



CHARTER OF THE EXECUTIVE COMMITTEE OF THE BOARDS OF DIRECTORS

I. Purpose

The Board of Directors (the “Board”) of Amalgamated Financial Corp. (the “Company”), pursuant to Article III, Section 3.18 of the By-laws of the Company, appoints the Executive Committee (the “Committee”) of the Board. The Committee also functions as the Executive Committee of the Company’s subsidiary, Amalgamated Bank (the “Bank”). References to the Company in this charter also include the Bank and all other subsidiaries of the Company, and references to the Board include the Boards of Directors of the Company, the Bank and each other subsidiary.

The purpose of the Executive Committee is to (i) attend to matters requiring attention between meetings of the Board of Directors; and (ii) advise the Company’s Chair, Lead Independent Director and CEO with respect to the agenda for full Board of Director meetings.

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 include the Chairs of the Audit Committee and Enterprise Risk Oversight Committee, the Lead Independent Director (if not otherwise a member due to position as a Committee Chair) and the President and CEO.

III. Authority, Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

1. The Committee shall meet as needed in order to attend to matters requiring attention between meetings of the Board of Directors.
2. Except as prohibited by law and the Company’s By-laws, the Committee shall have the authority to act for the entire Board. The Committee shall not be authorized to: (a) declare dividends; (b) approve issuances of stock; (c) elect directors to fill vacancies on the Board or on any committee established by the Board; (d) fix directors’ compensation (e) elect the Chair or Vice Chair of the Board or the President; (f) submit to stockholders any action that requires stockholder approval; (g) amend or repeal these By-laws or adopt new By-laws; and (h) 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not be amended or repealed without the approval of the entire Board or take any other action not authorized by law or the Company's By-laws.

3. The Committee shall advise the Chair of the Board, the Lead Independent Director and the President and CEO regarding the agenda for the upcoming meeting of the full Board.

IV. Meetings and Procedures

The Committee shall meet at any 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.