

**AMALGAMATED BANK  
CHARTER OF THE EXECUTIVE AND CORPORATE SOCIAL  
RESPONSIBILITY COMMITTEE  
OF THE BOARD OF DIRECTORS**

**I. Purpose**

The purpose of the Executive and Corporate Social Responsibility Committee is to (i) review the monthly financial results and attend to other matters requiring attention during the months that the full Board of Directors does not meet; (ii) advise the Bank's Chair and CEO with respect to the agenda for full Board of Director meetings; and (iii) assist the Board in fulfilling its oversight responsibilities with respect to the Bank's development and implementation of corporate social responsibility initiatives.

**II. Composition**

The Committee shall consist of at least five members of the Board. The Chair of the Board shall be the Chair of the Committee. The other members of the Committee shall be the Chairs of the Audit Committee, Compensation Committee, Credit Policy Committee, Governance and Nominating Committee, Enterprise Risk Oversight Committee and Trust Committee, and the Lead Independent Director (if not otherwise a member due to position as a Committee Chair) and the President & CEO.

**III. Authority, Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

- A. During the months that the full Board does not meet, the Committee shall (i) review the most recent financial results for the Bank, including the balance sheet highlights and information required by Section 121 of the New York State Banking law; (ii) discuss legal and personnel matters as reported by the Bank's CEO and General Counsel; and (iii) subject to Section III(B), any other matters requiring attention.
- B. Except as prohibited by law and the Bank's By-laws, the Committee shall have the authority to act for the entire Board. The Committee shall not be authorized to: (i) declare dividends; (ii) approve issuances of stock; (iii) elect directors to fill vacancies on the Board or on any committee established by the Board; (iv) fix directors' compensation (v) elect the Chair or Vice Chair of the Board or the President; (vi) submit to stockholders any action that requires stockholder approval; (vii) amend or repeal these By-laws or adopt new By-laws; and (viii) amend or repeal any resolution of the Board which by its terms shall not be amended or repealed without the approval of the entire Board or take any other action not authorized by law or the Bank's By-laws.
- C. Advise the Chair of the Board and the President & CEO regarding the agenda for the upcoming meeting of the full Board of Directors.

- D. Review the Bank's corporate social responsibility strategy and performance, including, (i) development of relevant policies; (ii) effectiveness of corporate social responsibility initiatives; (iii) employee and public communications; and (iv) stockholder engagement.

#### **IV. Meetings and Procedures**

The Committee shall meet at least once in each thirty (30) day period during which the Board does not meet and at any other time upon written or oral notice to all members of the Committee by any member of the Committee. A quorum consisting of a majority of the members of the entire Committee must be present for the purpose of transacting any business of the Committee. The affirmative vote of a majority of the members of the Committee present at a meeting thereof shall be required for the Committee to act. The Committee shall keep minutes of its meetings and shall review and approve same.

#### **V Performance Evaluation**

The Committee shall conduct an annual performance evaluation of itself, including a review of the compliance of the Committee with this Charter.

#### **VI. Charter Amendment/Charter Review**

The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.