\$ 334,978</u>	<u>1.86 %</u>	<u>\$ 746,348</u>	<u>1.81 %</u>
Equity securities held-for-trading (2)									<u>526</u>	<u>3.87 %</u>
Restricted equity securities (2):										
FHLBB stock	\$ —	— %	\$ —	— %	\$ —	— %	\$ 31,293	4.64 %	\$ 31,293	4.64 %
FRB stock	—	— %	—	— %	—	— %	18,241	6.00 %	18,241	6.00 %
Other stock	—	— %	—	— %	—	— %	252	— %	252	— %
Total restricted equity securities	<u>\$ —</u>	<u>— %</u>	<u>\$ —</u>	<u>— %</u>	<u>\$ —</u>	<u>— %</u>	<u>\$ 49,786</u>	<u>5.14 %</u>	<u>\$ 49,786</u>	<u>5.14 %</u>

(1) Yields have been calculated on a tax-equivalent basis.

(2) Equity securities have no contractual maturity, therefore they are reported above in the over ten year maturity column.

**Deposits**

The following table presents the Company's deposit mix at the dates indicated.

	At December 31,								
	2020			2019			2018		
	Amount	Percent of Total	Weighted Average Rate	Amount	Percent of Total	Weighted Average Rate	Amount	Percent of Total	Weighted Average Rate
	(Dollars in Thousands)								
Non-interest-bearing deposits:									
Demand checking accounts	\$ 1,592,205	23.0 %	— %	\$ 1,141,578	19.6 %	— %	\$ 1,033,551	19.0 %	— %
Interest-bearing deposits:									
NOW accounts	513,948	7.4 %	0.09 %	371,380	6.4 %	0.11 %	336,317	6.2 %	0.10 %
Savings accounts	701,659	10.2 %	0.13 %	613,467	10.5 %	0.46 %	619,961	11.4 %	0.32 %
Money market accounts	2,018,977	29.2 %	0.31 %	1,682,005	28.9 %	1.15 %	1,675,050	30.7 %	1.18 %
Certificate of deposit accounts	1,389,998	20.1 %	1.44 %	1,671,738	28.7 %	2.28 %	1,438,478	26.3 %	2.07 %
Brokered deposit accounts	693,909	10.0 %	0.39 %	349,904	6.0 %	2.18 %	350,687	6.4 %	2.33 %
Total interest-bearing deposits	5,318,491	77.0 %	0.57 %	4,688,494	80.4 %	1.46 %	4,420,493	81.0 %	1.14 %
Total deposits	\$ 6,910,696	100.0 %	0.44 %	\$ 5,830,072	100.0 %	1.17 %	\$ 5,454,044	100.0 %	0.92 %

The Company seeks to increase its core (non-certificate of deposit) deposits and decrease its loan-to-deposit ratio over time, while continuing to increase deposits as a percentage of total funding sources. The Company's loan-to-deposit ratio was 105.2% as of December 31, 2020, compared to 115.6% as of December 31, 2019.

Total deposits increased \$1.1 billion, or 18.5%, to \$6.9 billion as of December 31, 2020, compared to \$5.8 billion as of December 31, 2019. Deposits as a percentage of total assets increased from 74.2% as of December 31, 2019 to 77.3% as of December 31, 2020. The increase in deposits as a percentage of total assets is primarily due to the growth in the core deposit accounts. The decrease in certificate of deposit accounts was offset by the increase in brokered deposit accounts.

In 2020, core deposits increased \$1.0 billion. The ratio of core deposits to total deposits increased from 65.3% as of December 31, 2019 to 69.8% as of December 31, 2020, due to an increase in all core deposit accounts.

Certificate of deposit accounts decreased \$0.3 billion to \$1.4 billion as of December 31, 2020, compared to \$1.7 billion as of December 31, 2019. Certificate of deposit accounts have decreased as a percentage of total deposits to 20.1% as of December 31, 2020 from 28.7% as of December 31, 2019.

Brokered deposits increased \$344.0 million to \$693.9 million as of December 31, 2020, compared to \$349.9 as of December 31, 2019. Brokered deposits have increased as a percentage of total deposits to 10.0% as of December 31, 2020 from 6.0% as of December 31, 2019. The increase in Brokered deposits was driven by two new product offerings. Brokered deposits allow the Company to seek additional funding by attracting deposits from outside the Company's core market. The Company's investment policy limits the amount of brokered deposits to 15% of total assets.

The Company's growth in deposits and the shift in the mix of deposits in 2020 and 2019 were due in part to expansion of the Company's cash management services and increased efforts in seeking deposits from existing customer relationships. A rise in interest rates could cause a shift from core deposit accounts to certificate of deposit accounts with longer maturities. Generally, the rates paid on certificates of deposit are higher than those paid on core deposit accounts.

The following table sets forth the distribution of the average balances of the Company's deposit accounts for the years indicated and the weighted average interest rates on each category of deposits presented. Averages for the years presented are based on daily balances.

Year Ended December 31,									
2020			2019			2018			
Average Balance	Percent of Total Average Deposits	Weighted Average Rate	Average Balance	Percent of Total Average Deposits	Weighted Average Rate	Average Balance	Percent of Total Average Deposits	Weighted Average Rate	
(Dollars in Thousands)									
Core deposits:									
Non-interest-bearing demand checking accounts	\$ 1,451,556	22.5 %	— %	\$ 1,070,859	18.9 %	— %	\$ 997,179	19.3 %	— %
NOW accounts	408,374	6.3 %	0.12 %	339,275	6.0 %	0.13 %	340,194	6.6 %	0.08 %
Savings accounts	670,217	10.4 %	0.22 %	608,022	10.7 %	0.48 %	618,674	12.0 %	0.29 %
Money market accounts	1,817,085	28.2 %	0.52 %	1,682,676	29.7 %	1.26 %	1,715,057	33.1 %	0.90 %
Total core deposits	4,347,232	67.5 %	0.40 %	3,700,832	65.4 %	0.66 %	3,671,104	71.0 %	0.48 %
Certificate of deposit accounts	1,577,104	24.5 %	1.92 %	1,611,389	28.5 %	2.25 %	1,191,970	23.1 %	1.60 %
Brokered deposit accounts	\$ 512,803	8.0 %	1.28 %	\$ 344,961	6.1 %	2.54 %	\$ 305,503	5.9 %	1.80 %
Total deposits	\$ 6,437,139	100.0 %	0.75 %	\$ 5,657,182	100.0 %	1.23 %	\$ 5,168,577	100.0 %	0.81 %

As of December 31, 2020 and 2019, the Company had outstanding certificate of deposit of \$100,000 or more, maturing as follows:

At December 31,				
2020		2019		
Amount	Weighted Average Rate	Amount	Weighted Average Rate	
(Dollars in Thousands)				
Maturity period:				
Six months or less	\$ 459,828	1.63 %	\$ 410,973	2.25 %
Over six months through 12 months	302,576	1.15 %	338,578	2.36 %
Over 12 months	154,343	1.83 %	373,632	2.48 %
Total certificate of deposit of \$100,000 or more	\$ 916,747	1.51 %	\$ 1,123,183	2.36 %

**Borrowed Funds**

The following table sets forth certain information regarding FHLBB advances, subordinated debentures and notes and other borrowed funds for the periods indicated:

Year Ended December 31,				
2020		2019		2018
(Dollars in Thousands)				
Borrowed funds:				
Average balance outstanding	\$ 1,033,643	\$ 920,385	\$ 1,075,446	
Maximum amount outstanding at any month end during the year	1,406,669	987,835	1,208,920	
Balance outstanding at end of year	820,247	902,749	920,542	
Weighted average interest rate for the period	1.73 %	2.65 %	2.22 %	
Weighted average interest rate at end of period	1.51 %	2.53 %	2.55 %	

**Advances from the FHLBB**

On a long-term basis, the Company intends to continue to increase its core deposits. The Company also uses FHLBB borrowings and other wholesale borrowings as part of the Company's overall strategy to fund loan growth and manage interest-rate risk and liquidity. The advances are secured by a blanket security agreement which requires the Banks to maintain certain qualifying assets as collateral, principally mortgage loans and securities in an aggregate amount at least equal to outstanding advances. The maximum amount that the FHLBB will advance to member institutions, including the Company, fluctuates from

time to time in accordance with the policies of the FHLBB. The Company may also borrow from the FRB's "discount window" as necessary.

FHLBB borrowings decreased by \$109.6 million to \$648.8 million as of December 31, 2020 from the December 31, 2019 balance of \$758.5 million. The decrease in FHLBB borrowings was primarily due to maturing advances from the FHLBB.

**Other Borrowed Funds**

In addition to advances from the FHLBB and subordinated debentures and notes, the Company utilizes other funding sources as part of the overall liquidity strategy. Those funding sources include repurchase agreements, committed and uncommitted lines of credit with several financial institutions.

The Company periodically enters into repurchase agreements with its larger deposit and commercial customers as part of its cash management services which are typically overnight borrowings. Repurchase agreements with customers increased \$15.0 million to \$57.7 million as of December 31, 2020 from \$42.7 million as of December 31, 2019.

The Company has access to a \$12.0 million committed line of credit as of December 31, 2020. As of December 31, 2020 and December 31, 2019, the Company did not have any borrowings on this committed line of credit outstanding.

The Banks also have access to funding through several uncommitted lines of credit of \$865.0 million. As of December 31, 2020, the Company had \$30.0 million in borrowings on outstanding uncommitted lines as compared to December 31, 2019, when the Company had \$18.0 million borrowings on outstanding uncommitted lines.

**Subordinated Debentures and Notes**

In connection with the acquisition of Bancorp Rhode Island, Inc., the Company assumed three subordinated debentures issued by a subsidiary of Bancorp Rhode Island, Inc.

On September 15, 2014, the Company offered \$75.0 million of 6.0% fixed-to-floating subordinated notes due September 15, 2029. The Company is obligated to pay 6.0% interest semiannually between September 2014 and September 2024. Subsequently, the Company is obligated to pay 3-month LIBOR plus 3.315% quarterly until the notes mature in September 2029. As of December 31, 2020, the Company had capitalized costs of \$0.9 million in relation to the issuance of these subordinated notes.

The following table summarizes the Company's subordinated debentures and notes at the dates indicated.

Issue Date	Rate	Maturity Date	Next Call Date	Carrying Amount	
				December 31, 2020	December 31, 2019
(Dollars in Thousands)					
June 26, 2003	Variable; 3-month LIBOR + 3.10%	June 26, 2033	March 25, 2021	\$ 4,848	\$ 4,826
March 17, 2004	Variable; 3-month LIBOR + 2.79%	March 17, 2034	March 16, 2021	4,772	4,739
September 15, 2014	6.0% Fixed-to-Variable; 3-month LIBOR + 3.315%	September 15, 2029	September 15, 2024	74,126	74,026
Total				\$ 83,746	\$ 83,591

**Derivative Financial Instruments**

The Company has entered into loan level derivatives, risk participation agreements, and foreign exchange contracts with certain commercial customers and concurrently enters into offsetting swaps with third-party financial institutions. The Company may also, from time to time, enter into risk participation agreements. The Company uses interest rate futures that are designated and qualify as cash flow hedging instruments.

The following table summarizes certain information concerning the Company's loan level derivatives, risk participation agreements, and foreign exchange contracts at December 31, 2020 and 2019:

	At December 31, 2020		At December 31, 2019	
	(Dollars in Thousands)			
<b>Loan level derivatives (Notional Amount):</b>				
Receive fixed, pay variable	\$	1,214,146	\$	1,101,193
Pay fixed, receive variable		1,214,146		1,101,193
Risk participation-out agreements		252,655		235,693
Risk participation-in agreements		60,619		55,281
<b>Foreign exchange contracts (Notional Amount)</b>				
Buys foreign currency, sells U.S. currency	\$	1,266	\$	1,125
Sells foreign currency, buys U.S. currency		1,273		1,230
Fixed weighted average interest rate from the Company to counterparty		3.07	%	3.54
Floating weighted average interest rate from counterparty to the Company		0.99	%	2.88
Weighted average remaining term to maturity (in months)		85		91
<b>Fair value:</b>				
<b>Recognized as an asset:</b>				
Interest rate derivatives	\$	8	\$	—
Loan level derivatives		131,328		59,365
Risk participation-out agreements		1,843		1,229
Foreign exchange contracts		156		54
<b>Recognized as a liability:</b>				
Loan level derivatives	\$	131,328	\$	59,365
Risk participation-in agreements		361		283
Foreign exchange contracts		148		53

#### Stockholders' Equity and Dividends

The Company's total stockholders' equity was \$941.8 million as of December 31, 2020, representing a \$3.8 million decrease compared to \$945.6 million at December 31, 2019. The decrease primarily reflects dividends paid by the Company of \$36.4 million for the twelve months ended December 31, 2020, a reduction of \$20.0 million due to repurchase shares of treasury stock, and \$11.5 million due to the implementation of CECL, partially offset by net income attributable to the Company of \$47.6 million, and unrealized gain on securities available-for-sale of \$14.2 million.

For the year ended December 31, 2020, the dividend payout ratio was 76.4%, compared to 40.0% for the year ended December 31, 2019. The dividends paid in the fourth quarter of 2020 represented the Company's 87th consecutive quarter of dividend payments. The Company's quarterly dividend distribution was \$0.115 per share for each quarter of 2020.

On December 4, 2019, the Company's Board of Directors approved a stock repurchase program (the "2020 Stock Repurchase Plan") authorizing management to repurchase up to \$10.0 million of the Company's common stock over a period of twelve months commencing on January 1, 2020. On March 9, 2020, the Board of Directors approved an increase in the repurchase amount of \$10.0 million bringing the total authorized amount to \$20.0 million. Effective March 24, 2020, the Company suspended the 2020 Stock Repurchase Plan. On October 28, 2020, the Board of Directors authorized the resumption of the 2020 Stock Repurchase Plan. As of December 31, 2020, the Company repurchased 1,715,730 shares at a weighted average price of \$11.66.

Stockholders' equity represented 10.53% of total assets as of December 31, 2020 and 12.04% of total assets as of December 31, 2019. Tangible stockholders' equity (total stockholders' equity less goodwill and identified intangible assets, net) represented 8.86% of tangible assets (total assets less goodwill and identified intangible assets, net) as of December 31, 2020 and 10.15% as of December 31, 2019.

## Results of Operations

The primary drivers of the Company's net income are net interest income, which is strongly affected by the net yield on and growth of interest-earning assets and liabilities ("net interest margin"), the quality of the Company's assets, its levels of non-interest income and non-interest expense, and its tax provision.

The Company's net interest income represents the difference between interest income earned on its investments, loans and leases, and its cost of funds. Interest income is dependent on the amount of interest-earning assets outstanding during the period and the yield earned thereon. Cost of funds is a function of the average amount of deposits and borrowed money outstanding during the year and the interest rates paid thereon. The net interest margin is calculated by dividing net interest income by average interest-earning assets. Net interest spread is the difference between the average rate earned on interest-earning assets and the average rate paid on interest-bearing liabilities. The increases or decreases, as applicable, in the components of interest income and interest expense, expressed in terms of fluctuation in average volume and rate, are summarized under "Rate/Volume Analysis" below. Information as to the components of interest income, interest expense and average rates is provided under "Average Balances, Net Interest Income, Interest-Rate Spread and Net Interest Margin" below.

Because the Company's assets and liabilities are not identical in duration and in repricing dates, the differential between the two is vulnerable to changes in market interest rates as well as the overall shape of the yield curve. These vulnerabilities are inherent to the business of banking and are commonly referred to as "interest-rate risk." How interest-rate risk is measured and, once measured, how much interest-rate risk is taken are based on numerous assumptions and other subjective judgments. See the discussion in the "Measuring Interest-Rate Risk" section of Item 7A, "Quantitative and Qualitative Disclosures about Market Risk" below.

The quality of the Company's assets also influences its earnings. Loans and leases that are not paid on a timely basis and exhibit other weaknesses can result in the loss of principal and/or interest income. Additionally, the Company must make timely provisions to the allowance for loan and lease losses based on estimates of probable losses inherent in the loan and lease portfolio. These additions, which are charged against earnings, are necessarily greater when greater probable losses are expected. Further, the Company incurs expenses as a result of resolving troubled assets. These variables reflect the "credit risk" that the Company takes on in the ordinary course of business and are further discussed under "Financial Condition—Asset Quality" above.

### ***Average Balances, Net Interest Income, Interest-Rate Spread and Net Interest Margin***

The following table sets forth information about the Company's average balances, interest income and interest rates earned on average interest-earning assets, interest expense and interest rates paid on average interest-bearing liabilities, interest-rate spread and net interest margin for the years ended December 31, 2020, 2019 and 2018. Average balances are derived from daily average balances and yields include fees, costs and purchase-accounting-related premiums and discounts which are considered adjustments to coupon yields in accordance with GAAP. Certain amounts previously reported have been reclassified to conform to the current presentation.



Year Ended December 31,									
2020			2019			2018			
Average Balance	Interest (1)	Average Yield/Cost	Average Balance	Interest (1)	Average Yield/Cost	Average Balance	Interest (1)	Average Yield/Cost	
(Dollars in Thousands)									
<b>Assets:</b>									
<b>Interest-earning assets:</b>									
Debt securities	\$ 750,689	\$ 13,823	1.84 %	\$ 585,360	\$ 12,483	2.13 %	\$ 653,652	\$ 14,174	2.17 %
Marketable and restricted equity securities	61,873	2,862	4.63 %	59,751	3,516	5.88 %	67,640	3,973	5.88 %
Short-term investments	186,617	413	0.22 %	71,090	1,523	2.14 %	38,437	700	1.82 %
Total investments	999,179	17,098	1.71 %	716,201	17,522	2.45 %	759,729	18,847	2.48 %
Commercial real estate loans <sup>(2)</sup>	3,781,201	148,438	3.86 %	3,492,848	164,082	4.63 %	3,235,101	146,147	4.46 %
Commercial loans <sup>(2)</sup>	1,140,699	41,391	3.57 %	817,347	39,839	4.81 %	813,815	37,616	4.56 %
Equipment financing <sup>(2)</sup>	1,074,561	75,563	7.03 %	1,012,698	74,066	7.31 %	919,047	63,968	6.96 %
Residential mortgage loans <sup>(2)</sup>	810,855	31,392	3.87 %	783,556	32,926	4.20 %	746,372	29,773	3.99 %
Other consumer loans <sup>(2)</sup>	402,672	13,255	3.28 %	414,730	19,835	4.78 %	401,425	18,216	4.53 %
Total loans and leases	7,209,988	310,039	4.30 %	6,521,179	330,748	5.07 %	6,115,760	295,520	4.84 %
Total interest-earning assets	8,209,167	327,137	3.99 %	7,237,380	348,270	4.81 %	6,875,489	314,567	4.58 %
Allowance for loan and lease losses	(105,824)			(58,871)			(59,154)		
Non-interest-earning assets	580,226			476,125			406,746		
Total assets	\$ 8,683,569			\$ 7,654,634			\$ 7,223,081		
<b>Liabilities and Stockholders' Equity:</b>									
<b>Interest-bearing liabilities:</b>									
<b>Interest-bearing deposits:</b>									
NOW accounts	\$ 408,374	484	0.12 %	\$ 339,275	436	0.13 %	\$ 340,194	283	0.08 %
Savings accounts	670,217	1,503	0.22 %	608,022	2,900	0.48 %	618,674	1,804	0.29 %
Money market accounts	1,817,085	9,519	0.52 %	1,682,676	21,206	1.26 %	1,715,057	15,369	0.90 %
Certificate of deposit accounts	1,577,104	30,355	1.92 %	1,611,389	36,326	2.25 %	1,191,970	19,017	1.60 %
Brokered deposit accounts	512,803	6,565	1.28 %	344,961	8,747	2.54 %	305,503	5,505	1.80 %
Total interest-bearing deposits <sup>(3)</sup>	4,985,583	48,426	0.97 %	4,586,323	69,615	1.52 %	4,171,398	41,978	1.01 %
Advances from the FHLBB	859,389	12,842	1.47 %	757,598	18,701	2.43 %	946,017	18,650	1.94 %
Subordinated debentures and notes	83,667	5,038	6.02 %	83,511	5,206	6.23 %	83,350	5,181	6.22 %
Other borrowed funds	90,587	348	0.38 %	79,276	804	1.01 %	46,079	385	0.83 %
Total borrowed funds	1,033,643	18,228	1.73 %	920,385	24,711	2.65 %	1,075,446	24,216	2.22 %
Total interest-bearing liabilities	6,019,226	66,654	1.11 %	5,506,708	94,326	1.71 %	5,246,844	66,194	1.26 %
<b>Non-interest-bearing liabilities:</b>									
Non-interest-bearing demand checking accounts <sup>(3)</sup>	1,451,556			1,070,859			997,179		
Other non-interest-bearing liabilities	276,712			159,690			96,560		
Total liabilities	7,747,494			6,737,257			6,340,583		
Brookline Bancorp, Inc. stockholders' equity	936,075			917,286			873,388		
Noncontrolling interest in subsidiary	—			91			9,110		
Total liabilities and equity	\$ 8,683,569			\$ 7,654,634			\$ 7,223,081		
Net interest income (tax-equivalent basis) / Interest-rate spread <sup>(4)</sup>		260,483	2.88 %		253,944	3.10 %		248,373	3.32 %
Less adjustment of tax-exempt income		320			644			674	
Net interest income		\$ 260,163			\$ 253,300			\$ 247,699	
Net interest margin <sup>(5)</sup>			3.17 %			3.51 %			3.61 %

(1) Tax-exempt income on debt securities, equity securities and industrial revenue bonds are included in commercial real estate loans on a tax-equivalent basis.

(2) Loans on nonaccrual status are included in the average balances.

(3) Including non-interest-bearing checking accounts, the average interest rate on total deposits was 0.75%, 1.23% and 0.81% in the years ended December 31, 2020, 2019 and 2018, respectively.

(4) Interest-rate spread represents the difference between the yield on interest-earning assets and the cost of interest-bearing liabilities.

(5) Net interest margin represents net interest income (tax equivalent basis) divided by average interest-earning assets.

See "Comparison of Years Ended December 31, 2020 and December 31, 2019" and "Comparison of Years Ended December 31, 2019 and December 31, 2018" below for a discussion of average assets and liabilities, net interest income, interest-rate spread and net interest margin.

**Rate/Volume Analysis**

The following table presents, on a tax-equivalent basis, the extent to which changes in interest rates and changes in volume of interest-earning assets and interest-bearing liabilities have affected the Company's interest income and interest expense during the periods indicated. Information is provided in each category with respect to: (i) changes attributable to changes in volume (changes in volume multiplied by prior rate), (ii) changes attributable to changes in rate (changes in rate multiplied by prior volume), and (iii) the net change. The changes attributable to the combined impact of volume and rate have been allocated proportionately to the changes due to volume and the changes due to rate.

	Year Ended December 31, 2020			Year Ended December 31, 2019		
	Compared to Year Ended December 31, 2019			Compared to Year Ended December 31, 2018		
	Increase (Decrease) Due To		Net Change	Increase (Decrease) Due To		Net Change
	Volume	Rate		Volume	Rate	
<b>Interest and dividend income:</b>						
Investments:						
Debt securities	\$ 3,195	\$ (1,855)	\$ 1,340	\$ (1,437)	\$ (254)	\$ (1,691)
Marketable and restricted equity securities	120	(774)	(654)	(457)	—	(457)
Short-term investments	1,044	(2,154)	(1,110)	682	141	823
Total investments	4,359	(4,783)	(424)	(1,212)	(113)	(1,325)
Loans and leases:						
Commercial real estate loans	12,654	(28,298)	(15,644)	12,131	5,804	17,935
Commercial loans and leases	13,212	(11,660)	1,552	163	2,060	2,223
Equipment financing	4,406	(2,909)	1,497	6,761	3,337	10,098
Residential mortgage loans	1,117	(2,651)	(1,534)	1,533	1,620	3,153
Other consumer loans	(558)	(6,022)	(6,580)	607	1,012	1,619
Total loans	30,831	(51,540)	(20,709)	21,195	13,833	35,028
Total change in interest and dividend income	35,190	(56,323)	(21,133)	19,983	13,720	33,703
<b>Interest expense:</b>						
Deposits:						
NOW accounts	84	(36)	48	(1)	154	153
Savings accounts	280	(1,677)	(1,397)	(32)	1,128	1,096
Money market accounts	1,582	(13,269)	(11,687)	(293)	6,130	5,837
Certificate of deposit accounts	(756)	(5,215)	(5,971)	8,034	9,275	17,309
Brokered deposit accounts	3,224	(5,406)	(2,182)	775	2,467	3,242
Total deposits	4,414	(25,603)	(21,189)	8,483	19,154	27,637
Borrowed funds:						
Advances from the FHLBB	2,205	(8,064)	(5,859)	(4,065)	4,116	51
Subordinated debentures and notes	10	(178)	(168)	14	11	25
Other borrowed funds	101	(557)	(456)	322	97	419
Total borrowed funds	2,316	(8,799)	(6,483)	(3,729)	4,224	495
Total change in interest expense	6,730	(34,402)	(27,672)	4,754	23,378	28,132
Change in tax-exempt income	(324)	—	(324)	(30)	—	(30)
Change in net interest income	\$ 28,784	\$ (21,921)	\$ 6,863	\$ 15,259	\$ (9,658)	\$ 5,601

See "Comparison of Years Ended December 31, 2020 and December 31, 2019" and "Comparison of Years Ended December 31, 2019 and December 31, 2018" below for a discussion of changes in interest income, interest-rate spread and net interest margin resulting from changes in rates and volumes.

**Comparison of Years Ended December 31, 2020 and December 31, 2019**

**Net Interest Income**

Net interest income increased \$6.9 million to \$260.2 million for the year ended December 31, 2020 from \$253.3 million for the year ended December 31, 2019. The increase year over year reflects a \$20.5 million decrease in interest income on loans and leases, partially offset by a \$1.5 million increase in interest income on debt securities and a \$27.7 million decrease in interest expense on deposit and borrowings, which is reflective of the sustained, low interest rate environment being offset by balance sheet growth and income from participation in the Paycheck Protection Program.

Net interest margin decreased by 34 basis points to 3.17% in 2020 from 3.51% in 2019. The Company's weighted average interest rate on loans (prior to purchase accounting adjustments) decreased to 4.30% for the year ended December 31, 2020 from 5.07% for the year ended December 31, 2019. Interest amortization and accretion on acquired loans totaled \$0.3 million and did not impact 2020 loan yields, compared to \$0.6 million and 1 basis point in 2019. The decrease in net interest margin over the period is a result of the Company's asset sensitive positioning as interest rates fell to sustained, low levels.

The yield on interest-earning assets decreased to 3.99% for the year ended December 31, 2020 from 4.81% for the year ended December 31, 2019. This decrease is the result of lower yields on loans and leases. During the year ended December 31, 2020, the Company recorded \$4.5 million in prepayment penalties and late charges, which contributed 5 basis points to yields on interest-earning assets in the year ended December 31, 2020 compared to \$5.0 million, or 7 basis points, for the year ended December 31, 2019.

The overall cost of funds (including non-interest-bearing demand checking accounts) decreased 60 basis points to 1.11% for the year ended December 31, 2020 from 1.71% for the year ended December 31, 2019. Refer to "Financial Condition - Borrowed Funds" above for more details.

Management seeks to position the balance sheet to be neutral to asset sensitive to changes in interest rates. From 2017 through 2019, short term interest rates rose while at the same time net interest income, net interest spread, and net interest margin also increased. During 2020, interest rates declined sharply in response to the economic impact of the COVID-19 pandemic. In general, the Company's balance sheet position should respond positively in a rising interest rate environment and when the rate curves are steepening, which should result in a positive impact to net interest income, net interest spread, and the net interest margin. A declining interest rate or flattening yield curve environment is expected to have a negative impact on the Company's yields and net interest margin. Due to, among other things, ongoing pricing pressures in the loan and deposit portfolios, net interest income may also be negatively affected by changes in the amount of accretion on acquired loans and leases, deposits and borrowed funds, which is included in interest income and interest expense, respectively.

**Interest Income—Loans and Leases**

	Year Ended December 31,		Dollar Change	Percent Change
	2020	2019		
	(Dollars in Thousands)			
Interest income—loans and leases:				
Commercial real estate loans	\$ 148,438	\$ 164,082	\$ (15,644)	(9.5)%
Commercial loans	41,150	39,436	1,714	4.3 %
Equipment financing	75,563	74,066	1,497	2.0 %
Residential mortgage loans	31,392	32,926	(1,534)	(4.7)%
Other consumer loans	13,255	19,835	(6,580)	(33.2)%
Total interest income—loans and leases	<u>\$ 309,798</u>	<u>\$ 330,345</u>	<u>\$ (20,547)</u>	<u>(6.2)%</u>

Interest income from loans and leases was \$309.8 million for 2020, and represented a yield on total loans of 4.30%. This compares to \$330.3 million of interest on loans and a yield of 5.07% for 2019. This \$20.5 million decrease in interest income from loans and leases was attributable to an increase in the origination volume of \$30.8 million and a decrease of \$51.5 million due to the changes in interest rates.

**Interest Income—Investments**

	Year Ended December 31,		Dollar Change	Percent Change
	2020	2019		
(Dollars in Thousands)				
Interest income—investments:				
Debt securities	\$ 13,758	\$ 12,281	\$ 1,477	12.0%
Marketable and restricted equity securities	2,848	3,477	(629)	(18.1)%
Short-term investments	413	1,523	(1,110)	(72.9)%
Total interest income—investments	<u>\$ 17,019</u>	<u>\$ 17,281</u>	<u>\$ (262)</u>	<u>(1.5)%</u>

Total investment income was \$17.0 million for the year ended December 31, 2020 compared to \$17.3 million for the year ended December 31, 2019. As of December 31, 2020, the yield on total investments was 1.71% as compared to 2.45% as of December 31, 2019. This year over year decrease in total investment income of \$0.3 million, or 1.5%, was driven by a \$4.7 million decrease due to rates and a \$4.4 million increase due to volume.

**Interest Expense—Deposits and Borrowed Funds**

	Year Ended December 31,		Dollar Change	Percent Change
	2020	2019		
(Dollars in Thousands)				
Interest expense:				
Deposits:				
NOW accounts	\$ 484	\$ 436	\$ 48	11.0%
Savings accounts	1,503	2,900	(1,397)	(48.2)%
Money market accounts	9,519	21,206	(11,687)	(55.1)%
Certificate of deposit accounts	30,355	36,326	(5,971)	(16.4)%
Brokered deposit accounts	6,565	8,747	(2,182)	(24.9)%
Total interest expense—deposits	<u>48,426</u>	<u>69,615</u>	<u>(21,189)</u>	<u>(30.4)%</u>
Borrowed funds:				
Advances from the FHLBB	12,842	18,701	(5,859)	(31.3)%
Subordinated debentures and notes	5,038	5,206	(168)	(3.2)%
Other borrowed funds	348	804	(456)	(56.7)%
Total interest expense—borrowed funds	<u>18,228</u>	<u>24,711</u>	<u>(6,483)</u>	<u>(26.2)%</u>
Total interest expense	<u>\$ 66,654</u>	<u>\$ 94,326</u>	<u>\$ (27,672)</u>	<u>(29.3)%</u>

**Deposits**

In 2020, interest paid on deposits decreased \$21.2 million, or 30.4%, as compared to 2019. The decrease in interest expense on deposits was driven by a decrease of \$25.6 million due to lower interest rates, partially offset by an increase of \$4.4 million due to the growth in deposits. Purchase accounting amortization on acquired deposits for the year ended December 31, 2020 was \$44.0 thousand, compared to \$382.0 thousand for the year ended December 31, 2019. Purchase accounting amortization had no impact on the Company's net interest margin in 2020, compared to 1 basis point in 2019.

**Borrowed Funds**

As of December 31, 2020, the Company's borrowed funds include: \$648.8 million in FHLBB advances, \$83.7 million in subordinated debentures and notes, and \$87.7 million in other borrowed funds. In 2020, the average balance of FHLBB advances increased \$101.8 million, or 13.4%, while the average balance of subordinated debentures and notes increased \$0.2 million, or 0.2%. The average balance of other borrowed funds, which includes repurchase agreements, increased \$11.3 million, or 14.3%, for the year ended December 31, 2020.

During the year ended December 31, 2020, interest paid on borrowed funds decreased \$6.5 million, or 26.2% year over year. The cost of borrowed funds decreased to 1.73% for the year ended December 31, 2020 from 2.65% for the year ended December 31, 2019. The decrease in interest expense was driven by a decrease of \$8.8 million due to borrowing rates, partially offset by an increase of \$2.3 million due to volume. For the years ended December 31, 2020, there was purchase accounting

accretion of \$54.0 thousand compared to accretion of \$58.0 thousand for the year ended December 31, 2019. Purchase accounting accretion had no impact on the Company's net interest margin.

#### Provision for Credit Losses

The provisions for credit losses are set forth below:

	Total	
	Year Ended December 31,	
	2020	2019
(In Thousands)		
Provision for credit losses:		
Commercial real estate	\$ 41,573	\$ 2,098
Commercial	17,050	6,766
Consumer	1,003	697
Total provision for loan and lease losses	59,626	9,561
Unfunded credit commitments	2,260	22
Total provision for credit losses	<u>\$ 61,886</u>	<u>\$ 9,583</u>

For the year ended December 31, 2020, the provision for credit losses increased \$52.3 million, to \$61.9 million from \$9.6 million for the year ended December 31, 2019. The increase in the provision for credit losses for the year ended December 31, 2020 was primarily driven by changes in macroeconomic forecasts surrounding the COVID-19 pandemic. The latest available economic forecasts were used in the loss models which reflected the immediate and longer term effects of the COVID-19 pandemic onto the Company's allowance for credit losses.

See management's discussion of "Financial Condition — Allowance for Loan and Lease Losses" and Note 7, "Allowance for Credit Losses," to the unaudited consolidated financial statements for a description of how management determined the allowance for loan and lease losses for each portfolio and class of loans.

#### Non-Interest Income

The following table sets forth the components of non-interest income:

	Year Ended December 31,		Dollar Change	Percent Change
	2020	2019		
(Dollars in Thousands)				
Deposit fees	\$ 9,050	\$ 10,623	\$ (1,573)	(14.8)%
Loan fees	2,048	2,097	(49)	(2.3)%
Loan level derivative income, net	4,268	8,262	(3,994)	(48.3)%
Gain on sales of investment securities, net	1,970	508	1,462	287.8%
Gain on sales of loans and leases held-for-sale	1,118	1,709	(591)	(34.6)%
Other	6,190	6,594	(404)	(6.1)%
Total non-interest income	<u>\$ 24,644</u>	<u>\$ 29,793</u>	<u>\$ (5,149)</u>	<u>(17.3)%</u>

For the year ended December 31, 2020, non-interest income decreased \$5.1 million, or 17.3%, to \$24.6 million as compared to \$29.8 million for the same period in 2019. The decrease was primarily driven by decreases of \$4.0 million in loan level derivative income, net, \$1.6 million in deposit fees, \$0.6 million in gain on sales of loans and leases, and \$0.4 million in other income, partially offset by an increase of \$1.5 million in gain on sales of investment securities.

Loan level derivative income decreased \$4.0 million, or 48.3%, to \$4.3 million for the year ended December 31, 2020 from \$8.3 million for the same period in 2019, primarily driven by lower volume in loan level derivatives transactions completed in 2020.

Deposit fees decreased \$1.6 million, or 14.8%, to \$9.1 million for the year ended December 31, 2020 from \$10.6 million for the same period in 2019, primarily driven by lower insufficient funds fees (NSF), account service fees, non-customer ATM income, debit card fees, as well as ATM fees.

Gain on sales of investment securities increased \$1.5 million, or 287.8%, to \$2.0 million for the year ended December 31, 2020 from \$0.5 million for the same period in 2019, primarily driven by investment securities sold in 2020, partially offset by a change in market value on equity securities held for trading.

Gain on sales of loans and leases held-for-sale decreased \$0.6 million, or 34.6%, to \$1.1 million for the year ended December 31, 2020 from \$1.7 million for the same period in 2019, primarily driven by a decrease in loan sale volume with servicing released and servicing retained.

Other income decreased \$0.4 million, or 6.1%, to \$6.2 million for the year ended December 31, 2020 from \$6.6 million for the same period in 2019, primarily driven by lower gain on interest rate derivatives, other income, rental income and 1031 exchange income, offset by higher foreign exchange outgoing wire income.

**Non-Interest Expense**

The following table sets forth the components of non-interest expense:

	Year Ended December 31,		Dollar Change	Percent Change
	2020	2019		
	(Dollars in Thousands)			
Compensation and employee benefits	\$ 100,985	\$ 96,554	\$ 4,431	4.6 %
Occupancy	15,386	15,696	(310)	(2.0)%
Equipment and data processing	17,345	18,652	(1,307)	(7.0)%
Professional services	5,157	4,366	791	18.1 %
FDIC insurance	4,229	1,445	2,784	192.7 %
Advertising and marketing	4,126	4,044	82	2.0 %
Amortization of identified intangible assets	1,271	1,663	(392)	(23.6)%
Merger and acquisition expense	—	1,125	(1,125)	(100.0)%
Other	12,345	13,936	(1,591)	(11.4)%
Total non-interest expense	<u>\$ 160,844</u>	<u>\$ 157,481</u>	<u>\$ 3,363</u>	2.1 %

For the year ended December 31, 2020, non-interest expense increased \$3.4 million, or 2.1%, to \$160.8 million as compared to \$157.5 million for the same period in 2019. The increase was primarily driven by increases of \$4.4 million in compensation and employee benefits expense and \$2.8 million in FDIC insurance, partially offset by decreases of \$1.6 million in other expenses, \$1.3 million in equipment and data processing, and \$1.1 million in merger and acquisition expense.

The efficiency ratio increased to 56.47% for the year ended December 31, 2020 from 55.63% for the same period in 2019. The increase year over year was primarily driven by higher non-interest expense and net interest income, offset by lower non-interest income in 2020.

Compensation and employee benefits expense increased \$4.4 million, or 4.6%, to \$101.0 million for the year ended December 31, 2020 from \$96.6 million for the same period in 2019. The increase was primarily driven by increases in employee headcount, annual merit increases and bonuses, and health care benefits.

FDIC insurance expense increased \$2.8 million, or 192.7%, to \$4.2 million for the year ended December 31, 2020 from \$1.4 million for the same period in 2019. The increase was primarily driven by bank assessment fees from the FDIC.

Other expenses decreased \$1.6 million, or 11.4%, to \$12.3 million for the year ended December 31, 2020 from \$13.9 million for the same period in 2019. The decrease was primarily driven by lower travel and accommodation expenses, other real estate owned (OREO) expenses, employee and business meal expenses, correspondent bank fees, entertainment expenses, and recording and filing fees, partially offset by higher customer losses and charge offs.

Equipment and data processing decreased \$1.3 million, or 7.0%, to \$17.3 million for the year ended December 31, 2020 from \$18.7 million for the same period in 2019. The decrease was primarily driven by lower purchased software depreciation, data communication expenses, core processing, and ATM processing, partially offset by higher software licenses and subscriptions.

Merger and acquisition expense decreased \$1.1 million, or 100.0%, to zero for the year ended December 31, 2020 from \$1.1 million for the same period in 2019, due to the merger of First Ipswich Bank into Brookline Bank.

**Provision for Income Taxes**

	Year Ended December 31,		Dollar Change	Percent Change
	2020	2019		
	(Dollars in Thousands)			
Income before provision for income taxes	\$ 62,077	\$ 116,029	\$ (53,952)	(46.5)%
Provision for income taxes	14,442	28,269	(13,827)	(48.9)%
Net income, before non-controlling interest in subsidiary	<u>\$ 47,635</u>	<u>\$ 87,760</u>	<u>\$ (40,125)</u>	(45.7)%
Effective tax rate	23.3 %	24.4 %	N/A	(4.5)%

The Company recorded income tax expense of \$14.4 million for 2020, compared to \$28.3 million for 2019. This represents an effective tax rate of 23.3% and 24.4% for 2020 and 2019, respectively. The decrease in the Company's income before provision for income taxes was primarily driven by impacts of the COVID-19 pandemic.

**Comparison of Years Ended December 31, 2019 and December 31, 2018**

**Net Interest Income**

Net interest income increased \$5.6 million to \$253.3 million for the year ended December 31, 2019 from \$247.7 million for the year ended December 31, 2018. The increase year over year reflects a \$35.1 million increase in interest income on loans and leases, partially offset by a \$1.7 million decrease in interest income on debt securities and a \$28.1 million increase in interest expense on deposit and borrowings, which is reflective of the various portfolios repricing and replacing balances into the current interest rate environment.

Net interest margin decreased by 10 basis points to 3.51% in 2019 from 3.61% in 2018. The Company's weighted average interest rate on loans (prior to purchase accounting adjustments) increased to 5.07% for the year ended December 31, 2019 from 4.84% for the year ended December 31, 2018. Interest amortization and accretion on acquired loans totaled \$0.6 million and contributed 1 basis point to 2019 loan yields, compared to \$0.7 million and 1 basis point in 2018. The decrease in net interest margin over the period is a result of most asset categories being fully repriced into the current rate environment, while deposit costs continue to rise due to market competition and shifting demand for non-maturity versus time deposits.

The yield on interest-earning assets increased to 4.81% for the year ended December 31, 2019 from 4.58% for the year ended December 31, 2018. This increase is the result of higher yields on loans and leases. During the year ended December 31, 2019, the Company recorded \$5.0 million in prepayment penalties and late charges, which contributed 7 basis points to yields on interest-earning assets in the year ended December 31, 2019 compared to \$3.5 million, or 5 basis points, for the year ended December 31, 2018.

The overall cost of funds (including non-interest-bearing demand checking accounts) increased 45 basis points to 1.71% for the year ended December 31, 2019 from 1.26% for the year ended December 31, 2018. Refer to "Financial Condition - Borrowed Funds" above for more details.

Management seeks to position the balance sheet to be neutral to asset sensitive to changes in interest rates. In general, the Company's balance sheet position should respond positively in a rising interest rate environment and when the rate curves are steepening which should result in a positive impact to net interest income, net interest spread, and the net interest margin. A declining interest rate or flattening yield curve environment is expected to have a negative impact on the Company's yields and net interest margin. Additional risk factors include, but are not limited to, ongoing pricing pressures in both the loan and deposit portfolios, the ability to increase the Company's core deposits, decrease its loan-to-deposit ratio, and decrease its reliance on FHLBB advances. Net interest income may also be negatively affected by changes in the amount of accretion on acquired loans and leases, deposits and borrowed funds, which are included in interest income and interest expense, respectively.

**Interest Income—Loans and Leases**

	Year Ended December 31,		Dollar Change	Percent Change
	2019	2018		
(Dollars in Thousands)				
Interest income—loans and leases:				
Commercial real estate loans	\$ 164,082	\$ 146,146	\$ 17,936	12.3 %
Commercial loans	39,436	37,166	2,270	6.1 %
Equipment financing	74,066	63,968	10,098	15.8 %
Residential mortgage loans	32,926	29,773	3,153	10.6 %
Other consumer loans	19,835	18,216	1,619	8.9 %
Total interest income—loans and leases	<u>\$ 330,345</u>	<u>\$ 295,269</u>	<u>\$ 35,076</u>	<u>11.9 %</u>

Interest income from loans and leases was \$330.3 million for 2019, and represented a yield on total loans of 5.07%. This compares to \$295.3 million of interest on loans and a yield of 4.84% for 2018. This \$35.1 million increase in interest income from loans and leases was attributable to an increased in the origination volume of \$21.2 million and an increase of \$13.8 million due to the changes in interest rates.

**Interest Income—Investments**

	Year Ended December 31,		Dollar Change	Percent Change
	2019	2018		
(Dollars in Thousands)				
Interest income—investments:				
Debt securities	\$ 12,281	\$ 13,960	\$ (1,679)	(12.0)%
Held-for-trading and restricted equity securities	3,477	3,964	(487)	(12.3)%
Short-term investments	1,523	700	823	117.6 %
Total interest income—investments	<u>\$ 17,281</u>	<u>\$ 18,624</u>	<u>\$ (1,343)</u>	<u>(7.2)%</u>

Total investment income was \$17.3 million for the year ended December 31, 2019 compared to \$18.6 million for the year ended December 31, 2018. As of December 31, 2019, the yield on total investments was 2.45% as compared to 2.48% as of December 31, 2018. This year over year decrease in total investment income of \$1.3 million, or 7.2%, was driven by a \$0.1 million decrease due to rates and a \$1.2 million decrease due to volume.



*Interest Expense—Deposits and Borrowed Funds*

	Year Ended December 31,		Dollar Change	Percent Change
	2019	2018		
(Dollars in Thousands)				
<b>Interest expense:</b>				
<b>Deposits:</b>				
NOW accounts	\$ 436	\$ 283	\$ 153	54.1 %
Savings accounts	2,900	1,804	1,096	60.8 %
Money market accounts	21,206	15,369	5,837	38.0 %
Certificate of deposit accounts	36,326	19,017	17,309	91.0 %
Brokered deposit accounts	8,747	5,505	3,242	58.9 %
Total interest expense—deposits	<u>69,615</u>	<u>41,978</u>	<u>27,637</u>	65.8 %
<b>Borrowed funds:</b>				
Advances from the FHLBB	18,701	18,650	51	0.3 %
Subordinated debentures and notes	5,206	5,181	25	0.5 %
Other borrowed funds	804	385	419	108.8 %
Total interest expense—borrowed funds	<u>24,711</u>	<u>24,216</u>	<u>495</u>	2.0 %
Total interest expense	<u>\$ 94,326</u>	<u>\$ 66,194</u>	<u>\$ 28,132</u>	42.5 %

*Deposits*

In 2019, interest paid on deposits increased \$27.6 million, or 65.8%, as compared to 2018. Interest expense increased \$19.1 million due to an increase in interest rates and \$8.6 million due to the growth in deposits. Purchase accounting amortization on acquired deposits for the year ended December 31, 2019 was \$0.4 million, compared to \$0.8 million for the year ended December 31, 2018. Purchase accounting amortization impacted the Company's net interest margin by 1 basis point in 2019, compared to 1 basis point in 2018.

*Borrowed Funds*

As of December 31, 2019, the Company's borrowed funds include: \$758.5 million in FHLBB advances, \$83.6 million in subordinated debentures and notes, and \$60.7 million in other borrowed funds. In 2019, the average balance of FHLBB advances decreased \$188.4 million, or 19.9%, while the average balance of subordinated debentures and notes increased \$0.2 million, or 0.2%. Other borrowed funds, which include repurchase agreements, increased \$33.2 million, or 72.0%, for the year ended December 31, 2019.

During the year ended December 31, 2019, interest paid on borrowed funds increased \$0.5 million, or 2.0% year over year, primarily driven by an increase in other borrowed funds. The cost of borrowed funds was 2.65% for the year ended December 31, 2019 as compared to 2.22% for the year ended December 31, 2018. This change was driven by an increase of \$4.2 million due to borrowing rates, partially offset by a decrease of \$3.7 million in interest expense due to volume. For the years ended December 31, 2019 and December 31, 2018, the purchase accounting accretion on acquired borrowed funds was \$0.1 million which had no impact on the Company's net interest margin.

**Provision for Credit Losses**

The provisions for credit losses are set forth below:

	Originated		Acquired		Total	
	Year Ended December 31,		Year Ended December 31,		Year Ended December 31,	
	2019	2018	2019	2018	2019	2018
	(Dollars in Thousands)					
Provision for loan and lease losses:						
Commercial real estate	\$ 1,798	\$ 254	\$ 300	\$ 924	\$ 2,098	\$ 1,178
Commercial	6,539	3,699	227	(451)	6,766	3,248
Consumer	713	556	(16)	(231)	697	325
Total provision for loan and lease losses	9,050	4,509	511	242	9,561	4,751
Unfunded credit commitments	22	200	—	—	22	200
Total provision for credit losses	\$ 9,072	\$ 4,709	\$ 511	\$ 242	\$ 269	\$ 4,951,000

For the year ended December 31, 2019, the provision for credit losses increased \$4.6 million, or 93.6%, to \$9.6 million from \$5.0 million for the year ended December 31, 2018. The increase in the provision for credit losses for the year ended December 31, 2019 was primarily driven by an increase in the net charge-offs in equipment financing loans and the increases in reserves for loan growth and acquired loans, partially offset by decreased reserves required due to changes in historical loss factors and the decrease in specific reserves. See management's discussion in "Allowances for Credit Losses-Allowance for Loan and Lease Losses" and Note 7, "Allowance for Credit Losses," to the consolidated financial statements for a description of how management determined the allowance for loan and lease losses for each portfolio and class of loans.

The liability for unfunded credit commitments, which is included in other liabilities, was \$1.9 million as of December 31, 2019 and December 31, 2018. No credit commitments were charged off against the Company's liability account for the years ended December 31, 2019 and 2018.

**Non-Interest Income**

The following table sets forth the components of non-interest income:

	Year Ended December 31,		Dollar Change	Percent Change
	2019	2018		
	(Dollars in Thousands)			
Deposit fees	\$ 10,623	\$ 10,400	\$ 223	2.1 %
Loan fees	2,097	1,427	670	47.0 %
Loan level derivative income, net	8,262	5,440	2,822	51.9 %
Gain on sales of investment securities, net	508	227	281	123.8 %
Gain on sales of loans and leases held-for-sale	1,709	1,883	(174)	(9.2)%
Other	6,594	5,847	747	12.8 %
Total non-interest income	\$ 29,793	\$ 25,224	\$ 4,569	18.1 %

For the year ended December 31, 2019, non-interest income increased \$4.6 million, or 18.1%, to \$29.8 million as compared to \$25.2 million the same period in 2018. This increase is primarily due to a \$2.8 million increase in loan level derivative income, a \$0.7 million increase in other income, and a \$0.7 million increase in loan fees.

Other income increased \$0.7 million, or 12.8%, to \$6.6 million for the year ended December 31, 2019 from \$5.8 million for the same period of 2018, primarily driven by higher derivative activity.

Loan fees increased \$0.7 million, or 47.0%, to \$2.1 million for the year ended December 31, 2019 from \$1.4 million for the same period of 2018, primarily driven by miscellaneous fees.

**Non-Interest Expense**

The following table sets forth the components of non-interest expense:

	Year Ended December 31,		Dollar Change	Percent Change
	2019	2018		
	(Dollars in Thousands)			
Compensation and employee benefits	\$ 96,554	\$ 91,535	\$ 5,019	5.5 %
Occupancy	15,696	14,991	705	4.7 %
Equipment and data processing	18,652	18,213	439	2.4 %
Professional services	4,366	4,404	(38)	(0.9)%
FDIC insurance	1,445	2,722	(1,277)	(46.9)%
Advertising and marketing	4,044	4,016	28	0.7 %
Amortization of identified intangible assets	1,663	2,080	(417)	(20.0)%
Merger and acquisition expense	1,125	3,787	(2,662)	(70.3)%
Other	13,936	13,484	452	3.4 %
Total non-interest expense	\$ 157,481	\$ 155,232	\$ 2,249	1.4 %

For the year ended December 31, 2019, non-interest expense increased \$2.2 million, or 1.4%, to \$157.5 million as compared to \$155.2 million for the same period in 2018. This increase is primarily due to a \$5.0 million increase in compensation and employee benefits expense, partially offset by a decrease of \$2.7 million in merger and acquisition expense, and a \$1.3 million decrease in FDIC insurance expense.

The efficiency ratio decreased to 55.63% for the year ended December 31, 2019 from 56.88% for the same period in 2018. The decrease year over year was primarily driven by higher net interest income and non-interest income in 2019.

Compensation and employee benefits expense increased \$5.0 million, or 5.5%, to \$96.6 million for the year ended December 31, 2019 from \$91.5 million for the same period in 2018. The increase was primarily driven by an increase in employee headcount and annual salary increases.

Merger and acquisition expense decreased \$2.7 million, or 70.3%, to \$1.1 million for the year ended December 31, 2019 from \$3.8 million for the same period in 2018, due to the closing of the First Commons Bank acquisition in 2018.

FDIC insurance expense decreased \$1.3 million, or 46.9%, to \$1.4 million for the year ended December 31, 2019 from \$2.7 million for the same period in 2018. The decrease was primarily driven by bank assessment credits from the FDIC.

**Provision for Income Taxes**

	Year Ended December 31,		Dollar Change	Percent Change
	2019	2018		
	(Dollars in Thousands)			
Income before provision for income taxes	\$ 116,029	\$ 112,740	\$ 3,289	2.9 %
Provision for income taxes	28,269	26,189	2,080	7.9 %
Net income, before non-controlling interest in subsidiary	\$ 87,760	\$ 86,551	\$ 1,209	1.4 %
Effective tax rate	24.4 %	23.2 %	N/A	5.2 %

The Company recorded income tax expense of \$28.3 million for 2019, compared to \$26.2 million for 2018. This represents an effective tax rate of 24.4% and 23.2% for 2019 and 2018, respectively. The increase in the Company's effective tax rate from 2018 was primarily driven by a \$0.7 million adjustment as a result of the Tax Act. Due to the Tax Act, the Company took a one-time adjustment in 2018 that lowered the effective tax rate, which was not repeated in 2019. In addition, Brookline Bank completed the purchase of the remaining interest in Eastern Funding in 2019. Tax savings of approximately \$0.9 million were recognized for this portion of Eastern Funding in 2018, but not in 2019.

The Tax Act represents the most comprehensive reform to the U.S. tax code in over thirty years. The majority of the provisions of the Tax Act took effect on January 1, 2018. The Tax Act lowered the Company's federal tax rate from 35% in 2017 to 21% in 2018 and 2019. The Tax Act also contained other provisions that may affect the Company currently or in future years. Among these are changes to the deductibility of meals and entertainment, the deductibility of executive compensation,

accelerated expensing of depreciable property for assets placed in service after September 27, 2017 and before 2023, limited the deductibility of net interest expense, eliminated the corporate alternative minimum tax, limited net operating loss carryforwards to 80% of taxable income and a parking disallowance related to employee parking.

## **Liquidity and Capital Resources**

### ***Liquidity***

Liquidity is defined as the ability to meet current and future financial obligations of a short-term nature. The Company further defines liquidity as the ability to respond to the needs of depositors and borrowers, as well as to earnings enhancement opportunities, in a changing marketplace. Liquidity management is monitored by an Asset/Liability Committee ("ALCO"), consisting of members of management, which is responsible for establishing and monitoring liquidity targets as well as strategies and tactics to meet these targets.

The primary source of funds for the payment of dividends and expenses by the Company are dividends paid to it by the Banks and Brookline Securities Corp. The primary sources of liquidity for the Banks consist of deposit inflows, loan repayments, borrowed funds, and maturing investment securities.

Deposits, which are considered the most stable source of liquidity, totaled \$6.9 billion as of December 31, 2020 and represented 89.4% of total funding (the sum of total deposits and total borrowings), compared to deposits of \$5.8 billion, or 86.6% of total funding, as of December 31, 2019. Core deposits, which consist of demand checking, NOW, savings and money market accounts, totaled \$4.8 billion as of December 31, 2020 and represented 69.8% of total deposits, compared to core deposits of \$3.8 billion, or 65.3% of total deposits, as of December 31, 2019. Additionally, the Company had \$693.9 million of brokered deposits as of December 31, 2020, which represented 10.0% of total deposits, compared to \$349.9 million or 6.0% of total deposits, as of December 31, 2019. The Company offers attractive interest rates based on market conditions to increase deposits balances, while managing cost of funds.

Borrowings are used to diversify the Company's funding mix and to support asset growth. When profitable lending and investment opportunities exist, access to borrowings provides a means to grow the balance sheet. Borrowings totaled \$820.2 million as of December 31, 2020, representing 10.6% of total funding, compared to \$902.7 million, or 13.4% of total funding, as of December 31, 2019.

As members of the FHLBB, the Banks have access to both short- and long-term borrowings. As of December 31, 2020, the Company's total borrowing limit from the FHLBB for advances and repurchase agreements was \$1.9 billion as compared to \$2.1 billion as of December 31, 2019, based on the level of qualifying collateral available for these borrowings.

As of December 31, 2020, the Banks also have access to funding through certain uncommitted lines of credit of \$746.0 million. The Company had a \$12.0 million committed line of credit for contingent liquidity as of December 31, 2020.

The Company has access to the Federal Reserve Bank "discount window" to supplement its liquidity. The Company has \$606.6 million of borrowing capacity at the Federal Reserve Bank as of December 31, 2020. As of December 31, 2020, the Company did not have any borrowings with the Federal Reserve Bank outstanding.

Additionally, the Banks have access to liquidity through repurchase agreements and brokered deposits.

In general, the Company seeks to maintain a high degree of liquidity and targets cash, cash equivalents and investment securities available-for-sale balances of between 10% and 15% of total assets. As of December 31, 2020, cash, cash equivalents and investment securities available-for-sale totaled \$1.2 billion, or 13.2% of total assets. This compares to \$576.8 million, or 7.3% of total assets as of December 31, 2019.

While management believes that the Company has adequate liquidity to meet its commitments, and to fund the Banks' lending and investment activities, the availabilities of these funding sources are subject to broad economic conditions and could be restricted in the future. Such restrictions would impact the Company's immediate liquidity and/or additional liquidity needs.

### ***Capital Resources***

As of December 31, 2020 and 2019, the Company and the Banks were under the primary regulation of and required to comply with the capital requirements of the FRB. At those dates, the Company and the Banks exceeded all regulatory capital requirements and the banks were considered "well-capitalized." See details in "Supervision and Regulation" in Item 1. Refer to Note 19, "Regulatory Capital Requirements", for the Company's and the Banks' actual and required capital amounts and ratios.

**Off-Balance-Sheet Arrangements**

The Company is party to off-balance sheet financial instruments in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include loan commitments, standby and commercial letters of credit and loan level derivatives. According to GAAP, these financial instruments are not recorded in the financial statements until they are funded or related fees are incurred or received. The effect of such activity on the Company's financial condition and results of operations, such as recorded liability for unfunded credit commitment, is immaterial. See Note 13, "Commitments and Contingencies," to the consolidated financial statements for a description of off-balance-sheet financial instruments.

**Contractual Obligations**

A summary of contractual obligations by the expected payment period for the date indicated follows.

	Payment Due by Period				
	Less Than One Year	One to Three Years	More than Three Years to Five Years	Over Five Years	Total
(In Thousands)					
<b>At December 31, 2020:</b>					
Advances from the FHLBB	\$ 623,611	\$ 8,805	\$ 5,342	\$ 11,091	\$ 648,849
Subordinated debentures and notes	—	—	—	83,746	83,746
Other borrowed funds	87,652	—	—	—	87,652
Loan commitments <sup>(1)</sup>	1,693,999	—	—	—	1,693,999
Occupancy lease commitments <sup>(2)</sup>	6,077	10,066	5,557	5,064	26,764
Service provider contracts <sup>(3)</sup>	28,300	86,077	50,323	25,735	190,435
Postretirement benefit obligations <sup>(4)</sup>	515	1,778	1,721	14,925	18,939
	<u>\$ 2,440,154</u>	<u>\$ 106,726</u>	<u>\$ 62,943</u>	<u>\$ 140,561</u>	<u>\$ 2,750,384</u>

(1) These amounts represent commitments made by the Company to extend credit to borrowers as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses. Since some of the commitments are expected to expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements.

(2) The Company leases certain office space under various noncancellable operating leases. These leases have original terms ranging from 3 years to over 25 years. Certain leases contain renewal options and escalation clauses for real estate taxes and other expenditures which can increase rental expenses based principally on the consumer price index and fair market rental value provisions.

(3) Payments to service providers under most of the existing contracts are based on the volume of accounts served or transactions processed. Some contracts also call for higher required payments when there are increases in the Consumer Price Index. The expected payments shown in this table are based on an estimate of the number of accounts to be served or transactions to be processed, but do not include any projection of the effect of changes in the Consumer Price Index.

(4) These amounts represent commitments made by the Company for a Supplemental Executive Retirement Plan as part of the acquisition of BankRI and a Postretirement Benefits Plan, at Brookline Bank, that provides part of the annual expense of health insurance premiums for retired employees and their dependents.

**Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

***Market Risk***

Market risk is the risk that the market value or estimated fair value of the Company's assets, liabilities, and derivative financial instruments will decline as a result of changes in interest rates or financial market volatility, or that the Company's net income will be significantly reduced by interest-rate changes.

***Interest-Rate Risk***

The principal market risk facing the Company is interest-rate risk, which can occur in a variety of forms, including repricing risk, yield-curve risk, basis risk, and prepayment risk. Repricing risk occurs when the change in the average yield of either interest-earning assets or interest-bearing liabilities is more sensitive than the other to changes in market interest rates. Such a change in sensitivity could reflect a number of possible mismatches in the repricing opportunities of the Company's assets and liabilities. Yield-curve risk reflects the possibility that changes in the shape of the yield curve could have different effects on the Company's assets and liabilities. Basis risk occurs when different parts of the balance sheet are subject to varying base rates reflecting the possibility that the spread from those base rates will deviate. Prepayment risk is associated with financial instruments with an option to prepay before the stated maturity, often a disadvantage to person selling the option; this risk is most often associated with the prepayment of loans, callable investments, and callable borrowings.

***Asset/Liability Management***

Market risk and interest-rate risk management is governed by the Company's Asset/Liability Committee ("ALCO"). The ALCO establishes exposure limits that define the Company's tolerance for interest-rate risk. The ALCO and the Company's Treasury Group measure and manage the composition of the balance sheet over a range of possible changes in interest rates while remaining responsive to market demand for loan and deposit products. The ALCO monitors current exposures versus limits and reports those results to the Board of Directors. The policy limits and guidelines serve as benchmarks for measuring interest-rate risk and for providing a framework for evaluation and interest-rate risk-management decision-making. The Company measures its interest-rate risk by using an asset/liability simulation model. The model considers several factors to determine the Company's potential exposure to interest-rate risk, including measurement of repricing gaps, duration, convexity, value-at-risk, market value of portfolio equity under assumed changes in the level of interest rates, the shape of yield curves, and general market volatility.

Management controls the Company's interest-rate exposure using several strategies, which include adjusting the maturities of securities in the Company's investment portfolio, limiting or expanding the terms of loans originated, limiting fixed-rate deposits with terms of more than five years, and adjusting maturities of FHLBB advances. The Company limits this risk by restricting the types of MBSs it invests into those with limited average life changes under certain interest-rate-shock scenarios, or securities with embedded prepayment penalties. The Company also places limits on holdings of fixed-rate mortgage loans with maturities greater than five years. The Company enters into interest rate swaps as part of its interest rate risk management strategy. These interest rate swaps are designated as cash flow hedges and involve the receipt of variable rate amounts from a counterparty in exchange for the Company making fixed payments.

***Measuring Interest-Rate Risk***

As noted above, interest-rate risk can be measured by analyzing the extent to which the repricing of assets and liabilities are mismatched to create an interest-rate sensitivity gap. An asset or liability is said to be interest-rate sensitive within a specific period if it will mature or reprice within that period. The interest-rate sensitivity gap is defined as the difference between the amount of interest-earning assets maturing or repricing within a specific time period and the amount of interest-bearing liabilities maturing or repricing within that same time period. A gap is considered positive when the amount of interest-rate-sensitive assets exceeds the amount of interest-rate-sensitive liabilities. A gap is considered negative when the amount of interest-rate-sensitive liabilities exceeds the amount of interest-rate-sensitive assets. During a period of falling interest rates, therefore, a positive gap would tend to adversely affect net interest income. Conversely, during a period of rising interest rates, a positive gap position would tend to result in an increase in net interest income.

The Company's interest-rate risk position is measured using both income simulation and interest-rate sensitivity "gap" analysis. Income simulation is the primary tool for measuring the interest-rate risk inherent in the Company's balance sheet at a given point in time by showing the effect on net interest income, over a twelve-month period, of a variety of interest-rate shocks. These simulations take into account repricing, maturity, and prepayment characteristics of individual products. The ALCO reviews simulation results to determine whether exposure resulting from changes in market interest rates remains within established tolerance levels over a twelve-month horizon, and develops appropriate strategies to manage this exposure. The Company's interest-rate risk analysis remains modestly asset-sensitive as of December 31, 2020.

The assumptions used in the Company's interest-rate sensitivity simulation discussed above are inherently uncertain and, as a result, the simulations cannot precisely measure net interest income or precisely predict the impact of changes in interest rates.

As of December 31, 2020, net interest income simulation indicated that the Company's exposure to changing interest rates was within tolerance. The ALCO reviews the methodology utilized for calculating interest-rate risk exposure and may periodically adopt modifications to this methodology. The following table presents the estimated impact of interest-rate changes on the Company's estimated net interest income over the twelve-month periods indicated:

Gradual Change in Interest Rate Levels	Estimated Exposure to Net Interest Income over Twelve-Month Horizon Beginning			
	December 31, 2020		December 31, 2019	
	Dollar Change	Percent Change	Dollar Change	Percent Change
	(Dollars in Thousands)			
Up 300 basis points	\$ 19,249	7.1 %	\$ 29,795	11.5 %
Up 200 basis points	10,698	3.9 %	12,478	4.8 %
Up 100 basis points	5,193	1.9 %	6,265	2.4 %
Down 100 basis points	(5,999)	(2.2)%	(11,100)	(4.3)%

The estimated impact of a 300 basis points increase in market interest rates on the Company's estimated net interest income over a twelve-month horizon was a positive 7.1% as of December 31, 2020, compared to a positive 11.5% as of December 31, 2019. The decrease in net interest income asset sensitivity was due a shift from term deposits to MMDA deposits as well as a shortening of the borrowing portfolio and brokered deposits.

Economic Value of Equity ("EVE") at Risk Simulation is conducted in tandem with net interest income simulations to ascertain a longer term view of the Company's interest-rate risk position by capturing longer-term repricing risk and options risk embedded in the balance sheet. It measures the sensitivity of the economic value of equity to changes in interest rates. The EVE at Risk Simulation values only the current balance sheet and does not incorporate growth assumptions. As with the net interest income simulation, this simulation captures product characteristics such as loan resets, repricing terms, maturity dates, and rate caps and floors. Key assumptions include loan prepayment speeds, deposit pricing elasticity, and non-maturity deposit attrition rates. These assumptions can have significant impacts on valuation results as the assumptions remain in effect for the entire life of each asset and liability. The Company conducts non-maturity deposit behavior studies on a periodic basis to support deposit assumptions used in the valuation process. All key assumptions are subject to a periodic review.

EVE at Risk is calculated by estimating the net present value of all future cash flows from existing assets and liabilities using current interest rates as well as parallel shocks to the current interest-rate environment. The following table sets forth the estimated percentage change in the Company's EVE at Risk, assuming various shifts in interest rates. Given the interest rate environment as of December 31, 2020, simulations for interest rate declines of more than 100 basis points were not deemed to be meaningful.

Parallel Shock in Interest Rate Levels	Estimated Percent Change in Economic Value of Equity	
	At December 31, 2020	At December 31, 2019
Up 300 basis points	11.2 %	6.0 %
Up 200 basis points	8.3 %	5.1 %
Up 100 basis points	5.4 %	3.3 %
Down 100 basis points	(13.6)%	(7.2) %

The Company's EVE asset sensitivity increased from December 31, 2019 to December 31, 2020 as short term cash and securities balance increased funded by less interest rate sensitive non maturity deposits.

The Company also uses interest-rate sensitivity "gap" analysis to provide a more general overview of its interest-rate risk profile. The interest-rate sensitivity gap is defined as the difference between interest-earning assets and interest-bearing liabilities maturing or repricing within a given time period. The table below shows the Company's interest-rate sensitivity gap position as of December 31, 2020.

	One Year or Less	More than One Year to Two Years	More than Two Years to Three Years	More than Three Years to Five Years	More than Five Years	Total
(Dollars in Thousands)						
<b>Interest-earning assets <sup>(1)</sup>:</b>						
Short-term investments	\$ 398,848	\$ —	\$ —	\$ —	\$ —	\$ 398,848
Weighted average rate	0.09 %	— %	— %	— %	— %	0.09 %
Investment securities <sup>(1)(3)</sup>	167,704	162,898	116,370	116,363	182,486	745,821
Weighted average rate	2.58 %	2.63 %	2.79 %	2.61 %	2.67 %	2.65 %
Commercial real estate loans <sup>(1)</sup>	2,103,116	505,143	417,010	541,151	257,406	3,823,826
Weighted average rate	2.93 %	4.42 %	4.56 %	4.20 %	3.56 %	3.53 %
Commercial loans and leases <sup>(1)</sup>	912,092	835,142	241,968	230,137	55,562	2,274,901
Weighted average rate	5.39 %	3.37 %	6.56 %	5.87 %	4.81 %	4.81 %
Consumer loans <sup>(1)</sup>	663,047	152,919	114,777	142,760	97,326	1,170,829
Weighted average rate	3.33 %	3.95 %	3.97 %	3.92 %	3.58 %	3.56 %
Total interest-earning assets	4,244,807	1,656,102	890,125	1,030,411	592,780	8,414,225
Weighted average rate	3.24 %	3.67 %	4.80 %	4.36 %	3.40 %	3.64 %
<b>Interest-bearing liabilities <sup>(1)</sup>:</b>						
NOW accounts	\$ —	\$ —	\$ —	\$ —	\$ 513,948	\$ 513,948
Weighted average rate	— %	— %	— %	— %	0.09 %	0.09 %
Savings accounts	—	—	—	—	701,659	701,659
Weighted average rate	— %	— %	— %	— %	0.13 %	0.13 %
Money market savings accounts	2,018,977	—	—	—	—	2,018,977
Weighted average rate	0.31 %	— %	— %	— %	— %	0.31 %
Certificates of deposit <sup>(1)</sup>	1,138,804	140,481	61,302	49,411	—	1,389,998
Weighted average rate	1.39 %	1.19 %	2.44 %	2.13 %	— %	1.44 %
Brokered deposits	694,007	—	—	(98)	—	693,909
Weighted average rate	0.43 %	— %	— %	— %	— %	0.43 %
Borrowed funds <sup>(1)</sup>	723,027	6,641	5,926	4,659	79,994	820,247
Weighted average rate	0.98 %	4.61 %	1.71 %	1.86 %	1.47 %	1.04 %
Total interest-bearing liabilities	4,574,815	147,122	67,228	53,972	1,295,601	6,138,738
Weighted average rate	0.70 %	— %	2.38 %	2.12 %	0.20 %	0.64 %
Interest sensitivity gap <sup>(2)</sup>	\$ (330,008)	\$ 1,508,980	\$ 822,897	\$ 976,439	\$ (702,821)	\$ 2,275,487
Cumulative interest sensitivity gap	\$ (330,008)	\$ 1,178,972	\$ 2,001,869	\$ 2,978,308	\$ 2,275,487	
Cumulative interest sensitivity gap as a percentage of total assets	(3.69)%	13.18 %	22.39 %	33.31 %	25.45 %	
Cumulative interest sensitivity gap as a percentage of total interest-earning assets	(3.92)%	14.01 %	23.79 %	35.40 %	27.04 %	

(1) Interest-earning assets and interest-bearing liabilities are included in the period in which the balances are expected to be redeployed and/or repriced as a result of anticipated prepayments, scheduled rate adjustments and contractual maturities.

(2) Interest sensitivity gap represents the difference between interest-earning assets and interest-bearing liabilities.

(3) Investment securities include all debt, equity and restricted equity securities and unrealized gains and losses on investment securities.



As of December 31, 2020, interest-earning assets maturing or repricing within one year amounted to \$4.2 billion and interest-bearing liabilities maturing or repricing within one year amounted to \$4.6 billion, resulting in a cumulative one-year negative gap position of \$330.0 million or (3.9)% of total interest-earning assets. As of December 31, 2019, the Company had a cumulative one-year negative gap position of \$29.0 million, or (0.39)% of total interest-earning assets. The change in the cumulative one-year gap position from December 31, 2019 was due to shortening of deposits and funding profile offset by an increase in short term investments.

Interest rates paid on NOW accounts, savings accounts and money market accounts are subject to change at any time and such deposits are available for immediate withdrawal. A review of rates paid on these deposit categories over the last several years indicated that the amount and timing of rate changes did not coincide with the amount and timing of rate changes on other deposits when the FRB adjusted its benchmark federal funds rate.

Management views NOW and savings accounts to be less sensitive to interest rates than money market accounts and these accounts are therefore characterized as stable long-term funding sensitive beyond five years. Management views money market accounts to be more volatile deposits and these accounts are therefore characterized as sensitive to changes in interest rates within the first year.

**Item 8. Financial Statements and Supplementary Data**

The following financial statements and supplementary data required by this item are presented on the following pages which appear elsewhere herein:

	<u>Pages</u>
<a href="#">Reports of Independent Registered Public Accounting Firm</a>	<a href="#">F-3</a>
<a href="#">Consolidated Balance Sheets as of December 31, 2020 and 2019</a>	<a href="#">F-6</a>
<a href="#">Consolidated Statements of Income for the years ended December 31, 2020, 2019, and 2018</a>	<a href="#">F-7</a>
<a href="#">Consolidated Statements of Comprehensive Income for the years ended December 31, 2020, 2019, and 2018</a>	<a href="#">F-8</a>
<a href="#">Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2020, 2019, and 2018</a>	<a href="#">F-9 - F-9</a>
<a href="#">Consolidated Statements of Cash Flows for the years ended December 31, 2020, 2019, and 2018</a>	<a href="#">F-12 - F-11</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">F-13 - F-96</a>

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

Under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), the Company has evaluated the effectiveness of its disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to the Company's management, including its Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There has been no change in the Company's internal control over financial reporting identified in connection with the quarterly evaluation that occurred during the Company's last fiscal quarter that has materially and detrimentally affected, or is reasonably likely to materially and detrimentally affect, the Company's internal control over financial reporting.

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Exchange Act Rule 13a-15(f). The Company's internal control system was designed to provide reasonable assurance to its management and the Board of Directors regarding the preparation and fair presentation of published financial statements. All internal control systems, no matter how well designed have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. The Company's management assessed the effectiveness of its internal control over financial reporting as of the end of the period covered by this report. In addition, the effectiveness of the Company's internal control over financial reporting as of the end of the period covered by this report has been audited by KPMG LLP, an independent registered public accounting firm as stated in its report which is included in Item 8 of this Annual Report on Form 10-K.

Management's Report on Internal Control Over Financial Reporting as of December 31, 2020 appears on page F-1 herein and the related Report of Independent Registered Public Accounting Firm thereon appears on page F-2 herein.

**Item 9B. Other Information**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this item is incorporated herein by reference to the Company's Proxy Statement to be filed in connection with the Annual Meeting of Stockholders ("Proxy Statement").

**Item 11. Executive Compensation**

The information required by this item is incorporated herein by reference to Proxy Statement.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this item is incorporated herein by reference to Proxy Statement.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by this item is incorporated herein by reference to Proxy Statement.

**Item 14. Principal Accounting Fees and Services**

The information required by this item is incorporated herein by reference to Proxy Statement.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

(a) *Financial Statements*

All financial statements are included in Item 8 of Part II of this Annual Report on Form 10-K.

(2) *Financial Statement Schedules*

All financial statement schedules have been omitted because they are not required, not applicable or are included in the consolidated financial statements or related notes.

(3) *Exhibits*

The exhibits listed in paragraph (b) below are filed herewith or incorporated herein by reference to other filings.

(b) *Exhibits*

**EXHIBIT INDEX**

Exhibit	Description
3.1	<a href="#">Certificate of Incorporation of Brookline Bancorp, Inc.</a>
3.2	<a href="#">Amended and Restated Bylaws of Brookline Bancorp, Inc. (incorporated by reference to Exhibit 3.02 of the Company's Current Report on Form 8-K filed on January 10, 2013)</a>
4	<a href="#">Form of Common Stock Certificate of the Company (incorporated by reference to Exhibit 4 of the Registration Statement on Form S-1 filed by the Company on April 10, 2002 (Registration No. 333-85980))</a>
4.1	<a href="#">Subordinated Indenture, dated as of September 16, 2014, between Brookline Bancorp, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on September 17, 2014)</a>
4.2	<a href="#">First Supplemental Indenture, dated as of September 16, 2014, between Brookline Bancorp, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed on September 17, 2014)</a>
4.3	Form of Global Note to represent the 6.000% Fixed-to-Floating Rate Subordinated Notes due September 15, 2029 (contained in the First Supplemental Indenture included as Exhibit 4.2)
4.4	<a href="#">Description of Registrant's Securities</a>
10.1+	<a href="#">Brookline Bancorp, Inc. Deferred Compensation Plan effective January 1, 2011 (incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed on September 16, 2010)</a>
10.2+	<a href="#">Brookline Bancorp, Inc. 2003 Stock Option Plan</a>
10.4+	<a href="#">Brookline Bancorp, Inc. 2011 Restricted Stock Plan</a>
10.5+	<a href="#">Brookline Bancorp, Inc. 2014 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on May 9, 2014)</a>
10.5.1+	<a href="#">Form of Restricted Stock Award Agreement under the Brookline Bancorp, Inc. 2014 Equity Incentive Plan</a>
10.6+	<a href="#">Employment Agreement, dated as of April 11, 2011, by and among Brookline Bancorp, Inc., Brookline Bank and Paul A. Perrault (incorporated by reference to Exhibit 10.10 of the Company's Current Report on Form 8-K filed on April 15, 2011)</a>
10.6.1	<a href="#">Amendment to the Employment Agreement, dated July 25, 2018, by and among the Brookline Bancorp, Inc., Brookline Bank and Paul Perrault</a>
10.8+	<a href="#">Employment Letter Agreement, dated as of April 19, 2011, by and between Brookline Bancorp, Inc. and Mark J. Meiklejohn (incorporated by reference to Exhibit 10.3 of Pre-effective Amendment No. 2 of the Registration Statement on Form S-4 filed by the Company on July 25, 2011 (Registration Number 333-1747311))</a>
10.9+	<a href="#">Form of Amended Change in Control Agreement (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-O filed May 9, 2014)</a>
21	Subsidiaries of the Registrant (incorporated by reference in Part I, Item 1, "Business—General" of this Annual Report on Form 10-K)
23*	<a href="#">Consent of Independent Registered Public Accounting Firm</a>
31.1*	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
31.2*	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
32.1**	<a href="#">Rule 13a-14(b) Certifications of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
32.2**	<a href="#">Rule 13a-14(b) Certifications of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted in Inline XBRL and included in Exhibit 101)

\* Filed herewith

\*\* Furnished herewith

+ Management contract or compensatory plan or agreement

(c) *Other Required Financial Statements and Schedules*

Not applicable.

**Item 16. Form 10-K Summary**

Not applicable.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 26, 2021

**BROOKLINE BANCORP, INC.**

By: \_\_\_\_\_ /s/ PAUL A. PERRAULT  
Paul A. Perrault  
*President and Chief Executive Officer*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: \_\_\_\_\_ /s/ PAUL A. PERRAULT  
Paul A. Perrault,  
*President and Chief Executive Officer*  
(Principal Executive Officer)  
Date: February 26, 2021

By: \_\_\_\_\_ /s/ CARL M. CARLSON  
Carl M. Carlson,  
*Chief Financial Officer*  
(Principal Financial Officer)  
Date: February 26, 2021

By: \_\_\_\_\_ /s/ MARGARET BOLES FITZGERALD  
Margaret Boles Fitzgerald,  
*Director*  
Date: February 26, 2021

By: \_\_\_\_\_ /s/ BOGDAN NOWAK  
Bogdan Nowak,  
*Director*  
Date: February 26, 2021

By: \_\_\_\_\_ /s/ JOANNE CHANG  
Joanne Chang,  
*Director*  
Date: February 26, 2021

By: \_\_\_\_\_ /s/ CHARLES H. PECK  
Charles H. Peck,  
*Director*  
Date: February 26, 2021

By: \_\_\_\_\_ /s/ DAVID C. CHAPIN  
David C. Chapin,  
*Director*  
Date: February 26, 2021

By: \_\_\_\_\_ /s/ JOHN M. PEREIRA  
John M. Pereira,  
*Director*  
Date: February 26, 2021

By: \_\_\_\_\_ /s/ JOHN J. DOYLE, JR.  
John J. Doyle, Jr.,  
*Director*  
Date: February 26, 2021

By: \_\_\_\_\_ /s/ MERRILL W. SHERMAN  
Merrill W. Sherman,  
*Director*  
Date: February 26, 2021

By: \_\_\_\_\_ /s/ JOHN A. HACKETT  
John A. Hackett,  
*Director*  
Date: February 26, 2021

By: \_\_\_\_\_ /s/ JOSEPH J. SLOTNIK  
Joseph J. Slotnik,  
*Chairman and Director*  
Date: February 26, 2021

By: \_\_\_\_\_ /s/ JOHN L. HALL, II  
John L. Hall, II,  
*Director*  
Date: February 26, 2021

By: \_\_\_\_\_ /s/ PETER O. WILDE  
Peter O. Wilde,  
*Director*  
Date: February 26, 2021

By: \_\_\_\_\_ /s/ THOMAS J. HOLLISTER  
Thomas J. Hollister,  
*Director*  
Date: February 26, 2021

**MANAGEMENT'S REPORT ON INTERNAL CONTROL  
OVER FINANCIAL REPORTING**

The management of Brookline Bancorp, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting. Brookline Bancorp Inc.'s internal control system was designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well-designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Brookline Bancorp, Inc.'s management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2020. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control—Integrated Framework (2013)*. Based on our assessment, we believe that, as of December 31, 2020, the Company's internal control over financial reporting is effective based on those criteria.

Brookline Bancorp, Inc.'s independent registered public accounting firm has issued an audit report on the effectiveness of the Company's internal control over financial reporting. This report appears on page F-2.

/s/ PAUL A. PERRAULT

Paul A. Perrault  
Chief Executive Officer  
(Principal Executive Officer)

/s/ CARL M. CARLSON

Carl M. Carlson  
Chief Financial Officer  
(Principal Financial Officer)

**Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors  
Brookline Bancorp, Inc.:

*Opinion on Internal Control Over Financial Reporting*

We have audited Brookline Bancorp, Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2020 and 2019, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three -year period ended December 31, 2020, and the related notes (collectively, the consolidated financial statements), and our report dated February 26, 2021 expressed an unqualified opinion on those consolidated financial statements.

*Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

*Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Boston, Massachusetts  
February 26, 2021



**Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors  
Brookline Bancorp, Inc.:

*Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of Brookline Bancorp, Inc. and subsidiaries (the Company) as of December 31, 2020 and 2019, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2020, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2020, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 26, 2021 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

*Change in Accounting Principle*

As discussed in Note 1 to the financial statements, the Company has changed its method of accounting for the recognition and measurement of credit losses as of January 1, 2020 due to the adoption of ASU No. 2016-13, Financial Instruments—Credit Losses (ASC Topic 326) (commonly known as CECL).

*Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

*Critical Audit Matter*

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

*Assessment of the collective allowance for credit losses*

As discussed in Note 1 to the consolidated financial statements, the Company adopted ASU No. 2016-13, Financial Instruments—Credit Losses (ASC Topic 326) (commonly known as CECL) as of January 1, 2020. As discussed in Note 1 and Note 7 to the consolidated financial statements, the Company's allowance for credit losses related to loans and leases and unfunded commitments evaluated on a collective basis was \$74.8 million as of January 1, 2020 (the January 1, 2020 collective ACL), which consists of an allowance for loan and lease losses evaluated on a collective basis of \$64.0 million and a reserve for unfunded commitments, evaluated on a collective basis of \$10.8 million. The Company's allowance for credit losses related to loans and leases and unfunded commitments collectively evaluated for impairment was \$125.2 million as of December 31, 2020 (the December 31, 2020 collective ACL), which consists of an allowance for loan and lease losses, evaluated on a

collective basis of \$112.1 million and a reserve for unfunded commitments, evaluated on a collective basis of \$13.1 million. The collective ACL is calculated using models developed by a third party, which include Commercial real estate lifetime, Commercial and industrial lifetime, and Retail lifetime models (collectively, the lifetime loss rate models). Lifetime loss rate models calculate the expected losses over the life of the loan based on the exposure at default, loan attributes and reasonable and supportable economic forecasts. The exposure at default considers the current unpaid balance, prepayment assumptions and utilization of unfunded commitment assumptions. In order to capture the unique risk characteristics of the loan and lease portfolios, the lifetime loss rate models segment the portfolios based on individual loan attributes. The economic forecasts include various projections of Gross Domestic Product, interest rates, property price indices, and employment measures (the macroeconomic assumptions). The Company uses multiple economic forecasts, which are probability weighted and applied over the life of the loans and leases. The collective ACL estimate incorporates reasonable and supportable forecasts of various macroeconomic variables over the remaining life of loans and leases. The development of the reasonable and supportable forecasts assumes each macroeconomic assumption will revert to long-term expectations. The Company calibrates expected losses for each model using a scalar, which is determined by examining the loss rates of peer banks that have similar operations and asset bases to the Company and comparing these peer group loss rates to the model results. In addition, adjustments are made to the quantitative model outputs for relevant qualitative factors.

We identified the assessment of the January 1, 2020 collective ACL and December 31, 2020 collective ACL as a critical audit matter. A high degree of audit effort, including specialized skills and knowledge, and subjective and complex auditor judgment was involved in the assessment due to measurement uncertainty. Specifically, the assessment encompassed the evaluation of the collective ACL methodology, including the methods and models used to estimate (1) the lifetime loss rates and their significant assumptions, including portfolio segmentation, the economic forecast scenarios and related weighting, macroeconomic assumptions, the reasonable and supportable economic forecast periods, the scalar applied to each model, prepayment assumptions, utilization of unfunded commitments assumptions, and credit risk ratings for commercial loans, and (2) the qualitative factors and their significant assumptions and inputs, including historic loss patterns and the impact of current portfolio metrics. The assessment also included an evaluation of the conceptual soundness and performance of the models. In addition, auditor judgment was required to evaluate the sufficiency of audit evidence obtained.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's measurement of the collective ACL estimates, including over the:

- development of the collective ACL methodology
- development of the lifetime loss rate models
- identification and determination of the significant assumptions used in the lifetime loss rate models
- performance monitoring of the lifetime loss rate models for the December 31, 2020 collective ACL
- development of the qualitative factors, including the significant assumptions used in the measurement of the qualitative factors
- analysis of the collective ACL results, trends, and ratios.

We evaluated the Company's process to develop the collective ACL estimates by testing certain sources of data and assumptions that the Company used and considered the relevance and reliability of such data and assumptions. In addition, we involved credit risk professionals with specialized skills and knowledge, who assisted in:

- evaluating the Company's collective ACL methodology for compliance with U.S. generally accepted accounting principles
- evaluating judgments made by the Company relative to the development and performance testing of the lifetime loss rate models by comparing them to relevant Company-specific metrics and trends and the applicable industry and regulatory practices
- testing the conceptual soundness and performance testing of the lifetime loss rate models by inspecting the model documentation to determine whether the models are suitable for their intended use
- evaluating the methodology utilized to incorporate reasonable and supportable forecast scenarios and related weightings used for each macroeconomic assumption by comparing it to the Company's business environment and relevant industry practices
- assessing the composition of the peer group used in determining the scalar used to calibrate the model results by comparing to specific portfolio risk characteristics
- assessing whether the loan portfolio is segmented by similar risk characteristics by comparing it to the Company's business environment and relevant industry practices
- testing the conceptual soundness of the methodology used to determine the prepayment and utilization of unfunded commitments assumptions by comparing it to relevant Company specific metrics and trends and applicable industry practices
- testing individual credit risk ratings for a selection of commercial loans by evaluating the financial performance of the borrower, sources of repayment, and any relevant guarantees or underlying collateral

- evaluating the methodology used to develop the qualitative factors and the effect of those factors on the collective ACL compared with relevant credit risk factors and consistency with credit trends.

We also assessed the sufficiency of the audit evidence obtained related to the January 1, 2020 collective ACL and the December 31, 2020 collective ACL estimates by evaluating the:

- cumulative results of the audit procedures
- qualitative aspects of the Company's accounting practices
- potential bias in the accounting estimates.

/s/ KPMG LLP

We have served as the Company's auditor since 2003.

Boston, Massachusetts  
February 26, 2021

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Consolidated Balance Sheets**

	At December 31,	
	2020	2019
	(In Thousands Except Share Data)	
<b>ASSETS</b>		
Cash and due from banks	\$ 36,069	\$ 33,589
Short-term investments	398,848	44,201
Total cash and cash equivalents	434,917	77,790
Investment securities available-for-sale	745,822	498,995
Investment securities held-to-maturity (fair value of \$0 and \$87,561, respectively)	—	86,780
Equity securities held-for-trading	526	3,581
Total investment securities	746,348	589,356
Loans and leases:		
Commercial real estate loans	3,823,826	3,669,222
Commercial loans and leases	2,274,899	1,838,748
Consumer loans	1,170,828	1,229,846
Total loans and leases	7,269,553	6,737,816
Allowance for loan and lease losses	(114,379)	(61,082)
Net loans and leases	7,155,174	6,676,734
Restricted equity securities	49,786	53,818
Premises and equipment, net of accumulated depreciation of \$82,233 and \$76,763, respectively	71,568	74,350
Right-of-use asset operating leases	24,143	24,876
Deferred tax asset	40,129	25,017
Goodwill	160,427	160,427
Identified intangible assets, net of accumulated amortization of \$38,752 and \$37,481, respectively	3,152	4,423
Other real estate owned ("OREO") and repossessed assets, net	6,515	2,631
Other assets	250,265	167,431
Total assets	\$ 8,942,424	\$ 7,856,853
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Deposits:		
Non-interest-bearing deposits:		
Demand checking accounts	\$ 1,592,205	\$ 1,141,578
Interest-bearing deposits:		
NOW accounts	513,948	371,380
Savings accounts	701,659	613,467
Money market accounts	2,018,977	1,682,005
Certificate of deposit accounts	1,389,998	1,671,738
Brokered deposit accounts	693,909	349,904
Total interest-bearing deposits	5,318,491	4,688,494
Total deposits	6,910,696	5,830,072
Borrowed funds:		
Advances from the Federal Home Loan Bank of Boston ("FHLBB")	648,849	758,469
Subordinated debentures and notes	83,746	83,591
Other borrowed funds	87,652	60,689
Total borrowed funds	820,247	902,749
Operating lease liabilities	24,143	24,876
Mortgagors' escrow accounts	5,901	7,232
Accrued expenses and other liabilities	239,659	146,318
Total liabilities	8,000,646	6,911,247
Commitments and contingencies (Note 13)		
Stockholders' Equity:		
Brookline Bancorp, Inc. stockholders' equity:		
Common stock, \$0.01 par value; 200,000,000 shares authorized; 85,177,172 shares issued and 85,177,172 shares issued, respectively	852	852
Additional paid-in capital	737,178	736,601
Retained earnings, partially restricted	264,892	265,376
Accumulated other comprehensive loss	16,490	2,283
Treasury stock, at cost; 6,525,783 shares and 5,003,127 shares, respectively	(77,343)	(59,073)
Unallocated common stock held by ESOP; 51,114 shares and 79,548 shares, respectively	(291)	(433)
Total stockholders' equity	941,778	945,606
Total liabilities and stockholders' equity	\$ 8,942,424	\$ 7,856,853

See accompanying notes to consolidated financial statements.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**
**Consolidated Statements of Income**

	Year Ended December 31,		
	2020	2019	2018
	(In Thousands Except Share Data)		
Interest and dividend income:			
Loans and leases	\$ 309,798	\$ 330,345	\$ 295,269
Debt securities	13,758	12,281	13,960
Marketable and restricted equity securities	2,848	3,477	3,964
Short-term investments	413	1,523	700
Total interest and dividend income	<u>326,817</u>	<u>347,626</u>	<u>313,893</u>
Interest expense:			
Deposits	48,426	69,615	41,978
Borrowed funds	18,228	24,711	24,216
Total interest expense	<u>66,654</u>	<u>94,326</u>	<u>66,194</u>
Net interest income	260,163	253,300	247,699
Provision for credit losses	61,886	9,583	4,951
Net interest income after provision for credit losses	<u>198,277</u>	<u>243,717</u>	<u>242,748</u>
Non-interest income:			
Deposit fees	9,050	10,623	10,400
Loan fees	2,048	2,097	1,427
Loan level derivative income, net	4,268	8,262	5,440
Gain on investment securities, net	1,970	508	227
Gain on sales of loans and leases held-for-sale	1,118	1,709	1,883
Other	6,190	6,594	5,847
Total non-interest income	<u>24,644</u>	<u>29,793</u>	<u>25,224</u>
Non-interest expense:			
Compensation and employee benefits	100,985	96,554	91,535
Occupancy	15,386	15,696	14,991
Equipment and data processing	17,345	18,652	18,213
Professional services	5,157	4,366	4,404
FDIC insurance	4,229	1,445	2,722
Advertising and marketing	4,126	4,044	4,016
Amortization of identified intangible assets	1,271	1,663	2,080
Merger and acquisition expense	—	1,125	3,787
Other	12,345	13,936	13,484
Total non-interest expense	<u>160,844</u>	<u>157,481</u>	<u>155,232</u>
Income before provision for income taxes	62,077	116,029	112,740
Provision for income taxes	14,442	28,269	26,189
Net income before noncontrolling interest in subsidiary	47,635	87,760	86,551
Less net income attributable to noncontrolling interest in subsidiary	—	43	3,489
Net income attributable to Brookline Bancorp, Inc.	<u>\$ 47,635</u>	<u>\$ 87,717</u>	<u>\$ 83,062</u>
Earnings per common share:			
Basic	\$ 0.60	\$ 1.10	\$ 1.04
Diluted	0.60	1.10	1.04
Weighted average common shares outstanding during the year:			
Basic	78,951,892	79,679,781	79,669,668
Diluted	79,103,289	79,856,921	79,909,251
Dividends declared per common share	\$ 0.460	\$ 0.450	\$ 0.395

See accompanying notes to consolidated financial statements.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Comprehensive Income**

	Year Ended December 31,		
	2020	2019	2018
	(In Thousands)		
Net income before noncontrolling interest in subsidiary	\$ 47,635	\$ 87,760	\$ 86,551
Other comprehensive loss, net of taxes:			
Investment securities available-for-sale:			
Unrealized securities holding gains (losses)	21,683	15,290	(4,444)
Income tax (expense) benefit	(4,770)	(3,379)	980
Net unrealized securities holding gains (losses) before reclassification adjustments	16,913	11,911	(3,464)
Less reclassification adjustments for securities gains included in net income:			
Gain on sales of securities, net	3,245	—	173
Income tax expense	(715)	—	(38)
Net reclassification adjustments for securities gains included in net income	2,530	—	135
Net unrealized securities holding gains	14,383	11,911	(3,599)
Cash flow hedges:			
Net change in fair value of Cash flow hedges	7	—	—
Income tax benefit	—	—	—
Net change in fair value of Cash flow hedges	7	—	—
Postretirement benefits:			
Adjustment of accumulated obligation for postretirement benefits	(248)	(227)	121
Income tax benefit (expense)	65	59	(32)
Net adjustment of accumulated obligation for postretirement benefits	(183)	(168)	89
Other comprehensive gain, net of taxes	14,207	11,743	(3,510)
Comprehensive income	61,842	99,503	83,041
Net income attributable to noncontrolling interest in subsidiary	—	43	3,489
Comprehensive income attributable to Brookline Bancorp, Inc.	\$ 61,842	\$ 99,460	\$ 79,552

See accompanying notes to consolidated financial statements.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Stockholders' Equity**  
**Year Ended December 31, 2020, 2019 and 2018**

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Unallocated Common Stock Held by ESOP	Total Brookline Bancorp, Inc. Stockholders' Equity	Noncontrolling Interest in Subsidiary	Total Stockholders' Equity
(In Thousands)									
Balance at December 31, 2019	\$ 852	\$ 736,601	\$ 265,376	\$ 2,283	\$ (59,073)	\$ (433)	\$ 945,606	\$ —	\$ 945,606
Net income attributable to Brookline Bancorp, Inc.	—	—	47,635	—	—	—	47,635	—	47,635
Other comprehensive income	—	—	—	14,207	—	—	14,207	—	14,207
Common stock dividends of \$0.46 per share	—	—	(36,396)	—	—	—	(36,396)	—	(36,396)
Restricted stock awards, net of awards surrendered	—	(2,105)	—	—	1,730	—	(375)	—	(375)
Compensation under recognition and retention plan	—	2,520	(200)	—	—	—	2,320	—	2,320
Treasury stock, repurchase shares	—	—	—	—	(20,000)	—	(20,000)	—	(20,000)
Common stock held by ESOP committed to be released (28,434 shares)	—	162	—	—	—	142	304	—	304
Adoption of ASU 2016-13 (CECL)	—	—	(11,523)	—	—	—	(11,523)	—	(11,523)
Balance at December 31, 2020	<u>\$ 852</u>	<u>\$ 737,178</u>	<u>\$ 264,892</u>	<u>\$ 16,490</u>	<u>\$ (77,343)</u>	<u>\$ (291)</u>	<u>\$ 941,778</u>	<u>\$ —</u>	<u>\$ 941,778</u>

See accompanying notes to consolidated financial statements.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Stockholders' Equity (Continued)**  
**Year Ended December 31, 2020, 2019 and 2018**

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Unallocated Common Stock Held by ESOP	Total Brookline Bancorp, Inc. Stockholders' Equity	Noncontrolling Interest in Subsidiary	Total Stockholders' Equity
	(In Thousands)								
Balance at December 31, 2018	\$ 852	\$ 755,629	\$ 212,838	\$ (9,460)	\$ (59,120)	\$ (599)	\$ 900,140	\$ 10,479	\$ 910,619
Reclassification due to the adoption of ASU No. 2018-02	—	—	—	—	—	—	—	—	—
Net income attributable to Brookline Bancorp, Inc.	—	—	87,717	—	—	—	87,717	—	87,717
Net income attributable to noncontrolling interest in subsidiary	—	—	—	—	—	—	—	43	43
Common stock issued for acquisition	—	—	—	—	—	—	—	—	—
Issuance of non controlling interest	—	—	—	—	—	—	—	—	—
Other comprehensive income	—	—	—	11,743	—	—	11,743	—	11,743
Common stock dividends of \$0.44 per share	—	—	(35,110)	—	—	—	(35,110)	—	(35,110)
Dividend distribution to owners of noncontrolling interest in subsidiary	—	(930)	—	—	—	—	(930)	—	(930)
Redemption of noncontrolling interest in subsidiary	—	(18,470)	—	—	—	—	(18,470)	(10,522)	(28,992)
Compensation under recognition and retention plans	—	—	—	—	—	—	—	—	—
Restricted stock awards, net of awards surrendered	—	80	(69)	—	1,918	—	1,929	—	1,929
Treasury stock, repurchase shares	—	—	—	—	(1,871)	—	(1,871)	—	(1,871)
Common stock held by ESOP committed to be released (30,402 shares)	—	292	—	—	—	166	458	—	458
Balance at December 31, 2019	<u>\$ 852</u>	<u>\$ 736,601</u>	<u>\$ 265,376</u>	<u>\$ 2,283</u>	<u>\$ (59,073)</u>	<u>\$ (433)</u>	<u>\$ 945,606</u>	<u>\$ —</u>	<u>\$ 945,606</u>

See accompanying notes to consolidated financial statements.



**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Stockholders' Equity (Continued)**  
**Year Ended December 31, 2020, 2019 and 2018**

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Unallocated Common Stock Held by ESOP	Total Brookline Bancorp, Inc. Stockholders' Equity	Noncontrolling Interest in Subsidiary	Total Stockholders' Equity
	(In Thousands)								
Balance at December 31, 2017	\$ 817	\$ 699,976	\$ 161,217	\$ (5,950)	\$ (51,454)	\$ (776)	\$ 803,830	\$ 8,753	\$ 812,583
Reclassification due to the adoption of ASU No. 2018-02	—	—	—	—	—	—	—	—	—
Net income attributable to Brookline Bancorp, Inc.	—	—	83,062	—	—	—	83,062	—	83,062
Net income attributable to noncontrolling interest in subsidiary	—	—	—	—	—	—	—	3,489	3,489
Common stock issued for acquisition	35	55,148	—	—	—	—	55,183	—	55,183
Issuance of non controlling interest	—	—	—	—	—	—	—	130	130
Other comprehensive loss	—	—	—	(3,510)	—	—	(3,510)	—	(3,510)
Common stock dividends of \$0.395 per share	—	—	(31,441)	—	—	—	(31,441)	—	(31,441)
Dividend distribution to owners of noncontrolling interest in subsidiary	—	—	—	—	—	—	—	(1,893)	(1,893)
Compensation under recognition and retention plans	—	—	—	—	—	—	—	—	—
Restricted stock awards issued, net of awards surrendered	—	139	—	—	2,334	—	2,473	—	2,473
Treasury stock, repurchase shares	—	—	—	—	(10,000)	—	(10,000)	—	(10,000)
Common stock held by ESOP committed to be released (32,382 shares)	—	366	—	—	—	177	543	—	543
Balance at December 31, 2018	<u>\$ 852</u>	<u>\$ 755,629</u>	<u>\$ 212,838</u>	<u>\$ (9,460)</u>	<u>\$ (59,120)</u>	<u>\$ (599)</u>	<u>\$ 900,140</u>	<u>\$ 10,479</u>	<u>\$ 910,619</u>

See accompanying notes to consolidated financial statements.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**
**Consolidated Statements of Cash Flows**

	Year Ended December 31,		
	2020	2019	2018
	(In Thousands)		
<b>Cash flows from operating activities:</b>			
Net income attributable to Brookline Bancorp, Inc.	\$ 47,635	\$ 87,717	\$ 83,062
Adjustments to reconcile net income to net cash provided from operating activities:			
Net income attributable to noncontrolling interest in subsidiary	—	43	3,489
Provision for credit losses	61,886	9,583	4,951
Origination of loans and leases held-for-sale	—	(15,361)	(25,370)
Proceeds from sales of loans and leases held-for-sale, net	—	19,930	26,519
Deferred income tax benefit	(19,102)	(2)	(5,453)
Depreciation of premises and equipment	5,486	6,861	7,382
Amortization of investment securities premiums and discounts, net	2,809	1,810	2,200
Amortization of deferred loan and lease origination costs, net	7,316	7,045	6,971
Amortization of identified intangible assets	1,271	1,663	2,080
Amortization of debt issuance costs	101	100	100
(Accretion) amortization of acquisition fair value adjustments, net	(420)	(809)	354
Gain on investment securities, net	(1,970)	(508)	(227)
Gain on sales of loans and leases held-for-sale	(1,118)	(1,709)	(1,883)
Loss (gain) on sales of OREO and other repossessed assets, net	—	108	—
Write-down of OREO and other repossessed assets	1,036	903	1,234
Compensation under recognition and retention plans	2,361	2,683	2,546
ESOP shares committed to be released	304	458	543
<b>Net change in:</b>			
Cash surrender value of bank-owned life insurance	(1,007)	(1,030)	(1,039)
Equity securities held-for-trading	1,781	1,215	(5,371)
Other assets	(77,778)	(63,235)	(10,855)
Accrued expenses and other liabilities	81,897	45,254	31,796
Net cash provided from operating activities	<u>112,488</u>	<u>102,719</u>	<u>123,029</u>
<b>Cash flows from investing activities:</b>			
Proceeds from sales of investment securities available-for-sale	141,448	—	22,210
Proceeds from maturities, calls, and principal repayments of investment securities available-for-sale	214,571	68,165	82,896
Purchases of investment securities available-for-sale	(503,495)	(50,400)	(73,852)
Proceeds from maturities, calls, and principal repayments of investment securities held to maturity	6,302	28,858	3,290
Purchases of investment securities held-to-maturity	—	(1,430)	(8,915)
Proceeds from redemption/sales of restricted equity securities	33,927	20,857	12,110
Purchase of restricted equity securities	(29,895)	(12,924)	(13,262)
Proceeds from sales of loans and leases held-for-investment, net	7,370	13,860	7,294
Net increase in loans and leases	(567,284)	(467,493)	(593,968)
Acquisitions, net of cash and cash equivalents acquired	—	—	(24,659)

(Continued)

See accompanying notes to consolidated financial statements.

	Year Ended December 31,		
	2020	2019	2018
	(In Thousands)		
Purchase of premises and equipment, net	(2,909)	(4,997)	(3,352)
Proceeds from sales of OREO and other repossessed assets	4,436	6,482	2,186
Net cash used for investing activities	(695,529)	(399,022)	(588,022)
Cash flows from financing activities:			
Increase in demand checking, NOW, savings and money market accounts	1,018,359	143,551	1,006
Increase in certificates of deposit	62,603	232,911	580,878
Proceeds from FHLBB advances	2,987,656	4,029,662	6,607,745
Repayment of FHLBB advances	(3,097,276)	(4,055,568)	(6,713,279)
Increase in other borrowed funds, net	26,963	7,955	5,095
Decrease in mortgagors' escrow accounts, net	(1,331)	(194)	(260)
Proceeds from exercise of stock options	—	—	490
Repurchases of common stock	(20,000)	(1,871)	(10,000)
Common stock issued for acquisition	—	—	55,182
Payment of dividends on common stock	(36,396)	(35,110)	(31,441)
Payment of income taxes for shares withheld in share based activity	(410)	(46)	(81)
Redemption of noncontrolling interest in subsidiary	—	(35,851)	—
Proceeds from issuance of noncontrolling units	—	—	130
Payment of dividends to owners of noncontrolling interest in subsidiary	—	(930)	(1,893)
Net cash provided from financing activities	940,168	284,509	493,572
Net increase (decrease) in cash and cash equivalents	357,127	(11,794)	28,579
Cash and cash equivalents at beginning of year	77,790	89,584	61,005
Cash and cash equivalents at end of year	\$ 434,917	\$ 77,790	\$ 89,584
Supplemental disclosure of cash flow information:			
Cash paid during the year for:			
Interest on deposits, borrowed funds and subordinated debt	\$ 68,510	\$ 94,533	\$ 65,182
Income taxes	29,392	27,345	21,129
Non-cash investing activities:			
Transfer from loans to other real estate owned	9,356	6,105	3,020
Acquisition of First Commons Bank, N.A.:			
Fair value of assets acquired, net of cash and cash equivalents acquired	\$ —	\$ —	\$ 292,025
Fair value of liabilities assumed	—	—	278,988

See accompanying notes to consolidated financial statements.

**(1) Basis of Presentation****Overview**

Brookline Bancorp, Inc. (the "Company") is a bank holding company (within the meaning of the Bank Holding Company Act of 1956, as amended) and the parent of Brookline Bank, a Massachusetts-chartered trust company and Bank Rhode Island ("BankRI"), a Rhode Island-chartered financial institution (collectively referred to as the "Banks"). The Banks are all members of the Federal Reserve System. The Company is also the parent of Brookline Securities Corp. ("BSC"). The Company's primary business is to provide commercial, business and retail banking services to its corporate, municipal and retail customers through the Banks and its non-bank subsidiaries. Until February 14, 2020 (the "Merger Closing Date"), the Company was also the parent of First Ipswich Bank ("First Ipswich"), a Massachusetts-chartered trust company. Effective upon the Merger Closing Date, First Ipswich was merged with and into Brookline Bank, with Brookline as the surviving institution.

Brookline Bank, which includes its wholly-owned subsidiaries Longwood Securities Corp., Eastern Funding LLC ("Eastern Funding") and First Ipswich Insurance Agency, operates 30 full-service banking offices in the greater Boston metropolitan area with two additional lending offices. BankRI, which includes its wholly-owned subsidiaries, Acorn Insurance Agency, BRI Realty Corp., Macrolease Corporation ("Macrolease"), BRI Investment Corp. and its wholly-owned subsidiary, BRI MSC Corp., operates 20 full-service banking offices in the greater Providence, Rhode Island area.

The Company's activities include acceptance of commercial, municipal and retail deposits, origination of mortgage loans on commercial and residential real estate located principally in all New England states, origination of commercial loans and leases to small- and mid-sized businesses, investment in debt and equity securities, and the offering of cash management and investment advisory services. The Company also provides specialty equipment financing through its subsidiaries Eastern Funding, which is based in New York City, New York, and Macrolease, which is based in Plainview, New York.

The Company and the Banks are supervised, examined and regulated by the Board of Governors of the Federal Reserve System ("FRB"). As a Massachusetts-chartered trust company, Brookline Bank is also subject to regulation under the laws of the Commonwealth of Massachusetts and the jurisdiction of the Massachusetts Division of Banks. As a Rhode Island-chartered financial institution, BankRI is subject to regulation under the laws of the State of Rhode Island and the jurisdiction of the Banking Division of the Rhode Island Department of Business Regulation.

The Federal Deposit Insurance Corporation ("FDIC") offers insurance coverage on all deposits up to \$250,000 per depositor at each of the Banks. As FDIC-insured depository institutions, the Banks are also secondarily subject to supervision, examination and regulation by the FDIC.

**Basis of Financial Statement Presentation**

The Company's consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP") as set forth by the Financial Accounting Standards Board ("FASB") in its Accounting Standards Codification and through the rules and interpretive releases of the Securities and Exchange Commission ("SEC") under the authority of federal securities laws.

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances are eliminated in consolidation.

In preparing these consolidated financial statements, management is required to make significant estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses and disclosure of contingent assets and liabilities. Actual results could differ from those estimates based upon changing conditions, including economic conditions and future events. Material estimates that are particularly susceptible to significant changes in the near-term include the determination of the allowance for loan and lease losses, the determination of fair market values of assets and liabilities, including acquired loans, the review of goodwill and intangibles for impairment and the review of deferred tax assets for valuation allowance.

The judgments used by management in applying these significant estimates may be affected by a further and prolonged deterioration in the economic environment, which may result in changes to future financial results. For example, subsequent evaluations of the loan and lease portfolio, in light of the factors then prevailing, may result in significant changes in the allowance for loan and lease losses in future periods, and the inability to collect outstanding principal may result in increased loan and lease losses.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Reclassification**

Certain previously reported amounts have been reclassified to conform to the current year's presentation.

**Cash and Cash Equivalents**

For purposes of reporting asset balances and cash flows, cash and cash equivalents includes cash on hand and due from banks (including cash items in process of clearing), interest-bearing deposits with banks, federal funds sold, money market mutual funds and other short-term investments with original maturities of three months or less.

**Investment Securities**

Investment securities, other than those reported as short-term investments, are classified at the time of purchase as "available-for-sale," "held-to-maturity," or "held-for-trading." Classification is periodically re-evaluated for consistency with the Company's goals and objectives. Equity investments in the Federal Home Loan Bank of Boston ("FHLBB"), the Federal Reserve Bank of Boston and other restricted equities are discussed in more detail in Note 5, "Restricted Equity Securities."

*Investment Securities Available-for-Sale, Held-to-Maturity, and Held-for-Trading*

Investment securities for which the Company has the positive intent and ability to hold to maturity are classified as held-to-maturity and carried at amortized cost. Those investment securities held for indefinite periods of time but not necessarily to maturity are classified as available-for-sale. Investment securities held for indefinite periods of time include investment securities that management intends to use as part of its asset/liability, liquidity, and/or capital management strategies and may be sold in response to changes in interest rates, maturities, asset/liability mix, liquidity needs, regulatory capital needs or other business factors. Investment securities available-for-sale are carried at estimated fair value, primarily obtained from a third-party pricing service, with unrealized gains and losses reported on an after-tax basis in stockholders' equity as accumulated other comprehensive income or loss. Investment securities expected to be held for very short term duration, used for hedging, or are marketable equity securities are typically designated held-for-trading. Held-for-trading securities are carried at estimated fair value principally based on market prices and dealer quotes received from third-party and nationally-recognized pricing services. Gains and losses for held-for-trading are reported on the income statement as gains on investment securities, net. As of December 31, 2020 and 2019, the Company did not make any adjustments to the prices provided by the third-party pricing service.

Security transactions are recorded on the trade date. Realized gains and losses are determined using the specific identification method and are recorded in non-interest income. Interest and dividends on securities are recorded using the accrual method. Premiums and discounts on securities are amortized or accreted into interest income using the level-yield method over the remaining period to contractual maturity, adjusted for the effect of actual prepayments in the case of mortgage-backed securities ("MBSs") and collateralized mortgage obligations ("CMOs"). These estimates of prepayment assumptions are made based upon the actual performance of the underlying security, current interest rates, the general market consensus regarding changes in mortgage interest rates, the contractual repayment terms of the underlying loans, the priority rights of the investors to the cash flows from the mortgage securities and other economic conditions. When differences arise between anticipated prepayments and actual prepayments, the effective yield is recalculated to reflect actual payments to date and anticipated future payments. Unamortized premium or discount is adjusted to the amount that would have existed had the new effective yield been applied since purchase, with a corresponding charge or credit to interest income.

*Restricted Equity Securities*

The Company invests in the stock of the FHLBB, the Federal Reserve Bank of Boston and a small amount of other restricted securities. No ready market exists for these stocks, and they have no quoted market values. The Banks, as members of the FHLBB, are required to maintain investments in the capital stock of the FHLBB equal to their membership base investments plus an activity-based investment determined according to the Banks' level of outstanding FHLBB advances. Federal Reserve Bank of Boston stock was purchased and is redeemable at par. The Company reviews for impairment of these securities based on the ultimate recoverability of the cost basis in the stock. As of December 31, 2020 and 2019, no impairment has been recognized.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Loans***Originated Loans*

Loans the Company originates for the portfolio, and for which it has the intent and ability to hold to maturity, are reported at amortized cost, inclusive of deferred loan origination fees and expenses, less unadvanced funds due to borrowers on loans and the allowance for loan and lease losses.

Interest income on loans and leases originated for the portfolio is accrued on unpaid principal balances as earned. Loan origination fees and direct loan origination costs are deferred, and the net fee or cost is recognized in interest income using the interest method. Deferred amounts are recognized for fixed-rate loans over the contractual life of the loans and for adjustable-rate loans over the period of time required to adjust the contractual interest rate to a yield approximating a market rate at the origination date. If a loan is prepaid, the unamortized portion of the loan origination costs, including third party referral related costs not subject to rebate from the dealer, is charged to income.

*Loans and Leases Held-for-Sale*

Management identifies and designates certain newly originated loans and leases for sale to specific financial institutions, subject to the underwriting criteria of those financial institutions. These loans and leases are held for sale and are carried at the lower of cost or market as determined in the aggregate. Deferred loan fees and costs are included in the determination of the gain or loss on sale.

*Acquired Loans*

On a quarterly basis prior to the adoption of ASU 2016-13, management reforecasted the expected cash flows for acquired ASC 310-30 loans, and took into account prepayment speeds, probability of default and loss given defaults. Management compared cash flow projections per the reforecast to the original cash flow projections and determined whether any reduction in cash flow expectations were due to deterioration, or if the change in cash flow expectation was related to noncredit events. This cash flow analysis was used to evaluate the need for a provision for loan and lease losses and/or prospective yield adjustments for the acquired portfolio. Upon adoption of ASU 2016-13, the Company did not reassess whether previously recognized purchased credit impaired loans accounted for under prior accounting guidance met the criteria of a purchased credit deteriorated ("PCD") loan as of the date of adoption. PCD loans are initially recorded at fair value along with an ACL determined using the same methodology as originated loans. The sum of the loan's purchase price and ACL becomes its initial amortized cost basis. The difference between the initial amortized cost basis and the par value of the loan is a noncredit discount or premium, which is amortized into interest income over the life of the loan. Subsequent changes to the ACL are recorded through provision for credit losses. As of December 31, 2020, there were no PCD loans in the Company's portfolios.

**Nonperforming Loans***Nonaccrual Loans*

Accrual of interest on loans generally is discontinued when contractual payment of principal or interest becomes past due 90 days or, if in management's judgment, reasonable doubt exists as to the full timely collection of interest. Exceptions may be made if the loan has matured and is in the process of renewal or is well-secured and in the process of collection. When a loan is placed on nonaccrual status, interest accruals cease and uncollected accrued interest is reversed and charged against current interest income. Interest payments on nonaccrual loans are generally applied to principal. If collection of the principal is reasonably assured, interest payments are recognized as income on the cash basis. Loans are generally returned to accrual status when principal and interest payments are current, full collectability of principal and interest is reasonably assured and a consistent record of at least six consecutive months of performance has been achieved.

*Impaired Loans*

A loan is considered to be impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due (both interest and principal) according to the contractual terms of the loan agreement. Smaller-balance, homogeneous loans that are evaluated collectively for impairment, such as residential, home equity and other consumer loans are specifically excluded from the impaired loan portfolio except where the loan is classified as a troubled debt restructuring. The Company has defined the population of impaired loans to include nonaccrual loans and troubled debt restructured ("TDR") loans.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

When the ultimate collectability of the total principal of an impaired loan or lease is in doubt and the loan is on nonaccrual status, all payments are applied to principal, under the cost recovery method. When the ultimate collectability of the total principal of an impaired loan or lease is not in doubt and the loan or lease is on nonaccrual status, contractual interest is credited to interest income when received, under the cash basis method.

The value of an impaired loan is measured based upon the present value of expected future cash flows discounted at the loan's effective interest rate, or the fair value of the collateral if the loan is collateral-dependent and its payment is expected solely based on the underlying collateral. For impaired loans deemed collateral dependent, where impairment is measured using the fair value of the collateral, the Company will either obtain a new appraisal or use another available source of collateral assessment to determine a reasonable estimate of the fair value of the collateral.

Interest collected on impaired loans is either applied against principal or reported as income according to management's judgment as to the collectability of principal. If management does not consider a loan ultimately collectible within an acceptable time frame, payments are applied as principal to reduce the loan balance. If full collection of the remaining recorded investment should subsequently occur, interest receipts are recorded as interest income on a cash basis.

*Troubled Debt Restructured Loans*

In cases where a borrower experiences financial difficulties and the Company makes certain concessionary modifications to contractual terms, the loan is classified as a TDR loan. In determining whether a debtor is experiencing financial difficulties, the Company considers, among other factors, whether the debtor is in payment default or is likely to be in payment default in the foreseeable future without the modification, if the debtor declared or is in the process of declaring bankruptcy, there is substantial doubt that the debtor will continue as a going concern, the debtor's entity-specific projected cash flows will not be sufficient to service its debt, or the debtor cannot obtain funds from sources other than the existing creditors at market terms for debt with similar risk characteristics.

Large groups of small-balance homogeneous loans such as residential real estate, residential construction, home equity and other consumer portfolios are collectively evaluated for impairment. As such, the Company does not typically identify individual loans within these groupings as impaired loans or for impairment evaluation and disclosure. However, the Company evaluates all TDRs for impairment on an individual loan basis regardless of loan type.

Modifications may include interest-rate reductions, short-term (defined as one year or less) changes in payment structure to interest-only payments, short-term extensions of the loan's original contractual term, or less frequently, principal forgiveness, interest capitalization, forbearance and other actions intended to minimize economic loss and avoid foreclosure or repossession of collateral. Typically, TDRs are placed on nonaccrual status and reported as nonperforming loans. Generally, a nonaccrual loan that is restructured remains on nonaccrual for a period of six consecutive months to demonstrate that the borrower can meet the restructured terms; however, performance prior to the restructuring, or significant events that coincide with the restructuring, are considered in assessing whether the borrower can meet the new terms and may result in the loan being returned to accrual status at the time of restructuring or after a shorter performance period. If the borrower's ability to meet the revised payment schedule is not reasonably assured, the loan remains classified as a nonaccrual loan.

Loans restructured at an interest rate equal to or greater than that of a new loan with comparable risk at the time the loan agreement is modified may be excluded from restructured loan disclosures in years subsequent to the restructuring if they are in compliance with the modified terms.

*Allowance for Credit Losses*

Management has established a methodology to determine the adequacy of the allowance for credit losses that assesses the risks and losses expected on the loan and lease portfolio. Additions to the allowance for credit losses are made by charges to the provision for credit losses. Losses on loans and leases are charged off against the allowance when all or a portion of a loan or lease is considered uncollectible. Subsequent recoveries on loans previously charged off, if any, are credited to the allowance when realized.

To calculate the December 31, 2020 allowance for loans collectively evaluated, management uses models developed by a third party. The models include: Commercial real estate ("CRE") lifetime, Commercial and industrial ("C&I") lifetime, Retail lifetime, C&I historical, and Retail historical. Lifetime loss rate models calculate the expected losses over the life of the loan based on loan attributes and reasonable, supportable economic forecasts.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES****Notes to Consolidated Financial Statements (Continued)**

Key assumptions used in the models include portfolio segmentation, prepayments, and the expected utilization of unfunded commitments, among others. The portfolios are segmented by loan level attributes such as loan size, date of origination, and delinquency status to create homogenous loan pools. Pool level metrics are calculated and loss rates are subsequently applied to the pools as the loans have like characteristics. Prepayment assumptions are embedded within the models and are based on the same data used for model development. Model development data and developmental time periods vary by model, but all use at least ten years of historical data and capture at least one recessionary period. Expected utilization is based on current utilization and a loan equivalency ("LEQ") factor. LEQ varies by current utilization and provides a reasonable estimate of expected draws and borrower behavior. Assumptions and model inputs are reviewed in accordance with model monitoring practices and as information becomes available.

Historical loss rate models apply a loss rate to the outstanding balance of the loan. Management uses historical loss rates for condominium association, auto, and government lease portfolio segments because these loans have distinct, historical, or expected loss patterns and a de minimus effect on the overall allowance and provision.

Management elected to use multiple economic forecasts in determining the reserve to account for economic uncertainty. The forecasts include various projections of Gross Domestic Product ("GDP"), interest rates, property price indices, and employment measures. The forecasts are probability-weighted based on available information at the time of the calculation execution. Scenario weighting and model parameters are reviewed for each calculation and are subject to change. The models recognize that the life of a loan may exceed the economic forecast therefore the models employ mean reversion techniques at the input level to predict credit losses for loans that are expected to mature beyond the forecast period. The December 31, 2020 forecasts reflect the immediate and longer-term effects of the COVID-19 pandemic as well as the associated policies and fiscal support provided by local and national authorities.

The CRE lifetime loss rate, C&I lifetime loss rate, and Retail lifetime loss rate models were developed using the historical loss experience of all banks in the model's developmental dataset. Banks in the model's developmental dataset may have different loss experiences due to geography and portfolio as well as variances in operational and underwriting procedures from the Company, and therefore, the Company calibrates expected losses using a scalar for each model. Each scalar was calculated by examining the loss rates of peer banks that have similar operations and asset bases to the Company and comparing these peer group loss rates to the model results. Peer group loss rates were used in the scalar calculation because management believes the peer group's historical losses provide a better reflection of the Company's current portfolio and operating procedures than the Company's historical losses. Qualitative adjustments are also applied to select segments of the loan portfolio where applicable.

For December 31, 2020, management applied qualitative adjustments to the CRE lifetime loss rate and C&I lifetime loss rate. These adjustments were made based on historical loss patterns, current loan and portfolio metrics, and expert judgment based on professional experience. These qualitative adjustments resulted in additions to reserves for the CRE and C&I portfolio, as compared to the model output.

Prior to the implementation of ASU 2016-13 on January 1, 2020, Management used a consistent and systematic process and methodology to evaluate the adequacy of the allowance for loan and lease losses on a quarterly basis. For purposes of determining the allowance for loan and lease losses, the Company had segmented certain loans and leases in the portfolio by product type into the following segments: (1) commercial real estate loans, (2) commercial loans and leases, (3) and consumer loans. Portfolio segments were further disaggregated into classes based on the associated risks within the segments. Commercial real estate loans were divided into three classes: commercial real estate mortgage loans, multi-family mortgage loans, and construction loans. Commercial loans and leases were divided into three classes: commercial loans which includes taxi medallion loans, equipment financing, and loans to condominium associations. Consumer loans were divided into three classes: residential mortgage loans, home equity loans, and other consumer loans. A formula-based credit evaluation approach was applied to each group, coupled with an analysis of certain loans for impairment.

The general allowance related to loans collectively evaluated for impairment was determined using a formula-based approach utilizing the risk ratings of individual credits and loss factors derived from historic portfolio loss rates over a lookback period, which include estimates of incurred losses over an estimated loss emergence period ("LEP"). The LEP was generated utilizing a charge-off look-back analysis which studied the time from the first indication of elevated risk of repayment (or other early event indicating a problem) to eventual charge-off to support the LEP considered in the allowance calculation. This



**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

reserving methodology established the approximate number of months of LEP that represented incurred losses for each portfolio.

In addition to quantitative measures, relevant qualitative factors included, but were not limited to: (1) levels and trends in past due and impaired loans, (2) levels and trends in charge-offs, (3) changes in underwriting standards, policy exceptions, and credit policy, (4) experience of lending management and staff, (5) economic trends, (6) industry conditions, (7) effects of changes in credit concentrations, (8) interest rate environment, and (9) regulatory and other changes. The general allowance related to the acquired loans collectively evaluated for impairment were determined based upon the degree, if any, of deterioration in the pooled loans subsequent to acquisition. The qualitative factors used in the determination was the same as those used for originated loans.

During the year ended December 31, 2020 and 2019, specific reserves are established for loans individually evaluated for impairment when amortized cost basis is greater than the discounted present value of expected future cash flows or, in the case of collateral-dependent loans, when there is an excess of a loan's amortized cost basis over the fair value of its underlying collateral. When loans and leases do not share risk characteristics with other financial assets they are evaluated individually. Individually evaluated loans are reviewed quarterly with adjustments made to the calculated reserve as necessary.

*Liability for Unfunded Commitments*

In the ordinary course of business, the Company enters into commitments to extend credit, commercial letters of credit, and standby letters of credit. Such financial instruments are recorded in the financial statements when they become payable. The credit risk associated with these commitments is evaluated in a manner similar to the allowance for loan and lease losses.

**Premises and Equipment**

Premises and equipment are carried at cost less accumulated depreciation and amortization, except for land which is carried at cost. Premises and equipment are depreciated using the straight-line method over the estimated useful life of the assets. Leasehold improvements are amortized using the straight-line method over the shorter of the lease term or the estimated useful life of the improvements.

Costs related to internal-use software development projects that provide significant new functionality are capitalized. Internal-use software is software acquired or modified solely to meet the Company's needs and for which there is no plan to market the software externally. Direct and indirect costs associated with the application development stage of internal use software are capitalized until such time that the software is substantially complete and ready for its intended use. Capitalized costs are amortized on a straight-line basis over the remaining estimated life of the software. Computer software and development costs incurred in the preliminary project stage, as well as training and maintenance costs, are expensed as incurred.

**Leases**

The Company leases certain office space under various noncancellable operating leases as well as certain other assets. These leases have original terms ranging from 3 years to over 25 years. Certain leases contain renewal options and escalation clauses which can increase rental expenses based principally on the consumer price index and fair market rental value provisions. Right-Of-Use Lease Assets are carried on the balance sheet at amortized cost and corresponding lease liabilities are carried on the balance sheet at present value of the future minimum lease payments, adjusted for any initial direct costs and incentives. All of the Company's current outstanding leases are classified as operating leases.

**Bank-Owned Life Insurance**

The Company acquired bank-owned life insurance ("BOLI") plans as part of its acquisitions of First Ipswich Bank and BankRI. BOLI represents life insurance on the lives of certain current and former employees who have provided positive consent allowing their employer to be the beneficiary of such policies. BankRI and Brookline Bank as successor in interest to First Ipswich Bank are the beneficiaries of their respective policies. BankRI and Brookline Bank utilize BOLI as tax-efficient financing for their benefit obligations to their employees, including their retirement obligations and Supplemental Executive Retirement Plans ("SERPs").

Since BankRI and Brookline Bank are the primary beneficiaries of their respective insurance policies, increases in the cash value of the policies, as well as insurance proceeds received, are recorded in non-interest income and are not subject to income taxes. BOLI is recorded at the cash value of the policies, less any applicable cash surrender charges, and is reflected as

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES****Notes to Consolidated Financial Statements (Continued)**

an asset in the accompanying consolidated balance sheets. Cash proceeds, if any, are classified as cash flows from investing activities.

The Company reviews the financial strength of the insurance carriers prior to the purchase of BOLI to ensure minimum credit ratings of at least investment grade. The financial strength of the carriers is reviewed at least annually, and BOLI with any individual carrier is limited to 10% of the Company's capital. Total BOLI is limited to 25% of the Company's capital.

***Goodwill and Other Identified Intangible Assets***

Goodwill represents the excess of the cost of an acquisition over the fair value of the net assets acquired. Goodwill and indefinite-lived identified intangible assets are not subject to amortization. Definite-lived identified intangible assets are assets resulting from acquisitions that are being amortized over their estimated useful lives. The recoverability of goodwill and identified intangible assets is evaluated for impairment at least annually. A Company can perform a qualitative assessment of whether it is more likely than not that the fair value of an acquired asset is greater than its carrying amount. If the Company qualitatively concludes that it is more likely than not that the fair value of an acquired asset is greater than its carrying amount, no further testing is necessary. If, however, the Company qualitatively concludes that the fair value of an acquired asset is less than its carrying value, the Company should recognize an impairment charge for the amount by which the carrying amount exceeds the fair value. However, in accordance with ASC 350-20-35-3B, an entity can bypass the qualitative assessment and perform the quantitative impairment test. Given the current economic environment, a quantitative analysis was performed where Management selected a sample of comparable acquisitions and calculated the control premium associated with each sale. The Company's market capitalization times the sampled control premium allowed Management to compare the calculated fair value to the Company's current book value to determine if an adjustment to goodwill is warranted. The Company did not have any impairment of Goodwill and other identified intangible assets as of December 31, 2020. Further analysis of the Company's goodwill can be found in Note 9 "Goodwill and Other Intangible Assets" within notes to the consolidated financial statements.

***OREO and Other Repossessed Assets***

OREO and other repossessed assets consists of properties acquired through foreclosure, real estate acquired through acceptance of a deed in lieu of foreclosure and loans determined to be substantively repossessed. Real estate loans that are substantively repossessed include only those loans for which the Company has taken possession of the collateral. OREO and other repossessed assets which consist of vehicles and equipment, if any, are recorded initially at estimated fair value less costs to sell, resulting in a new cost basis. The amount by which the recorded investment in the loan exceeds the fair value (net of estimated cost to sell) of the foreclosed or repossessed asset is charged to the allowance for loan and lease losses. Such evaluations are based on an analysis of individual properties/assets as well as a general assessment of current real estate market conditions. Subsequent declines in the fair value of the foreclosed or repossessed asset below the new cost basis are recorded through the use of a valuation allowance. Subsequent increases in the fair value are recorded as reductions in the allowance, but not below zero. Rental revenue received on foreclosed or repossessed assets is included in other non-interest income, whereas operating expenses and changes in the valuation allowance relating to foreclosed and repossessed assets are included in other non-interest expense. Certain costs used to improve such properties are capitalized. Gains and losses from the sale of OREO and other repossessed assets are reflected in non-interest expense when realized. Together with nonperforming loans, OREO and repossessed assets comprise nonperforming assets.

***Derivatives***

The Company utilizes loan level derivatives which consists of interest rate contracts (swaps, caps and floors), and risk participation agreements as part of the Company's interest-rate risk management strategy for certain assets and liabilities and not for speculative purposes. Based on the Company's intended use for the loan level derivatives at inception, the Company designates the derivative as either an economic hedge of an asset or liability, or a hedging instrument subject to the hedge accounting provisions of FASB ASC Topic 815, "Derivatives and Hedging."

Loan level derivatives and foreign exchange contracts entered into on behalf of our customers are designated as economic hedges and are recorded at fair value within other assets or liabilities. Changes in the fair value of these non hedging derivatives are recorded directly through earnings at each reporting period.

***Transfer of Financial Assets***

Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

***Securities Sold under Agreements to Repurchase***

The Company enters into sales of securities under agreements to repurchase with the Banks' commercial customers. These agreements are treated as financings, and the obligations to repurchase securities sold are reflected as a liability in the consolidated balance sheets. Securities pledged as collateral under agreements to repurchase are reflected as assets in the accompanying consolidated balance sheets.

***Employee Benefits***

Costs related to the Company's 401(k) plan are recognized in current earnings. Costs related to the Company's nonqualified deferred compensation plan, SERPs and postretirement benefits are recognized over the vesting period or the related service periods of the participating employees. Changes in the funded status of postretirement benefits are recognized through comprehensive income in the year in which changes occur.

Compensation expense for the Company's Employee Stock Ownership Program ("ESOP") is recorded at an amount equal to the shares allocated by the ESOP multiplied by the average fair market value of the shares during the year. The Company recognizes compensation expense ratably over the year based upon the Company's estimate of the number of shares expected to be allocated by the ESOP. The difference between the average fair market value and the cost of the shares allocated by the ESOP is recorded as an adjustment to additional paid-in capital.

The fair value of restricted stock awards and stock option grants are determined as of the grant date and are recorded as compensation expense over the period in which the shares of restricted stock awards and stock options vest. Forfeitures are accounted for as they occur.

***Fair Value Measurements***

ASC 820-10, "Fair Value Measurements and Disclosures," defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The price in the principal (or most advantageous) market used to measure the fair value of the asset or liability is not adjusted for transaction costs. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets and liabilities. It is not a forced transaction. Market participants are buyers and sellers in the principal market that are independent, knowledgeable, able to transact, and willing to transact.

A fair-value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs are included in ASC 820. The fair value hierarchy is as follows:

Level 1: Inputs are unadjusted quoted prices in active markets for assets and liabilities identical to those reported at fair value.

Level 2: Inputs other than quoted prices included within Level 1. Level 2 inputs are observable either directly or indirectly. These inputs might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit risks, etc.) or inputs that are derived principally from or corroborated by market data by correlation or other means.

Level 3: Inputs are unobservable inputs for an asset or liability that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities. These inputs are used to determine fair value only when observable inputs are not available.

***Earnings per Common Share***

Basic earnings per share ("EPS") is computed by dividing net income by the weighted average number of shares of common stock outstanding for the applicable period, exclusive of Treasury shares, unearned ESOP shares and unvested shares of restricted stock. Diluted EPS is calculated after adjusting the denominator of the basic EPS calculation for the effect of all

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

potential dilutive common shares outstanding during the period. The dilutive effects of options and unvested restricted stock awards are computed using the "treasury stock" method. Management evaluated the "two class" method and concluded that the method did not apply to the Company's EPS calculation.

***Income Taxes***

Income taxes are accounted for under the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Tax positions that are more likely than not to be sustained upon a tax examination are recognized in the Company's financial statements to the extent that the benefit is greater than 50% likely of being recognized. Interest resulting from underpayment of income taxes is classified as income tax expense in the first period the interest would begin accruing according to the provision of the relevant tax law. Penalties resulting from underpayment of income taxes are classified as income tax expense in the period for which the Company claims or expects to claim an uncertain tax position or in the period in which the Company's judgment changes regarding an uncertain tax position.

***Treasury Stock***

Any shares repurchased under the Company's share repurchase programs were purchased in open-market transactions and are held as treasury stock. Treasury stock also consists of common stock withheld to satisfy federal, state and local income tax withholding requirements for employee restricted stock awards upon vesting. All treasury stock is held at cost.

***Segment Reporting***

An operating segment is defined as a component of a business for which separate financial information is available that is evaluated regularly by the chief operating decision-maker in deciding how to allocate resources and evaluate performance. The Company is a bank holding company with subsidiaries engaged in the business of banking and activities closely related to banking. The Company's banking business provided substantially all of its total revenues and pre-tax income in 2020, 2019 and 2018. Therefore, the Company has determined to be a single segment.

***Recent Accounting Pronouncements***

***Accounting Standards Adopted in 2020***

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASU 2016-13"). ASU 2016-13 replaced the previous GAAP method of calculating credit losses. Previously, GAAP required the use of the incurred loss methodology, which used a higher threshold at which probable losses were calculated and recorded. ASU 2016-13 requires the use of an expected loss methodology, referred to as the current expected credit loss ("CECL") methodology, which requires institutions to account for lifetime expected losses that previously would not have been part of the calculation. The CECL methodology incorporates future forecasting in addition to historical and current measures. The Company adopted the above mentioned ASU as of January 1, 2020. The standard had an impact on our consolidated balance sheet. On adoption, the Company recognized an increase in the allowance for loan and lease losses of \$6.6 million, and an increase in the reserve for unfunded commitments of \$8.9 million. The net, after-tax impact of the increase in the allowance for loan and lease losses and reserve for unfunded commitments was a decrease to retained earnings of \$11.5 million shown in the Consolidated Statements of Changes in Stockholders' Equity. Additional details can be found in Notes 4, 6 and 7. In August 2018, FASB issued ASU 2018-13, "Fair Value Measurement (Topic 820)" ("ASU 2018-13"), to modify the disclosure requirements on fair value measurements in Topic 820, Fair Value Measurement, based on the concepts set forth in the Concepts Statement, including the consideration of costs and benefits. This ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Certain provisions under ASU 2018-13 required prospective application, while other provisions required retrospective application to all periods presented in the consolidated financial statements upon adoption. The Company adopted the provisions of ASU 2018-13 effective January 1, 2020 and the adoption did not have a material impact on the Company's consolidated financial statements.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

In August 2018, FASB issued ASU 2018-14, "Compensation-Retirement Benefits-Defined Benefit Plans-General (Subtopic 715-20)" ("ASU 2018-14"), to modify the disclosure requirements for employers that sponsor defined benefit pension or other postretirement plans. ASU 2018-14 is effective for fiscal years beginning after December 15, 2020, for public business entities and for fiscal years beginning after December 15, 2021, for all other entities. Early adoption is permitted. Management has evaluated ASU 2018-14 and as of December 31, 2020, the Company has adopted ASU 2018-14 and determined the impact to be immaterial.

**(2) Acquisitions and Mergers**

***First Ipswich Bank***

On February 15, 2020, the merger of First Ipswich Bank with and into Brookline Bank was completed. First Ipswich Bank was already a wholly-owned subsidiary of the Company, therefore the merger qualified as a tax-free reorganization for federal income tax purposes and there was minimal impact to customers. All of First Ipswich Bank's six branch locations were retained and converted to Brookline Bank branches.

**(3) Cash, Cash Equivalents and Short-Term Investments**

The Banks are required to maintain average reserve balances with the FRB based upon a percentage of certain of the Banks' deposits. As of December 31, 2020, there was no average amount required to be held before a credit for vault cash compared to 2019, when the amount was \$10.5 million. Aggregate reserve balances included in cash and cash equivalents were \$410.1 million and \$53.0 million, respectively, as of December 31, 2020 and 2019.

Short-term investments are summarized as follows:

	At December 31,	
	2020	2019
	(In Thousands)	
FRB interest bearing reserve	\$ 398,202	\$ 39,964
FHLB overnight deposits	646	4,237
Total short-term investments	<u>\$ 398,848</u>	<u>\$ 44,201</u>

Short-term investments are stated at cost which approximates market value.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**(4) Investment Securities**

**Adoption of Topic 326**

Effective January 1, 2020, the Company adopted the provisions of ASU 2016-13 using the modified retrospective method. Therefore, prior period comparative information has not been adjusted and continues to be reported under GAAP in effect prior to the adoption of Topic 326. As of January 1, 2020, the Company recognized a de minimis ACL on available-for-sale debt securities, which was no longer required as of December 31, 2020.

The following tables set forth investment securities available-for-sale, held-to-maturity and equity securities held-for-trading at the dates indicated:

	At December 31, 2020			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In Thousands)			
Investment securities available-for-sale:				
GSE debentures	\$ 273,820	\$ 5,455	\$ 630	\$ 278,645
GSE CMOs	44,937	1,103	12	46,028
GSE MBSs	312,658	10,956	5	323,609
Corporate debt obligations	22,299	1,168	—	23,467
U.S. Treasury bonds	70,339	3,318	80	73,577
Foreign government obligations	500	—	4	496
Total investment securities available-for-sale	<u>\$ 724,553</u>	<u>\$ 22,000</u>	<u>\$ 731</u>	<u>\$ 745,822</u>
Equity securities held-for-trading				<u>\$ 526</u>

	At December 31, 2019			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In Thousands)			
Investment securities available-for-sale:				
GSE debentures	\$ 182,922	\$ 2,939	\$ 58	\$ 185,803
GSE CMOs	87,001	22	1,091	85,932
GSE MBSs	153,049	797	503	153,343
SBA commercial loan asset-backed securities	34	—	—	34
Corporate debt obligations	28,484	502	—	28,986
U.S. Treasury bonds	44,675	338	116	44,897
Total investment securities available-for-sale	<u>\$ 496,165</u>	<u>\$ 4,598</u>	<u>\$ 1,768</u>	<u>\$ 498,995</u>
Investment securities held-to-maturity:				
GSE debentures	\$ 31,228	\$ 113	\$ 51	\$ 31,290
GSEs MBSs	9,360	—	81	9,279
Municipal obligations	45,692	822	—	46,514
Foreign government obligations	500	—	22	478
Total investment securities held-to-maturity	<u>\$ 86,780</u>	<u>\$ 935</u>	<u>\$ 154</u>	<u>\$ 87,561</u>
Equity securities held for trading				<u>\$ 3,581</u>

As of December 31, 2020, the fair value of all investment securities available-for-sale was \$745.8 million, with net unrealized gains of \$21.3 million, compared to a fair value of \$499.0 million and net unrealized gains of \$2.8 million as of December 31, 2019. As of December 31, 2020, \$86.9 million, or 11.7% of the portfolio, had gross unrealized losses of \$0.7 million, compared to \$205.6 million, or 41.2% of the portfolio, with gross unrealized losses of \$1.8 million as of December 31, 2019.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES****Notes to Consolidated Financial Statements (Continued)**

Effective March 31, 2020, all investment securities classified as held-to-maturity were reclassified as available for sale to prudently reflect the ability and intent to not hold these assets to maturity due to the economic uncertainty created by the COVID-19 pandemic. As of December 31, 2019, the fair value of investment securities held-to-maturity was \$87.6 million with net unrealized gains of \$0.8 million. As of December 31, 2019, \$22.3 million, or 25.5% of the portfolio had gross unrealized losses of \$0.2 million.

As of December 31, 2020, the Company reported a fair value of \$0.5 million of equity securities held-for-trading. As of December 31, 2019, the Company reported a fair value of \$3.6 million of equity securities held-for-trading.

***Investment Securities as Collateral***

As of December 31, 2020 and 2019, respectively, \$448.7 million and \$433.6 million of investment securities were pledged as collateral for repurchase agreements; municipal deposits; treasury, tax and loan deposits ("TT&L"); swap agreements; and FHLBB borrowings. The Banks did not have any outstanding FRB borrowings as of December 31, 2020 and 2019.

***Allowance for Credit Losses-Available-for-Sale Securities***

For available-for-sale securities in an unrealized loss position, management first assesses whether (i) the Company intends to sell the security, or (ii) it is more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis. If either criterion is met, any previously recognized allowances are charged-off and the security's amortized cost is written down to fair value through income. If neither criterion is met, the security is evaluated to determine whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, management considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by a rating agency and any adverse conditions specifically related to the security, among other factors.

If this assessment indicates that a credit loss exists, the present value of cash flows expected to be collected from the security is compared to the amortized cost basis of the security. If the present value of cash flows expected to be collected is less than the amortized cost basis, an allowance for credit loss is recorded, limited by the amount that the fair value is less than the amortized cost basis. Any impairment that has not been recorded through an ACL is recognized in other comprehensive income. Adjustments to the allowance are reported as a component of credit loss expense. Available-for-sale securities are charged-off against the allowance or, in the absence of any allowance, written down through income when deemed uncollectible or when either of the aforementioned criteria regarding intent or requirement to sell is met. The Company has made the accounting policy election to exclude accrued interest receivable on available-for-sale securities from the estimate of credit losses. Accrued interest receivables associated with debt securities available-for-sale totaled \$2.6 million and \$2.0 million, respectively, as of December 31, 2020 and 2019.

A debt security is placed on nonaccrual status at the time any principal or interest payments become more than 90 days delinquent or if full collection of interest or principal becomes uncertain. Accrued interest for a debt security placed on nonaccrual is reversed against interest income. There were no debt securities on nonaccrual status and therefore there was no accrued interest related to debt securities reversed against interest income for the year ended December 31, 2020 and 2019.

Prior to the implementation of ASU 2016-13 on January 1, 2020, Management evaluated securities for other-than-temporary impairment ("OTTI") on a periodic basis. Factors considered in determining whether an impairment was OTTI included: (1) the length of time and the extent to which the fair value had been less than amortized cost, (2) projected future cash flows, (3) the financial condition and near-term prospects of the issuers, and (4) the intent and ability of the Company to hold the investment for a period of time sufficient to allow for any anticipated recovery in fair value. The Company did not identify OTTI in their impairment evaluation in the years ended December 31, 2019 and 2018.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Assessment for Available for Sale Securities for Impairment**

Investment securities as of December 31, 2020 and 2019 that have been in a continuous unrealized loss position for less than twelve months or twelve months or longer are as follows:

	At December 31, 2020					
	Less than Twelve Months		Twelve Months or Longer		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
	(In Thousands)					
Investment securities available-for-sale:						
GSE debentures	\$ 72,745	\$ 630	\$ —	\$ —	\$ 72,745	\$ 630
GSE CMOs	832	7	872	5	1,704	12
GSE MBSs	2,102	5	97	—	2,199	5
U.S. Treasury bonds	9,750	80	—	—	9,750	80
Foreign government obligations	—	—	496	4	496	4
Temporarily impaired investment securities available-for-sale	<u>85,429</u>	<u>722</u>	<u>1,465</u>	<u>9</u>	<u>86,894</u>	<u>731</u>
Total temporarily impaired investment securities	<u>\$ 85,429</u>	<u>\$ 722</u>	<u>\$ 1,465</u>	<u>\$ 9</u>	<u>\$ 86,894</u>	<u>\$ 731</u>

	At December 31, 2019					
	Less than Twelve Months		Twelve Months or Longer		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
	(In Thousands)					
Investment securities available-for-sale:						
GSE debentures	\$ 10,965	\$ 58	\$ —	\$ —	\$ 10,965	\$ 58
GSE CMOs	28,659	217	55,885	874	84,544	1,091
GSE MBSs	42,046	115	42,257	388	84,303	503
SBA commercial loan asset-backed securities	—	—	33	—	33	—
U.S. Treasury bonds	25,754	116	—	—	25,754	116
Temporarily impaired investment securities available-for-sale	<u>107,424</u>	<u>506</u>	<u>98,175</u>	<u>1,262</u>	<u>205,599</u>	<u>1,768</u>
Investment securities held-to-maturity:						
GSE debentures	8,714	30	2,977	21	11,691	51
GSEs MBSs	—	—	9,257	81	9,257	81
Municipal obligations	710	—	205	—	915	—
Foreign government obligations	478	22	—	—	478	22
Temporarily impaired investment securities held-to-maturity	<u>9,902</u>	<u>52</u>	<u>12,439</u>	<u>102</u>	<u>22,341</u>	<u>154</u>
Total temporarily impaired investment securities	<u>\$ 117,326</u>	<u>\$ 558</u>	<u>\$ 110,614</u>	<u>\$ 1,364</u>	<u>\$ 227,940</u>	<u>\$ 1,922</u>

The Company performs regular analysis on the investment securities available-for-sale portfolio to determine whether a decline in fair value indicates that an investment security is impaired. In making these impairment determinations, management considers, among other factors, projected future cash flows; credit subordination and the creditworthiness; capital adequacy and near-term prospects of the issuers.



**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

Management also considers the Company's capital adequacy, interest-rate risk, liquidity and business plans in assessing whether it is more likely than not that the Company will sell or be required to sell the investment securities before recovery. If the Company determines that a security investment is impaired and that it is more likely than not that the Company will not sell or be required to sell the investment security before recovery of its amortized cost, the credit portion of the impairment loss is recognized in the Company's consolidated statement of income and the noncredit portion is recognized in accumulated other comprehensive income. The credit portion of the impairment represents the difference between the amortized cost and the present value of the expected future cash flows of the investment security. If the Company determines that a security is impaired and it is more likely than not that it will sell or be required to sell the investment security before recovery of its amortized cost, the entire difference between the amortized cost and the fair value of the security will be recognized in the Company's consolidated statement of income.

***Investment Securities Available-For-Sale Impairment Analysis***

The following discussion summarizes, by investment security type, the basis for evaluating if the applicable investment securities within the Company's available-for-sale portfolio were impaired as of December 31, 2020. The Company has determined it is more likely than not that the Company will not sell or be required to sell the investment securities before recovery of its amortized cost. The Company's ability and intent to hold these investment securities until recovery is supported by the Company's strong capital and liquidity positions as well as its historically low portfolio turnover. As such, management has determined that the investment securities are not impaired as of December 31, 2020. If market conditions for investment securities worsen or the creditworthiness of the underlying issuers deteriorates, it is possible that the Company may recognize additional impairment in future periods.

***U.S. Government-Sponsored Enterprises***

The Company invests in securities issued by U.S. Government-sponsored enterprises ("GSEs"), including GSE debentures, mortgage-backed securities ("MBSs"), and collateralized mortgage obligations ("CMOs"). GSE securities include obligations issued by the Federal National Mortgage Association ("FNMA"), the Federal Home Loan Mortgage Corporation ("FHLMC"), the Government National Mortgage Association ("GNMA"), the FHLBB and the Federal Farm Credit Bank. As of December 31, 2020, the Company held GNMA MBSs and CMOs, and Small Business Administration ("SBA") commercial loan asset-backed securities in our available-for-sale portfolio with an estimated fair value of \$7.3 million were backed explicitly by the full faith and credit of the U.S. Government, compared to \$17.4 million as of December 31, 2019.

As of December 31, 2020, the Company owned 54 GSE debentures with a total fair value of \$278.6 million, and a net unrealized gain of \$4.8 million. As of December 31, 2019, the Company held 60 GSE debentures with a total fair value of \$185.8 million, and a net unrealized gain of \$2.9 million. As of December 31, 2020, 7 of the 54 securities in this portfolio were in an unrealized loss position. As of December 31, 2019, 5 of the 60 securities in this portfolio were in an unrealized loss position. All securities are performing and backed by the implicit (FHLB/FNMA/FHLMC) or explicit (GNMA/SBA) guarantee of the U.S. Government. For the year ended December 31, 2020, the Company purchased \$208.9 million GSE debentures, compared to the year ended December 31, 2019, when the Company did not purchase any GSE debentures. For the year ended December 31, 2020, the Company transferred 9 held-to-maturity GSE debentures with a total fair value of \$25.5 million to the available-for-sale portfolio.

As of December 31, 2020, the Company owned 33 GSE CMOs with a total fair value of \$46.0 million and a net unrealized gain of \$1.1 million. As of December 31, 2019, the Company held 61 GSE CMOs with a total fair value of \$85.9 million with a net unrealized loss of \$1.1 million. As of December 31, 2020, 2 of the 33 securities in this portfolio were in an unrealized loss position. As of December 31, 2019, 45 of the 61 securities in this portfolio were in an unrealized loss position. All securities are performing and backed by the implicit (FHLB/FNMA/FHLMC) or explicit (GNMA) guarantee of the U.S. Government. For the years ended December 31, 2020 and 2019, the Company did not purchase any GSE CMOs.

As of December 31, 2020, the Company owned 140 GSE MBSs with a total fair value of \$323.6 million and a net unrealized gain of \$11.0 million. As of December 31, 2019, the Company held 150 GSE MBSs with a total fair value of \$153.3 million with a net unrealized gain of \$0.3 million. As of December 31, 2020, 17 of the 140 securities in this portfolio were in an unrealized loss position. As of December 31, 2019, 48 of the 150 securities in this portfolio were in an unrealized loss position. All securities are performing and backed by the implicit (FHLB/FNMA/FHLMC) or explicit (GNMA) guarantee of the U.S. Government. For the year ended December 31, 2020 and 2019, the Company purchased \$258.7 million and \$19.6 million, respectively, of GSE MBSs. For the year ended December 31, 2020, the Company transferred 8 held-to-maturity GSE MBSs with a total fair value of \$9.0 million to the available-for-sale portfolio.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

*SBA Commercial Loan Asset-Backed*

As of December 31, 2020, the Company did not own any SBA securities. As of December 31, 2019, the Company owned 4 SBA securities with a total fair value of \$34.0 thousand which approximated amortized cost. As of December 31, 2019, 3 of the 4 securities in this portfolio were in an unrealized loss position. As of December 31, 2019, all securities are performing and backed by the explicit guarantee of the U.S. Government. For the years ended December 31, 2020 and 2019, the Company did not purchase any SBA securities.

*Corporate Obligations*

The Company may invest in high-quality corporate obligations to provide portfolio diversification and improve the overall yield on the portfolio. As of December 31, 2020, the Company owned 6 corporate obligation securities with a total fair value of \$23.5 million and a net unrealized gain of \$1.2 million. As of December 31, 2019, the Company held 8 corporate obligation securities with a total fair value of \$29.0 million and a net unrealized gain of \$0.5 million. As of December 31, 2020 and 2019, none of the securities in this portfolio were in an unrealized loss position. Full collection of the obligations is expected because the financial condition of the issuers is sound, they have not defaulted on scheduled payments, the obligations are rated investment grade, and the Company has the ability and intent to hold the obligations for a period of time to recover the amortized cost. For the years ended December 31, 2020 and 2019, the Company did not purchase any corporate obligations. For the year ended December 31, 2020, the Company transferred 1 held-to-maturity corporate obligation security with a total fair value of \$0.5 million to the available-for-sale portfolio.

*U.S. Treasury Bonds*

The Company invests in securities issued by the U.S. government. As of December 31, 2020, the Company owned 12 U.S. Treasury bonds with a total fair value of \$73.6 million and a net unrealized gain of \$3.2 million. As of December 31, 2019, the Company owned 9 U.S. Treasury bonds with a total fair value of \$44.9 million and a net unrealized gain of \$0.2 million. As of December 31, 2020, 1 of the 12 securities in this portfolio were in an unrealized loss position. As of December 31, 2019, 5 of the 9 securities in this portfolio were in unrealized loss positions. For the years ended December 31, 2020 and 2019, the Company purchased \$35.9 million and \$30.8 million, respectively, of U.S. Treasury bonds.

*Municipal Obligations*

As of December 31, 2020, the Company did not hold any municipal obligation securities. As of December 31, 2019, the Company Owned 93 municipal obligation securities classified as held-to-maturity with a total fair value and total amortized cost of \$46.5 million and \$45.7 million, respectively. As of December 31, 2019, 6 of the 93 securities in this portfolio were in an unrealized loss position. For the year ended December 31, 2019, the Company purchased a total of \$0.9 million of municipal obligations.

*Foreign Government Obligations*

As of December 31, 2020 and 2019, the Company owned 1 foreign government obligation security with a fair value and amortized cost of \$0.5 million. During the year ended December 31, 2019, the Company repurchased the foreign government obligation security that matured during the first quarter of 2019. As of December 31, 2020 and 2019, the security was in an unrealized loss position. During the year ended December 31, 2020 and 2019, the Company did not purchase any additional foreign government obligation securities.

***Equity Securities Held-for-Trading***

From time to time, the Company will invest in equity securities held-for-trading. As of December 31, 2020 and 2019, the Company owned equity securities held-for-trading with a fair value of \$0.5 million and \$3.6 million, respectively.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Portfolio Maturities**

The final stated maturities of the debt securities are as follows for the periods indicated:

	At December 31,					
	2020			2019		
	Amortized Cost	Estimated Fair Value	Weighted Average Rate	Amortized Cost	Estimated Fair Value	Weighted Average Rate
(Dollars in Thousands)						
Investment securities available-for-sale:						
Within 1 year	\$ 31,633	\$ 32,013	2.02%	\$ 12,797	\$ 12,804	1.76%
After 1 year through 5 years	146,274	153,262	2.22%	217,569	220,757	2.19%
After 5 years through 10 years	222,271	225,568	1.43%	93,805	94,212	2.04%
Over 10 years	324,375	334,979	1.86%	171,994	171,222	2.12%
	<u>\$ 724,553</u>	<u>\$ 745,822</u>	1.81%	<u>\$ 496,165</u>	<u>\$ 498,995</u>	2.13%
Investment securities held-to-maturity:						
Within 1 year	\$ —	\$ —	—%	\$ 6,366	\$ 6,381	1.33%
After 1 year through 5 years	—	—	—%	63,898	64,559	1.81%
After 5 years through 10 years	—	—	—%	7,177	7,364	1.79%
Over 10 years	—	—	—%	9,339	9,257	1.90%
	<u>\$ —</u>	<u>\$ —</u>	—%	<u>\$ 86,780</u>	<u>\$ 87,561</u>	1.82%

Actual maturities of debt securities will differ from those presented above since certain obligations amortize and may also provide the issuer the right to call or prepay the obligation prior to scheduled maturity without penalty. MBS and CMOs are included above based on their final stated maturities; the actual maturities, however, may occur earlier due to anticipated prepayments and stated amortization of cash flows.

As of December 31, 2020, issuers of debt securities with an estimated fair value of \$90.8 million had the right to call or prepay the obligations. Of the \$90.8 million, approximately \$12.9 million matures in 1-5 years, \$68.1 million matures in 6 - 10 years, and \$9.8 million mature after ten years. As of December 31, 2019, issuers of debt securities with an estimated fair value of approximately \$37.6 million had the right to call or prepay the obligations. Of the \$37.6 million, approximately \$3.0 million mature within 1 year, \$34.6 million mature in 1-5 years, and none mature after five years.

**Security Sales**

The proceeds from the sale of investment securities available-for-sale and equity securities held-for-trading were \$143.2 million during the year ended December 31, 2020. This compares to \$1.2 million securities sold during the year ended December 31, 2019.

	Year Ended December 31,	
	2020	2019
	(In Thousands)	
Proceeds from sales of investment securities available-for-sale and equity securities held-for-trading	\$ 143,229	\$ 1,212
Gross gains from sales	3,423	—
Gross losses from sales	(1,473)	(232)
Gain on sales of securities, net	<u>\$ 1,950</u>	<u>\$ (232)</u>

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**(5) Restricted Equity Securities**

Investments in the restricted equity securities of various entities are as follows:

	At December 31,	
	2020	2019
	(In Thousands)	
FHLBB stock	\$ 31,293	\$ 35,482
FRB stock	18,241	18,084
Other restricted equity securities	252	252
	<u>\$ 49,786</u>	<u>\$ 53,818</u>

The Company invests in the stock of FHLBB as one of the requirements to borrow. As of December 31, 2020 and 2019, FHLBB stock is recorded at its carrying value, which is equal to cost and which management believes approximates its fair value. The FHLBB stated that it remained in compliance with all regulatory capital ratios as of December 31, 2020 and was classified as "adequately capitalized" by its regulator, based on the FHLBB's financial information as of September 30, 2020. The FHLBB paid a dividend to member banks at an annualized rate of 464 basis points in 2020. The FHLBB decreased its dividend from 546 basis points in the first quarter of 2020 to 376 basis points in the fourth quarter of 2020. As of December 31, 2020, the Company's investment in FHLBB stock exceeded its required investment which provides for additional borrowing capacity.

The Company invests in the stock of the Federal Reserve Bank of Boston as required by its the Banks' membership in the Federal Reserve system. As of December 31, 2020 and 2019, Federal Reserve Bank of Boston stock is recorded at its carrying value, which is equal to cost and which management believes approximates its fair value.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**(6) Loans and Leases**

The following table presents the amortized cost of loans and leases and weighted average coupon rates for the loan and lease portfolios at the dates indicated:

	At December 31, 2020		At December 31, 2019	
	Balance	Weighted Average Coupon	Balance	Weighted Average Coupon
(Dollars In Thousands)				
Commercial real estate loans:				
Commercial real estate	\$ 2,578,773	3.58 %	\$ 2,491,011	4.33 %
Multi-family mortgage	1,013,432	3.53 %	932,163	4.20 %
Construction	231,621	3.49 %	246,048	5.09 %
Total commercial real estate loans	<u>3,823,826</u>	<u>3.56 %</u>	<u>3,669,222</u>	<u>4.34 %</u>
Commercial loans and leases:				
Commercial <sup>(1)</sup>	1,131,668	2.55 %	729,502	4.66 %
Equipment financing	1,092,461	7.26 %	1,052,408	7.71 %
Condominium association	50,770	4.55 %	56,838	4.84 %
Total commercial loans and leases	<u>2,274,899</u>	<u>4.86 %</u>	<u>1,838,748</u>	<u>6.41 %</u>
Consumer loans:				
Residential mortgage	791,317	3.74 %	814,245	4.10 %
Home equity	346,652	3.26 %	376,819	4.46 %
Other consumer	32,859	3.04 %	38,782	4.48 %
Total consumer loans	<u>1,170,828</u>	<u>3.58 %</u>	<u>1,229,846</u>	<u>4.22 %</u>
Total loans and leases	<u>\$ 7,269,553</u>	<u>3.97 %</u>	<u>\$ 6,737,816</u>	<u>4.88 %</u>

(1) Including \$489,216 of PPP loans as of December 31, 2020. These loans are fully guaranteed by the SBA and therefore, have not been reserved for in the allowance for credit losses as of December 31, 2020.

Accrued interest on loans and leases, which were excluded from the amortized cost of loans and leases totaled \$20.5 million and \$17.4 million at December 31, 2020 and December 31, 2019, respectively, and were included in other assets in the accompanying consolidated balance sheets.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

	At December 31, 2019					
	Originated		Acquired		Total	
	Balance	Weighted Average Coupon	Balance	Weighted Average Coupon	Balance	Weighted Average Coupon
	(Dollars In Thousands)					
Commercial real estate loans:						
Commercial real estate	\$ 2,400,037	4.32 %	\$ 90,974	4.63 %	\$ 2,491,011	4.33 %
Multi-family mortgage	896,482	4.18 %	35,681	4.59 %	932,163	4.20 %
Construction	239,015	5.04 %	7,033	6.73 %	246,048	5.09 %
Total commercial real estate loans	<u>3,535,534</u>	4.33 %	<u>133,688</u>	4.73 %	<u>3,669,222</u>	4.34 %
Commercial loans and leases:						
Commercial	713,875	4.65 %	15,627	5.14 %	729,502	4.66 %
Equipment financing	1,049,997	7.71 %	2,411	5.98 %	1,052,408	7.71 %
Condominium association	56,838	4.84 %	—	— %	56,838	4.84 %
Total commercial loans and leases	<u>1,820,710</u>	6.42 %	<u>18,038</u>	5.25 %	<u>1,838,748</u>	6.41 %
Consumer loans:						
Residential mortgage	711,522	4.06 %	102,723	4.40 %	814,245	4.10 %
Home equity	343,247	4.41 %	33,572	4.93 %	376,819	4.46 %
Other consumer	38,674	4.44 %	108	17.91 %	38,782	4.48 %
Total consumer loans	<u>1,093,443</u>	4.18 %	<u>136,403</u>	4.54 %	<u>1,229,846</u>	4.22 %
Total loans and leases	<u>\$ 6,449,687</u>	4.89 %	<u>\$ 288,129</u>	4.67 %	<u>\$ 6,737,816</u>	4.88 %

The net unamortized deferred loan origination fees and costs included in total loans and leases were \$4.1 million and \$15.7 million as of December 31, 2020 and 2019, respectively.

The Banks and their subsidiaries lend primarily in all New England states, with the exception of equipment financing, 27.8% of which is in the greater New York and New Jersey metropolitan area and 72.2% of which is in other areas in the United States of America as of December 31, 2020.

**Accretable Yield for the Acquired Loan Portfolio**

On a quarterly basis prior to the adoption of ASU 2016-13, management reforecasted the expected cash flows for acquired ASC 310-30 loans, and took into account prepayment speeds, probability of default and loss given defaults. Management compared cash flow projections per the reforecast to the original cash flow projections and determined whether any reduction in cash flow expectations were due to deterioration, or if the change in cash flow expectation was related to noncredit events. This cash flow analysis was used to evaluate the need for a provision for loan and lease losses and/or prospective yield adjustments for the acquired portfolio. Upon adoption of ASU 2016-13, the Company did not reassess whether previously recognized purchased credit impaired loans accounted for under prior accounting guidance met the criteria of a purchased credit deteriorated ("PCD") loan as of the date of adoption. PCD loans are initially recorded at fair value along with an ACL determined using the same methodology as originated loans. The sum of the loan's purchase price and ACL becomes its initial amortized cost basis. The difference between the initial amortized cost basis and the par value of the loan is a noncredit discount or premium, which is amortized into interest income over the life of the loan. Subsequent changes to the ACL are recorded through provision for credit losses. As of December 31, 2020, there were no PCD loans in the Company's portfolios.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The following table summarizes activity in the accretable yield for the acquired loan portfolio for the periods indicated:

	2019	2018
	(Dollars In Thousands)	
Balance at beginning of year	7,905	10,522
Accretion	(3,769)	(4,117)
Reclassification from nonaccretable difference as a result from changes in expected cash flows	1,086	1,500
Balance at end of year	<u>\$ 5,222</u>	<u>\$ 7,905</u>

During the year ended December 31, 2019, accretable yield adjustments totaling \$1.1 million were made for certain loan pools, which were subject to continued re-assessment and will be recognized over the remaining lives of those pools. As of December 31, 2019, the accretable yield was fully accreted.

**Related Party Loans**

The Banks' authority to extend credit to their respective directors and executive officers, as well as to entities controlled by such persons, is currently governed by the requirements of the Sarbanes-Oxley Act and Regulation O of the FRB. Among other things, these provisions require that extensions of credit to insiders (1) be made on terms that are substantially the same as, and follow credit underwriting procedures that are not less stringent than, those prevailing for comparable transactions with unaffiliated persons and that do not involve more than the normal risk of repayment or present other unfavorable features; and (2) not exceed certain limitations on the amount of credit extended to such persons, individually and in the aggregate, which limits are based, in part, on the amount of the Banks' capital. In addition, the extensions of credit to insiders must be approved by the applicable Bank's Board of Directors.

The following table summarizes the change in the total amounts of loans and advances to directors, executive officers and their affiliates for the periods indicated. All loans were performing as of December 31, 2020.

	Year Ended December 31,	
	2020	2019
	(Dollars In Thousands)	
Balance at beginning of year	\$ 70,400	\$ 46,771
New loans granted during the year	11,003	34
Loans reclassified as insider loans	5,465	16,800
Advances on lines of credit	61,089	8,652
Repayments	(69,756)	(1,857)
Balance at end of year	<u>\$ 78,201</u>	<u>\$ 70,400</u>

Unfunded commitments on extensions of credit to related parties totaled \$15.0 million and \$12.8 million as of December 31, 2020 and 2019, respectively. The new loans granted during the year ending December 31, 2020 were \$11.0 million, of which \$9.6 million were PPP loans.

**Loans and Leases Pledged as Collateral**

As of December 31, 2020 and 2019, there were \$3.5 billion and \$3.0 billion, respectively, of loans and leases pledged as collateral for repurchase agreements; municipal deposits; treasury, tax and loan deposits; swap agreements; and FHLBB borrowings. The Banks did not have any outstanding FRB borrowings as of December 31, 2020 and 2019.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**(7) Allowance for Credit Losses**

The following tables present the changes in the allowance for loan and lease losses and the recorded investment in loans and leases by portfolio segment for the periods indicated:

	Year Ended December 31, 2020					
	Commercial Real Estate	Commercial		Consumer		Total
	(In Thousands)					
Balance at December 31, 2019	\$ 30,285	\$ 24,826	\$ 5,971	\$	\$	61,082
Adoption of ASU 2016-13 (CECL)	11,694	(2,672)	(2,390)	\$	\$	6,632
Balance at beginning of period, adjusted	41,979	22,154	3,581	\$	\$	67,714
Charge-offs	(3,514)	(11,113)	(36)	\$	\$	(14,663)
Recoveries	94	1,407	201	\$	\$	1,702
Provision for loan and lease losses excluding unfunded commitments	41,573	17,050	1,003	\$	\$	59,626
Balance at December 31, 2020	<u>\$ 80,132</u>	<u>\$ 29,498</u>	<u>\$ 4,749</u>	<u>\$</u>	<u>\$</u>	<u>114,379</u>

	Year Ended December 31, 2019					
	Commercial Real Estate	Commercial		Consumer		Total
	(In Thousands)					
Balance at December 31, 2018	\$ 28,187	\$ 25,283	\$ 5,222	\$	\$	58,692
Charge-offs	—	(8,911)	(127)	\$	\$	(9,038)
Recoveries	—	1,688	179	\$	\$	1,867
Provision for loan and lease losses	2,098	6,766	697	\$	\$	9,561
Balance at December 31, 2019	<u>\$ 30,285</u>	<u>\$ 24,826</u>	<u>\$ 5,971</u>	<u>\$</u>	<u>\$</u>	<u>61,082</u>

	Year Ended December 31, 2018					
	Commercial Real Estate	Commercial		Consumer		Total
	(In Thousands)					
Balance at December 31, 2017	\$ 27,112	\$ 26,333	\$ 5,147	\$	\$	58,592
Charge-offs	(103)	(6,585)	(540)	\$	\$	(7,228)
Recoveries	—	2,287	290	\$	\$	2,577
(Credit) provision for loan and lease losses	1,178	3,248	325	\$	\$	4,751
Balance at December 31, 2018	<u>\$ 28,187</u>	<u>\$ 25,283</u>	<u>\$ 5,222</u>	<u>\$</u>	<u>\$</u>	<u>58,692</u>

The allowance for credit losses for unfunded credit commitments, which is included in other liabilities, was \$13.1 million and \$1.9 million at December 31, 2020 and December 31, 2019, respectively. The increase in allowance for unfunded commitments was primarily driven by the adoption of CECL and the effect of the latest available economic forecast which incorporates the impact of the COVID-19 pandemic. No credit commitments were charged off against the liability account in the year ended December 31, 2020 and 2019.



**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Provision for Credit Losses**

The provisions for credit losses are set forth below for the periods indicated:

	Year Ended December 31,		
	2020	2019	2018
(In Thousands)			
Provision for loan and lease losses:			
Commercial real estate	\$ 41,573	\$ 2,098	\$ 1,178
Commercial	17,050	6,766	3,248
Consumer	1,003	697	325
Total provision for loan and lease losses	59,626	9,561	4,751
Unfunded credit commitments	2,260	22	200
Total provision for credit losses	\$ 61,886	\$ 9,583	\$ 4,951

**Allowance for Credit Losses Methodology**

Management has established a methodology to determine the adequacy of the allowance for credit losses that assesses the risks and losses expected on the loan and lease portfolio and unfunded commitments. Additions to the allowance for credit losses are made by charges to the provision for credit losses. Losses on loans and leases are charged off against the allowance when all or a portion of a loan or lease is considered uncollectible. Subsequent recoveries on loans previously charged off, if any, are credited to the allowance when realized.

To calculate the allowance for loans collectively evaluated, management uses models developed by a third party. The models include: Commercial real estate ("CRE"), Commercial and industrial ("C&I"), and Retail lifetime loss rate models calculate the expected losses over the life of the loan based on exposure at default loan attributes and reasonable, supportable economic forecasts. The exposure at default considers the current unpaid balance, prepayment assumptions and utilization of expected utilization assumptions. The expected loss estimates for two small commercial portfolios and a runoff auto portfolio are based on historical loss rates.

Key assumptions used in the models include portfolio segmentation, prepayments, and the expected utilization of unfunded commitments, among others. The portfolios are segmented by loan level attributes such as loan type, loan size, date of origination, and delinquency status to create homogenous loan pools. Pool level metrics are calculated and loss rates are subsequently applied to the pools as the loans have like characteristics. Prepayment assumptions are embedded within the models and are based on the same data used for model development and incorporate adjustments for reasonable and supportable forecasts. Model development data and developmental time periods vary by model, but all use at least ten years of historical data and capture at least one recessionary period. Expected utilization is based on current utilization and a loan equivalency ("LEQ") factor. LEQ varies by current utilization and provides a reasonable estimate of expected draws and borrower behavior. Assumptions and model inputs are reviewed in accordance with model monitoring practices and as information becomes available.

The ACL estimate incorporates reasonable and supportable forecasts of various macro-economic variables over the remaining life of loans and leases. The development of the reasonable and supportable forecast assume each macro-economic variable will revert to long-term expectations, with reversion characteristics unique to specific economic indicators and forecasts. Reversion towards long-term expectations generally begins two to three years from the forecast start date and largely completes within the first five years. Because the reasonable and supportable economic forecasts used in the models are mean reverting, the models are therefore considered to be implicitly mean reverting.

Management elected to use multiple economic forecasts in determining the reserve to account for economic uncertainty. The forecasts include various projections of Gross Domestic Product ("GDP"), interest rates, property price indices, and employment measures. Scenario weighting and model parameters are reviewed for each calculation and are subject to change. The December 31, 2020 forecasts reflect the immediate and longer-term effects of the COVID-19 pandemic as well as the associated policies and fiscal support provided by local and national authorities.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The CRE lifetime loss rate, C&I lifetime loss rate, and Retail lifetime loss rate models were developed using the historical loss experience of all banks in the model's developmental dataset. Banks in the model's developmental dataset may have different loss experiences due to geography and portfolio as well as variances in operational and underwriting procedures from the Company, and therefore, the Company calibrates expected losses using a scalar for each model. Each scalar was calculated by examining the loss rates of peer banks that have similar operations and asset bases to the Company and comparing these peer group loss rates to the model results. Peer group loss rates were used in the scalar calculation because management believes the peer group's historical losses provide a better reflection of the Company's current portfolio and operating procedures than the Company's historical losses. Qualitative adjustments are also applied to the results of the three loss rate models.

For December 31, 2020, management applied qualitative adjustments to the CRE lifetime loss rate, C&I lifetime loss rate, and Retail lifetime loss rate models. These adjustments addressed model limitations, were based on historical loss patterns, and targeted specific risks within the certain portfolios. A general qualitative adjustment was applied to all models to account for general economic uncertainty by placing a greater probability on negative economic forecasts as compared to previous quarters. Additional qualitative adjustments were applied to the Commercial, Multifamily, and commercial real estate portfolios based on the Company's historical loss experience and the loss experience of the Company's peer group. High risk segments of the Eastern Funding and Macrolease portfolios also received additional qualitative adjustments based on recent loss history and expected liquidation values. These qualitative adjustments resulted in additions to reserves for all portfolios, as compared to the model output.

Specific reserves are established for loans individually evaluated for impairment when amortized cost basis is greater than the discounted present value of expected future cash flows or, in the case of collateral-dependent loans, when there is an excess of a loan's amortized cost basis over the fair value of its underlying collateral. When loans and leases do not share risk characteristics with other financial assets they are evaluated individually. Individually evaluated loans are reviewed quarterly with adjustments made to the calculated reserve as necessary.

Beginning January 1, 2020, the Company implemented the CECL methodology to calculate the allowance for credit losses. As of January 1, 2020, the allowance for loan and lease losses increased by \$6.6 million, and the reserve for unfunded commitments increased by \$8.9 million as a result of the adoption of CECL. Prior to January 1, 2020, the Company calculated the allowance for loan and lease losses using the incurred loss methodology.

The general allowance for loan and lease losses was \$112.1 million as of December 31, 2020, compared to \$59.3 million as of December 31, 2019. The increase in general allowance for loan and lease losses was driven by the effect of the latest available economic forecast, inclusive of the COVID-19 pandemic and legislative initiatives on the Company's loan and lease portfolios.

The specific allowance for loan and lease losses was \$2.3 million as of December 31, 2020, compared to \$1.8 million as of December 31, 2019. The increase of \$0.5 million was primarily driven by the increase in specific reserve on an equipment financing relationship for \$0.7 million, partially off set by the decrease in specific reserve due to the charge-offs on a commercial real estate relationship for \$1.7 million.

As of December 31, 2020, management believes that the methodology for calculating the allowance is sound and that the allowance provides a reasonable basis for determining and reporting on expected losses over the lifetime of the Company's loan portfolio.

In 2019, Management used a consistent and systematic process and methodology to evaluate the adequacy of the allowance for loan and lease losses on a quarterly basis. For purposes of determining the allowance for loan and lease losses, the Company had segmented certain loans and leases in the portfolio by product type into the following segments: (1) commercial real estate loans, (2) commercial loans and leases, (3) and consumer loans. Portfolio segments were further disaggregated into classes based on the associated risks within the segments. Commercial real estate loans were divided into three classes: commercial real estate mortgage loans, multi-family mortgage loans, and construction loans. Commercial loans and leases were divided into three classes: commercial loans which includes taxi medallion loans, equipment financing, and loans to condominium associations. Consumer loans were divided into three classes: residential mortgage loans, home equity loans, and other consumer loans. A formula-based credit evaluation approach was applied to each group, coupled with an analysis of certain loans for impairment.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The general allowance related to loans collectively evaluated for impairment was determined using a formula-based approach utilizing the risk ratings of individual credits and loss factors derived from historic portfolio loss rates over a lookback period, which included estimates of incurred losses over an estimated loss emergence period ("LEP"). The LEP was generated utilizing a charge-off look-back analysis which studied the time from the first indication of elevated risk of repayment (or other early event indicating a problem) to eventual charge-off to support the LEP considered in the allowance calculation. This reserving methodology established the approximate number of months of LEP that represented incurred losses for each portfolio. In addition to quantitative measures, relevant qualitative factors included, but were not limited to: (1) levels and trends in past due and impaired loans, (2) levels and trends in charge-offs, (3) changes in underwriting standards, policy exceptions, and credit policy, (4) experience of lending management and staff, (5) economic trends, (6) industry conditions, (7) effects of changes in credit concentrations, (8) interest rate environment, and (9) regulatory and other changes. The general allowance related to the acquired loans collectively evaluated for impairment was determined based upon the degree, if any, of deterioration in the pooled loans subsequent to acquisition. The qualitative factors used in the determination were the same as those used for originated loans.

***Credit Quality Assessment***

At the time of loan origination, a rating is assigned based on the capacity to pay and general financial strength of the borrower, the value of assets pledged as collateral, and the evaluation of third party support such as a guarantor. The Company periodically monitors the quality of the loan portfolio using all available information. The officer responsible for handling each loan is required to initiate changes to risk ratings when changes in facts and circumstances occur that warrant an upgrade or downgrade in a loan rating. Based on this information, loans demonstrating certain payment issues or other weaknesses may be categorized as delinquent, impaired, nonperforming and/or put on nonaccrual status. Additionally, in the course of resolving such loans, the Company may choose to restructure the contractual terms of certain loans to match the borrower's ability to repay the loan based on their current financial condition. If a restructured loan meets certain criteria, it may be categorized as a troubled debt restructuring.

The Company reviews numerous credit quality indicators when assessing the risk in its loan portfolio. For all loans, the Company utilizes an eight-grade loan rating system, which assigns a risk rating to each borrower based on a number of quantitative and qualitative factors associated with a loan transaction. Factors considered include industry and market conditions; position within the industry; earnings trends; operating cash flow; asset/liability values; debt capacity; guarantor strength; management and controls; financial reporting; collateral; and other considerations. In addition, the Company's independent loan review group evaluates the credit quality and related risk ratings in all loan portfolios. The results of these reviews are reported to the Risk Committee of the Board of Directors on a periodic basis and annually to the Board of Directors. For the consumer loans, the Company heavily relies on payment status for calibrating credit risk.

The ratings categories used for assessing credit risk in the commercial real estate, multi-family mortgage, construction, commercial, equipment financing, condominium association and other consumer loan and lease classes are defined as follows:

*1 -4 Rating—Pass*

Loan rating grades "1" through "4" are classified as "Pass," which indicates borrowers are performing in accordance with the terms of the loan and are less likely to result in loss due to the capacity of the borrower to pay and the adequacy of the value of assets pledged as collateral.

*5 Rating—Other Assets Especially Mentioned ("OAEM")*

Borrowers exhibit potential credit weaknesses or downward trends deserving management's attention. If not checked or corrected, these trends will weaken the Company's asset and position. While potentially weak, currently these borrowers are marginally acceptable; no loss of principal or interest is envisioned.

*6 Rating—Substandard*

Borrowers exhibit well defined weaknesses that jeopardize the orderly liquidation of debt. Substandard loans may be inadequately protected by the current net worth and paying capacity of the obligors or by the collateral pledged, if any. Normal repayment from the borrower is in jeopardy. Although no loss of principal is envisioned, there is a distinct possibility that a partial loss of interest and/or principal will occur if the deficiencies are not corrected. Collateral coverage may be inadequate to cover the principal obligation.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

*7 Rating—Doubtful*

Borrowers exhibit well-defined weaknesses that jeopardize the orderly liquidation of debt with the added provision that the weaknesses make collection of the debt in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. Serious problems exist to the point where partial loss of principal is likely.

*8 Rating—Definite Loss*

Borrowers deemed incapable of repayment. Loans to such borrowers are considered uncollectible and of such little value that continuation as active assets of the Company is not warranted.

Assets rated as "OAEM," "substandard" or "doubtful" based on criteria established under banking regulations are collectively referred to as "criticized" assets.

**Credit Quality Information**

The following tables present the recorded investment in loans in each class as of December 31, 2020 by credit quality indicator and year originated.

	December 31, 2020									
	2020	2019	2018	2017	2016	Prior	Revolving Loans	Revolving Loans Converted to Term Loans	Total	
(In Thousands)										
<b>Commercial Real Estate</b>										
Pass	\$ 352,832	\$ 412,071	\$ 282,629	\$ 255,786	\$ 243,477	\$ 944,676	\$ 55,392	\$ 12,585	\$ 2,559,448	
OAEM	—	477	—	—	3,312	8,991	—	—	12,780	
Substandard	—	—	—	1,261	2	5,220	—	62	6,545	
<b>Total</b>	<b>352,832</b>	<b>412,548</b>	<b>282,629</b>	<b>257,047</b>	<b>246,791</b>	<b>958,887</b>			<b>2,578,773</b>	
<b>Multi-Family Mortgage</b>										
Pass	125,434	136,620	162,180	103,997	127,873	304,224	15,845	34,871	1,011,044	
OAEM	—	—	—	—	—	2,388	—	—	2,388	
<b>Total</b>	<b>125,434</b>	<b>136,620</b>	<b>162,180</b>	<b>103,997</b>	<b>127,873</b>	<b>306,612</b>			<b>1,013,432</b>	
<b>Construction</b>										
Pass	46,249	56,074	112,856	1,799	2,788	404	3,834	—	224,004	
Substandard	—	4,853	—	—	2,764	—	—	—	7,617	
<b>Total</b>	<b>46,249</b>	<b>60,927</b>	<b>112,856</b>	<b>1,799</b>	<b>5,552</b>	<b>404</b>			<b>231,621</b>	
<b>Commercial</b>										
Pass	574,542	66,278	41,325	62,112	22,085	113,715	226,495	1,687	1,108,239	
OAEM	310	4,850	—	—	35	17	5,382	—	10,594	
Substandard	80	—	129	389	29	7,612	3,930	664	12,833	
Doubtful	—	—	—	—	—	—	—	2	2	
<b>Total</b>	<b>574,932</b>	<b>71,128</b>	<b>41,454</b>	<b>62,501</b>	<b>22,149</b>	<b>121,344</b>	<b>235,807</b>	<b>2,353</b>	<b>1,131,668</b>	

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

December 31, 2020

	2020	2019	2018	2017	2016	Prior	Revolving Loans	Revolving Loans Converted to Term Loans	Total
	(In Thousands)								
<b>Equipment Financing</b>									
Pass	332,375	306,231	209,219	121,845	56,241	45,451	636	576	1,072,574
OAEM	196	1,066	290	93	609	85		—	2,339
Substandard	402	4,385	5,280	3,545	1,891	631	—	—	16,134
Doubtful	1	64	24	27	1,292	6	—	—	1,414
<b>Total</b>	<b>332,974</b>	<b>311,746</b>	<b>214,813</b>	<b>125,510</b>	<b>60,033</b>	<b>46,173</b>			<b>1,092,461</b>
<b>Condominium Association</b>									
Pass	6,455	9,918	5,399	7,928	5,213	12,682	2,684	379	50,658
Substandard	—	—	—	—	112	—	—	—	112
<b>Total</b>	<b>6,455</b>	<b>9,918</b>	<b>5,399</b>	<b>7,928</b>	<b>5,325</b>	<b>12,682</b>			<b>50,770</b>
<b>Other Consumer</b>									
Pass	694	549	1,938	32	570	301	28,755	18	32,857
Substandard	—	—	—	—	—	—	—	2	2
<b>Total</b>	<b>694</b>	<b>549</b>	<b>1,938</b>	<b>32</b>	<b>570</b>	<b>301</b>			<b>32,859</b>
<b>Total</b>									
Pass	1,438,581	987,741	815,546	553,499	458,247	1,421,453	333,641	50,116	6,058,824
OAEM	506	6,393	290	93	3,956	11,481	5,382	—	28,101
Substandard	482	9,238	5,409	5,195	4,798	13,463	3,930	728	43,243
Doubtful	1	64	24	27	1,292	6	—	2	1,416
<b>Total</b>	<b>\$ 1,439,570</b>	<b>1,003,436</b>	<b>821,269</b>	<b>558,814</b>	<b>468,293</b>	<b>1,446,403</b>	<b>342,953</b>	<b>50,846</b>	<b>6,131,584</b>

As of December 31, 2020, there were no loans categorized as definite loss.

For residential mortgage and home equity loans, the borrowers' credit scores contribute as a reserve metric in the retail loss rate model.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

December 31, 2020									
	2020	2019	2018	2017	2016	Prior	Revolving Loans	Revolving Loans Converted to Term Loans	Total
(In Thousands)									
<b>Residential</b>									
<b>Credit Scores</b>									
Over 700	119,566	94,300	62,452	53,662	47,327	124,999	4,442	—	\$ 506,748
661 - 700	21,820	19,426	10,943	15,616	8,132	23,282	—	—	\$ 99,219
600 and below	6,901	5,659	4,763	4,318	4,553	13,997	—	—	\$ 40,191
Data not available*	19,209	17,082	16,199	14,153	5,729	71,456	—	1,331	\$ 145,159
Total	167,496	136,467	94,357	87,749	65,741	233,734	4,442	1,331	791,317
<b>Home Equity</b>									
<b>Credit Scores</b>									
Over 700	1,546	2,832	2,440	2,770	910	12,804	247,538	2,397	273,237
661 - 700	122	459	499	566	305	2,793	45,356	1,334	51,434
600 and below	59	108	266	13	39	541	10,139	878	12,043
Data not available*	61	—	—	—	—	1,387	7,330	1,160	9,938
Total	\$ 1,788	\$ 3,399	\$ 3,205	\$ 3,349	\$ 1,254	\$ 17,525	\$ 310,363	\$ 5,769	\$ 346,652

\* Represents accounts for which data are not available.

2020

F-40

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The following tables present the recorded investment in loans in each class as of December 31, 2019 by credit quality indicator.

	At December 31, 2019							
	Commercial Real Estate	Multi- Family Mortgage	Construction	Commercial	Equipment Financing	Condominium Association	Other Consumer	Total
	(In Thousands)							
<b>Originated:</b>								
Loan rating:								
Pass	\$ 2,379,925	\$ 896,398	\$ 239,015	\$ 688,268	\$ 1,038,793	\$ 56,687	\$ 38,673	\$ 5,337,759
OAEM	17,006	—	—	10,803	1,389	—	—	29,198
Substandard	3,106	84	—	14,801	7,995	151	1	26,138
Doubtful	—	—	—	3	1,820	—	—	1,823
Total originated	<u>2,400,037</u>	<u>896,482</u>	<u>239,015</u>	<u>713,875</u>	<u>1,049,997</u>	<u>56,838</u>	<u>38,674</u>	<u>5,394,918</u>
<b>Acquired:</b>								
Loan rating:								
Pass	81,360	35,681	7,033	15,215	2,404	—	108	141,801
OAEM	597	—	—	210	—	—	—	807
Substandard	9,017	—	—	202	7	—	—	9,226
Total acquired	<u>90,974</u>	<u>35,681</u>	<u>7,033</u>	<u>15,627</u>	<u>2,411</u>	<u>—</u>	<u>108</u>	<u>151,834</u>
Total loans	<u>\$ 2,491,011</u>	<u>\$ 932,163</u>	<u>\$ 246,048</u>	<u>\$ 729,502</u>	<u>\$ 1,052,408</u>	<u>\$ 56,838</u>	<u>\$ 38,782</u>	<u>\$ 5,546,752</u>

As of December 31, 2019, there were no loans categorized as definite loss.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

	At December 31, 2019					
	Residential Mortgage		Home Equity			
	(\$ In Thousands)					
<b>Originated:</b>						
Loan-to-value ratio:						
Less than 50%	\$	184,628	22.7 %	\$	132,736	35.2 %
50%—69%		293,976	36.1 %		91,681	24.3 %
70%—79%		204,600	25.1 %		81,459	21.6 %
80% and over		25,664	3.2 %		37,371	9.9 %
Data not available*		2,654	0.3 %		—	— %
Total originated		<u>711,522</u>	<u>87.4 %</u>		<u>343,247</u>	<u>91.0 %</u>
<b>Acquired:</b>						
Loan-to-value ratio:						
Less than 50%		32,838	4.0 %		16,882	4.5 %
50%—69%		44,754	5.4 %		7,958	2.1 %
70%—79%		14,305	1.8 %		705	0.2 %
80% and over		4,608	0.6 %		4,726	1.3 %
Data not available*		6,218	0.8 %		3,301	0.9 %
Total acquired		<u>102,723</u>	<u>12.6 %</u>		<u>33,572</u>	<u>9.0 %</u>
Total loans	<u>\$</u>	<u>814,245</u>	<u>100.0 %</u>	<u>\$</u>	<u>376,819</u>	<u>100.0 %</u>

\* Represents accounts for which data are not available.

The following table presents information regarding foreclosed residential real estate property for the periods indicated:

	At December 31, 2020		At December 31, 2019	
	(In Thousands)			
Recorded investment in mortgage loans collateralized by residential real estate property that are in the process of foreclosure	\$	—	\$	110



**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Age Analysis of Past Due Loans and Leases**

The following tables present an age analysis of the recorded investment in total loans and leases as of December 31, 2020 and 2019.

At December 31, 2020										
	Past Due			Total	Current	Total Loans and Leases	Past Due Greater Than 90 Days and Accruing	Non-accrual	Non-accrual with no related Allowance	
	31-60 Days	61-90 Days	Greater Than 90 Days							
(In Thousands)										
Commercial real estate loans:										
Commercial real estate	\$ 18,294	\$ 12,402	\$ 7,272	\$ 37,968	\$ 2,540,805	\$ 2,578,773	\$ 4,722	\$ 3,300	\$ 2,580	
Multi-family mortgage	813	—	—	813	1,012,619	1,013,432	—	—	—	
Construction	—	—	7,617	7,617	224,004	231,621	3,764	3,853	3,853	
Total commercial real estate loans	19,107	12,402	14,889	46,398	3,777,428	3,823,826	8,486	7,153	6,433	
Commercial loans and leases:										
Commercial financing	451	304	9,171	9,926	1,121,742	1,131,668	3,486	7,702	6,263	
Equipment	5,970	2,263	9,391	17,624	1,074,837	1,092,461	—	16,757	4,062	
Condominium association	282	297	—	579	50,191	50,770	—	112	112	
Total commercial loans and leases	6,703	2,864	18,562	28,129	2,246,770	2,274,899	3,486	24,571	10,437	
Consumer loans:										
Residential mortgage	2,161	648	3,841	6,650	784,667	791,317	—	5,587	5,117	
Home equity	580	215	588	1,383	345,269	346,652	3	1,136	824	
Other consumer	13	—	1	14	32,845	32,859	—	1	—	
Total consumer loans	2,754	863	4,430	8,047	1,162,781	1,170,828	3	6,724	5,941	
Total loans and leases	\$ 28,564	\$ 16,129	\$ 37,881	\$ 82,574	\$ 7,186,979	\$ 7,269,553	\$ 11,975	\$ 38,448	\$ 22,811	

There is no interest income recognized on non-accrual loans for the year ending December 31, 2020.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

At December 31, 2019									
	Past Due				Current	Total Loans and Leases	Loans and Leases Past Due Greater Than 90 Days and Accruing	Nonaccrual Loans and Leases	
	31-60 Days	61-90 Days	Greater Than 90 Days	Total					
(In Thousands)									
<b>Originated:</b>									
Commercial real estate loans:									
Commercial real estate	\$ 3,330	\$ 2,032	\$ 1,606	\$ 6,968	\$ 2,393,069	\$ 2,400,037	\$ 51	\$ 2,751	
Multi-family mortgage	3,559	553	—	4,112	892,370	896,482	—	84	
Construction	—	—	—	—	239,015	239,015	—	—	
Total commercial real estate loans	<u>6,889</u>	<u>2,585</u>	<u>1,606</u>	<u>11,080</u>	<u>3,524,454</u>	<u>3,535,534</u>	<u>51</u>	<u>2,835</u>	
Commercial loans and leases:									
Commercial	5,010	199	3,875	9,084	704,791	713,875	—	4,707	
Equipment financing	3,098	1,558	7,246	11,902	1,038,095	1,049,997	—	9,822	
Condominium association	458	—	—	458	56,380	56,838	—	151	
Total commercial loans and leases	<u>8,566</u>	<u>1,757</u>	<u>11,121</u>	<u>21,444</u>	<u>1,799,266</u>	<u>1,820,710</u>	<u>—</u>	<u>14,680</u>	
Consumer loans:									
Residential mortgage	1,014	—	3	1,017	710,505	711,522	—	753	
Home equity	794	501	139	1,434	341,813	343,247	2	276	
Other consumer	46	1	1	48	38,626	38,674	—	1	
Total consumer loans	<u>1,854</u>	<u>502</u>	<u>143</u>	<u>2,499</u>	<u>1,090,944</u>	<u>1,093,443</u>	<u>2</u>	<u>1,030</u>	
Total originated loans and leases	<u>\$ 17,309</u>	<u>\$ 4,844</u>	<u>\$ 12,870</u>	<u>\$ 35,023</u>	<u>\$ 6,414,664</u>	<u>\$ 6,449,687</u>	<u>\$ 53</u>	<u>\$ 18,545</u>	

(Continued)

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

	Past Due				At December 31, 2019				
	31-60 Days	61-90 Days	Greater Than 90 Days	Total	Current	Total Loans and Leases	Loans and Leases Past Due Greater Than 90 Days and Accruing	Nonaccrual Loans and Leases	
(In Thousands)									
<b>Acquired:</b>									
Commercial real estate loans:									
Commercial real estate	\$ 539	\$ 59	\$ 8,989	\$ 9,587	\$ 81,387	\$ 90,974	\$ 8,919	\$ 94	
Multi-family mortgage	—	—	—	—	35,681	35,681	—	—	
Construction	—	—	—	—	7,033	7,033	—	—	
Total commercial real estate loans	539	59	8,989	9,587	124,101	133,688	8,919	94	
Commercial loans and leases:									
Commercial	—	—	—	—	15,627	15,627	—	202	
Equipment financing	—	—	7	7	2,404	2,411	7	—	
Total commercial loans and leases	—	—	7	7	18,031	18,038	7	202	
Consumer loans:									
Residential mortgage	35	75	1,090	1,200	101,523	102,723	1,090	—	
Home equity	430	—	42	472	33,100	33,572	40	620	
Other consumer	—	—	—	—	108	108	—	—	
Total consumer loans	465	75	1,132	1,672	134,731	136,403	1,130	620	
Total acquired loans and leases	1,004	134	10,128	11,266	276,863	288,129	10,056	916	
<b>Total loans and leases</b>	<b>\$ 18,313</b>	<b>\$ 4,978</b>	<b>\$ 22,998</b>	<b>\$ 46,289</b>	<b>\$ 6,691,527</b>	<b>\$ 6,737,816</b>	<b>\$ 10,109</b>	<b>\$ 19,461</b>	

**Impaired Loans and Leases**

A loan is considered to be impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due (both interest and principal) according to the contractual terms of the loan agreement. The loans and leases risk-rated "substandard" or worse are considered impaired. The Company has also defined the population of impaired loans to include nonaccrual loans and TDR loans. Impaired loans and leases which do not share similar risk characteristics with other loans are individually evaluated for credit losses. Specific reserves are established for loans and leases with deterioration in the present value of expected future cash flows or, in the case of collateral-dependent loans and leases, any increase in the loan or lease amortized cost basis over the fair value of the underlying collateral discounted for estimated selling costs. In contrast, the loans and leases which share similar risk characteristics and are not included in the individually evaluated population are collectively evaluated for credit losses.

The following tables present information regarding individually evaluated and collectively evaluated allowance for loan and lease losses for credit losses on loans and leases at the dates indicated. Periods prior to January 1, 2020 are presented in accordance with accounting rules effective at that time.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

	At December 31, 2020			
	Commercial Real Estate	Commercial	Consumer	Total
	(In Thousands)			
<b>Allowance for Loan and Lease Losses:</b>				
Individually evaluated for impairment	\$ 183	2,020	108	2,311
Collectively evaluated for impairment	79,949	27,478	4,641	112,068
Total	\$ 80,132	29,498	4,749	114,379
<b>Loans and Leases:</b>				
Individually evaluated for impairment	\$ 14,159	24,727	8,760	47,646
Collectively evaluated for impairment	3,809,667	2,250,172	1,162,068	7,221,907
Total	\$ 3,823,826	2,274,899	1,170,828	7,269,553

The following tables include the recorded investment and unpaid principal balances of impaired loans and leases with the related allowance amount, if applicable, for the originated and acquired loan and lease portfolios at the dates indicated. Also presented are the average recorded investments in the impaired loans and leases and the related amount of interest recognized during the period that the impaired loans were impaired.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

	At December 31, 2019		
	Recorded Investment	Unpaid Principal Balance	Related Allowance
<b>Allowance for Loan and Lease Losses:</b>			
<b>Originated:</b>			
With no related allowance recorded:			
Commercial real estate	\$ 3,899	\$ 3,892	\$ —
Commercial	28,539	28,533	—
Consumer	2,237	2,223	—
Total originated with no related allowance recorded	<u>34,675</u>	<u>34,648</u>	<u>—</u>
With an allowance recorded:			
Commercial real estate	68	68	7
Commercial	5,980	6,055	1,672
Consumer	1,224	1,220	70
Total originated with an allowance recorded	<u>7,272</u>	<u>7,343</u>	<u>1,749</u>
Total originated impaired loans and leases	<u>41,947</u>	<u>41,991</u>	<u>1,749</u>
<b>Acquired:</b>			
With no related allowance recorded:			
Commercial real estate	12,365	12,366	—
Commercial	437	437	—
Consumer	3,516	3,516	—
Total acquired with no related allowance recorded	<u>16,318</u>	<u>16,319</u>	<u>—</u>
With an allowance recorded:			
Consumer	447	447	40
Total acquired with an allowance recorded	<u>447</u>	<u>447</u>	<u>40</u>
Total acquired impaired loans and leases	<u>16,765</u>	<u>16,766</u>	<u>40</u>
Total impaired loans and leases	<u>\$ 58,712</u>	<u>\$ 58,757</u>	<u>\$ 1,789</u>

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

	December 31, 2019		December 31, 2018	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>Originated:</b>				
With no related allowance recorded:				
Commercial real estate	\$ 5,148	\$ 110	\$ 6,484	\$ 87
Commercial	29,759	1,009	26,514	993
Consumer	2,662	42	2,801	54
Total originated with no related allowance recorded	37,569	1,161	35,799	1,134
With an allowance recorded:				
Commercial real estate	269	3	99	—
Commercial	7,125	76	9,026	96
Consumer	946	32	835	11
Total originated with an allowance recorded	8,340	111	9,960	107
Total originated impaired loans and leases	45,909	1,272	45,759	1,241
<b>Acquired:</b>				
With no related allowance recorded:				
Commercial real estate	11,409	163	9,868	7
Commercial	511	11	1,212	16
Consumer	4,298	39	5,061	61
Total acquired with no related allowance recorded	16,218	213	16,141	84
With an allowance recorded:				
Consumer	302	11	135	4
Total acquired with an allowance recorded	302	11	135	4
Total acquired impaired loans and leases	16,520	224	16,276	88
Total impaired loans and leases	\$ 62,429	\$ 1,496	\$ 62,035	\$ 1,329

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The following tables present information regarding impaired and non-impaired loans and leases at the dates indicated:

	At December 31, 2019			
	Commercial Real Estate	Commercial	Consumer	Total
	(In Thousands)			
<b>Allowance for Loan and Lease Losses:</b>				
Originated:				
Individually evaluated for impairment	\$ 7	\$ 1,672	\$ 70	\$ 1,749
Collectively evaluated for impairment	28,415	22,853	5,850	57,118
Total originated loans and leases	<u>28,422</u>	<u>24,525</u>	<u>5,920</u>	<u>58,867</u>
Acquired:				
Individually evaluated for impairment	—	—	40	40
Collectively evaluated for impairment	65	197	11	273
Acquired with deteriorated credit quality	1,798	104	—	1,902
Total acquired loans and leases	<u>1,863</u>	<u>301</u>	<u>51</u>	<u>2,215</u>
Total allowance for loan and lease losses	<u>\$ 30,285</u>	<u>\$ 24,826</u>	<u>\$ 5,971</u>	<u>\$ 61,082</u>
<b>Loans and Leases:</b>				
Originated:				
Individually evaluated for impairment	\$ 3,956	\$ 20,019	\$ 3,326	\$ 27,301
Collectively evaluated for impairment	3,531,578	1,800,691	1,090,117	6,422,386
Total originated loans and leases	<u>3,535,534</u>	<u>1,820,710</u>	<u>1,093,443</u>	<u>6,449,687</u>
Acquired:				
Individually evaluated for impairment	2,942	397	1,841	5,180
Collectively evaluated for impairment	79,465	15,465	110,758	205,688
Acquired with deteriorated credit quality	51,281	2,176	23,804	77,261
Total acquired loans and leases	<u>133,688</u>	<u>18,038</u>	<u>136,403</u>	<u>288,129</u>
Total loans and leases	<u>\$ 3,669,222</u>	<u>\$ 1,838,748</u>	<u>\$ 1,229,846</u>	<u>\$ 6,737,816</u>

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Troubled Debt Restructured Loans and Leases**

A specific valuation allowance for losses on troubled debt restructured loans is initially determined by comparing the net carrying amount of the troubled debt restructured loan with the restructured loan's cash flows discounted at the original effective rate.

The following table sets forth information regarding troubled debt restructured loans and leases at the dates indicated:

	At December 31, 2020	At December 31, 2019
(In Thousands)		
Troubled debt restructurings:		
On accrual	\$ 11,483	\$ 17,076
On nonaccrual	7,476	6,104
Total troubled debt restructurings	\$ 18,959	\$ 23,180

Total troubled debt restructuring loans and leases decreased by \$4.2 million to \$19.0 million at December 31, 2020 from \$23.2 million at December 31, 2019, primarily driven by the payoffs of one construction loan of \$2.9 million, and one commercial loan of \$3.0 million, partially offset by new TDRs added during the year ended December 31, 2020.

The amortized cost basis in TDR loans and the associated specific credit losses for the loan and lease portfolios, that were modified during the periods indicated, are as follows:

At and for the Year Ended December 31, 2020						
Number of Loans/ Leases	Recorded Investment		Specific Allowance for Loan and Lease Losses	Nonaccrual Loans and Leases	Defaulted <sup>(1)</sup>	
	At Modification	At End of Period			Number of Loans/ Leases	Recorded Investment
(Dollars in Thousands)						
Commercial real estate	—	\$ —	\$ —	\$ —	1	\$ 215
Commercial	2	3,029	2,970	—	—	—
Equipment financing	24	1,366	1,914	173	1,874	—
Residential mortgage	—	—	—	—	—	—
Home equity	2	476	465	—	265	—
Total	28	4,871	5,349	173	2,139	1 215

(1) Includes loans and leases that have been modified within the past twelve months and subsequently had payment defaults during the period indicated.



**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

At and for the Year Ended December 31, 2019								
	Recorded Investment					Defaulted <sup>(1)</sup>		
	Number of Loans/Leases	At Modification	At End of Period	Specific Allowance for Loan and Lease Losses	Nonaccrual Loans and Leases	Number of Loans/Leases	Recorded Investment	
(Dollars in Thousands)								
<b>Originated:</b>								
Commercial real estate	2	\$ 295	\$ 290	\$ —	\$ 221	—	\$ —	—
Multi-family mortgage	—	\$ —	\$ —	\$ —	\$ —	—	\$ —	—
Commercial	3	6,794	5,457	2,455	1,912	1	1,912	—
Equipment financing	7	2,774	2,266	—	392	2	365	—
Residential mortgage	3	868	866	—	96	—	—	—
Home equity	3	453	453	—	—	—	—	—
Total originated	18	\$ 11,184	\$ 9,332	\$ 2,455	\$ 2,621	3	\$ 2,277	—
<b>Acquired:</b>								
Commercial	1	4,869	2,942	—	—	—	—	—
Home equity	1	134	133	—	133	—	—	—
Equipment financing	—	—	—	—	—	—	—	—
Residential mortgage	1	297	295	—	—	—	—	—
Total acquired	3	5,300	3,370	—	133	—	—	—
Total loans and leases	21	\$ 16,484	\$ 12,702	\$ 2,455	\$ 2,754	3	\$ 2,277	—

(1) Includes loans and leases that have been modified within the past twelve months and subsequently had payment defaults during the period indicated.

At and for the Year Ended December 31, 2018								
	Recorded Investment					Defaulted <sup>(1)</sup>		
	Number of Loans/Leases	At Modification	At End of Period	Specific Allowance for Loan and Lease Losses	Nonaccrual Loans and Leases	Number of Loans/Leases	Recorded Investment	
(Dollars in Thousands)								
<b>Originated:</b>								
Commercial real estate	1	\$ 673	\$ 652	\$ —	\$ 653	—	\$ —	—
Multi-family mortgage	—	\$ —	\$ —	\$ —	\$ —	—	\$ —	—
Commercial	10	1,775	1,706	733	1,706	2	1,075	—
Equipment financing	14	2,510	2,556	37	1,351	—	—	—
Residential mortgage	2	550	550	12	341	1	341	—
Home equity	1	86	83	—	—	—	—	—
Total originated	28	5,594	5,547	782	4,051	3	1,416	—
<b>Acquired:</b>								
Home equity	2	249	245	—	245	—	—	—
Total acquired	2	249	245	—	245	—	—	—
Total loans and leases	30	\$ 5,843	\$ 5,792	\$ 782	\$ 4,296	3	\$ 1,416	—

(1) Includes loans and leases that have been modified within the past twelve months and subsequently had payment defaults during the period indicated.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The following table sets forth the Company's end-of-period balances for troubled debt restructurings that were modified during the periods indicated, by type of modification.

	Year Ended December 31,		
	2020	2019	2018
	(In Thousands)		
Extended maturity	\$ 3,297	\$ 8,826	\$ 1,717
Adjusted principal	40	—	—
Adjusted interest rate	113	252	—
Interest only	—	—	—
Combination maturity, principal, interest rate	1,899	3,624	4,075
Total loans modified	<u>\$ 5,349</u>	<u>\$ 12,702</u>	<u>\$ 5,792</u>

The TDR loans and leases that were modified for the year ending December 31, 2020 and 2019 were \$5.3 million and \$12.7 million, respectively. The decrease in TDR loans and leases that were modified for the year ending December 31, 2020 was primarily due to the modification of three commercial relationships totaling \$7.1 million during the year ending December 31, 2019.

The net charge-offs of the performing and nonperforming troubled debt restructuring loans and leases for the years ending December 31, 2020, and 2019, were \$0.8 million and \$2.0 million, respectively. The decrease in the net charge-offs of the performing and nonperforming TDR loans and leases for the year ending December 31, 2020 was primarily driven by the charge-offs of several taxi medallion relationships during the year ending December 31, 2019.

The commitments to lend funds to debtors owing receivables whose terms had been modified in TDRs as of December 31, 2020 was \$2.4 million. As of December 31, 2019, there were \$3.1 million commitments to lend funds to debtors owing receivables whose terms had been modified in TDRs.

The Coronavirus Aid, Relief and Economic Security ("CARES") Act and regulatory guidance issued by the Federal banking agencies provides that certain short-term loan modifications to borrowers experiencing financial distress as a result of the economic impacts created by the COVID-19 pandemic are not required to be treated as TDRs under GAAP. As such, the Company suspended TDR accounting for COVID-19 pandemic related loan modifications meeting the loan modification criteria set forth under the CARES Act or as specified in the regulatory guidance. Further, loans granted payment deferrals related to the COVID-19 pandemic are not required to be reported as past due or placed on non-accrual status (provided the loans were not past due or on non-accrual status prior to the deferral). As of December 31, 2020, the Company granted 4,989 short-term deferrals on loan and lease balances of \$1.1 billion. Of these modifications, 4,691, loans and leases with total balances of \$1.0 billion have returned to the payment status and 298 loans and leases with total balances of \$90.4 million remain on the deferral status, which represent 1.2% of total loan and leases balances as of December 31, 2020.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**(8) Premises and Equipment**

Premises and equipment consist of the following:

	At December 31,		Estimated Useful Life
	2020	2019	
	(In Thousands)		(In Years)
Land	\$ 12,329	\$ 12,320	NA
Fine art	553	545	NA
Computer equipment	12,296	11,886	3
Vehicles	135	135	3 to 5
Core processing system and software	21,096	20,748	3 to 7.5
Furniture, fixtures and equipment	15,732	15,393	5 to 25
Office building and improvements	91,660	90,086	10 to 40
Total	153,801	151,113	
Accumulated depreciation and amortization	82,233	76,763	
Total premises and equipment	\$ 71,568	\$ 74,350	

Depreciation and amortization expense is calculated using the straight-line method and is included in occupancy and equipment and data processing expense in the Consolidated Statements of Income. For the years ended December 31, 2020, 2019 and 2018, depreciation and amortization expense related to premises and equipment totaled \$5.7 million, \$7.0 million, and \$7.5 million, respectively.

**(9) Goodwill and Other Intangible Assets**

The changes in the carrying value of goodwill for the periods indicated were as follows:

	Year Ended December 31,		
	2020	2019	2018
	(In Thousands)		
Balance at beginning of year	\$ 160,427	\$ 160,427	\$ 137,890
Additions	—	—	22,537
Balance at end of year	\$ 160,427	\$ 160,427	\$ 160,427

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The following is a summary of the Company's other intangible assets:

	At December 31, 2020			At December 31, 2019		
	Gross Amount	Accumulated Amortization	Carrying Amount	Gross Amount	Accumulated Amortization	Carrying Amount
(In Thousands)						
Other intangible assets:						
Core deposits	\$ 38,294	\$ 36,231	\$ 2,063	\$ 38,294	\$ 34,960	\$ 3,334
Trade name	1,600	511	1,089	1,600	511	1,089
Trust relationship	1,568	1,568	—	1,568	1,568	—
Other intangible	442	442	—	442	442	—
Total other intangible assets	<u>\$ 41,904</u>	<u>\$ 38,752</u>	<u>\$ 3,152</u>	<u>\$ 41,904</u>	<u>\$ 37,481</u>	<u>\$ 4,423</u>

At December 31, 2013, the Company concluded that the BankRI name would continue to be utilized in its marketing strategies; therefore, the trade name with carrying value of \$1.1 million, has an indefinite life and ceased to amortize.

The weighted-average amortization period for the core deposit intangible is 6.44 years. There were no impairment losses relating to other acquisition-related intangible assets recorded during the years ended December 31, 2020, 2019 and 2018.

The estimated aggregate future amortization expense for other intangible assets for each of the next five years and thereafter is as follows:

<u>Year ended December 31:</u>	<u>Amount</u> (In Thousands)
2021	\$ 857
2022	500
2023	268
2024	158
2025	104
Thereafter	176
Total	<u>\$ 2,063</u>

**(10) Other Assets**

***BOLI***

BOLI is recorded at the cash surrender value of the policies, less any applicable cash surrender charges, and is recorded in other assets. As of December 31, 2020 and 2019, BankRI owned seven policies with a net cash surrender value of \$42.0 million and \$41.0 million, respectively. As of December 31, 2020 and 2019, Brookline Bank, as successor-in-interest to First Ipswich Bank owned two policies with a net cash surrender value of \$0.7 million, respectively.

The Company recorded a total of \$1.0 million, \$1.0 million, and \$1.0 million of tax exempt income from these nine policies in 2020, 2019, and 2018, respectively. They are included in the Company's other non-interest income in the consolidated statements of income.

***Affordable Housing Investments***

The Company invests in affordable housing projects that benefit low- and moderate-income individuals. As of December 31, 2020, the Company had investments in 17 of these projects. The project sponsor or general partner controls the project's management. In each case, the Company is a limited partner with less than 50% of the outstanding equity interest in any single project.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The Company uses the proportional amortization method to account for investments in affordable housing projects. The proportional amortization method calculation and the operating losses or gains for these investments are included as a component of the provision for income taxes in the Company's consolidated statements of income. Under the proportional amortization method, the initial costs of the investment in qualified affordable housing projects is amortized based on the tax credits and other benefits received.

Further information regarding the Company's investments in affordable housing projects follows:

	At December 31,		
	2020	2019	2019
	(In Thousands)		
Investments in affordable housing projects included in other assets	\$ 26,789	\$ 29,939	29,939
Unfunded commitments related to affordable housing projects included in other liabilities	14,480		20,286
Investment in affordable housing tax credits	2,377		2,042
Investment in affordable housing tax benefits	823		540

	For the year ended December 31,		
	2020	2019	2018
	(In Thousands)		
Investment amortization included in provision for income taxes	\$ 3,097	\$ 2,097	\$ 1,916
Amount recognized as income tax benefit	823	540	585

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**(11) Deposits**

A summary of deposits follows:

	December 31, 2020			December 31, 2019		
	Amount	Weighted Average Rate		Amount	Weighted Average Rate	
	(Dollars in Thousands)					
Demand checking accounts	\$ 1,592,205	—	%	\$ 1,141,578	—	%
NOW accounts	513,948	0.09	%	371,380	0.11	%
Savings accounts	701,659	0.13	%	613,467	0.46	%
Money market accounts	2,018,977	0.31	%	1,682,005	1.15	%
Total core deposit accounts	<u>4,826,789</u>	<u>0.16</u>	<u>%</u>	<u>3,808,430</u>	<u>0.59</u>	<u>%</u>
Certificate of deposit accounts maturing:						
Within six months	\$ 676,860	1.60	%	\$ 603,817	2.17	%
After six months but within 1 year	461,944	1.08	%	508,782	2.27	%
After 1 year but within 2 years	140,481	1.19	%	413,979	2.37	%
After 2 years but within 3 years	61,302	2.44	%	56,508	2.19	%
After 3 years but within 4 years	28,525	2.62	%	58,491	2.64	%
After 4 years but within 5 years	20,788	1.47	%	29,759	2.58	%
5+ Years	98	0.75	%	402	2.19	%
Total certificate of deposit accounts	<u>1,389,998</u>	<u>1.44</u>	<u>%</u>	<u>1,671,738</u>	<u>2.28</u>	<u>%</u>
Brokered deposit accounts	\$ 693,909	0.39	%	\$ 349,904	2.18	%
Total deposits	<u>\$ 6,910,696</u>	<u>0.44</u>	<u>%</u>	<u>\$ 5,830,072</u>	<u>1.17</u>	<u>%</u>

Certificate of deposit accounts issued in amounts of \$250,000 or more totaled \$443.0 million and \$557.5 million as of December 31, 2020 and 2019, respectively.

Interest expense on deposit balances is summarized as follows

	Year Ended December 31,		
	2020	2019	2018
	(In Thousands)		
Interest-bearing deposits:			
NOW accounts	\$ 484	\$ 436	\$ 283
Savings accounts	1,503	2,900	1,804
Money market accounts	9,519	21,206	15,369
Certificate of deposit accounts	30,355	36,326	19,017
Brokered deposit accounts	6,565	8,747	5,505
Total interest-bearing deposits	<u>\$ 48,426</u>	<u>\$ 69,615</u>	<u>\$ 41,978</u>

**Related Party Deposits**

Deposit accounts of directors, executive officers and their affiliates totaled \$72.6 million and \$70.4 million as of December 31, 2020 and 2019, respectively.

**Collateral Pledged to Deposits**

As of December 31, 2020 and 2019, \$217.6 million and \$184.0 million, respectively, of collateral was pledged for municipal deposits and TT&L.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**(12) Borrowed Funds**

Borrowed funds are comprised of the following:

	At December 31,	
	2020	2019
	(In Thousands)	
Advances from the FHLBB	\$ 648,849	\$ 758,469
Subordinated debentures and notes	83,746	83,591
Other borrowed funds	87,652	60,689
Total borrowed funds	<u>\$ 820,247</u>	<u>\$ 902,749</u>

Interest expense on borrowed funds for the periods indicated is as follows:

	Year Ended December 31,		
	2020	2019	2018
	(In Thousands)		
Advances from the FHLBB	\$ 12,842	\$ 18,701	\$ 18,650
Subordinated debentures and notes	5,038	5,206	5,181
Other borrowed funds	348	804	385
Total interest expense on borrowed funds	<u>\$ 18,228</u>	<u>\$ 24,711</u>	<u>\$ 24,216</u>

**Collateral Pledged to Borrowed Funds**

As of December 31, 2020 and 2019, \$2.9 billion and \$2.5 billion, respectively, of investment securities and loans and leases, were pledged as collateral for repurchase agreements, swap agreements, FHLBB borrowings, and municipal deposits and TT&L. The Banks did not have any outstanding FRB borrowings as of December 31, 2020 and 2019.

**FHLBB Advances**

FHLBB advances mature as follows:

	At December 31,					
	2020			2019		
	Amount	Callable Amount	Weighted Average Rate	Amount	Callable Amount	Weighted Average Rate
	(Dollars in Thousands)					
Within 1 year	\$ 623,611	\$ —	1.05 %	\$ 599,262	\$ —	2.27 %
Over 1 year to 2 years	4,805	—	0.53 %	139,762	—	2.12 %
Over 2 years to 3 years	4,000	—	0.40 %	3,210	—	0.01 %
Over 3 years to 4 years	3,880	—	3.86 %	—	—	— %
Over 4 years to 5 years	1,462	—	0.67 %	4,025	—	3.91 %
Over 5 years	11,091	—	3.41 %	12,210	—	3.28 %
	<u>\$ 648,849</u>	<u>\$ —</u>	<u>1.10 %</u>	<u>\$ 758,469</u>	<u>\$ —</u>	<u>2.26 %</u>

Actual maturities of the advances may differ from those presented above since the FHLBB has the right to call certain advances prior to the scheduled maturity.

The FHLBB advances are secured by blanket pledge agreements which require the Banks to maintain certain qualifying assets as collateral. The Banks did not have any FRB borrowings as of December 31, 2020. Total available borrowing capacity for advances from the FHLBB and FRB was \$2.5 billion as of December 31, 2020 for the Banks. The total amount of qualifying collateral for FHLBB and FRB borrowings was \$4.0 billion as of December 31, 2020.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Other Borrowed Funds**

Information concerning other borrowed funds is as follows for the periods indicated below:

	Year Ended December 31,	
	2020	2019
	(Dollars In Thousands)	
Outstanding at end of year	\$ 87,652	\$ 60,689
Average outstanding for the year	90,587	79,276
Maximum outstanding at any month-end	170,854	122,776
Weighted average rate at end of year	0.16 %	0.60 %
Weighted average rate paid for the year	0.38 %	1.01 %

In addition to advances from the FHLBB and subordinated debentures and notes, the Company utilizes other funding sources as part of the overall liquidity strategy. Those funding sources include repurchase agreements, committed and uncommitted lines of credit with several financial institutions.

The Company periodically enters into repurchase agreements with its larger deposit and commercial customers as part of its cash management services which are typically overnight borrowings. Repurchase agreements with customers increased \$15.0 million to \$57.7 million as of December 31, 2020 from \$42.7 million as of December 31, 2019.

The Company has access to a \$12.0 million committed line of credit as of December 31, 2020. As of December 31, 2020 and December 31, 2019, the Company did not have any borrowings on this committed line of credit outstanding.

The Banks also have access to funding through several uncommitted lines of credit of \$865.0 million. As of December 31, 2020, the Company had \$30.0 million borrowings on outstanding uncommitted lines of credit as compared to December 31, 2019, when the Company had \$18.0 million borrowings on outstanding uncommitted lines of credit.

**Subordinated Debentures and Notes**

On September 15, 2014, the Company issued \$75.0 million of 6.0% fixed-to-floating subordinated notes due September 15, 2029. The Company is obligated to pay 6.0% interest semiannually between September 2014 and September 2024. Subsequently, the Company is obligated to pay 3-month LIBOR plus 3.315% quarterly until the notes mature in September 2029.

The following table summarizes the Company's subordinated debentures and notes at the dates indicated.

Issue Date	Rate	Maturity Date	Next Call Date	Carrying Amount	
				December 31, 2020	December 31, 2019
(Dollars in Thousands)					
June 26, 2003	Variable; 3-month LIBOR + 3.10%	June 26, 2033	March 25, 2021	\$ 4,848	\$ 4,826
March 17, 2004	Variable; 3-month LIBOR + 2.79%	March 17, 2034	March 16, 2021	4,772	4,739
September 15, 2014	6.0% Fixed-to-Variable; 3-month LIBOR + 3.315%	September 15, 2029	September 15, 2024	74,126	74,026
Total				\$ 83,746	\$ 83,591

The above carrying amounts of the acquired subordinated debentures included \$0.4 million of accretion adjustments and \$0.9 million of capitalized debt issuance costs as of December 31, 2020. This compares to \$0.4 million of accretion adjustments and \$1.0 million of capitalized debt issuance costs as of December 31, 2019.



**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**(13) Commitments and Contingencies**

***Off-Balance Sheet Financial Instruments***

The Company is party to off-balance sheet financial instruments in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include loan commitments, standby and commercial letters of credits, and loan level derivatives. According to GAAP, these financial instruments are not recorded in the financial statements until they are funded or related fees are incurred or received.

The contract amounts reflect the extent of the involvement the Company has in particular classes of these instruments. Such commitments involve, to varying degrees, elements of credit risk and interest-rate risk in excess of the amount recognized in the consolidated balance sheets. The Company's exposure to credit loss in the event of non-performance by the counterparty is represented by the fair value of the instruments. The Company uses the same policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

Financial instruments with off-balance-sheet risk at the dates indicated follow:

	At December 31,	
	2020	2019
(In Thousands)		
<b>Financial instruments whose contract amounts represent credit risk:</b>		
Commitments to originate loans and leases:		
Commercial real estate	\$ 174,240	\$ 50,034
Commercial	80,291	78,058
Residential mortgage	30,418	25,998
Unadvanced portion of loans and leases	759,053	808,681
Unused lines of credit:		
Home equity	584,881	528,251
Other consumer	38,954	25,374
Other commercial	408	380
Unused letters of credit:		
Financial standby letters of credit	14,746	10,166
Performance standby letters of credit	5,903	4,652
Commercial and similar letters of credit	5,105	3,823
Loan level derivatives:		
Receive fixed, pay variable	1,214,146	1,101,193
Pay fixed, receive variable	1,214,146	1,101,193
Risk participation-out agreements	252,655	235,693
Risk participation-in agreements	60,619	55,281
Foreign exchange contracts:		
Buys foreign currency, sells U.S. currency	1,266	1,125
Sells foreign currency, buys U.S. currency	1,273	1,230

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee by the customer. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if any, is based on management's credit evaluation of the borrower.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

Standby and commercial letters of credits are conditional commitments issued by the Company to guarantee performance of a customer to a third party. These standby and commercial letters of credit are primarily issued to support the financing needs of the Company's commercial customers. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers.

The reserve for unfunded credit commitments, which is included in other liabilities, was \$13.1 million and \$1.9 million as of December 31, 2020 and December 31, 2019, respectively. See Footnote 6 for further discussion on the Company's methodology for determining the ACL, which includes the reserve for unfunded commitments.

From time to time, the Company enters into loan level derivatives, risk participation agreements or foreign exchange contracts with commercial customers and third-party financial institutions. These derivatives allow the Company to offer long-term fixed-rate commercial loans while mitigating the interest-rate or foreign exchange risk of holding those loans. In a loan level derivative transaction, the Company lends to a commercial customer on a floating-rate basis and then enters into a loan level derivative with that customer. Concurrently, the Company enters into offsetting swaps with a third-party financial institution, effectively minimizing its net interest-rate risk exposure resulting from such transactions. The fair value of these derivatives are presented in Footnote 16.

**Lease Commitments**

The Company leases certain office space under various noncancellable operating leases. These leases have original terms ranging from 3 years to over 25 years. Certain leases contain renewal options and escalation clauses which can increase rental expenses based principally on the consumer price index and fair market rental value provisions.

The Company considered the following criteria when determining whether a contract contains a lease, the existence of an identifiable asset and the right to obtain substantially all of the economic benefits from use of the asset through the period. The Company used the FHLB classic advance rates as of December 31, 2020 as the discount rate to determine the net present value of the remaining lease payments.

	At December 31, 2020		At December 31, 2019
	(In Thousands)		
<b>The components of lease expense were as follow:</b>			
Operating lease cost	\$	6,386	\$ 6,461
<b>Supplemental cash flow information related to leases was as follows:</b>			
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows for operating leases	\$	6,518	\$ 6,515
Right-of-use assets obtained in exchange for new lease obligations:			
Operating leases	\$	72	\$ 66
<b>Supplemental balance sheet information related to leases was as follows:</b>			
<b>Operating Leases</b>			
Operating lease right-of-use assets	\$	24,143	\$ 24,876
Operating lease liabilities		24,143	24,876
<b>Weighted Average Remaining Lease Term</b>			
Operating leases		6.95	7.47
<b>Weighted Average Discount Rate</b>			
Operating leases		3.2 %	3.2 %

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

A summary of future minimum rental payments under such leases at the dates indicated follows:

Year ended December 31,	Minimum Rental Payments	
	(In Thousands)	
2021	\$	6,077
2022		5,497
2023		4,569
2024		3,291
2025		2,266
Thereafter		5,064
Total	\$	26,764
Less imputed interest		(2,621)
	\$	24,143

Certain leases contain escalation clauses for real estate taxes and other expenditures, which are not included above. Total rental expense was \$6.1 million in 2020. This compares to total rent expense of \$6.2 million in 2019. In 2018, total rent expense was \$5.8 million. The decrease in expense is due to lease expirations.

A portion of the Company's headquarters was rented to third-party tenants which generated rental income of \$0.2 million in 2020 compared to \$0.4 million in 2019 and 2018 respectively. The decrease in 2020 was due to the negotiated early termination of a lease with one of the third party tenants and the modification to an existing lease for a retail tenant. Rental income was reported in non-interest income in the Company's consolidated statements of income.

**Legal Proceedings**

In the normal course of business, there are various outstanding legal proceedings. In the opinion of management, after consulting with legal counsel, the consolidated financial position and results of operations of the Company are not expected to be affected materially by the outcome of such proceedings.

**(14) Earnings per Share ("EPS")**

The following table is a reconciliation of basic EPS and diluted EPS:

	For the year ended December 31,					
	2020		2019		2018	
	Basic	Fully Diluted	Basic	Fully Diluted	Basic	Fully Diluted
	(Dollars in Thousands, Except Per Share Amounts)					
Numerator:						
Net income	\$ 47,635	\$ 47,635	\$ 87,717	\$ 87,717	\$ 83,062	\$ 83,062
Denominator:						
Weighted average shares outstanding	78,951,892	78,951,892	79,679,781	79,679,781	79,669,668	79,669,668
Effect of dilutive securities	—	151,397	—	177,140	—	239,583
Adjusted weighted average shares outstanding	78,951,892	79,103,289	79,679,781	79,856,921	79,669,668	79,909,251
EPS	\$ 0.60	\$ 0.60	\$ 1.10	\$ 1.10	\$ 1.04	\$ 1.04

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**(15) Comprehensive Income/(Loss)**

Comprehensive income (loss) represents the sum of net income (loss) and other comprehensive income (loss). For the years ended December 31, 2020, 2019 and 2018, the Company's other comprehensive income (loss) include the following three components: (i) unrealized holding gains (losses) on investment securities available-for-sale; (ii) change in the fair value of cash flow hedges and (iii) adjustment of accumulated obligation for postretirement benefits.

Changes in accumulated other comprehensive income (loss) by component, net of tax, were as follows for the periods indicated:

	Year Ended December 31, 2020			
	Investment Securities Available-for-Sale	Hedge Assets	Postretirement Benefits	Accumulated Other Comprehensive Income
	(In Thousands)			
Balance at December 31, 2019	\$ 2,199	\$ —	\$ 84	\$ 2,283
Other comprehensive income (loss)	14,383	7	(183)	14,207
Balance at December 31, 2020	<u>\$ 16,582</u>	<u>\$ 7</u>	<u>\$ (99)</u>	<u>\$ 16,490</u>

	Year Ended December 31, 2019			
	Investment Securities Available-for-Sale	Hedge Assets	Postretirement Benefits	Accumulated Other Comprehensive Income (Loss)
	(In Thousands)			
Balance at December 31, 2018	\$ (9,712)	\$ —	\$ 252	\$ (9,460)
Other comprehensive (loss) income	11,911	—	(168)	11,743
Reclassification due to adoption of ASU 2018-02	—	—	—	—
Balance at December 31, 2019	<u>\$ 2,199</u>	<u>\$ —</u>	<u>\$ 84</u>	<u>\$ 2,283</u>

	Year Ended December 31, 2018			
	Investment Securities Available-for-Sale	Hedge Assets	Postretirement Benefits	Accumulated Other Comprehensive Income (Loss)
	(In Thousands)			
Balance at December 31, 2017	\$ (6,113)	\$ —	\$ 163	\$ (5,950)
Other comprehensive (loss) income	(3,599)	—	89	(3,510)
Reclassification due to adoption of ASU 2018-02	—	—	—	—
Balance at December 31, 2018	<u>\$ (9,712)</u>	<u>\$ —</u>	<u>\$ 252</u>	<u>\$ (9,460)</u>

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES****Notes to Consolidated Financial Statements (Continued)****(16) Derivatives and Hedging Activities**

The Company executes loan level derivative products such as interest rate swap agreements with commercial banking customers to aid them in managing their interest rate risk. The interest rate swap contracts allow the commercial banking customers to convert floating rate loan payments to fixed rate loan payments. The Company concurrently enters into offsetting swaps with a third party financial institution, effectively minimizing its net risk exposure resulting from such transactions. The third party financial institution exchanges the customer's fixed rate loan payments for floating rate loan payments. As the interest rate swap agreements associated with this program do not meet hedge accounting requirements, changes in the fair value are recognized directly in earnings. Based on the Company's intended use for the loan level derivatives at inception, the Company designates the derivative as either an economic hedge of an asset or liability, or a hedging instrument subject to the hedge accounting provisions of FASB ASC Topic 815, "Derivatives and Hedging".

The Company believes using interest rate derivatives adds stability to interest income and expense and allows the Company to manage its exposure to interest rate movements. The Company enters into interest rate swaps as part of its interest rate risk management strategy. These interest rate swaps are designated as cash flow hedges and involve the receipt of variable rate amounts from a counterparty in exchange for the Company making fixed payments. The Company enters into interest rate swaps as hedging instruments against the interest rate risk associated with the Company's FHLB borrowings. For derivative instruments that are designated and qualify as cash flow hedging instruments, the effective portion of the gains or losses is reported as a component of other comprehensive income ("OCI"), and is reclassified into earnings in the period that the hedged forecasted transaction affects earnings.

As of December 31, 2020, the Company pays its counterparties a fixed weighted average interest rate of 0.05% over a maximum period of 2 years for derivative instruments that are designated as and qualify as cash flow hedging instruments.

The Company utilizes risk participation agreements with other banks participating in commercial loan arrangements. Participating banks guarantee the performance on borrower-related interest rate swap contracts. Risk participation agreements are derivative financial instruments and are recorded at fair value. These derivatives are not designated as hedges and therefore, changes in fair value are recorded directly through earnings at each reporting period. Under a risk participation-out agreement, a derivative asset, the Company participates out a portion of the credit risk associated with the interest rate swap position executed with the commercial borrower, for a fee paid to the participating bank.

The Company offers foreign exchange contracts to commercial borrowers to accommodate their business needs. These foreign exchange contracts do not qualify as hedges for accounting purposes. To mitigate the market and liquidity risk associated with these foreign exchange contracts, the Company enters into similar offsetting positions.

Asset derivatives and liability derivatives are included in other assets and accrued expenses and other liabilities on the unaudited consolidated balance sheets.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The following tables present the Company's customer related derivative positions for the periods indicated below for those derivatives not designated as hedging:

	Number of Positions	Notional Amount Maturing						Total	Fair Value
		Less than 1 year	Less than 2 years	Less than 3 years	Less than 4 years	Thereafter			
		December 31, 2020							
(Dollars In Thousands)									
Loan level derivatives									
Receive fixed, pay variable	136	\$ —	\$ 8,541	\$ 16,447	\$ 99,014	\$ 1,090,144	\$ 1,214,146	\$ 129,284	
Pay fixed, receive variable	136	—	8,541	16,447	99,014	1,090,144	1,214,146	129,284	
Risk participation-out agreements	37	—	—	7,009	22,733	222,913	252,655	1,843	
Risk participation-in agreements	8	—	—	19,000	—	41,619	60,619	361	
Foreign exchange contracts									
U.S. currency	18	\$ 1,266	\$ —	\$ —	\$ —	\$ —	\$ 1,266	\$ 156	
U.S. currency	20	1,273	—	—	—	—	1,273	148	

	Number of Positions	Notional Amount Maturing						Total	Fair Value
		Less than 1 year	Less than 2 years	Less than 3 years	Less than 4 years	Thereafter			
		December 31, 2019							
(Dollars In Thousands)									
Loan level derivatives									
Receive fixed, pay variable	119	\$ 24,777	\$ —	\$ 31,131	\$ 16,794	\$ 1,028,491	\$ 1,101,193	\$ 58,102	
Pay fixed, receive variable	119	24,777	—	31,131	16,794	1,028,491	1,101,193	58,102	
Risk participation-out agreements	40	13,967	—	—	7,143	214,583	235,693	1,229	
Risk participation-in agreements	7	—	—	—	19,000	36,281	55,281	283	
Foreign exchange contracts									
U.S. currency	16	\$ 1,125	\$ —	\$ —	\$ —	\$ —	\$ 1,125	\$ 54	
U.S. currency	18	1,230	—	—	—	—	1,230	53	

Changes in the fair value are recognized directly in the Company's consolidated statements of income and are included in other non-interest income in the consolidated statements of income. The table below presents the net gain (loss) recognized in income due to changes in the fair value for the year ended December 31, 2020 and 2019.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

	Year Ended December 31,	
	2020	2019
	(In Thousands)	
Net gain recognized in income on:		
Net risk participation agreements	\$ 538	\$ 686
Foreign exchange contracts	7	(7)
Total \$	<u>545</u>	<u>679</u>

By using derivative financial instruments, the Company exposes itself to credit risk which is the risk of failure by the counterparty to perform under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes the Company, which creates credit risk for the Company. When the fair value of a derivative is negative, the Company owes the counterparty and, therefore, it does not possess credit risk. The credit risk in derivative instruments is mitigated by entering into transactions with highly-rated counterparties that management believes to be creditworthy and by limiting the amount of exposure to each counterparty by either cross collateralizing the underlying hedged loan or through bilateral posting of collateral to cover exposure. As the swaps are subject to master netting agreements, the Company had limited exposure relating to loan level derivatives with institutional counterparties as of December 31, 2020 and 2019. The estimated net credit risk exposure for derivative financial instruments was zero as of December 31, 2020, and 2019.

Certain derivative agreements contain provisions that require the Company to post collateral if the derivative exposure exceeds a threshold amount. The Company posted collateral of \$166.5 million and \$86.5 million in the normal course of business as of December 31, 2020 and 2019, respectively.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The tables below present the offsetting of derivatives and amounts subject to master netting agreements not offset in the consolidated balance sheet at the dates indicated:

At December 31, 2020						
	Gross Amounts Recognized	Gross Amounts Offset in the Statement of Financial Position	Net Amounts Presented in the Statement of Financial Position	Gross Amounts Not Offset in the Statement of Financial Position		Net Amount
				Financial Instruments Pledged	Cash Collateral Pledged	
(In Thousands)						
<b>Asset derivatives</b>						
Derivatives designated as hedging instruments:						
Interest rate derivatives	\$ 8	\$ —	\$ 8	\$ —	\$ —	\$ 8
Derivatives not designated as hedging instruments:						
Loan level derivatives	\$ 131,328	\$ —	\$ 131,328	\$ —	\$ —	\$ 131,328
Risk participation-out agreements	1,843	—	1,843	—	—	1,843
Foreign exchange contracts	156	—	156	—	—	156
Total	<u>\$ 133,335</u>	<u>\$ —</u>	<u>\$ 133,335</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 133,335</u>
<b>Liability derivatives</b>						
Derivatives designated as hedging instruments:						
Interest rate derivatives	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Derivatives not designated as hedging instruments:						
Loan level derivatives	\$ 131,328	\$ —	\$ 131,328	\$ 155,220	\$ 11,280	\$ (35,172)
Risk participation-in agreements	361	—	361	—	—	361
Foreign exchange contracts	148	—	148	—	—	148
Total	<u>\$ 131,837</u>	<u>\$ —</u>	<u>\$ 131,837</u>	<u>\$ 155,220</u>	<u>\$ 11,280</u>	<u>\$ (34,663)</u>



**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

At December 31, 2019

	Gross Amounts Recognized	Gross Amounts Offset in the Statement of Financial Position	Net Amounts Presented in the Statement of Financial Position	Gross Amounts Not Offset in the Statement of Financial Position		Net Amount
				Financial Instruments Pledged	Cash Collateral Pledged	
(In Thousands)						
<b>Asset derivatives</b>						
Loan level derivatives	\$ 59,365	\$ —	\$ 59,365	\$ —	\$ 11,900	\$ 47,465
Risk participation-out agreements	1,229	—	1,229	—	—	1,229
Foreign exchange contracts	54	—	54	—	—	54
Total	<u>\$ 60,648</u>	<u>\$ —</u>	<u>\$ 60,648</u>	<u>\$ —</u>	<u>\$ 11,900</u>	<u>\$ 48,748</u>
<b>Liability derivatives</b>						
Loan level derivatives	\$ 59,365	\$ —	\$ 59,365	\$ 86,521	\$ —	\$ (27,156)
Risk participation-in agreements	283	—	283	—	—	283
Foreign exchange contracts	53	—	53	—	—	53
Total	<u>\$ 59,701</u>	<u>\$ —</u>	<u>\$ 59,701</u>	<u>\$ 86,521</u>	<u>\$ —</u>	<u>\$ (26,820)</u>

The Company has agreements with certain of its derivative counterparties that contain credit-risk-related contingent provisions. These provisions provide the counterparty with the right to terminate its derivative positions and require the Company to settle its obligations under the agreements if the Company defaults on certain of its indebtedness or if the Company fails to maintain its status as a well-capitalized institution.

	Fair Value	
	Year Ended December 31, 2020	Year Ended December 31, 2019
	(Dollars in Thousands)	
Derivatives designated as hedges	\$ 8	\$ —
Gain in OCI on derivatives (effective portion), net of tax	\$ 7	\$ —
Gain (loss) reclassified from OCI into interest income or interest expense (effective portion)	<u>\$ 1</u>	<u>\$ —</u>

The guidance in ASU 2017-12 requires that amounts in Accumulated other comprehensive income that are included in the assessment of effectiveness should be reclassified into earnings in the same period in which the hedged forecasted transactions impact earnings. A portion of the balance reported in Accumulated other comprehensive income related to derivatives will be reclassified to Interest expense as interest payments are made or received on the Company's interest rate swaps. The Company monitors the risk of counterparty default on an ongoing basis.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**(17) Income Taxes**

Income tax expense is comprised of the following amounts:

	Year Ended December 31,		
	2020	2019	2018
(In Thousands)			
Current provision:			
Federal	\$ 22,450	\$ 21,706	\$ 23,949
State	7,077	6,565	7,693
Total current provision	<u>29,527</u>	<u>28,271</u>	<u>31,642</u>
Deferred (benefit) provision			
Federal	(11,452)	701	(4,323)
State	(3,633)	(703)	(1,130)
Total deferred (benefit) provision	<u>(15,085)</u>	<u>(2)</u>	<u>(5,453)</u>
Total provision for income taxes	<u>\$ 14,442</u>	<u>\$ 28,269</u>	<u>\$ 26,189</u>

Total provision for income taxes differed from the amounts computed due to the following:

	Year Ended December 31,		
	2020	2019	2018
(Dollars In Thousands)			
Expected income tax expense at statutory federal tax rate	\$ 13,036	\$ 24,366	\$ 23,675
State taxes, net of federal income tax benefit	2,722	4,837	5,184
Bank-owned life insurance	(212)	(216)	(218)
Tax-exempt interest income	(220)	(435)	(487)
Income attributable to noncontrolling interest in subsidiary	—	(11)	(933)
Merger and acquisition expense	—	—	32
Tax Act Adjustment	—	—	(707)
Investments in affordable housing projects	(595)	(369)	(358)
Other, net	(289)	97	1
Total provision for income taxes	<u>\$ 14,442</u>	<u>\$ 28,269</u>	<u>\$ 26,189</u>
Effective income tax rate	<u>23.3 %</u>	<u>24.4 %</u>	<u>23.2 %</u>

The Company's effective tax rate was 23.3% as of December 31, 2020 compared to 24.4% as of December 31, 2019. The Company's expected income tax expense was \$11.3 million lower in 2020 primarily due to the impacts of the COVID-19 pandemic. In 2019, the Company's effective tax rate was increased as a result of Brookline Bank's acquisition of the remaining interest of Eastern Funding. Tax savings of approximately \$0.9 million were recognized for this portion of Eastern Funding in 2018, but not in 2019. In 2018, the Company made an adjustment related to the Tax Act that reduced the provision for income taxes by \$0.7 million.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at the dates indicated are as follows:

	At December 31,	
	2020	2019
	(In Thousands)	
Deferred tax assets:		
Allowance for credit losses	\$ 33,045	\$ 16,294
Right-of-use asset - operating leases	6,260	6,450
Deferred compensation	4,365	4,748
Identified intangible assets and goodwill	6,455	6,567
Supplemental Executive Retirement Plans	3,290	3,023
Net operating loss carryforwards	—	187
Postretirement benefits	545	458
Nonaccrual interest	634	557
Restricted stock and stock option plans	466	751
Employee stock ownership plan	55	83
Unamortized SBA-PPP fee income	2,534	—
Other	404	733
Total gross deferred tax assets	58,053	39,851
Deferred tax liabilities:		
Operating leases - liability	6,260	6,450
Identified intangible assets and goodwill	2,048	2,248
Deferred loan origination costs, net	2,884	3,785
Depreciation	408	420
Unrealized gain on investment securities available-for-sale	4,688	622
Prepaid expense	58	110
Accrued Expense	481	122
Acquisition fair value adjustments	1,097	1,077
Total gross deferred tax liabilities	17,924	14,834
Net deferred tax asset	\$ 40,129	\$ 25,017

The Company has determined that a valuation allowance is not required for any of its deferred tax assets because it believes that it is more likely than not that these assets will reverse against future taxable income.

For federal income tax purposes, the Company has a \$1.8 million reserve for credit losses which remains subject to recapture. If any portion of the reserve is used for purposes other than to absorb the losses for which it was established, approximately 150% of the amount actually used (limited to the amount of the reserve) would be subject to taxation in the year in which used. As the Company intends to use the reserve only to absorb credit losses, no provision has been made for the \$0.5 million liability that would result if 100% of the reserve were recaptured.

The Company did not have any unrecognized tax benefits accrued as income tax payables, receivables or as deferred tax items as of December 31, 2020 and 2019. The Company files U.S. federal and state income tax returns. As of December 31, 2020, the Company is subject to examination by the Massachusetts, Rhode Island and several other state tax authorities for tax years after December 31, 2014.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**(18) Stockholders' Equity**

***Preferred Stock***

The Company is authorized to issue 50,000,000 shares of serial preferred stock, par value \$0.01 per share, from time to time in one or more series subject to limitations of law. The Board of Directors is authorized to fix the designations, powers, preferences, limitations and rights of the shares of each such series. As of December 31, 2020, there were no shares of preferred stock issued.

***Capital Distributions and Restrictions Thereon***

The Company is a legal entity separate and distinct from each of the Banks and Brookline Securities Corp. The Company's primary source of revenue is dividends paid to it by the Banks and Brookline Securities Corp.

The FRB has authority to prohibit the Company from paying dividends to the Company's shareholders if such payment is deemed to be an unsafe or unsound practice. The FRB has indicated generally that it may be an unsafe or unsound practice for bank holding companies to pay dividends unless the bank holding company's net income over the preceding year is sufficient to fund the dividends and the expected rate of earnings retention is consistent with the organization's capital needs, asset quality and overall financial condition.

The FRB also has the authority to use its enforcement powers to prohibit the Banks from paying dividends to the Company if, in its opinion, the payment of dividends would constitute an unsafe or unsound practice. Federal law also prohibits the payment of dividends by a bank that will result in the bank failing to meet its applicable capital requirements on a pro forma basis. In addition, a state bank that is a member of the Federal Reserve System may not declare or pay a dividend if the total of all dividends declared during the calendar year, including the proposed dividend, exceeds the sum of the bank's net income (as reportable in its Reports of Condition and Income) during the current calendar year and the retained net income of the prior two calendar years, unless the dividend has been approved by the FRB. Payment of dividends by a bank is also restricted pursuant to various state regulatory limitations, including the Massachusetts Division of Banks in the case of Brookline Bank and the Banking Division of the Rhode Island Department of Business Regulation in the case of BankRI.

***Common Stock Repurchases***

On February 4, 2016, the Company's Board of Directors authorized a stock repurchase program to acquire up to \$10.0 million of the Company's common stock over a period of twelve months ending on January 31, 2017 (the "2016 Stock Repurchase Plan"). No shares were purchased under the 2016 Stock Repurchase Plan.

On December 5, 2018, the Company's Board of Directors authorized a stock repurchase program to acquire up to \$10.0 million of the Company's common stock over a period of twelve months ending on December 31, 2019 (the "2018 Stock Repurchase Plan"). As of December 31, 2018, 725,583 shares of the Company's common stock were repurchased under the 2018 Stock Repurchase Plan.

On January 30, 2019, the Company's Board of Directors authorized a stock repurchase program to acquire up to \$10.0 million of the Company's common stock over a period of eleven months ending on December 31, 2019 (the "2019 Stock Repurchase Plan"). As of December 31, 2019, 103,758 shares of the Company's common stock were repurchased under the 2019 Stock Repurchase Plan.

On December 4, 2019, the Company's Board of Directors approved a stock repurchase program (the "2020 Stock Repurchase Plan") authorizing management to repurchase up to \$10.0 million of the Company's common stock over a period of twelve months commencing on January 1, 2020. On March 9, 2020, the Board of Directors approved an increase in the repurchase amount of \$10.0 million bringing the total authorized amount to \$20.0 million. Effective March 24, 2020, the Company suspended the 2020 Stock Repurchase Plan. On October 28, 2020, the Board of Directors authorized the resumption of the 2020 Stock Repurchase Plan. As of December 31, 2020, the Company repurchased 1,715,730 shares at a weighted average price of \$11.66.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Restricted Retained Earnings**

As part of the stock offering in 2002 and as required by regulation, Brookline Bank established a liquidation account for the benefit of eligible account holders and supplemental eligible account holders who maintain their deposit accounts at Brookline Bank after the stock offering. In the unlikely event of a complete liquidation of Brookline Bank (and only in that event), eligible depositors who continue to maintain deposit accounts at Brookline Bank shall be entitled to receive a distribution from the liquidation account.

Accordingly, retained earnings of the Company are deemed to be restricted up to the balance of the liquidation account. The liquidation account balance is reduced annually to the extent that eligible depositors have reduced their qualifying deposits as of each anniversary date. Subsequent increases in deposit account balances do not restore an account holder's interest in the liquidation account.

The liquidation account totaled \$11.5 million (unaudited), \$11.9 million (unaudited), and \$13.0 million (unaudited) at December 31, 2020, 2019 and 2018, respectively.

**(19) Regulatory Capital Requirements**

The Company's primary source of cash is dividends from the Banks and Brookline Securities Corp. The Banks are subject to certain restrictions on the amount of dividends that they may declare without prior regulatory approval. In addition, the dividends declared cannot be in excess of the amount which would cause the Banks to fall below the minimum required for capital adequacy purposes.

The Company is a bank holding company within the meaning of the Bank Holding Company Act of 1956, as amended (the "BHCA") and as such, must comply with the capital requirements of the FRB at the consolidated level. As member banks of the FRB, Brookline Bank and BankRI are also required to comply with the regulatory capital requirement of the FRB.

The FRB has promulgated regulations imposing minimum capital requirements for bank holding companies and state member banks as well as prompt corrective action regulations for state member banks that implement the system of prompt corrective action established by Section 38 of the Federal Deposit Insurance Act, as amended (the "FDIA"). Under the prompt corrective action regulations in effect as of December 31, 2020, a bank is "well-capitalized" if it has: (1) a total risk-based capital ratio of 10.0% or greater; (2) a Tier 1 risk-based capital ratio of 8.0% or greater; (3) a common equity Tier 1 capital ratio of 6.5% or greater; (4) a Tier 1 leverage ratio of 5.0% or greater; and (5) is not subject to any written agreement, order, capital directive or prompt corrective action directive to meet and maintain a specific capital level for any capital measure.

Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines, the Company and each of the Banks must meet specific capital guidelines that involve quantitative measures of the Company's and the Banks' assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. In addition, the prompt corrective action rules applicable to state member banks establish a framework of supervisory actions for state member banks that are not at least adequately capitalized. The Company's and the Banks' capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Prompt corrective action provisions are not applicable to bank holding companies. Bank holding companies are not subject to prompt corrective action requirements. However, a bank holding company is considered "well capitalized" for purpose of the FRB's Regulation Y (which can affect eligibility for expedited application processes to make acquisitions and engage in new activities) if the bank holding company maintains on a consolidated basis a total risk-based capital ratio of 10.0% or greater and a Tier 1 risk-based capital ratio of 6.0% or greater and is not subject to any written agreement under capital directive or prompt correction action directive issued by the FRB to meet and maintain a specific capital level for any capital measure.

Beginning January 1, 2019, the Company and the Banks are required to maintain a capital conservation buffer composed of Common Equity Tier 1 capital equal to 2.5% of risk-weighted assets above the amounts required to be adequately capitalized in order to avoid limitations on capital distributions, including dividend payments and certain discretionary bonus payments to executive officers. Capital ratios required to be considered well-capitalized exceed the ratios required under the capital conservation buffer requirement at December 31, 2020.

As of December 31, 2020, the Company and the Banks are each under the primary regulation of, and must comply with, the capital requirements of the FRB. As of December 31, 2020, the Company and the Banks exceeded all regulatory capital

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

requirements and were considered “well-capitalized” under prompt corrective action regulations, as amended to reflect the changes under Basel III Capital Rules. The following table presents actual and required capital ratios as of December 31, 2020 for the Company and the Banks under the Basel III Capital Rules based on the phase-in provision of the Basel III Capital Rules and the minimum required capital levels as of January 1, 2019 when the Basel III Capital Rules have been fully phased in.

	Actual		Minimum Required for Capital Adequacy Purposes		Minimum Required for Fully Phased in Capital Adequacy Purposes plus Capital Conservation Buffer		Minimum Required to be Considered “Well-Capitalized” Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>At December 31, 2020:</b>								
<b>Brookline Bancorp, Inc.</b>								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$ 764,157	11.04 %	\$ 311,477	4.50 %	\$ 484,520	7.00 %	N/A	N/A
Tier 1 leverage capital ratio <sup>(2)</sup>	773,777	8.92 %	346,985	4.00 %	346,985	4.00 %	N/A	N/A
Tier 1 risk-based capital ratio <sup>(3)</sup>	773,777	11.18 %	415,265	6.00 %	588,292	8.50 %	N/A	N/A
Total risk-based capital ratio <sup>(4)</sup>	934,933	13.51 %	553,624	8.00 %	726,632	10.50 %	N/A	N/A
<b>Brookline Bank</b>								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$ 557,310	11.72 %	\$ 213,984	4.50 %	\$ 332,864	7.00 %	\$ 309,088	6.50 %
Tier 1 leverage capital ratio <sup>(2)</sup>	557,310	9.82 %	227,010	4.00 %	227,010	4.00 %	283,763	5.00 %
Tier 1 risk-based capital ratio <sup>(3)</sup>	557,310	11.72 %	285,312	6.00 %	404,192	8.50 %	380,416	8.00 %
Total risk-based capital ratio <sup>(4)</sup>	617,101	12.97 %	380,633	8.00 %	499,581	10.50 %	475,791	10.00 %
<b>BankRI</b>								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$ 239,337	11.03 %	\$ 97,644	4.50 %	\$ 151,891	7.00 %	\$ 141,042	6.50 %
Tier 1 leverage capital ratio <sup>(2)</sup>	239,337	7.78 %	123,052	4.00 %	123,052	4.00 %	153,816	5.00 %
Tier 1 risk-based capital ratio <sup>(3)</sup>	239,337	11.03 %	130,192	6.00 %	184,439	8.50 %	173,590	8.00 %
Total risk-based capital ratio <sup>(4)</sup>	266,633	12.29 %	173,561	8.00 %	227,799	10.50 %	216,951	10.00 %

(1) Common equity Tier 1 capital ratio is calculated by dividing common equity Tier 1 capital by risk-weighted assets. The ratio was established as part of the implementation of Basel III, effective January 1, 2015.

(2) Tier 1 leverage capital ratio is calculated by dividing Tier 1 capital by average assets.

(3) Tier 1 risk-based capital ratio is calculated by dividing Tier 1 capital by risk-weighted assets.

(4) Total risk-based capital ratio is calculated by dividing total capital by risk-weighted assets.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The following table presents actual and required capital ratios as of December 31, 2019 for the Company and the Banks under the regulatory capital rules then in effect.

	Actual		Minimum Required for Capital Adequacy Purposes		Minimum Required for Fully Phased in Capital Adequacy Purposes plus Capital Conservation Buffer		Minimum Required to be Considered "Well-Capitalized" Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
(Dollars in Thousands)								
<b>At December 31, 2019:</b>								
<b>Brookline Bancorp, Inc.</b>								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$ 780,962	11.44 %	\$ 307,197	4.50 %	\$ 477,861	7.00 %	N/A	N/A
Tier 1 leverage capital ratio <sup>(2)</sup>	790,527	10.28 %	307,598	4.00 %	307,598	4.00 %	N/A	N/A
Tier 1 risk-based capital ratio <sup>(3)</sup>	790,527	11.58 %	409,599	6.00 %	580,266	8.50 %	N/A	N/A
Total risk-based capital ratio <sup>(4)</sup>	927,515	13.59 %	545,999	8.00 %	716,623	10.50 %	N/A	N/A
<b>Brookline Bank</b>								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$ 513,311	11.44 %	\$ 201,914	4.50 %	\$ 314,089	7.00 %	\$ 291,654	6.50 %
Tier 1 leverage capital ratio <sup>(2)</sup>	513,311	10.42 %	197,048	4.00 %	197,048	4.00 %	246,310	5.00 %
Tier 1 risk-based capital ratio <sup>(3)</sup>	513,311	11.44 %	269,219	6.00 %	381,394	8.50 %	358,959	8.00 %
Total risk-based capital ratio <sup>(4)</sup>	555,474	12.38 %	358,949	8.00 %	471,121	10.50 %	448,687	10.00 %
<b>BankRI</b>								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$ 240,362	11.75 %	\$ 92,054	4.50 %	\$ 143,194	7.00 %	\$ 132,966	6.50 %
Tier 1 leverage capital ratio <sup>(2)</sup>	240,362	9.97 %	96,434	4.00 %	96,434	4.00 %	120,543	5.00 %
Tier 1 risk-based capital ratio <sup>(3)</sup>	240,362	11.75 %	122,738	6.00 %	173,879	8.50 %	163,651	8.00 %
Total risk-based capital ratio <sup>(4)</sup>	258,719	12.65 %	163,617	8.00 %	214,747	10.50 %	204,521	10.00 %
<b>First Ipswich</b>								
Common equity Tier 1 capital ratio <sup>(1)</sup>	\$ 41,320	13.45 %	\$ 13,825	4.50 %	\$ 21,505	7.00 %	\$ 19,969	6.50 %
Tier 1 leverage capital ratio <sup>(2)</sup>	41,320	8.80 %	18,782	4.00 %	18,782	4.00 %	23,477	5.00 %
Tier 1 risk-based capital ratio <sup>(3)</sup>	41,320	13.45 %	18,433	6.00 %	26,113	8.50 %	24,577	8.00 %
Total risk-based capital ratio <sup>(4)</sup>	43,762	14.24 %	24,585	8.00 %	32,268	10.50 %	30,732	10.00 %

(1) Common equity Tier 1 capital ratio is calculated by dividing common equity Tier 1 capital by risk-weighted assets. The ratio was established as part of the implementation of Basel III, effective January 1, 2015.

(2) Tier 1 leverage capital ratio is calculated by dividing Tier 1 capital by average assets.

(3) Tier 1 risk-based capital ratio is calculated by dividing Tier 1 capital by risk-weighted assets.

(4) Total risk-based capital ratio is calculated by dividing total capital by risk-weighted assets.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**(20) Employee Benefit Plans**

**Postretirement Benefits**

Postretirement benefits are provided for part of the annual expense of health insurance premiums for certain retired employees and their dependents. No contributions are made by the Company to invest in assets allocated for the purpose of funding this benefit obligation. The following table presents the change in plan assets and change in benefit obligation:

	Year Ended December 31,		
	2020	2019	2018
(In Thousands)			
Change in plan assets:			
Fair value of plan assets at beginning of year	\$ —	\$ —	\$ —
Employer contributions	38	32	31
Benefits paid	(38)	(32)	(31)
Fair value of plan assets at end of year	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Change in benefit obligation:			
Benefit obligation at beginning of year	\$ 1,757	\$ 1,490	\$ 1,534
Service cost	55	54	70
Interest cost	56	60	59
Estimated benefits paid	(38)	(32)	(31)
Actuarial loss (gain)	265	185	(142)
Benefit obligation at end of year	<u>\$ 2,095</u>	<u>\$ 1,757</u>	<u>\$ 1,490</u>
Funded status at end of year	<u>\$ 2,095</u>	<u>\$ 1,757</u>	<u>\$ 1,490</u>
Accumulated benefit obligation at end of year	<u>\$ 2,095</u>	<u>\$ 1,757</u>	<u>\$ 1,490</u>

The liability for the postretirement benefits included in accrued expenses and other liabilities was \$2.1 million, \$1.8 million, and \$1.5 million as of December 31, 2020, 2019 and 2018, respectively.

The following table presents the components of net periodic postretirement benefit cost and other amounts recognized in other comprehensive income:

	Year Ended December 31,		
	2020	2019	2018
(In Thousands)			
Net periodic benefit expense:			
Service cost	\$ 55	\$ 54	\$ 70
Interest cost	56	60	59
Prior service credit	(21)	(21)	(21)
Actuarial gain	—	(27)	—
Net periodic benefit expense	<u>\$ 90</u>	<u>\$ 66</u>	<u>\$ 108</u>
Changes in postretirement benefit obligation recognized in other comprehensive income:			
Net actuarial (loss) gain	(227)	\$ (206)	\$ 142
Prior service credit	(21)	(21)	(21)
Total pre-tax changes in postretirement benefit obligation recognized in other comprehensive income	<u>\$ (248)</u>	<u>\$ (227)</u>	<u>\$ 121</u>



**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The discount rate used to determine the actuarial present value of projected postretirement benefit obligations was 2.44% in 2020, 3.19% in 2019 and 4.22% in 2018. The estimated prior service credit that will be amortized from accumulated other comprehensive income into net periodic benefit cost in 2021 is \$115 thousand.

The actual health care trend used to measure the accumulated postretirement benefit obligation in 2020 for plan participants below age 65 and for plan participants over age 65 was 1.9% and 7.1%, respectively. In 2019, the rate for plan participants below age 65 and for plan participants over age 65 was 13.3% and 1.2%, respectively. The health care trend rates for 2019 and 2020 are based on actual changes in medical premium rates for those years. The rates to be used in 2021 through 2025 are expected to be in the range of 5.7% to 4.9% and to decline gradually thereafter to 4.5%. Assumed health care trend rates may have a significant effect on the amounts reported for the postretirement benefit plan. A 1% change in assumed health care cost trend rates would have the following effects:

	Year Ended	
	December 31, 2020	
	1% Increase	1% Decrease
	(In Thousands)	
Effect on total service and interest cost components of net periodic postretirement benefit costs	\$ 25	\$ (20)
Effect on the accumulated postretirement benefit obligation	431	(344)

**401(k) Plan**

The Company administers one 401(k) plan, which is a qualified, tax-exempt profit-sharing plan with a salary deferral feature under Section 401(k) of the Internal Revenue Code. Each employee, excluding temporary employees, who has attained the age of 21 is eligible to participate in the 401(k) plan by making voluntary contributions, subject to certain limits based on federal tax laws. The Company makes a matching contribution of the amount contributed by eligible employees, up to 5% of the employee's yearly compensation. Expenses associated with the plans were \$3.3 million in 2020, \$3.1 million in 2019, and \$3.2 million in 2018.

**Nonqualified Deferred Compensation Plan**

The Company also maintains a Nonqualified Deferred Compensation Plan (the "Nonqualified Plan") under which certain participants may contribute the amounts they are precluded from contributing to the Company's 401(k) plan because of the qualified plan limitations, and additional compensation deferrals that may be advantageous for personal income tax or other planning reasons. Expenses associated with the Nonqualified Plan in 2020, 2019 and 2018 were \$239.5 thousand, \$236.2 thousand, and \$181.1 thousand, respectively. Accrued liabilities associated with the Nonqualified Plan in 2020, 2019, and 2018 were \$36.1 thousand, \$5.5 thousand, and \$5.5 thousand, respectively.

**Supplemental Executive Retirement Agreements**

The Company acquired two Supplemental Executive Retirement Plans (the "SERPs") as part of its acquisition of BankRI. The Company maintains the SERPs for certain senior executives who are entitled to an annual retirement benefit. As of December 31, 2020, there were 14 participants in the SERPs. The Company funded a Rabbi Trust to provide a partial funding source for the Company's liabilities under the SERPs. In 2016, a portion of the Company's BOLI assets were transferred into the Rabbi Trust as a replacement for the funds previously held in the Rabbi Trust. In 2020, additional BOLI assets were transferred into the Rabbi Trust. The Company records the liability for the SERPs based on an actuarial calculation in accordance with GAAP, and no actuarial gains and losses are recognized.

Total expenses for benefits payable under the SERPs for the years ended December 31, 2020, and 2019 were \$1.5 million and \$1.1 million, respectively. Aggregate benefits payable included in accrued expenses and other liabilities as of December 31, 2020 and 2019 were \$13.8 million and \$12.8 million, respectively.

The nominal discount rate used to determine the actuarial present value of projected benefits under the agreements was 2.50% and 3.25% in the years 2020 and 2019, respectively.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

***Employee Stock Ownership Plan***

Brookline Bank established an Employee Stock Ownership Plan ("ESOP") on November 1, 1997. The Company's ESOP loan to Brookline Bank to purchase 546,986 shares of Company common stock is payable in quarterly installments over 30 years, bears interest at 8.50% per annum, matures December 31, 2021, and can be prepaid without penalty. The loan is repaid to the Company in the form of cash contributions from Brookline Bank, subject to federal tax law limits. The outstanding balance of the loan as of December 31, 2020 and 2019, was \$0.5 million and \$0.8 million, respectively, and is eliminated in consolidation.

Shares of common stock used as collateral to secure the loan are released and available for allocation to eligible employees as the principal and interest on the loan is paid. The ESOP was amended in 2015 to permit all eligible participants in the ESOP as of July 1, 2015 or any eligible participants after July 1, 2015 to be fully vested in the ESOP upon the date of eligibility.

Dividends on released shares are credited to the participants' ESOP accounts. Dividends on unallocated shares of common stock are generally applied towards payment of the loan. ESOP shares committed to be released are considered outstanding in determining earnings per share.

As of December 31, 2020 and 2019, the ESOP held 51,114 and 79,548 unallocated shares, respectively at an aggregate cost of \$0.3 million and \$0.4 million, respectively. The market value of such shares as of December 31, 2020 and 2019 was \$0.6 million and \$1.3 million, respectively. Compensation and employee benefits expense related to the ESOP was \$0.3 million in 2020, \$0.5 million in 2019 and \$0.5 million in 2018, based on the commitment to release to eligible employees 28,434 shares in 2020, 30,402 shares in 2019 and 32,382 shares in 2018.

***Share-Based Compensation Plans***

Under the Brookline Bancorp, Inc. 2014 Equity Incentive Plan (the "2014 Plan"), approved by stockholders on May 7, 2014, the Company may award stock options, stock appreciation rights, restricted stock, restricted stock units, unrestricted stock, performance share awards, dividend equivalent rights and cash-based awards to officers, employees, non-employee directors and consultants of the Company. The maximum number of shares that may be issued under the 2014 Plan is 1,750,000.

Of the awarded shares, generally 50% vest ratably over three years with one-third of such shares vesting at each of the first, second and third anniversary dates of the awards. The remaining 50% of each award has a cliff vesting schedule and vest three years after the award date based on the level of the Company's achievement of identified performance targets in comparison to the level of achievement of such identified performance targets by a defined peer group comprised of 14 financial institutions. The specific performance measure targets are approved by annually by the Compensation Committee and are discussed in the Company's Proxy Statement. If a grantee leaves the Company prior to the third anniversary date of an award, any unvested shares are forfeited. Dividends declared with respect to shares awarded will be held by the Company and paid to the grantee only when the shares vest.

Shares issued upon vesting may be either authorized but unissued shares or reacquired shares held by the Company as treasury shares. Any shares not issued because vesting requirements are not met will be retired back to treasury and be made available again for issuance under the Plans.

Total expense for the 2014 Plan was \$2.5 million in 2020, \$2.4 million in 2019 and \$2.5 million in 2018, respectively. Total income tax benefits on vested awards was \$0.1 million in 2019, and \$1.2 million in 2018. There were no income tax benefits on the 2020 vesting due to the stock price at the vesting date being lower than the stock price at the grant date. Dividends paid on unvested awards under the 2014 Plan and the 2011 Plan were \$0.2 million in 2020, \$0.1 million in 2019, and \$0.2 million in 2018.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The following table presents information about the Company's restricted stock awards as of and for the year ending December 31, 2020:

	Restricted Stock Awards Outstanding	Weighted Average Price per Share	
	(Dollars in Thousands, Except Per Share Amounts)		
<b>Restricted Stock Awards:</b>			
Outstanding at December 31, 2019	406,450	\$	15.41
Granted	268,936		9.56
Vested	(179,806)		14.91
Forfeited / Canceled	(39,883)		13.87
Added by Performance Factor	3,103		14.65
Outstanding at December 31, 2020	458,800	\$	12.31
Unrecognized compensation cost		\$	3,021
Weighted average remaining recognition period (months)			19 months

**Stock Options**

Shares issued upon the exercise of a stock option may be either authorized but unissued shares or reacquired shares held by the Company as treasury shares. Any shares subject to an award which expire or are terminated unexercised will again be available for issuance under the plans.

The exercise price of options awarded is the fair market value of the common stock of the Company on the date the award is made. Certain of the options include a reload feature whereby an optionee exercising an option by delivery of shares of common stock would automatically be granted an additional option at the fair market value of stock when such additional option is granted equal to the number of shares so delivered. If an individual to whom a stock option was granted ceases to maintain continuous service by reason of normal retirement, death or disability, or following a change in control, all options and rights granted and not fully exercisable become exercisable in full upon the happening of such an event and shall remain exercisable for a period ranging from 3 to 5 years. There are currently no outstanding options.

**(21) Fair Value of Financial Instruments**

A description of the valuation methodologies used for assets and liabilities measured at fair value on a recurring and non-recurring basis, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. There were no changes in the valuation techniques used during 2020 and 2019.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Assets and Liabilities Recorded at Fair Value on a Recurring Basis**

The following table set forth the carrying value of assets and liabilities measured at fair value on a recurring basis at December 31, 2020 and 2019:

	Carrying Value as of December 31, 2020			
	Level 1	Level 2	Level 3	Total
	(In Thousands)			
<b>Assets:</b>				
Investment securities available-for-sale:				
GSE debentures	\$ —	\$ 278,645	\$ —	\$ 278,645
GSE CMOs	—	46,028	—	46,028
GSE MBSs	—	323,609	—	323,609
Corporate debt obligations	—	23,467	—	23,467
U.S. Treasury bonds	—	73,577	—	73,577
Foreign government obligations	—	496	—	496
<b>Total investment securities available-for-sale</b>	<b>\$ —</b>	<b>\$ 745,822</b>	<b>\$ —</b>	<b>\$ 745,822</b>
Equity securities held-for-trading	\$ —	\$ 526	\$ —	\$ 526
Interest rate derivatives	—	8	—	8
Loan level derivatives	—	131,328	—	131,328
Risk participation-out agreements	—	1,843	—	1,843
Foreign exchange contracts	—	156	—	156
<b>Liabilities:</b>				
Loan level derivatives	\$ —	\$ 131,328	\$ —	\$ 131,328
Risk participation-in agreements	—	361	—	361
Foreign exchange contracts	—	148	—	148

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

	Carrying Value as of December 31, 2019			
	Level 1	Level 2	Level 3	Total
	(In Thousands)			
<b>Assets:</b>				
Investment securities available-for-sale:				
GSE debentures	\$ —	\$ 185,803	\$ —	\$ 185,803
GSE CMOs	—	85,932	—	85,932
GSE MBSs	—	153,343	—	153,343
SBA commercial loan asset-backed securities	—	34	—	34
Corporate debt obligations	—	28,986	—	28,986
U.S. Treasury bonds	—	44,897	—	44,897
<b>Total investment securities available-for-sale</b>	<b>\$ —</b>	<b>\$ 498,995</b>	<b>\$ —</b>	<b>\$ 498,995</b>
Equity securities held for trading	\$ 2,569	\$ 1,012	\$ —	\$ 3,581
Loan level derivatives	—	59,365	—	59,365
Risk participation-out agreements	—	1,229	—	1,229
Foreign exchange contracts	—	54	—	54
<b>Liabilities:</b>				
Loan level derivatives	\$ —	\$ 59,365	\$ —	\$ 59,365
Risk participation-in agreements	—	283	—	283
Foreign exchange contracts	—	53	—	53

*Investment Securities Available-for-Sale*

The fair value of investment securities is based principally on market prices and dealer quotes received from third-party and nationally-recognized pricing services for identical investment securities such as U.S. Treasury and agency securities. During the third quarter of 2018, the Company re-designated all equity securities as held-for-trading and they are included in levels 1 and 2. These prices are validated by comparing the primary pricing source with an alternative pricing source when available. When quoted market prices for identical securities are unavailable, the Company uses market prices provided by independent pricing services based on recent trading activity and other observable information, including but not limited to market interest-rate curves, referenced credit spreads and estimated prepayment speeds where applicable. These investments include GSE debentures, GSE mortgage-related securities, SBA commercial loan asset backed securities, corporate debt securities, and trust preferred securities, all of which are included in Level 2. As of December 31, 2020 and December 31, 2019, no investment securities were valued using pricing models included in Level 3.

Additionally, management reviews changes in fair value from period to period and performs testing to ensure that prices received from the third parties are consistent with management's expectation of the market. Changes in the prices obtained from the pricing service are analyzed from month to month, taking into consideration changes in market conditions including changes in mortgage spreads, changes in U.S. Treasury security yields and changes in generic pricing of 15-year and 30-year securities. Additional analysis may include a review of prices provided by other independent parties, a yield analysis, a review of average life changes using Bloomberg analytics and a review of historical pricing for a particular security.

*Equity Securities Held-for-Trading*

The fair value of equity securities held-for-trading is based principally on market prices and dealer quotes received from third-party and nationally-recognized pricing services. The Company's equity securities are priced this way and are included in Level 1 and Level 2. These prices are validated by comparing the primary pricing source with an alternative pricing source when available.

*Derivatives and Hedging Instruments*

The fair value of interest rate derivatives designated as hedging instruments, loan level derivatives, risk participation agreements (RPA in/out), and foreign exchange contracts represent a Level 2 valuation and are based on settlement values

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

adjusted for credit risks associated with the counterparties and the Company and observable market interest rate curves and foreign exchange rates where applicable. Credit risk adjustments consider factors such as the likelihood of default by the Company and its counterparties, its net exposures and remaining contractual life. To date, the Company has not realized any losses due to a counterparty's inability to pay any net uncollateralized position. Refer also to Note 16, "Derivatives and Hedging Activities."

There were no transfers between levels for assets and liabilities recorded at fair value on a recurring basis during 2020 or 2019.

**Assets and Liabilities Recorded at Fair Value on a Non-Recurring Basis**

Assets and liabilities measured at fair value on a non-recurring basis as of December 31, 2020 and 2019 are summarized below:

	Carrying Value as of December 31, 2020				Total
	Level 1	Level 2	Level 3	Total	
	(In Thousands)				
Assets measured at fair value on a non-recurring basis:					
Collateral-dependent impaired loans and leases	\$ —	\$ —	\$ 3,445	\$ 3,445	\$ 3,445
OREO	—	—	5,415	5,415	5,415
Reposessed assets	—	1,100	—	1,100	1,100
<b>Total assets measured at fair value on a non-recurring basis</b>	<b>\$ —</b>	<b>\$ 1,100</b>	<b>\$ 8,860</b>	<b>\$ 9,960</b>	<b>\$ 9,960</b>

	Carrying Value as of December 31, 2019				Total
	Level 1	Level 2	Level 3	Total	
	(In Thousands)				
Assets measured at fair value on a non-recurring basis:					
Collateral-dependent impaired loans and leases	\$ —	\$ —	\$ 2,243	\$ 2,243	\$ 2,243
Reposessed assets	—	2,631	—	2,631	2,631
<b>Total assets measured at fair value on a non-recurring basis</b>	<b>\$ —</b>	<b>\$ 2,631</b>	<b>\$ 2,243</b>	<b>\$ 4,874</b>	<b>\$ 4,874</b>

*Collateral-Dependent Impaired Loans and Leases*

For nonperforming loans and leases where the credit quality of the borrower has deteriorated significantly, fair values of the underlying collateral were estimated using purchase and sales agreements (Level 2), or comparable sales or recent appraisals (Level 3), adjusted for selling costs and other expenses.

*Other Real Estate Owned*

The Company records OREO at the lower of cost or fair value. In estimating fair value, the Company utilizes purchase and sales agreements (Level 2) or comparable sales, recent appraisals or cash flows discounted at an interest rate commensurate with the risk associated with these cash flows (Level 3), adjusted for selling costs and other expenses.

*Reposessed Assets*

Reposessed assets are carried at estimated fair value less costs to sell based on auction pricing (Level 2).

The table below presents quantitative information about significant unobservable inputs (Level 3) for assets measured at fair value on a recurring basis at the dates indicated.

	Fair Value		Valuation Technique
	At December 31, 2020	At December 31, 2019	
	(Dollars in Thousands)		
Collateral-dependent impaired loans and leases	\$ 3,445	\$ 2,243	Appraisal of collateral <sup>(1)</sup>
Other real estate owned	5,415	—	Appraisal of collateral <sup>(1)</sup>

<sup>(1)</sup> Fair value is generally determined through independent appraisals of the underlying collateral. The Company may also use another available source of collateral assessment to determine a reasonable estimate of the fair value of the collateral. Appraisals may be adjusted by management for qualitative factors such as economic factors and estimated liquidation expenses. The range of the unobservable inputs used may vary but is generally 0% - 10% on the discount for costs to sell and 0% - 15% on appraisal adjustments.

**Summary of Estimated Fair Values of Financial Instruments**

The following table presents the carrying amount, estimated fair value, and placement in the fair value hierarchy of the Company's financial instruments at the dates indicated. This table excludes financial instruments for which the carrying amount approximates fair value. Financial assets for which the fair value approximates carrying value include cash and cash equivalents, restricted equity securities, and accrued interest receivable. Financial liabilities for which the fair value approximates carrying value include non-maturity deposits, short-term borrowings, and accrued interest payable. There were no transfers between levels during 2020.

	Carrying Value	Estimated Fair Value	Fair Value Measurements		
			Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
			(In Thousands)		
<b>At December 31, 2020</b>					
Financial assets:					
Loans and leases, net	7,155,174	7,116,854	—	—	7,116,854
Restricted equity securities	49,786	49,786	—	—	49,786
Financial liabilities:					
Certificates of deposit	2,083,907	2,092,867	—	2,092,867	—
Borrowed funds	820,247	818,681	—	818,681	—
<b>At December 31, 2019</b>					
Financial assets:					
Investment securities held-to-maturity:					
GSE debentures	\$ 31,228	\$ 31,290	\$ —	\$ 31,290	\$ —
GSE MBSs	9,360	9,279	—	9,279	—
Municipal obligations	45,692	46,514	—	46,514	—
Foreign government obligations	500	478	—	—	478
Loans and leases, net	6,676,734	6,697,583	—	—	6,697,583
Restricted equity securities	53,818	53,818	—	—	53,818
Financial liabilities:					
Certificates of deposit	2,021,642	2,026,683	—	2,026,683	—
Borrowed funds	902,749	902,670	—	902,670	—

*Investment Securities Held-to-Maturity*

The fair values of certain investment securities held-to-maturity are estimated using market prices provided by independent pricing services based on recent trading activity and other observable information, including but not limited to market interest-rate curves, referenced credit spreads and estimated prepayment speeds where applicable. These investments include GSE debentures, GSE MBSs, and municipal obligations, all of which are included in Level 2. Additionally, fair values of foreign government obligations are estimated using pricing models and are considered to be Level 3.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

*Loans and Leases*

The fair values of performing loans and leases was estimated by segregating the portfolio into its primary loan and lease categories—commercial real estate mortgage, multi-family mortgage, construction, commercial, equipment financing, condominium association, residential mortgage, home equity and other consumer. These categories were further disaggregated based upon significant financial characteristics such as type of interest rate (fixed / variable) and payment status (current / past-due). Using the exit price valuation method, the Company discounts the contractual cash flows for each loan category using interest rates currently being offered for loans with similar terms to borrowers of similar quality and incorporates estimates of future loan prepayments.

*Restricted Equity Securities*

The fair values of certain restricted equity securities are estimated using observable inputs adjusted for other unobservable information, including but not limited to probability assumptions and similar discounts where applicable. These restricted equity securities are considered to be Level 3.

*Deposits*

The fair values of deposit liabilities with no stated maturity (demand, NOW, savings and money market savings accounts) are equal to the carrying amounts payable on demand. The fair value of certificates of deposit represents contractual cash flows discounted using interest rates currently offered on deposits with similar characteristics and remaining maturities. The fair value estimates for deposits do not include the benefit that results from the low-cost funding provided by the Company's core deposit relationships (deposit-based intangibles).

*Borrowed Funds*

The fair value of federal funds purchased is equal to the amount borrowed. The fair value of FHLBB advances and repurchase agreements represents contractual repayments discounted using interest rates currently available for borrowings with similar characteristics and remaining maturities. The fair values reported for retail repurchase agreements are based on the discounted value of contractual cash flows. The discount rates used are representative of approximate rates currently offered on borrowings with similar characteristics and maturities. The fair values reported for subordinated deferrable interest debentures are based on the discounted value of contractual cash flows. The discount rates used are representative of approximate rates currently offered on instruments with similar terms and maturities.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**(22) Condensed Parent Company Financial Statements**

Condensed Parent Company Balance Sheets as of December 31, 2020 and 2019 and Statements of Income for the years ended December 31, 2020, 2019 and 2018 are as follows. The Statement of Stockholders' Equity is not presented below as the parent company's stockholders' equity is that of the consolidated company.

*Balance Sheets*

	At December 31,	
	2020	2019
	(In Thousands)	
<b>ASSETS</b>		
Cash and due from banks	\$ 40,265	\$ 35,736
Short-term investments	32	33
Total cash and cash equivalents	40,297	35,769
Equity securities held-for-trading	—	2,569
ESOP loan to Brookline Bank	502	752
Intercompany loan to Brookline Bank	10,000	30,000
Restricted equity securities	252	252
Premises and equipment, net	1,412	2,403
Deferred tax asset	1,818	1,742
Investment in subsidiaries, at equity	939,000	924,352
Goodwill	35,267	35,267
Other assets	13,871	12,116
Total assets	\$ 1,042,419	\$ 1,045,222
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Borrowed funds	\$ 83,746	\$ 83,591
Accrued expenses and other liabilities	16,895	16,025
Total liabilities	100,641	99,616
Stockholders' equity:		
Common stock, \$0.01 par value; 200,000,000 shares authorized; 85,177,172 shares issued and 85,177,172 shares issued, respectively	852	852
Additional paid-in capital	737,178	736,601
Retained earnings, partially restricted	264,892	265,376
Accumulated other comprehensive loss	16,490	2,283
Treasury stock, at cost; 6,525,783 shares and 5,003,127 shares, respectively	(77,343)	(59,073)
Unallocated common stock held by ESOP; 51,114 shares and 79,548 shares, respectively	(291)	(433)
Total stockholders' equity	941,778	945,606
Total liabilities and stockholders' equity	\$ 1,042,419	\$ 1,045,222



**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

*Statements of Income*

	Year Ended December 31,		
	2020	2019	2018
	(In Thousands)		
Interest and dividend income:			
Dividend income from subsidiaries	\$ 42,000	\$ 29,000	\$ 19,000
Marketable and restricted equity securities	52	147	37
ESOP loan to Brookline Bank	56	77	98
Intercompany loan to Brookline Bank	330	1,183	1,722
Total interest and dividend income	<u>42,438</u>	<u>30,407</u>	<u>20,857</u>
Interest expense:			
Borrowed funds	5,108	5,274	5,223
Net interest income	<u>37,330</u>	<u>25,133</u>	<u>15,634</u>
Non-interest income:			
Gain on securities, net	(1,306)	467	71
Other	123	—	16
Total non-interest income	<u>(1,183)</u>	<u>467</u>	<u>87</u>
Non-interest expense:			
Compensation and employee benefits <sup>(1)</sup>	403	(507)	345
Occupancy	1,689	1,589	1,586
Equipment and data processing <sup>(1)</sup>	(745)	(770)	(798)
Directors' fees	433	461	417
Franchise taxes	250	306	321
Insurance	570	543	534
Professional services	841	548	364
Advertising and marketing	35	31	19
Merger and acquisition expense	—	—	452
Other <sup>(1)</sup>	(1,571)	(1,139)	(1,140)
Total non-interest expense	<u>1,905</u>	<u>1,062</u>	<u>2,100</u>
Loss before income taxes	<u>34,242</u>	<u>24,538</u>	<u>13,621</u>
Credit for income taxes	<u>(1,427)</u>	<u>(969)</u>	<u>(1,976)</u>
Income before equity in undistributed income of subsidiaries	<u>35,669</u>	<u>25,507</u>	<u>15,597</u>
Equity in undistributed income of subsidiaries	<u>11,966</u>	<u>62,210</u>	<u>67,465</u>
Net income	<u>\$ 47,635</u>	<u>\$ 87,717</u>	<u>\$ 83,062</u>

(1) The Parent Company received a net benefit in 2020, 2019 and 2018 from the intercompany allocation of expense that is eliminated in consolidation.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

*Statements of Cash Flows*

	Year Ended December 31,		
	2020	2019	2018
	(In Thousands)		
Cash flows from operating activities:			
Net income attributable to parent company	\$ 47,635	\$ 87,717	\$ 83,062
Adjustments to reconcile net income to net cash provided from operating activities:			
Equity in undistributed income of subsidiaries	(11,966)	(62,210)	(67,465)
Depreciation of premises and equipment	1,546	2,824	3,073
Amortization of debt issuance costs	100	100	100
Equity securities held-for-trading	2,569	666	(3,235)
Other operating activities, net	(18,655)	18,296	(50,014)
Net cash provided from (used for) operating activities	<u>21,229</u>	<u>47,393</u>	<u>(34,479)</u>
Cash flows from investing activities:			
Repayment of ESOP loan by Brookline Bank	250	250	250
Pay down (issuance) of intercompany loan to Brookline Bank	20,000	10,000	40,000
Purchase of restricted equity securities	—	(151)	(1)
Purchase of premises and equipment	(555)	(909)	(1,359)
Net cash provided from (used for) investing activities	<u>19,695</u>	<u>9,190</u>	<u>38,890</u>
Cash flows from financing activities:			
Common stock issued for acquisition	—	—	55,183
Redemption of noncontrolling interest in subsidiary	—	(18,470)	—
Payment of dividends to owners of noncontrolling interest in subsidiary	—	(930)	—
Payment of dividends on common stock	(36,396)	(35,110)	(31,441)
Net cash (used for) provided from financing activities	<u>(36,396)</u>	<u>(54,510)</u>	<u>23,742</u>
Net increase (decrease) in cash and cash equivalents	4,528	2,073	28,153
Cash and cash equivalents at beginning of year	35,769	33,696	5,543
Cash and cash equivalents at end of year	<u>\$ 40,297</u>	<u>\$ 35,769</u>	<u>\$ 33,696</u>
Supplemental disclosures of cash flow information:			
Acquisition of First Commons Bank, N.A.:			
Fair value of assets acquired, net of cash and cash equivalents acquired	\$ —	\$ —	\$ 292,025
Fair value of liabilities assumed	—	—	278,988

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**(23) Quarterly Results of Operations (Unaudited)**

	2020 Quarters			
	Fourth	Third	Second	First
	(Dollars in Thousands Except Per Share Data)			
Interest and dividend income	\$ 80,467	\$ 80,704	\$ 82,124	\$ 83,522
Interest expense	12,242	14,766	17,836	21,810
Net interest income	68,225	65,938	64,288	61,712
Provision for credit losses	(2,103)	4,528	5,347	54,114
Net interest income after provision for credit losses	70,328	61,410	58,941	7,598
Loan level derivative income, net	145	527	1,440	2,156
(Loss) gain on investment securities, net	—	54	586	1,330
Gain on sales of loans and leases held-for-sale	67	632	299	120
Other non-interest income	4,007	3,649	3,910	5,722
Amortization of identified intangible assets	(312)	(312)	(311)	(336)
Other non-interest expense	(39,728)	(40,635)	(38,798)	(40,412)
Income before provision for income taxes	34,507	25,325	26,067	(23,822)
Provision for income taxes	7,846	6,646	6,496	(6,546)
Net income attributable to Brookline Bancorp, Inc.	\$ 26,661	\$ 18,679	\$ 19,571	\$ (17,276)
Earnings per share:				
Basic	\$ 0.34	\$ 0.24	\$ 0.25	\$ (0.22)
Diluted	0.34	0.24	0.25	(0.22)
Average common shares outstanding:				
Basic	78,533,351	78,948,139	78,849,282	79,481,462
Diluted	78,680,873	79,055,901	79,015,274	79,665,774
Common stock price:				
High	\$ 12.40	\$ 10.56	\$ 12.57	\$ 16.43
Low	8.68	8.23	8.51	9.97
Dividends per share	\$ 0.115	\$ 0.115	\$ 0.115	\$ 0.115

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

	2019 Quarters			
	Fourth	Third	Second	First
	(Dollars in Thousands Except Per Share Data)			
Interest and dividend income	\$ 87,450	\$ 87,906	\$ 87,184	\$ 85,086
Interest expense	23,519	24,670	24,050	22,087
Net interest income	63,931	63,236	63,134	62,999
Provision for credit losses	3,602	871	3,757	1,353
Net interest income after provision for credit losses	60,329	62,365	59,377	61,646
Loan level derivative income, net	2,494	2,251	1,772	1,745
Gain on sales of investment securities, net	133	(116)	357	134
Gain on sales of loans and leases held-for-sale	309	550	561	289
Other non-interest income	4,820	5,244	4,788	4,462
Amortization of identified intangible assets	(420)	(421)	(420)	(402)
Other non-interest expense	(38,395)	(39,770)	(39,184)	(38,469)
Income before provision for income taxes	29,270	30,103	27,251	29,405
Provision for income taxes	7,087	7,507	6,780	6,895
Net income before noncontrolling interest in subsidiary	22,183	22,596	20,471	22,510
Less net income attributable to noncontrolling interest in subsidiary	—	—	—	43
Net income attributable to Brookline Bancorp, Inc.	\$ 22,183	\$ 22,596	\$ 20,471	\$ 22,467
Earnings per share:				
Basic	\$ 0.28	\$ 0.28	\$ 0.26	\$ 0.28
Diluted	0.28	0.28	0.26	0.28
Average common shares outstanding:				
Basic	79,682,724	79,700,403	79,669,922	79,658,583
Diluted	79,845,447	79,883,510	79,886,292	79,843,578
Common stock price:				
High	\$ 16.83	\$ 15.39	\$ 15.92	\$ 16.23
Low	14.36	13.73	14.35	13.90
Dividends per share	\$ 0.115	\$ 0.110	\$ 0.110	\$ 0.105

**(24) Revenue from Contracts with Customers**

**Overview**

Revenue from contracts with customers in the scope of Accounting Standards Codification (“ASC”) (“Topic 606”) is measured based on the consideration specified in the contract with a customer and excludes amounts collected on behalf of third parties. The Company recognizes revenue from contracts with customers when it satisfies its performance obligations.

The Company’s performance obligations are generally satisfied as services are rendered and can either be satisfied at a point in time or over time. Unsatisfied performance obligations at the report date are not material to our consolidated financial statements.

In certain cases, other parties are involved with providing services to our customers. If the Company is a principal in the transaction (providing services itself or through a third party on its behalf), revenues are reported based on the gross consideration received from the customer and any related expenses are reported in gross noninterest expense. If the Company is an agent in the transaction (referring to another party to provide services), the Company reports its net fee or commission retained as revenue.

**BROOKLINE BANCORP, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

A substantial portion of the Company's revenue is specifically excluded from the scope of Topic 606. This exclusion is associated with financial instruments, including interest income on loans and investment securities, in addition to loan derivative income and gains on loan and investment sales. For the revenue that is in-scope of Topic 606, the following is a description of principal activities from which the Company generates its revenue from contracts with customers, separated by the timing of revenue recognition.

*Revenue Recognized at a Point in Time*

The Company recognizes revenue that is transactional in nature and such revenue is earned at a point in time. Revenue that is recognized at a point in time includes card interchange fees (fee income related to debit card transactions), ATM fees, wire transfer fees, overdraft charge fees, and stop-payment and returned check fees. Additionally, revenue is collected from loan fees, such as letters of credit, line renewal fees and application fees. Such revenue is derived from transactional information and is recognized as revenue immediately as the transactions occur or upon providing the service to complete the customer's transaction.

*Revenue Recognized Over Time*

The Company recognizes revenue over a period of time, generally monthly, as services are performed and performance obligations are satisfied. Such revenue includes commissions on investments, insurance sales and service charges on deposit accounts. Fee revenue from service charges on deposit accounts represents the service charges assessed to customers who hold deposit accounts at the Banks.

**(25) Subsequent Events**

The CARES Act appropriated \$349 billion for "paycheck protection loans" through the U.S. Small Business Administration's ("SBA's") Paycheck Protection Program ("PPP"). The amount appropriated was subsequently increased to \$659 billion. Loans under the PPP that meet SBA requirements may be forgiven in certain circumstances, and are 100% guaranteed by SBA. Additionally, the Economic Aid Act enacted on December 27, 2020 provides for a second round of PPP loans (the "PPP-2"). The Banks are participating in the PPP-2 as of January 27, 2021. PPP loans are fully guaranteed by the U.S. government, have an initial term of up to five years and earn interest at a rate of 1%. We currently expect a significant portion of these loans will ultimately be forgiven by the SBA in accordance with the terms of the program. In conjunction with the PPP, the FRB has created a lending facility for qualified financial institutions. The FRB's Paycheck Protection Program Liquidity Facility ("PPPLF") extends credit to depository institutions with a term of up to five years at an interest rate of 0.35%. Only loans issued under the PPP can be pledged as collateral to access the facility. The Company is participating in the PPPLF program. As of the filing date, the Banks have obtained SBA approval for 358 PPP-2 loans totaling \$83 million. All PPP-2 loans have been funded.

CERTIFICATE OF INCORPORATION  
OF  
BROOKLINE BANCORP, INC.

FIRST: The name of the Corporation is Brookline Bancorp, Inc. (hereinafter referred to as the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH:

A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is two hundred fifty million (250,000,000) consisting of:

1. Fifty million (50,000,000) shares of Preferred Stock, par value one cent (\$.01) per share (the "Preferred Stock"); and
2. Two Hundred million (200,000,000) shares of Common Stock, par value one cent (\$.01) per share (the "Common Stock").

B. The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware (such certificate being hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

C. 1. Notwithstanding any other provision of this Certificate of Incorporation, in no event shall any record owner of any outstanding Common Stock which is beneficially owned, directly or indirectly, by a person who, as of any record date for the determination of stockholders entitled to vote on any matter, beneficially owns in excess of 10% of the then-outstanding shares of Common Stock (the "Limit"), be entitled, or permitted to any vote in respect of the shares held in excess of the Limit. The number of votes which may be cast by any record owner by virtue of the provisions hereof in respect of Common Stock beneficially owned by such person owning shares in excess of the Limit shall be a number equal to the total number of votes which a single record owner of all Common Stock owned by such person would be entitled to cast, multiplied by a fraction, the numerator of which is the number of shares of such class or series which are both beneficially owned by such person and owned of record by such record owner and the denominator of which is

---

the total number of shares of Common Stock beneficially owned by such person owning shares in excess of the Limit.

2. The following definitions shall apply to this Section C of this Article FOURTH:

(a) "Affiliate" shall have the meaning ascribed to it in Rule 12b-2 of the General Rules and Regulations under the Securities Act of 1934, as in effect on the date of filing of this Certificate of Incorporation.

(b) "Beneficial ownership" shall be determined pursuant to Rule 13d-3 of the General Rules and Regulations under the Securities Exchange Act of 1934 (or any successor rule or statutory provision), or, if said Rule 13d-3 shall be rescinded and there shall be no successor rule or statutory provision thereto, pursuant to said Rule 13d-3 as in effect on the date of filing of this Certificate of Incorporation; provided, however, that a person shall, in any event, also be deemed the "beneficial owner" of any Common Stock:

(1) which such person or any of its affiliates beneficially owns, directly or indirectly; or

(2) which such person or any of its affiliates has (i) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding (but shall not be deemed to be the beneficial owner of any voting shares solely by reason of an agreement, contract, or other arrangement with this Corporation to effect any transaction which is described in any one or more clauses of Section A of Article EIGHTH) or upon the exercise of conversion rights, exchange rights, warrants, or options or otherwise, or (ii) sole or shared voting or investment power with respect thereto pursuant to any agreement, arrangement, understanding, relationship or otherwise (but shall not be deemed to be the beneficial owner of any voting shares solely by reason of a revocable proxy granted for a particular meeting of stockholders, pursuant to a public solicitation of proxies for such meeting, with respect to shares of which neither such person nor any such affiliate is otherwise deemed the beneficial owner); or

(3) which are beneficially owned, directly or indirectly, by any other person with which such first mentioned person or any of its affiliates acts as a partnership, limited partnership, syndicate or other group pursuant to any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of capital stock of this Corporation; and provided further, however, that (1) no Director or Officer of this Corporation (or any affiliate of any such Director or Officer) shall, solely by reason of any or all of such Directors or Officers acting in their capacities as such, be deemed, for any purposes hereof, to beneficially own any Common Stock beneficially owned by another such Director or Officer (or any affiliate thereof), and (2) neither any employee stock ownership plan or similar plan of this Corporation or any subsidiary of this Corporation, nor any trustee with respect thereto or any affiliate of such trustee (solely by reason of such capacity of such trustee), shall be deemed, for any purposes hereof, to beneficially own any Common Stock held under any such plan. For purposes of computing the percentage beneficial ownership of Common Stock of a person the outstanding Common Stock shall include shares deemed owned by such person through application of this subsection but shall not include any other Common Stock which may be issuable by this Corporation pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise. For all other purposes, the outstanding Common Stock shall include only Common Stock then outstanding and shall not include any Common Stock which may be

---

issuable by this Corporation pursuant to any agreement, or upon the exercise of conversion rights, warrants or options, or otherwise.

(c) A "person" shall mean any individual, firm, corporation, or other entity.

3. The Board of Directors shall have the power to construe and apply the provisions of this section and to make all determinations necessary or desirable to implement such provisions, including but not limited to matters with respect to (i) the number of shares of Common Stock beneficially owned by any person, (ii) whether a person is an affiliate of another, (iii) whether a person has an agreement, arrangement, or understanding with another as to the matters referred to in the definition of beneficial ownership, (iv) the application of any other definition or operative provision of this section to the given facts, or (v) any other matter relating to the applicability or effect of this section.

4. The Board of Directors shall have the right to demand that any person who is reasonably believed to beneficially own Common Stock in excess of the Limit (or holds of record Common Stock beneficially owned by any person in excess of the Limit) supply the Corporation with complete information as to (i) the record owner(s) of all shares beneficially owned by such person who is reasonably believed to own shares in excess of the Limit, and (ii) any other factual matter relating to the applicability or effect of this section as may reasonably be requested of such person.

5. Except as otherwise provided by law or expressly provided in this section, the presence, in person or by proxy, of holders of a majority of the shares of capital stock of the Corporation entitled to vote at the meeting (after giving effect, if required, to the provisions of this section) shall constitute a quorum at all meetings of the stockholders (unless or except to the extent that the presence of a larger number may be required by law), and every reference in this Certificate of Incorporation to a majority or other proportion of capital stock (or the holders thereof) for purposes of determining any quorum requirement or any requirement for stockholder consent or approval shall be deemed to refer to such majority or other proportion of the votes (or the holders thereof) then entitled to be cast in respect of such capital stock.

6. Any constructions, applications, or determinations made by the Board of Directors pursuant to this section in good faith and on the basis of such information and assistance as was then reasonably available for such purpose shall be conclusive and binding upon the Corporation and its stockholders.

7. In the event any provision (or portion thereof) of this section shall be found to be invalid, prohibited or unenforceable for any reason, the remaining provisions (or portions thereof) of this section shall remain in full force and effect, and shall be construed as if such invalid, prohibited or unenforceable provision had been stricken here from or otherwise rendered inapplicable, it being the intent of this Corporation and its stockholders that such remaining provision (or portion thereof) of this section remain, to the fullest extent permitted by law, applicable and enforceable as to all stockholders, including stockholders owning an amount of stock over the Limit, notwithstanding any such finding.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its Directors and stockholders:

---



A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the Directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

B. The Directors of the Corporation need not be elected by written ballot unless the Bylaws so provide. Stockholders shall not be permitted to cumulate their votes for the election of Directors.

C. Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders.

D. Special meetings of stockholders of the Corporation may be called only by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directorships (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption) (the "Whole Board") or as otherwise provided in the Bylaws.

SIXTH:

A. The number of Directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Whole Board. The Directors shall be divided into three classes, as nearly equal in number as reasonably possible, with the term of office of the first class to expire at the first annual meeting of stockholders, the term of office of the second class to expire at the annual meeting of stockholders one year thereafter and the term of office of the third class to expire at the annual meeting of stockholders two years thereafter. At each annual meeting of stockholders following such initial classification and election, Directors elected to succeed those Directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election.

B. Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the Directors then in office, though less than a quorum, and Directors so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of office of the class to which they have been chosen expires. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of any incumbent Director.

C. Advance notice of stockholder nominations for the election of Directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

D. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any Director, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least 80 percent of the voting power

---

of all of the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of Directors (after giving effect to the provisions of Article FOURTH of this Certificate of Incorporation ("Article FOURTH")), voting together as a single class.

SEVENTH: The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation. Any adoption, amendment or repeal of the Bylaws of the Corporation by the Board of Directors shall require the approval of two-thirds of the Whole Board. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least 80 percent of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of Directors (after giving effect to the provisions of Article FOURTH), voting together as a single class, shall be required to adopt, amend or repeal any provisions of the Bylaws of the Corporation.

EIGHTH:

A. In addition to any affirmative vote required by law or this Certificate of Incorporation, and except as otherwise expressly provided in this section:

1. any merger or consolidation of the Corporation or any Subsidiary (as hereinafter defined) with (i) any Interested Stockholder (as hereinafter defined) or (ii) any other corporation (whether or not itself an Interested Stockholder) which is, or after such merger or consolidation would be, an Affiliate (as hereinafter defined) of an Interested Stockholder; or
  2. any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Interested Stockholder, or any Affiliate of any Interested Stockholder, of any assets of the Corporation or any Subsidiary having an aggregate Fair Market Value (as hereinafter defined) equaling or exceeding 25% or more of the combined assets of the Corporation and its Subsidiaries; or
  3. the issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary to any Interested Stockholder or any Affiliate of any Interested Stockholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value (as hereinafter defined) equaling or exceeding 25% of the combined Fair Market Value of the then-outstanding common stock of the Corporation and its Subsidiaries, except pursuant to an employee benefit plan of the Corporation or any Subsidiary thereof; or
  4. the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Interested Stockholder or any Affiliate of an Interested Stockholder; or
  5. any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving an Interested Stockholder) which has the effect, directly or indirectly, of increasing the proportional share of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by an Interested Stockholder or any Affiliate of
-

an Interested Stockholder; shall require the affirmative vote of the holders of at least 80% of the voting power of the then-outstanding shares of stock of the Corporation entitled to vote in the election of Directors (the "Voting Stock") (after giving effect to the provision of Article FOURTH), voting together as a single class. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or by any other provisions of this Certificate of Incorporation or any Preferred Stock Designation or in any agreement with any national securities exchange or otherwise. The term "Business Combination" as used in this Article EIGHTH shall mean any transaction which is referred to in any one or more of paragraphs 1 through 5 of Section A of this Article EIGHTH.

B. The provisions of Section A of this Article EIGHTH shall not be applicable to any particular Business Combination, and such Business Combination shall require only the affirmative vote of the majority of the outstanding shares of capital stock entitled to vote, or such vote as is required by law or by this Certificate of Incorporation, if, in the case of any Business Combination that does not involve any cash or other consideration being received by the stockholders of the Corporation solely in their capacity as stockholders of the Corporation, the condition specified in the following paragraph 1 is met or, in the case of any other Business Combination, all of the conditions specified in either of the following paragraphs 1 or 2 are met:

1. The Business Combination shall have been approved by two-thirds of the Disinterested Directors (as hereinafter defined).

2. All of the following conditions shall have been met:

(a) The aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by the holders of Common Stock in such Business Combination shall at least be equal to the higher of the following:

(1) (if applicable) the Highest Per Share Price (as hereinafter defined), including any brokerage commissions, transfer taxes and soliciting dealers' fees, paid by the Interested Stockholder or any of its Affiliates for any shares of Common Stock acquired by it (i) within the two-year period immediately prior to the first public announcement of the proposal of the Business Combination (the "Announcement Date"), or (ii) in the transaction in which it became an Interested Stockholder, whichever is higher.

(2) the Fair Market Value per share of Common Stock on the Announcement Date or on the date on which the Interested Stockholder became an Interested Stockholder (such latter date is referred to in this Article EIGHTH as the "Determination Date"), whichever is higher.

(b) The aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of shares of any class of outstanding Voting Stock other than Common Stock shall be at least equal to the highest of the following (it being intended that the requirements of this subparagraph (b) shall be required to be met with respect to every such class of outstanding Voting Stock, whether or not the Interested Stockholder has previously acquired any shares of a particular class of Voting Stock):

---

(1) (if applicable) the Highest Per Share Price (as hereinafter defined), including any brokerage commissions, transfer taxes and soliciting dealers' fees, paid by the Interested Stockholder for any shares of such class of Voting Stock acquired by it (i) within the two-year period immediately prior to the Announcement Date, or (ii) in the transaction in which it became an Interested Stockholder, whichever is higher;

(2) (if applicable) the highest preferential amount per share to which the holders of shares of such class of Voting Stock are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation; and

(3) the Fair Market Value per share of such class of Voting Stock on the Announcement Date or on the Determination Date, whichever is higher.

(c) The consideration to be received by holders of a particular class of outstanding Voting Stock (including Common Stock shall be in cash or in the same form as the Interested Stockholder has paid for shares of such class of Voting Stock. If the Interested Stockholder has previously paid for shares of any class of Voting Stock with varying forms of consideration, the form of consideration to be received per share by holders of shares of such class of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class of Voting Stock previously acquired by the Interested Stockholder. The price determined in accordance with subparagraph B.2 of this Article EIGHTH shall be subject to appropriate adjustment in the event of any stock dividend, stock split, combination of shares or similar event.

(d) After such Interested Stockholder has become an Interested Stockholder and prior to the consummation of such Business Combination: (1) except as approved by a majority of the Disinterested Directors, there shall have been no failure to declare and pay at the regular date therefor any full quarterly dividends (whether or not cumulative) on any outstanding stock having preference over the Common Stock as to dividends or liquidation; (2) there shall have been (i) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), except as approved by a majority of the Disinterested Directors, and (ii) an increase in such annual rate of dividends as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of the Common Stock, unless the failure to so increase such annual rate is approved by a majority of the Disinterested Directors; and (3) neither such Interested Stockholder or any of its Affiliates shall have become the beneficial owner of any additional shares of Voting Stock except as part of the transaction which results in such Interested Stockholder becoming an Interested Stockholder.

(e) After such Interested Stockholder has become an Interested Stockholder, such Interested Stockholder shall not have received the benefit, directly or indirectly (except proportionately as a stockholder), of any loans, advances guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise.

(f) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or

---

regulations) shall be mailed to stockholders of the Corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions).

C. For the purposes of this Article EIGHTH:

1. A "Person" shall include an individual, a group acting in concert, a corporation, a partnership, an association, a joint venture, a pool, a joint stock company, a trust, an unincorporated organization or similar company, a syndicate or any other group formed for the purpose of acquiring, holding or disposing of securities.
  2. "Interested Stockholder" shall mean any person (other than the Corporation or any holding company or Subsidiary thereof) who or which:
    - (a) is the beneficial owner, directly or indirectly, of more than 10% of the voting power of the outstanding Voting Stock; or
    - (b) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of 10% or more of the voting power of the then-outstanding Voting Stock; or
    - (c) is an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by an Interested Stockholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.
  3. For purposes of this Article EIGHTH, "beneficial ownership" shall be determined in the manner provided in Section C of Article FOURTH hereof.
  4. "Affiliate" and "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on the date of filing of this Certificate of Incorporation.
  5. "Subsidiary" means any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation; provided, however, that for the purposes of the definition of Interested Stockholder set forth in paragraph 2 of this section, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.
  6. "Disinterested Director" means any member of the Board of Directors who is unaffiliated with the Interested Stockholder and was a member of the Board of Directors prior to the time that the Interested Stockholder became an Interested Stockholder, and any Director who is thereafter chosen to fill any vacancy of the Board of Directors or who is elected and who, in either event, is unaffiliated with the Interested Stockholder and in connection with his or her initial assumption of office is recommended for appointment or election by a majority of Disinterested Directors then on the Board of Directors.
-

7. "Fair Market Value" means: (a) in the case of stock, the highest closing sales price of the stock during the 30-day period immediately preceding the date in question of a share of such stock on the National Association of Securities Dealers Automated Quotation System or any system then in use, or, if such stock is admitted to trading on a principal United States securities exchange registered under the Securities Exchange Act of 1934, Fair Market Value shall be the highest sales price reported during the 30-day period preceding the date in question, or, if no such quotations are available, the Fair Market Value on the date in question of a share of such stock as determined by the Board of Directors in good faith, in each case with respect to any class of stock, appropriately adjusted for any dividend or distribution in shares of such stock or any stock split or reclassification of outstanding shares of such stock into a greater number of shares of such stock or any combination or reclassification of outstanding shares of such stock into a smaller number of shares of such stock, and (b) in the case of property other than cash or stock, the Fair Market Value of such property on the date in question as determined by the Board of Directors in good faith.

8. Reference to "Highest Per Share Price" shall in each case with respect to any class of stock reflect an appropriate adjustment for any dividend or distribution in shares of such stock or any stock split or reclassification of outstanding shares of such stock into a greater number of shares of such stock or any combination or reclassification of outstanding shares of such stock into a smaller number of shares of such stock.

9. In the event of any Business Combination in which the Corporation survives, the phrase "consideration other than cash to be received" as used in subparagraphs (a) and (b) of paragraph 2 of Section B of this Article EIGHTH shall include the shares of Common Stock and/or the shares of any other class of outstanding Voting Stock retained by the holders of such shares.

D. A majority of the Directors of the Corporation shall have the power and duty to determine for the purposes of this Article EIGHTH, on the basis of information known to them after reasonable inquiry (a) whether a person is an Interested Stockholder; (b) the number of shares of Voting Stock beneficially owned by any person; (c) whether a person is an Affiliate or Associate of another; and (d) whether the assets which are the subject of any Business Combination have, or the consideration to be received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination has an aggregate Fair Market Value equaling or exceeding 25% of the combined Fair Market Value of the common stock of the Corporation and its Subsidiaries. A majority of the Directors shall have the further power to interpret all of the terms and provisions of this Article EIGHTH.

E. Nothing contained in this Article EIGHTH shall be construed to relieve any Interested Stockholder from any fiduciary obligation imposed by law.

F. Notwithstanding any other provisions of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the Voting Stock required by law, this Certificate of Incorporation or any Preferred Stock Designation, the affirmative vote of the holders of at least 80 percent of the voting power of all of the then-outstanding shares of the Voting Stock, voting together as a single class, shall be required to alter, amend or repeal this Article EIGHTH.

---

NINTH: The Board of Directors of the Corporation, when evaluating any offer of another Person (as defined in Article EIGHTH hereof) to (A) make a tender or exchange offer for any equity security of the Corporation, (B) merge or consolidate the Corporation with another corporation or entity or (C) purchase or otherwise acquire all or substantially all of the properties and assets of the Corporation, may, in connection with the exercise of its judgment in determining what is in the best interest of the Corporation and its stockholders, give due consideration to all relevant factors, including, without limitation, the social and economic effect of acceptance of such offer on: the Corporation's present and future customers and employees and those of its Subsidiaries (as defined in Article EIGHTH hereof); the communities in which the Corporation and its Subsidiaries operate or are located; the ability of the Corporation to fulfill its corporate objectives as a savings or bank holding company; and the ability of its subsidiary bank to fulfill its corporate objectives under applicable statutes and regulations.

TENTH:

A. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a Director or an Officer of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a Director, Officer, employee or agent or in any other capacity while serving as a Director, Officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith; provided, however, that, except as provided in Section C hereof with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

B. The right to indemnification conferred in Section A of this Article TENTH shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a Director or Officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise. The rights to indemnification and to the advancement of expenses conferred in Sections A and B of this Article TENTH shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators.

---

C. If a claim under Section A or B of this Article TENTH is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article TENTH or otherwise shall be on the Corporation.

D. The rights to indemnification and to the advancement of expenses conferred in this Article TENTH shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Certificate of Incorporation, Bylaws, agreement, vote of stockholders or disinterested Directors or otherwise.

E. The Corporation may maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

F. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article TENTH with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation.

ELEVENTH: A Director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the Director derived an improper personal benefit. If the Delaware General Corporation Law is amended to

---



authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

TWELFTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of the Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least 80 percent of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of Directors (after giving effect to the provisions of Article FOURTH), voting together as a single class, shall be required to amend or repeal this Article TWELFTH, Section C of Article FOURTH, Sections C or D of Article FIFTH, Article SIXTH, Article SEVENTH, Article EIGHTH or Article TENTH.

THIRTEENTH: The name and mailing address of the sole incorporator are as follows:

NAME MAILING ADDRESS  
-----

Robert B. Pomerenk, Esquire 5335 Wisconsin Avenue, N.W.  
Suite 400  
Washington, D.C. 20015

## DESCRIPTION OF EQUITY SECURITIES REGISTERED

### UNDER SECTION 12 OF THE EXCHANGE ACT

Brookline Bancorp, Inc. (the "Company") has one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended: common stock, par value \$1.00 per share (the "Common Stock"). The Company's Common Stock is traded on the Nasdaq Global Select Market<sup>SM</sup> under the symbol "BRKL."

The following is a description of the material terms and provisions of the Company's Common Stock. It may not contain all information that is important to you. You can access complete information by referring to the Company's certificate of incorporation and bylaws and the Delaware General Corporation Law. The certificate of incorporation and bylaws are attached as exhibits to the Annual Report on Form 10-K to which this description is an exhibit.

#### **General**

Under the certificate of incorporation, the Company has authority, without further shareholder action, to issue up to 200,000,000 shares of Common Stock. The Company may amend its certificate of incorporation from time to time to increase the number of authorized shares of Common Stock with shareholder approval.

The Company may issue Common Stock from time to time. The Company's Board of Directors must approve the amount of capital stock the Company sells and the price for which it is sold. Holders of Common Stock do not have any preferential rights or preemptive rights to buy or subscribe for capital stock or other securities that the Company may issue. The Company's Common Stock does not have any redemption rights, sinking fund provisions or any conversion rights.

#### **Dividends**

The Company may pay dividends on its Common Stock if, after giving effect to the distribution, it would be able to pay its indebtedness as the indebtedness comes due in the usual course of business and its total assets exceed the sum of its liabilities and the amount needed, if the Company were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of any holders of capital stock who have preference in the event of dissolution. The holders of Common Stock are entitled to receive and share equally in dividends as may be declared by the Company's Board of Directors out of funds legally available therefor. If the Company issues shares of preferred stock, the holders thereof may have a priority over the holders of the Common Stock with respect to dividends.

#### **Liquidation**

In the event of any liquidation, dissolution or winding up of the Company, and subject to the preferential rights of any other class or series of stock, holders of shares of the Common Stock are entitled to receive all assets of the Company available for distribution, after payment or provision for payment of all debts and liabilities of the Company, including deposit accounts and accrued interest thereon, and after distribution of the balance in the liquidation account to eligible account holders.

#### **Voting Rights**

Subject to the provisions of the certificate of incorporation, each holder of Common Stock is entitled to one vote per share and has no right to cumulate votes in the election of directors. Holders of the Company's Common Stock elect the Company's Board of Directors and act on all other matters as are required to be presented to them under Delaware law or as are otherwise presented to them by the Company's Board of Directors.

Under the certificate of incorporation, any person who beneficially owns more than 10% of the then-outstanding shares of the Company's Common Stock will not be entitled or permitted to vote any shares of Common Stock held in excess of the 10% limit.

All matters to be voted on by stockholders, other than a contested election of directors, must be approved by a majority of the votes cast at a meeting of stockholders duly called and at which a quorum is present, subject to any voting rights granted to holders of any then outstanding preferred stock. In contested elections of directors, which generally will include any situation in which the Company receives a notice that a stockholder has nominated a person for election to the Company's Board of Directors at a meeting of the stockholders of the Company that is not

withdrawn on or before the tenth day before the Company first mails its notice for such meeting to its stockholders, a plurality voting standard will apply.

ACTIVE/102295989.4

**RESTRICTED STOCK AWARD AGREEMENT  
UNDER THE BROOKLINE BANCORP, INC.  
2014 EQUITY INCENTIVE PLAN**

Name of Grantee: \_\_\_\_\_

No. of Shares: \_\_\_\_\_

Grant Date: \_\_\_\_\_

Pursuant to the Brookline Bancorp, Inc. 2014 Equity Incentive Plan (the "Plan") as amended through the date hereof, Brookline Bancorp, Inc. (the "Company") hereby grants a Restricted Stock Award (an "Award") to the Grantee named above. Upon acceptance of this Award, the Grantee shall receive the number of shares of Common Stock, par value \$0.01 per share (the "Stock") of the Company specified above, subject to the restrictions and conditions set forth herein and in the Plan. The Company acknowledges the receipt from the Grantee of consideration with respect to the par value of the Stock in the form of cash, past or future services rendered to the Company by the Grantee or such other form of consideration as is acceptable to the Administrator.

1. Award. The shares of Restricted Stock awarded hereunder shall be issued and held by the Company's transfer agent in book entry form, and the Grantee's name shall be entered as the stockholder of record on the books of the Company. Thereupon, the Grantee shall have all the rights of a stockholder with respect to such shares, including voting and dividend rights, subject, however, to the restrictions and conditions specified in Paragraph 2 below. The Grantee shall (i) sign and deliver to the Company a copy of this Award Agreement and (ii) deliver to the Company a stock power endorsed in blank.

2. Restrictions and Conditions.

(a) Any book entries for the shares of Restricted Stock granted herein shall bear an appropriate legend, as determined by the Administrator in its sole discretion, to the effect that such shares are subject to restrictions as set forth herein and in the Plan.

(b) Shares of Restricted Stock granted herein may not be sold, assigned, transferred, pledged or otherwise encumbered or disposed of by the Grantee prior to vesting.

(c) Except as provided in Section 20 of the Plan after a Change in Control (as defined in the Plan), if the Grantee's employment with the Company and its Subsidiaries is voluntarily or involuntarily terminated for any reason prior to the vesting of shares of Restricted Stock granted herein, all shares of Restricted Stock shall immediately and automatically be forfeited and returned to the Company.

3. Vesting of Restricted Stock.

[The restrictions and conditions in Paragraph 2 of this Agreement shall lapse on the Vesting Date specified in the following schedule so long as the Grantee remains a [director][employee] of the Company or a Subsidiary on such Date. If a series of Vesting Dates is specified, then the restrictions and conditions in Paragraph 2 shall lapse only with respect to the number of shares of Restricted Stock specified as vested on such date.

<u>Incremental Number</u>	<u>Vesting Date</u>
_____	_____] <sup>1</sup>

[The shares of Restricted Stock awarded hereunder shall vest on the third anniversary of the Grant Date, based on the Company's achievement of identified performance-based measures. [Measures to be described.]]<sup>2</sup>

Subsequent to such Vesting Date or Dates, the shares of Stock on which all restrictions and conditions have lapsed shall no longer be deemed Restricted Stock. The Administrator may at any time accelerate the vesting schedule specified in this Paragraph 3.

4. Dividends.

Any dividends or distributions declared with respect to the Stock shall [be held by the Company until the Stock subject to the Award has vested. Upon the vesting of the Stock, the dividends held by the Stock shall be distributed to the Grantee by the Company. In the event that the Grantee forfeits the Stock, the dividends declared on such shares shall also be forfeited by the Grantee]<sup>3</sup>[shall accrue and shall not be paid to the Grantee until and to the extent the performance goals are met with respect to the Award]<sup>4</sup>.

5. Incorporation of Plan. Notwithstanding anything herein to the contrary, this Award shall be subject to and governed by all the terms and conditions of the Plan, including the powers of the Administrator set forth in Section 2(b) of the Plan. Capitalized terms in this Agreement shall have the meaning specified in the Plan, unless a different meaning is specified herein.

<sup>1</sup> For use in restricted stock awards to non-employee directors and time-based restricted stock awards to employees.

<sup>2</sup> For use in performance-based restricted stock awards to employees.

<sup>3</sup> For use in restricted stock awards to non-employee directors and time-based restricted stock awards to employees.

<sup>4</sup> For use in performance-based restricted stock awards to employees.

6. Transferability. This Agreement is personal to the Grantee, is non-assignable and is not transferable in any manner, by operation of law or otherwise, other than by will or the laws of descent and distribution.

7. Tax Withholding. The Grantee shall, not later than the date as of which the receipt of this Award becomes a taxable event for Federal income tax purposes, pay to the Company or make arrangements satisfactory to the Administrator for payment of any Federal, state, and local taxes required by law to be withheld on account of such taxable event. Except in the case where an election is made pursuant to Paragraph 8 below, the Company shall have the authority to cause the required minimum tax withholding obligation to be satisfied, in whole or in part, by withholding from shares of Stock to be issued or released by the transfer agent a number of shares of Stock with an aggregate Fair Market Value that would satisfy the minimum withholding amount due.

8. Election Under Section 83(b). The Grantee and the Company hereby agree that the Grantee may, within 30 days following the Grant Date of this Award, file with the Internal Revenue Service and the Company an election under Section 83(b) of the Internal Revenue Code. In the event the Grantee makes such an election, he or she agrees to provide a copy of the election to the Company. The Grantee acknowledges that he or she is responsible for obtaining the advice of his or her tax advisors with regard to the Section 83(b) election and that he or she is relying solely on such advisors and not on any statements or representations of the Company or any of its agents with regard to such election.

9. No Obligation to Continue Employment. Neither the Company nor any Subsidiary is obligated by or as a result of the Plan or this Agreement to continue the Grantee in employment and neither the Plan nor this Agreement shall interfere in any way with the right of the Company or any Subsidiary to terminate the employment of the Grantee at any time.

10. Integration. This Agreement constitutes the entire agreement between the parties with respect to this Award and supersedes all prior agreements and discussions between the parties concerning such subject matter.

11. Data Privacy Consent. In order to administer the Plan and this Agreement and to implement or structure future equity grants, the Company, its subsidiaries and affiliates and certain agents thereof (together, the "Relevant Companies") may process any and all personal or professional data, including but not limited to Social Security or other identification number, home address and telephone number, date of birth and other information that is necessary or desirable for the administration of the Plan and/or this Agreement (the "Relevant Information"). By entering into this Agreement, the Grantee (i) authorizes the Company to collect, process, register and transfer to the Relevant Companies all Relevant Information; (ii) waives any privacy rights the Grantee may have with respect to the Relevant Information; (iii) authorizes the Relevant Companies to store and transmit such information in electronic form; and (iv) authorizes the transfer of the Relevant Information to any jurisdiction in which the Relevant Companies consider appropriate. The Grantee shall have access to, and the right to change, the Relevant Information. Relevant Information will only be used in accordance with applicable law.

12. Notices. Notices hereunder shall be mailed or delivered to the Company at its principal place of business and shall be mailed or delivered to the Grantee at the address on file with the Company or, in either case, at such other address as one party may subsequently furnish to the other party in writing.

BROOKLINE BANCORP, INC.

By: \_\_\_  
Name:  
Title:

The foregoing Agreement is hereby accepted and the terms and conditions thereof hereby agreed to by the undersigned. Electronic acceptance of this Agreement pursuant to the Company's instructions to the Grantee (including through an online acceptance process) is acceptable.

Dated: \_\_\_ \_\_\_

Grantee's Signature

Grantee's name and address:

\_\_\_  
\_\_\_  
\_\_\_

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Brookline Bancorp, Inc.:

We consent to the incorporation by reference in the registration statements (No. 333-240013) on Form S-3 and (No. 333-197317 and No. 333-175255) on Form S-8 of our reports dated February 26, 2021, with respect to the consolidated balance sheets of Brookline Bancorp, Inc. and subsidiaries as of December 31, 2020 and 2019, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2020, and the related notes (collectively, the "consolidated financial statements"), and the effectiveness of internal control over financial reporting as of December 31, 2020, which reports appear in the December 31, 2020 annual report on Form 10-K of Brookline Bancorp, Inc.

Our report refers to the Company's change in its method of accounting for the recognition and measurement of credit losses as of January 1, 2020 due to the adoption of ASU No. 2016-13, Financial Instruments— Credit Losses (ASC Topic 326) (commonly known as CECL).

/s/ KPMG LLP

Boston, Massachusetts  
February 26, 2021



## Certification of Chief Executive Officer

## PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Paul A. Perrault, President and Chief Executive Officer, certify that:

1. I have reviewed this Annual Report on Form 10-K of Brookline Bancorp, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the Registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: February 26, 2021

/s/ PAUL A. PERRAULT

Paul A. Perrault

President and Chief Executive Officer

(Principal Executive Officer)

## Certification of Chief Financial Officer

## PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Carl M. Carlson, Chief Financial Officer, certify that:

1. I have reviewed this Annual Report on Form 10-K of Brookline Bancorp, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the Registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: February 26, 2021

/s/ CARL M. CARLSON  
Carl M. Carlson  
Chief Financial Officer  
(Principal Financial Officer)

**STATEMENT FURNISHED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT  
OF 2002, 18 U.S.C. SECTION 1350**

The undersigned, Paul A. Perrault, is the President and Chief Executive Officer of Brookline Bancorp, Inc. (the "Company").

This statement is being furnished in connection with the filing by the Company of the Company's Annual Report on Form 10-K for the year ended December 31, 2020 (the "Report").

By execution of this statement, I certify that:

- A) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and
- B) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

This statement is authorized to be attached as an exhibit to the Report so that this statement will accompany the Report at such time as the Report is filed with the Securities and Exchange Commission pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended.

Date: February 26, 2021

/s/ PAUL A. PERRAULT

Paul A. Perrault

*President and Chief Executive Officer  
(Principal Executive Officer)*

**STATEMENT FURNISHED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT  
OF 2002, 18 U.S.C. SECTION 1350**

The undersigned, Carl M. Carlson, is the Chief Financial Officer of Brookline Bancorp, Inc. (the "Company").

This statement is being furnished in connection with the filing by the Company of the Company's Annual Report on Form 10-K for the year ended December 31, 2020 (the "Report").

By execution of this statement, I certify that:

- A) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and
- B) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

This statement is authorized to be attached as an exhibit to the Report so that this statement will accompany the Report at such time as the Report is filed with the Securities and Exchange Commission pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended.

Date: February 26, 2021

/s/ CARL M. CARLSON

Carl M. Carlson  
*Chief Financial Officer*  
*(Principal Financial Officer)*