## **Board of Governors of the Federal Reserve System**



# 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. §§ 3106(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.

I, Paul A. Perrault

Name of the Holding Company Director and Official

Chariman 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 bellef.

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 reporter and individual.

details in	the report concerning that individual.
(	
Signature of Date of Sign	Holoing Company Director and Official
	ling companies <u>not</u> registered with the SEC— status of Annual Report to Shareholders:
☐ is Inc	luded with the FR Y-6 report
Property Control	e sent under separate cover
☐ is not	prepared
For Fed	eral Reserve Bank Use Only
RS	SD ID
	C.I.

This report form is to be filed by all top-tler bank holding companies, top-tler 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, 2021 Month / Day / Year N/A Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code) Reporter's Name, Street, and Mailing Address Brookline Bancorp, Inc. Legal Title of Holding Company 131 Clarendon Street (Mailing Address of the Holding Company) Street / P.O. Box Boston 02117 MA City Zip Code Physical Location (If different from malling address) Person to whom questions about this report should be directed: **Donald Cross** Controller 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?..... 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 ...... a letter justifying this request has been provided separately ... NOTE: Information for which confidential treatment is being requested must be provided separately and labeled

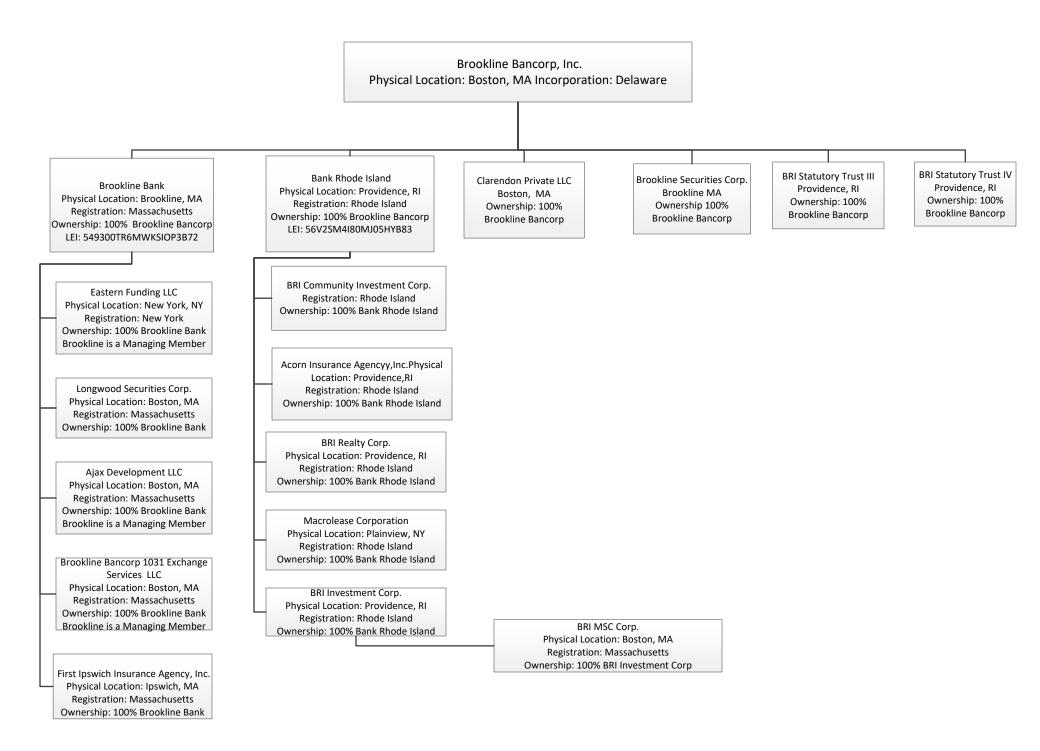
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5,50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments 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.

as "confidential."

# 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.

Legal Title of Subsidiar	y Holding Company		Legal Title of Subsid	diary Holding Company	
(Mailing Address of the	Subsidiary Holding Company	) Street / P.O. Box	(Mailing Address of	the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if dif	fferent from mailing address)		Physical Location (i	f different from mailing address)	
Legal Title of Subsidiar	y Holding Company		Legal Title of Subsid	diary Holding Company	
(Mailing Address of the	Subsidiary Holding Company	) Street / P.O. Box	(Mailing Address of	the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if dif	fferent from mailing address)		Physical Location (i	f different from mailing address)	
Legal Title of Subsidiar	y Holding Company		Legal Title of Subsid	diary Holding Company	
(Mailing Address of the	Subsidiary Holding Company	) Street / P.O. Box	(Mailing Address of	the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if dif	fferent from mailing address)		Physical Location (i	f different from mailing address)	
Legal Title of Subsidiar	y Holding Company		Legal Title of Subsid	diary Holding Company	
(Mailing Address of the	Subsidiary Holding Company	) Street / P.O. Box	(Mailing Address of	the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical Location (if di	fferent from mailing address)		Physical Location (i	f different from mailing address)	



LEI not applicable unless otherwise noted December 2021

## Results: A list of branches for your holding company: BROOKLINE BANCORP, INC. (2631510) of BOSTON, MA.

The data are as of 12/31/2021. Data reflects information that was received and processed through 01/12/2022.

## Reconciliation and Verification Steps

- 1. In the **Data Action** column of each branch row, enter one or more of the actions specified below
- 2. If required, enter the date in the Effective Date column

#### Action

OK: If the branch information is correct, enter 'OK' in the Data Action column.

Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.

Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.

Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.

Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

## Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

#### Note

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID RSSD*	Comments
OK		Full Service (Head Office)	2434113	BANK RHODE ISLAND	ONE TURKS HEAD PLACE	PROVIDENCE	RI	02903	PROVIDENCE	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	3
OK		Full Service		COVENTRY BRANCH	3 COVENTRY SHOPPERS PARK	COVENTRY	RI	02816	KENT	UNITED STATES		Not Required	BANK RHODE ISLAND	2434113	
OK		Full Service		ATWOOD AVENUE BRANCH	383 ATWOOD AVENUE	CRANSTON	RI	02920	PROVIDENCE	UNITED STATES		Not Required	BANK RHODE ISLAND	2434113	_
OK		Full Service	2211761	PARK AVENUE BRANCH	1047 PARK AVENUE	CRANSTON	RI	02910	PROVIDENCE	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	
ОК		Full Service	4282578	PLAINFIELD PIKE BRANCH	2104 PLAINFIELD PIKE	CRANSTON	RI	02921	PROVIDENCE	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	3
OK		Full Service	3534243	EAST GREENWICH BRANCH	1269 SOUTH COUNTY TRAIL	EAST GREENWICH	RI	02818	KENT	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	3
ОК		Full Service	2211798	HIGHLAND AVENUE BRANCH	77 HIGHLAND AVENUE	EAST PROVIDENCE	RI	02914	PROVIDENCE	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	
ОК		Full Service	931001	TAUNTON AVE BRANCH	195 TAUNTON AVE	EAST PROVIDENCE	RI	02914	PROVIDENCE	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	3
ОК		Full Service	930509	JOHNSTON BRANCH	1450 HARTFORD AVE	JOHNSTON	RI	02919	PROVIDENCE	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	3
OK		Full Service	3534261	LINCOLN BRANCH	625 B GEORGE WASHINGTON HIGHWAY	LINCOLN	RI	02865	PROVIDENCE	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	
ОК		Full Service	5084108	MIDDLETOWN BRANCH	132 EAST MAIN ROAD	MIDDLETOWN	RI	02842	NEWPORT	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	3
ОК		Full Service	3534270	NORTH KINGTOWN BRANCH	1140 TEN ROD ROAD	NORTH KINGSTOWN	RI	02852	WASHINGTON	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	3
ОК		Full Service	3650303	PAWTUCKET BRANCH	499 SMITHFIELD AVENUE	PAWTUCKET	RI	02860	PROVIDENCE	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	
ОК		Full Service	3534289	EAST SIDE BRANCH	137 PITMAN STREET	PROVIDENCE	RI	02906	PROVIDENCE	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	3
ОК		Full Service	808505	SMITHFIELD BRANCH	445 PUTNAM PIKE	SMITHFIELD	RI	02917	PROVIDENCE	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	3
ОК		Full Service	4721134	WAKEFIELD BRANCH	290 MAIN STREET	WAKEFIELD	RI	02879	WASHINGTON	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	3
OK		Full Service	5213784	265 JEFFERSON BLVD BRANCH	265 JEFFERSON BLVD	WARWICK	RI	02888	KENT	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	
OK		Full Service	3534298	BUTTONWOODS BRANCH	2975 WEST SHORE ROAD	WARWICK	RI	02886	KENT	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	3
OK		Full Service	992703	WARWICK AVE-GFF BRANCH	1300 WARWICK AVENUE	WARWICK	RI	02888	KENT	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	3
OK		Full Service	2658544		177 CUMBERLAND HILL ROAD	WOONSOCKET	RI	02895	PROVIDENCE	UNITED STATES	Not Required	Not Required	BANK RHODE ISLAND	2434113	
OK		Full Service (Head Office)	782306	BROOKLINE BANK	2 HARVARD STREET	BROOKLINE	МА	02445	NORFOLK	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	
OK		Full Service	2926001	ARLINGTON BRANCH	856 MASSACHUSETTS AVE	ARLINGTON	МА	02476	MIDDLESEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	
OK		Full Service	3127663	BEDFORD BRANCH	168 GREAT ROAD UNIT A	BEDFORD	МА	01730	MIDDLESEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	
ОК		Full Service	4502324	CLARENDON STREET BRANCH	131 CLARENDON STREET	BOSTON	МА	02117	SUFFOLK	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	4759632	STATE STREET BRANCH	33 STATE ST.	BOSTON	MA	02109	SUFFOLK	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	
OK		Full Service	167408		1324 BEACON STREET	BROOKLINE	MA	02446	NORFOLK	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	
ОК		Full Service	812904	LONGWOOD BRANCH	1016 BEACON STREET	BROOKLINE	MA	02446	NORFOLK	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
ОК		Full Service	722209	WASHINGTON SQUARE BRANCH	1661 BEACON STREET	BROOKLINE	MA	02445	NORFOLK	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
ОК		Full Service	4176314	BURLINGTON MALL BRANCH	72 BURLINGTON MALL ROAD	BURLINGTON	MA	01803	MIDDLESEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
ОК		Full Service	4934868	CHESTNUT HILL	1220 BOYLSTON STREET	CHESTNUT HILL	MA	02467	NORFOLK	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
ОК		Full Service	721707	PUTTERHAM CIRCLE BRANCH	1018 WEST ROXBURY PARKWAY	CHESTNUT HILL	MA	02467	NORFOLK	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
ОК		Full Service	5106493	DANVERS BRANCH	107 HIGH STREET	DANVERS	MA	01923	ESSEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
ОК		Full Service	534505	ESSEX OFFICE	8-10 MARTIN STREET	ESSEX	MA	01929	ESSEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	534907	GLOUCESTER BRANCH	207 MAIN STREET	GLOUCESTER	MA	01930	ESSEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	442806	FIRST IPSWICH BANK BRANCH	31 MARKET STREET	IPSWICH	MA	01938	ESSEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	2748874	LEXINGTON BRANCH	1793 MASSACHUSETTS AVE	LEXINGTON	MA	02420	MIDDLESEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	3212420	MALDEN BRANCH	196 COMMERCIAL STREET	MALDEN	MA	02148	MIDDLESEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	67777	MEDFORD SQUARE OFFICE	60 HIGH STREET	MEDFORD	MA	02155	MIDDLESEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	2372886	SALEM STREET BRANCH	201 SALEM STREET	MEDFORD	MA	02155	MIDDLESEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	ő
OK		Full Service	683300	WEST MEDFORD BRANCH	430 HIGH ST	MEDFORD	MA	02155	MIDDLESEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
ОК		Full Service	4176323	NEEDHAM BRANCH	902 HIGHLAND AVENUE	NEEDHAM HEIGHTS	MA	02494	NORFOLK	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	2505273	NEWBURYPORT BRANCH	155 STATE STREET	NEWBURYPORT	MA	01950	ESSEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	2956277	NEWTON CENTRE BRANCH	TEN LANGLEY ROAD	NEWTON	MA	02459	MIDDLESEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	3449226	NEWTON HIGHLANDS BRANCH	1160 WALNUT STREET	NEWTON	MA	02461	MIDDLESEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	3380909	NEWTONVILLE BRANCH	323 WALNUT STREET	NEWTONVILLE	MA	02460	MIDDLESEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
ОК		Full Service	2727945	ROWLEY BRANCH	144 NEWBURYPORT TURNPIKE	ROWLEY	MA	01969	ESSEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	4586472	WALTHAM BRANCH	456 MAIN STREET	WALTHAM	MA	02453	MIDDLESEX	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	4414061	WELLESLEY HILLS BRANCH	448 WASHINGTON STREET	WELLESLEY	MA	02482	NORFOLK	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	4184663	WELLESLEY LOWER FALLS BRANCH	5 WASHINGTON STREET	WELLESLEY HILLS	MA	02481	NORFOLK	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	5
OK		Full Service	4176332	WEST ROXBURY BRANCH	1808 CENTRE STREET	WEST ROXBURY	MA	02132	SUFFOLK	UNITED STATES	Not Required	Not Required	BROOKLINE BANK	782306	á

# SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS, DIRECTORS AND MANAGEMENT

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.

Shares of Common Stock	Percent of Class of Ownership
11,264,396	14.50%
8,437,708	10.87%
4,919,431	6.30%
4,042,312	5.21%
	Common Stock 11,264,396  8,437,708  4,919,431

Based exclusively on a Schedule 13G/A filed by BlackRock, Inc. on January 27, 2022. The filer claimed sole power to vote or to direct the vote of 11,122,686 shares and the sole power to dispose or to direct the disposition of 11,264,396 shares.

Based exclusively on a Schedule 13G/A filed by The Vanguard Group, Inc. on February 9, 2022. The filer claimed sole power to vote or direct the vote of 0 shares and the sole power to dispose or to direct the disposition of 8,310,319 shares.

Based exclusively on a Schedule 13G/A filed by Dimensional Fund Advisors LP on February 8, 2022. The filer claims sole power to vote or direct the vote of 4,813,512 shares and the sole power to dispose or direct the disposition of 4,919,431 shares.

<sup>4</sup> Based exclusively on a Schedule 13G/A filed by Fuller & Thaler Asset Management, Inc. on February 8, 2022. The filer claims sole power to vote or direct the vote of 3,957,259 shares and the sole power to dispose or direct the disposition of 4,042,312 shares.

## Form FR Y-6 Brookline Bancorp, Inc. Boston, Massachusetts Fiscal Year Ending December 31, 2021

Report Item 4: Insiders (1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1)(a) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other businesses	(4)(a) Percentage of Voting Shares in Holding Company	
Joanne B. Chang Boston, MA USA	Owner, Myers &Chang, Flour Bakery	Director	N/A	N/A		
David C. Chapin Wellesley, MA USA	Principal, Chapin Properties Director		N/A	N/A	0.15%	
John J. Doyle, Jr. Weston, MA USA	Retired	Director	N/A	N/A	0.06%	
Margaret Boles Fitzgerald Boston, MA USA	Volunteer	Director	N/A	N/A	0.03%	
John A. Hackett Stoneham, MA USA	Controller, JJ Rudy Insurance	Director	N/A	N/A	0.06%	
John L. Hall II Brookline, MA USA	President, Hall Properties, Inc.	Director	N/A	N/A	0.28%	
Thomas J. Hollister Boston, MA USA	Chief Financial Officer and Vice President of Finance of Harvard University	Director	N/A	N/A	0.06%	
Bogdan Nowak E. Greenwich, RI USA	President, Rhode Island Novelty	Director	N/A	N/A	0.18%	
Charles Peck Weston, MA USA	Retired	Director	N/A	N/A	0.18%	
John P. Pereira Milton, MA USA	President & CEO, Combined Properties	Director	N/A	N/A	0.04%	
Merrill W. Sherman Providence, RI USA	Owner, Sherman Consulting LLC	Director	N/A	N/A	0.05%	
Joseph J. Slotnik Fisher Island, FL USA	Retired	Director	N/A	N/A	0.24%	
Peter O. Wilde Chestnut Hill, MA USA	Retired	Director	N/A	N/A	0.24%	
Paul A. Perrault Chestnut Hill, MA USA	N/A	President & CEO	N/A	N/A	0.65%	
Janytra L. Brooks Waltham, MA	N/A	Chief Human Resources Officer	N/A	N/A	0.010%	
Carl M. Carlson Wellesley, MA USA	N/A	Chief Financial Officer	N/A	N/A	0.14%	
James M. Cosman Hingham, MA USA	N/A	Chief Operations Officer	N/A	N/A	0.08%	
Marissa Martin Abingdon, MD USA	N/A	General Counsel & Secretary	N/A	N/A	0.01%	
Michael W. McCurdy Wellesley, MA USA	N/A	General Counsel, CRO & Secretary	N/A	N/A	0.06%	
M. Robert Rose Wellesley, MA USA	N/A	Chief Credit Officer	N/A	N/A	0.12%	
Mark J. Meiklejohn South Kingstown, RI USA	N/A	N/A	President & CEO, Bank Rhode Island	N/A	0.08%	
			President & CEO, Brookline			
Darryl J. Fess Plainville, MA USA	N/A	N/A	Bank	N/A	0.07%	