Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3108(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

Paul A. Perrault
Name of the Holding Company Director and Official
President and Chief Executive Officer
Title of the Holding Company Director and Official

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official
03/24/2020
Date of Signature

For holding companies not registered with the SEC—indicate status of Annual Report to Shareholders:

☐ is included with the FR Y-6 report
☐ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only

R.S.S.D. ID
C.I.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2019
Month / Day / Year

N/A
Reporters Legal Entity Identifier (LEI) (20-character LEI code)

Brookline Bancorp, Inc.
Legal Name of Holding Company

131 Clarendon Street
(Mailing Address of the Holding Company) Street / P.O. Box
Boston MA 02117
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Donald Cross
Controller
Name Title
617-425-5352
Area Code / Phone Number / Extension
617-425-4662
Area Code / FAX Number
DCross@brkl.com
E-mail Address
www.brooklinebancorp.com
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? 0
☐ No 1=Yes

In accordance with the General Instructions for this report (check only one),
1. a letter justifying this request is being provided along with the report... ☐
2. a letter justifying this request has been provided separately... ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2019
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

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</tr>
<tr>
<td>City</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

12/2012
Brookline Bancorp, Inc.  
Physical Location: Boston, MA  
Incorporation: Delaware

- **Brookline Bank**  
  Physical Location: Brookline, MA  
  Incorporation: Massachusetts  
  Registration: Massachusetts  
  Ownership: 100% Brookline Bancorp  
  LEI: 549300TR6MWKSIOP3B72

- **Bank Rhode Island**  
  Physical Location: Providence, RI  
  Incorporation: Rhode Island  
  Registration: Rhode Island  
  Ownership: 100% Brookline Bancorp  
  LEI: S6V2SM4I80M0J5HY883

- **First Ipswich Bank**  
  Physical Location: Ipswich, MA  
  Incorporation: Massachusetts  
  Registration: Massachusetts  
  Ownership: 100% Brookline Bancorp  
  LEI: 549300CB2K9NGMMO68

- **Brookline Securities Corp.**  
  Brookline MA  
  Incorporation: Massachusetts  
  Ownership 100% Brookline Bancorp

- **BRI Statutory Trust III**  
  Providence, RI  
  Incorporation: Rhode Island  
  Ownership: 100% Brookline Bancorp

- **BRI Statutory Trust IV**  
  Providence, RI  
  Incorporation: Rhode Island  
  Ownership: 100% Brookline Bancorp

- **Bank Rhode Island**  
  Physical Location: Providence, RI  
  Incorporation: Rhode Island  
  Registration: Rhode Island  
  Ownership: 100% Brookline Bancorp  
  LEI: S6V2SM4I80M0J5HY883

- **First Ipswich Bank**  
  Physical Location: Ipswich, MA  
  Incorporation: Massachusetts  
  Registration: Massachusetts  
  Ownership: 100% Brookline Bancorp  
  LEI: 549300CB2K9NGMMO68

- **First Ipswich Insurance Agency, Inc.**  
  Physical Location: Ipswich, MA  
  Registration: Massachusetts  
  Ownership: 100% First Ipswich Bank

- **First Ipswich Securities II Corporation**  
  Physical Location: Ipswich, MA  
  Registration: Massachusetts  
  Ownership: 100% First Ipswich Bank

- **BRI Community Investment Corp.**  
  Registration: Rhode Island  
  Ownership: 100% Bank Rhode Island

- **Acorn Insurance Agency, Inc.**  
  Physical Location: Providence, RI  
  Registration: Rhode Island  
  Ownership: 100% First Ipswich Bank

- **BRI Realty Corp.**  
  Physical Location: Providence, RI  
  Registration: Rhode Island  
  Ownership: 100% First Ipswich Bank

- **Macrolease Corporation**  
  Physical Location: Plainview, NY  
  Registration: Rhode Island  
  Ownership: 100% Bank Rhode Island

- **BRI Investment Corp.**  
  Physical Location: Providence, RI  
  Registration: Rhode Island  
  Ownership: 100% First Ipswich Bank

- **BRI MSC Corp.**  
  Physical Location: Boston, MA  
  Registration: Massachusetts  
  Ownership: 100% BRI Investment Corp

- **BBS Investment Corp.**  
  Physical Location: Boston, MA  
  Registration: Massachusetts  
  Ownership: 100% Brookline Bank  
  Brookline is a Managing Member

- **Eastern Funding LLC**  
  Physical Location: New York, NY  
  Incorporation: Delaware  
  Registration: New York  
  Ownership: 100% Brookline Bank  
  Brookline is a Managing Member

- **Longwood Securities Corp.**  
  Physical Location: Boston, MA  
  Incorporation: Massachusetts  
  Registration: Massachusetts  
  Ownership: 100% Brookline Bank  
  Brookline is a Managing Member

- **Ajax Development LLC**  
  Physical Location: Boston, MA  
  Registration: Massachusetts  
  Ownership: 100% Brookline Bank  
  Brookline is a Managing Member

- **Brookline Bancorp 1031 Exchange Services LLC**  
  Physical Location: Boston, MA  
  Registration: Massachusetts  
  Ownership: 100% Brookline Bank  
  Brookline is a Managing Member

- **BRI Community Investment Corp.**  
  Registration: Rhode Island  
  Ownership: 100% Bank Rhode Island

- **Acorn Insurance Agency, Inc.**  
  Physical Location: Providence, RI  
  Registration: Rhode Island  
  Ownership: 100% First Ipswich Bank

- **BRI Realty Corp.**  
  Physical Location: Providence, RI  
  Registration: Rhode Island  
  Ownership: 100% First Ipswich Bank

- **Macrolease Corporation**  
  Physical Location: Plainview, NY  
  Registration: Rhode Island  
  Ownership: 100% Bank Rhode Island

- **BRI Investment Corp.**  
  Physical Location: Providence, RI  
  Registration: Rhode Island  
  Ownership: 100% First Ipswich Bank

- **BRI MSC Corp.**  
  Physical Location: Boston, MA  
  Registration: Massachusetts  
  Ownership: 100% BRI Investment Corp

- **BRS Investment Corp.**  
  Physical Location: Providence, RI  
  Registration: Rhode Island  
  Ownership: 100% BRI Investment Corp

- **Ajax Development LLC**  
  Physical Location: Boston, MA  
  Registration: Massachusetts  
  Ownership: 100% Brookline Bank  
  Brookline is a Managing Member

- **Brookline Bancorp 1031 Exchange Services LLC**  
  Physical Location: Boston, MA  
  Registration: Massachusetts  
  Ownership: 100% Brookline Bank  
  Brookline is a Managing Member

- **BRI Community Investment Corp.**  
  Registration: Rhode Island  
  Ownership: 100% Bank Rhode Island

- **Acorn Insurance Agency, Inc.**  
  Physical Location: Providence, RI  
  Registration: Rhode Island  
  Ownership: 100% First Ipswich Bank

- **BRI Realty Corp.**  
  Physical Location: Providence, RI  
  Registration: Rhode Island  
  Ownership: 100% First Ipswich Bank

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  Physical Location: Plainview, NY  
  Registration: Rhode Island  
  Ownership: 100% Bank Rhode Island

- **BRI Investment Corp.**  
  Physical Location: Providence, RI  
  Registration: Rhode Island  
  Ownership: 100% First Ipswich Bank

- **BRI MSC Corp.**  
  Physical Location: Boston, MA  
  Registration: Massachusetts  
  Ownership: 100% BRI Investment Corp

**LEI not applicable unless otherwise noted**
<table>
<thead>
<tr>
<th>Data Act</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID RSSD</th>
<th>Paper Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Hold</th>
<th>Required</th>
<th>Add</th>
<th>Office Phone</th>
<th>Head Office Phone</th>
<th>Head Office ID RSSD</th>
<th>Comments</th>
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<tbody>
<tr>
<td>84</td>
<td>RHODE ISLAND</td>
<td>Branch Office</td>
<td>RHODE ISLAND</td>
<td>RHODE ISLAND</td>
<td>2451636728</td>
<td>240245163</td>
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</tbody>
</table>

Note: To verify the implementation of this report, please refer to the Federal Reserve Board's published report. This report is updated weekly and includes the most recent data available.
Persons and groups who beneficially own in excess of five percent of the Company's common stock are required to file certain reports with the SEC regarding ownership. The following table sets forth, as of the Record Date, the shares of common stock beneficially owned by each person who was the beneficial owner of more than five percent of the Company’s common stock, including shares owned by its directors.

<table>
<thead>
<tr>
<th>Name and Address of Owner</th>
<th>Shares of Common Stock</th>
<th>Percent of Class of Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>BlackRock, Inc. (¹)</td>
<td>11,679,274</td>
<td>14.60%</td>
</tr>
<tr>
<td>55 East 52nd Street</td>
<td></td>
<td></td>
</tr>
<tr>
<td>New York, NY 10055</td>
<td></td>
<td></td>
</tr>
<tr>
<td>The Vanguard Group, Inc. (²)</td>
<td>8,390,949</td>
<td>10.51%</td>
</tr>
<tr>
<td>100 Vanguard Blvd.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Malvern, PA 19355</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dimensional Fund Advisors LP (³)</td>
<td>6,034,316</td>
<td>7.56%</td>
</tr>
<tr>
<td>Building One</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6300 Bee Cave Road</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Austin, TX 78746</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fuller &amp; Thaler Asset Management, Inc. (4)</td>
<td>4,107,431</td>
<td>5.15%</td>
</tr>
<tr>
<td>411 Borel Avenue, Suite 300</td>
<td></td>
<td></td>
</tr>
<tr>
<td>San Mateo, CA 94402</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1)(a) Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries</th>
<th>(3)(c) Title &amp; Position with other businesses</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Joanne B. Chang</td>
<td>Owner, Myers &amp; Chang, Flour Bakery</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.00%</td>
</tr>
<tr>
<td>Boston, MA USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>David C. Chapin</td>
<td>Principal, Chapin Properties</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.14%</td>
</tr>
<tr>
<td>Wellesley, MA USA</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>John J. Doyle, Jr.</td>
<td>Retired</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.04%</td>
</tr>
<tr>
<td>Weston, MA USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Margaret Boles Fitzgerald</td>
<td>Volunteer</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.03%</td>
</tr>
<tr>
<td>Wellesley, MA USA</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>John A. Hacket</td>
<td>Controller, JJ Rudy Insurance</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.05%</td>
</tr>
<tr>
<td>Stoneham, MA USA</td>
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<tr>
<td>John L. Hall II</td>
<td>President, Hall Properties, Inc.</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.26%</td>
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<tr>
<td>Brookline, MA USA</td>
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<td></td>
</tr>
<tr>
<td>Thomas J. Hollister</td>
<td>Chief Financial Officer and Vice President of Finance of Harvard University</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.04%</td>
</tr>
<tr>
<td>Boston, MA USA</td>
<td></td>
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</tr>
<tr>
<td>Bogdan Nowak</td>
<td>President, Rhode Island Novelty</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.16%</td>
</tr>
<tr>
<td>E. Greenwich, RI USA</td>
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<tr>
<td>Charles Peck</td>
<td>Retired</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.33%</td>
</tr>
<tr>
<td>Weston, MA USA</td>
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</tr>
<tr>
<td>John P. Pereira</td>
<td>President &amp; CEO, Combined Properties</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.03%</td>
</tr>
<tr>
<td>Milton, MA USA</td>
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<td></td>
</tr>
<tr>
<td>Merrill W. Sherman</td>
<td>Owner, Sherman Consulting LLC</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.04%</td>
</tr>
<tr>
<td>Providence, RI USA</td>
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<td></td>
</tr>
<tr>
<td>Joseph J. Slotnik</td>
<td>Retired</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.23%</td>
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<tr>
<td>Fisher Island, FL USA</td>
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<tr>
<td>Peter O. Wilde</td>
<td>Retired</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.22%</td>
</tr>
<tr>
<td>Chestnut Hill, MA USA</td>
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<tr>
<td>Paul A. Perrault</td>
<td>N/A</td>
<td>President &amp; CEO</td>
<td>N/A</td>
<td>N/A</td>
<td>0.53%</td>
</tr>
<tr>
<td>Chestnut Hill, MA USA</td>
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</tr>
<tr>
<td>Name</td>
<td>Position</td>
<td>Salary</td>
<td>Ownership</td>
<td>Percentage</td>
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<td>-----------------------</td>
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<td></td>
</tr>
<tr>
<td>Carl M. Carlson</td>
<td>Chief Financial Officer</td>
<td>N/A</td>
<td>N/A</td>
<td>0.10%</td>
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</tr>
<tr>
<td>James M. Cosman</td>
<td>Chief Operations Officer</td>
<td>N/A</td>
<td>N/A</td>
<td>0.05%</td>
<td></td>
</tr>
<tr>
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<td></td>
</tr>
<tr>
<td>Sandra L. Jenkins</td>
<td>Chief Human Resources Officer</td>
<td>N/A</td>
<td>N/A</td>
<td>0.03%</td>
<td></td>
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</tr>
<tr>
<td>Michael W. McCurdy</td>
<td>General Counsel, CRO &amp; Secretary</td>
<td>N/A</td>
<td>N/A</td>
<td>0.03%</td>
<td></td>
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<tr>
<td>M. Robert Rose</td>
<td>Chief Credit Officer</td>
<td>N/A</td>
<td>N/A</td>
<td>0.08%</td>
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<tr>
<td>Mark J. Meiklejohn</td>
<td>President &amp; CEO, Bank Rhode Island</td>
<td>N/A</td>
<td></td>
<td>0.07%</td>
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<tr>
<td>James J. McCarthy</td>
<td>President &amp; CEO, First Ipswich Bank</td>
<td>N/A</td>
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<td>0.02%</td>
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<tr>
<td>Darryl J. Fess</td>
<td>President &amp; CEO, Brookline Bank</td>
<td>N/A</td>
<td></td>
<td>0.05%</td>
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