

COMMONWEALTH OF MASSACHUSETTS

HAMPDEN, SS.

SUPERIOR COURT

BRIAN LEVY, on behalf of himself and all others similarly situated,

Plaintiff,

v.

HAMPDEN BANCORP, INC., GLENN S. WELCH, RICHARD D. SUSKI, THOMAS R. BURTON, LINDA SILVA THOMPSON, STANLEY KOWALSKI, JR., MARY ELLEN SCOTT, JUDITH E. KENNEDY, RICHARD J. KOS, KATHLEEN O'BRIEN-MOORE, ARLENE PUTNAM, JOHNNY GUERRY, GAROLD R. BASE, and BERKSHIRE HILLS BANCORP, INC.

Defendants.

Civil Action No. 15-00082

NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF CLASS ACTION

TO: ALL RECORD AND BENEFICIAL HOLDERS OF THE COMMON STOCK OF HAMPDEN BANCORP, INC. ("HAMPDEN" OR THE "COMPANY") WHO HELD SUCH STOCK AT ANY TIME DURING THE PERIOD FROM AND INCLUDING NOVEMBER 4, 2014 AND WHO CONTINUED TO HOLD SUCH STOCK UNTIL THE CLOSING OF THE MERGER OF HAMPDEN WITH AND INTO BERKSHIRE HILLS BANCORP, INC. ("BERKSHIRE") ON APRIL 17, 2015 (THE "SETTLEMENT CLASS"), BUT EXCLUDING DEFENDANTS AND THEIR AFFILIATES, WITH AFFILIATES INCLUDING ANY PERSON, FIRM, TRUST, CORPORATION OR OTHER ENTITY RELATED TO OR AFFILIATED WITH ANY DEFENDANT.

THIS NOTICE ("NOTICE") HAS BEEN SENT TO YOU BY ORDER OF THE COURT.

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. THIS NOTICE RELATES TO A PROPOSED SETTLEMENT OF THIS CLASS ACTION AND, IF YOU ARE A SETTLEMENT CLASS MEMBER, CONTAINS IMPORTANT INFORMATION AS TO YOUR RIGHTS CONCERNING THE SETTLEMENT DESCRIBED BELOW.

IF YOU HELD SHARES OF HAMPDEN STOCK FOR THE BENEFIT OF ANOTHER, PLEASE PROMPTLY TRANSMIT THIS DOCUMENT TO THE BENEFICIAL OWNER.

This Notice is not a lawsuit against you. You are not being sued. You have received this Notice because you may be a member of the Settlement Class described in this Notice.

PURPOSE OF THIS NOTICE

This Notice is given pursuant to an Order of the Superior Court of Massachusetts for Hampden County (the "Court"), entered in the above-captioned action (the "Action") on October 5, 2016 (the "Notice Order"). The purpose of this Notice is to inform you of the pendency and proposed settlement of the Action (the "Settlement") by means of a Stipulation of Settlement (the "Stipulation") entered into by the parties to the Action (the "Parties"), and to notify you of a hearing to be held on December 14, 2016 at 2:00 p.m., before the Court (the "Settlement Hearing") at the Superior Court of Hampden County, Massachusetts at the Hampden County Courthouse, 50 State St, Springfield, MA 01103 for the purpose of determining: (i) whether the proposed Settlement of the Action on the terms and conditions provided for in the Stipulation, including the allocation of the Settlement Fund, should be finally approved by the Court; (ii) whether judgment should be entered pursuant to the Stipulation, *inter alia*, dismissing the Action with prejudice; and (iii) other matters relating to the proposed Settlement.

This Notice describes the rights that you may have pursuant to the Settlement and what steps you may, but are not required to take, in relation to the Settlement.

If the Court approves the Settlement, the Parties (as defined below) will ask the Court at the Settlement Hearing to enter an Order and Final Judgment dismissing the Action with prejudice on the merits and releasing all Settled Claims.

The Court has reserved the right to adjourn the Settlement Hearing without further notice to the Settlement Class other than by announcement at the Settlement Hearing or any adjournment thereof. The Court has further reserved the right to approve the Settlement at or after the Settlement Hearing with such modifications as may be consented to by the Settling Parties and without further Notice to the members of the Settlement Class.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

SUBMIT A CLAIM FORM BY MARCH 11, 2017	The only way to get a payment
OBJECT BY NOVEMBER 23, 2016	You may write to the Court if you do not like the Settlement
GO TO A HEARING ON DECEMBER 14, 2016	You may ask to speak to the Court about any concerns you may have relating to the Settlement.
DO NOTHING	You may do nothing. If you do nothing, you will receive no payment and you will give up any rights you may have to sue Defendants and the other Released Persons relating to the legal claims in the case. You will remain a member of the Settlement Class and be bound by the final judgment

BASIC INFORMATION

1. Why did I get this notice package?

You or someone in your family may have owned shares of Hampden Bancorp, Inc. (“Hampden”) common stock at any time during the period from and including November 4, 2014 and continued to hold such stock until the closing of the Merger of Hampden with and into Berkshire Hills Bancorp, Inc. (“Berkshire”) on April 17, 2015 (the “Settlement Class”).

The Court directed that this Notice of Settlement be sent to members of the Settlement Class (the “Settlement Class Members”) because you have a right to know about the proposed Settlement of this class action lawsuit and about your right to object to the Settlement or to any of its terms before the Court decides whether to approve the Settlement. If the Court approves the Settlement, and after objections and appeals, if any, are resolved, an administrator will make the payments that the Settlement allows to Settlement Class Members who submit valid Proofs of Claim (as described in question 10 below).

This package explains the Action, the Settlement, Settlement Class Members’ legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the case is the Superior Court of Massachusetts for Hampden County, and the case is *Brian Levy v. Hampden Bancorp, Inc., et. al.*, Civil Action No. 15-00082. The judge in the case is the Honorable Constance Sweeney. The person who is suing is the “Plaintiff.” The companies and persons being sued – Hampden, Berkshire, Glenn S. Welch, Richard D. Suski, Thomas R. Burton, Linda Silva Thompson, Stanley Kowalski, Jr., Mary Ellen Scott, Judith E. Kennedy, Richard J. Kos, Kathleen O’Brien-Moore, Arlene Putnam, Johnny Guerry, and Garold R. Base - are the “Defendants.”

2. What is this lawsuit about?

On November 4, 2014, Hampden and Berkshire announced that they had signed a definitive agreement and plan of merger (the “Merger Agreement”) pursuant to which Berkshire would acquire Hampden and its subsidiary, Hampden Bank, in an all-stock transaction. Under the terms of the Merger Agreement, holders of Hampden’s outstanding share received 0.81 shares of Berkshire common stock for each Hampden share they owned (the “Merger”).

This Action challenges the Defendants’ actions in connection with the Merger, and the Merger Agreement and alleges that the Defendants breached their fiduciary duties to Settlement Class Members in connection with the Merger and the Merger Agreement. Defendants have denied all wrongdoing and liability whatsoever.

3. Why is this a class action?

In a class action, one or more people called class representatives (in this case Brian Levy), sue on behalf of people who have similar claims. All these people are a class or class members.

Bringing a case, such as this one, as a class action allows adjudication of many similar claims of persons and entities that might be economically too small to bring in individual actions. One court resolves all issues for all class members.

The Court preliminarily found on October 5, 2016 that the requirements for a class action are satisfied here.

4. Why is there a settlement?

The history of the litigation can be summarized as follows:

On November 4, 2014, Hampden and Berkshire announced that they had signed a definitive agreement and plan of merger (the "Merger Agreement") pursuant to which Berkshire would acquire Hampden and its subsidiary, Hampden Bank, in an all-stock transaction. Under the terms of the Merger Agreement, each outstanding share of Hampden common stock was exchanged for 0.81 shares of Berkshire common stock (the "Merger").

On or about February 2, 2015, in connection with the proposed special meeting of the Company's stockholders to consider and vote upon a proposal to adopt the Merger, Hampden filed with the United States Securities and Exchange Commission ("SEC"), and mailed to Hampden shareholders, a proxy statement on Form DEFM 14A (the "Proxy Statement"), which indicated that Hampden's Board of Directors had unanimously approved the Merger Agreement. The Proxy Statement also contained a discussion of the background of the Merger Agreement and the reasons the board of directors of Hampden recommended that stockholders vote in favor of the adoption of the Merger Agreement.

On February 11, 2015, Plaintiff, a stockholder of the Company, filed a class complaint (the "Complaint") on behalf of all holders of Hampden common stock. The Complaint sought relief against Hampden and the members of its Board. The Complaint challenged, *inter alia*, the Merger and the Merger Agreement, and alleged that the Board had breached its fiduciary duties in connection therewith.

On or about February 19, 2015, Plaintiff filed an emergency motion for (i) a preliminary injunction, (ii) expedited discovery, and (iii) a hearing date for its forthcoming post-expedited discovery motion to continue the preliminary injunction pending trial (the "PI/ED Motion"), which was set for a hearing on March 9, 2015.

On or about March 2, 2015, Defendants filed opposition papers to the PI/ED Motion. Also, on or about March 2, 2015, Defendants Hampden and Berkshire filed motions to dismiss and Defendant Hampden filed an emergency motion for an expedited briefing schedule and hearing on Hampden's motion to dismiss (the "Expedited Briefing Motion"), in which motion Berkshire joined (the "Berkshire Joinder").

On or about March 5, 2015, the parties entered into a stipulation, which was so ordered by the Court that same day, pursuant to which (i) Plaintiff agreed to withdraw the PI/ED Motion, (ii) Defendant Hampden agreed to withdraw its Expedited Briefing Motion and agreed to proceed with its motion to dismiss in accordance with Massachusetts Superior Court Rule 9A, (iii) Defendant Berkshire agreed to withdraw its Joinder and agreed to proceed with its motion to dismiss in accordance with Massachusetts Superior Court Rule 9A, and (iv) the Parties agreed to take the March 9, 2015 hearing off the Court's calendar. On or about March 12, 2015, the parties entered into a briefing schedule to govern the motions to dismiss by the various defendants.

On April 6, 2015, the Individual Defendants filed a motion to dismiss the complaint.

On May 6, 2015, Plaintiff filed a consolidated opposition to the three outstanding motions to dismiss and a motion to strike the exhibits attached to declarations submitted in support of the motions to dismiss by Hampden and the Individual Defendants.

On May 19, 2015, the Hampden Defendants filed an opposition to Plaintiff's motion to strike and a cross-motion to strike portions of Plaintiff's consolidated opposition to the motions to dismiss.

On November 24, 2015, the Court granted Plaintiff's motion to strike the exhibits attached to declarations submitted in support of the motions to dismiss by Hampden and the Individual Defendants.

Shortly thereafter, the Parties started to engage in settlement discussions and on March 7, 2016, the Parties engaged in mediation before James E. McGuire, Esq. of JAMS in Boston, Massachusetts. As a result of that mediation, and based upon a final mediator's suggestion, the Parties agreed upon the terms of a settlement of the Action.

Plaintiff and his counsel have determined that settlement of the Action on the terms reflected in the Stipulation is fair, reasonable, and adequate and in the best interests of Settlement Class Members.

WHO IS IN THE SETTLEMENT

To see if you will receive money from this Settlement, you first have to decide if you are a Settlement Class Member.

5. How do I know if I am part of the Settlement Class?

The Court preliminarily certified a Settlement Class on October 5, 2016 that consists of, subject to certain exceptions discussed in question 6 below:

All record and beneficial holders of the common stock of Hampden who held such stock at any time during the period from and including November 4, 2014 and who continued to hold such stock until the closing of the Merger of Hampden with and into Berkshire on April 17, 2015.

6. Are there any exceptions to being included in the Settlement Class?

Defendants and their affiliates, with affiliates including any person, firm, trust, corporation or other entity related to or affiliated with any Defendant are excluded from and are not part of the Settlement Class.

7. What if I am still not sure if I am included?

If you are still not sure whether you are included, you can ask for free help. You can call 1-888-601-4868 or visit www.Hampdensescuritieslitigation.com for more information. Or you can fill out the Proof of Claim form described in question 10 to see if you qualify.

THE SETTLEMENT BENEFITS – WHAT YOU GET

8. What does the Settlement provide?

In exchange for the Settlement and dismissal of the Action, the Defendants (excluding Berkshire) have agreed to create a \$1,800,000 fund (the "Settlement Fund") to be divided, after certain fees and expenses, among Settlement Class Members who submit valid Proof of Claim forms as described at question 10 below (the "Net Settlement Fund").

9. How much will my payment be?

You will receive amounts as the Court may approve in equal proportion to each share of Hampden common stock you held at any time during the period from and including November 4, 2014 and which shares you continued to hold until the closing of the Merger of Hampden with and into Berkshire on April 17, 2015.

HOW YOU GET A PAYMENT – SUBMITTING A PROOF OF CLAIM

10. How can I get a payment?

To qualify for a payment, you must send in a completed Proof of Claim form. A Proof of Claim form is being circulated with this Notice. You may also get a Proof of Claim form on the internet at www.Hampdensescuritieslitigation.com. Read the instructions carefully, fill out the Proof of Claim form, include all the documents the form asks for, sign it, and mail it postmarked no later than March 11, 2017 to the address indicated on the Proof of Claim form.

11. When will I receive my payment?

The Court will hold a hearing on December 14, 2016 to decide whether to approve the Settlement. If the Court approves the Settlement after the hearing, there may be appeals. It is always uncertain whether these appeals can be resolved, and resolving them can take time, perhaps more than a year. It also takes time for all the Proofs of Claim to be processed. Please be patient.

12. What am I giving up to get a payment?

If the Settlement is approved by the Court, then upon the Effective Date of the Settlement (as defined below), you will release all "Settled Claims" (as defined below) against the "Released Persons" (as defined below). This litigation will be dismissed with prejudice.

“Released Parties” means Hampden, Berkshire, Glenn S. Welch, Richard D. Suski, Thomas R. Burton, Linda Silva Thompson, Stanley Kowalski, Jr., Mary Ellen Scott, Judith E. Kennedy, Richard J. Kos, Kathleen O’Brien-Moore, Arlene Putnam, Johnny Guerry, and Garold R. Base and each of their respective past, present or future direct or indirect parent entities, affiliates, subsidiaries or families, and each and all of the foregoing’s respective past, present or future officers, directors, stockholders, agents, representatives, employees, attorneys, financial or investment advisors, other advisors, consultants, accountants, investment bankers, entities providing any fairness opinion, underwriters, brokers, dealers, lenders, commercial bankers, insurers, co-insurers, reinsurers, associates, heirs, executors, trusts, trustees, partners, partnerships, general or limited partners or partnerships, limited liability companies, corporations, parents, subsidiaries, divisions, affiliates, associated entities, principals, managing directors, managing agents, joint ventures, managing members, members, managers, heirs, personal or legal representatives, estates, beneficiaries, distributees, foundations, fiduciaries, administrators, predecessors, predecessors-in-interest, successors and assigns.

“Settled Claims” means any and all claims, whether known or Unknown Claims (as defined below), matured or unmatured, whether direct, representative, class or individual in nature, of every nature and description whatsoever, against any of the Released Parties that are based upon, arise out of, or relate to the Action and/or the claims or allegations in the Action including, but not limited to, claims or allegations based upon, arising out of or relating to the acts, facts, events or disclosures alleged in the Action, including without limitation the purchase, sale or ownership of Hampden securities in connection with the Hampden merger with Berkshire, all aspects or terms of the Hampden merger with Berkshire (including all aspects or terms of the Merger Agreement), and the obligations of any of the Defendants in connection with the Hampden merger (including, but not limited to, any claims arising under federal or state statutory or common law or any other law, rule or regulation, including the law of any jurisdiction outside the United States and including any provision of the federal or state securities laws and any rule or regulation issued pursuant thereto, relating to alleged fraud, breach of care, breach of loyalty, breach of fiduciary duty however labeled, misrepresentation or omission, negligence or gross negligence, quasi-appraisal, breach of contract, breach of trust, corporate waste, ultra vires acts, unjust enrichment, improper personal benefit, aiding and abetting, or otherwise).

The “Effective Date” will occur when an Order entered by the Court approving the Settlement becomes final and not subject to appeal.

THE LAWYERS REPRESENTING THE SETTLEMENT CLASS

13. Do I have a lawyer in this case?

The Brualdi Law Firm, P.C., 29 Broadway, Suite 2400, New York, New York 10006, as Plaintiff’s lead counsel, and Shapiro Haber & Urmey, Seaport East, Two Seaport Lane, Boston, Massachusetts 02210, as Plaintiff’s liaison counsel, have been appointed by the Court to represent the Settlement Class. You will not be separately charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

14. How will the lawyers be compensated for their time?

Pursuant to the Stipulation of Settlement, Plaintiffs’ Counsel will be paid \$600,000 and will be reimbursed for their out-of-pocket expenses in an amount not to exceed \$50,000. These monies are to be paid from the Settlement Fund and you will not be individually liable for the same.

OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the Settlement or some part of it.

15. How do I tell the Court that I do not like the proposed Settlement?

If you are a Settlement Class Member you can object to the Settlement or any of its terms. You may write to the Court setting out your objection. You may give reasons why you think the Court should not approve the Settlement. The Court will consider your views if you file a proper objection within the deadline identified, and according to the following procedures.

To object, at least twenty-one (21) days prior to the Settlement Hearing, you must file a written objection with the Court providing: (a) a statement that you object to the proposed Settlement in *Levy v. Hampden Bancorp, Inc., et. al.*, Civil Action No. 15-00082; (b) your name, mailing address, phone number and e-mail address (if any); (c) proof of your membership in the Settlement Class; (d) a written statement of all grounds for the objection accompanied by any legal support and evidence for it; (e) copies of any papers, briefs, or other documents you wish the Court to consider. If you intend to appear at the Settlement Hearing, you must state so in your objection and identify any lawyers that will appear on your behalf. You must mail a copy of your objection to the following counsel:

Richard B. Brualdi, Esq.
THE BRUALDI LAW FIRM, P.C.
29 Broadway, Suite 2400
New York, New York 10006
rbrualdi@brualdilawfirm.com

Counsel for Plaintiff

Deborah S. Birnbach, Esq.
GOODWIN PROCTER LLP
100 Northern Avenue
Boston, Massachusetts 02210

*Counsel for Defendants Glenn S. Welch,
Richard D. Suski, Thomas R. Burton, Linda
Silva Thompson, Stanley Kowalski, Jr., Mary
Ellen Scott, Judith E. Kennedy, Richard J.
Kos, Kathleen O'Brien-Moore, Arlene
Putnam, Johnny Guerry, Garold R. Base*

Stuart M. Glass, Esq.
CHOATE, HALL & STEWART LLP
Two International Place
Boston, Massachusetts 02110

*Counsel for Defendant Berkshire
Hills Bancorp, Inc. and Berkshire
Hills Bancorp, Inc. as successor by
Merger to Hampden Bancorp, Inc.*

and file said objection, papers and briefs with the Clerk of the Superior Court at 50 State St, Springfield, MA 01103, on or before the same date.

Any Settlement Class Member who does not make his, her or its objection in the manner provided shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness or adequacy of the Settlement as incorporated in the Stipulation unless otherwise ordered by the Court.

You do not need to go to the Settlement Hearing to have your written objection considered by the Court. At the Settlement Hearing, any Settlement Class Member who has complied with the procedures set forth in this question 15 and in question 18 below for filing with the Court and providing to counsel for Plaintiff and Defendants a statement of an intention to appear at the Settlement Hearing may also appear and be heard, to the extent allowed by the Court, to state any objection to the Settlement. Any such objector may appear in person or arrange, at that objector's expense, for a lawyer to represent the objector at the Settlement Hearing.

THE SETTLEMENT HEARING

The Court will hold a hearing to decide whether to approve the proposed Settlement.

16. When and where will the Court decide whether to approve the proposed Settlement?

The Court will hold a Settlement Hearing at 2:00 p.m. on December 14, 2016 at the Superior Court of Hampden County, Hampden County Courthouse, 50 State St, Springfield, MA 01103. At this hearing, the Court will consider whether the Settlement should be finally approved by the Court; and whether the Order and Final Judgment as provided in the Stipulation should be entered herein.

The Court will take into consideration any written objections filed in accordance with the instructions at question 15. The Court may also listen to people who have properly indicated an intention to speak at the hearing; but decisions regarding the conduct of the hearing will be made by the Court. See question 18 for more information about speaking at the hearing. At or after the hearing, the Court will decide whether to approve the Settlement. We do not know how long these decisions will take.

You should be aware that the Court may change the date and time of the Settlement Hearing. Thus, if you want to come to the hearing, you should check with Plaintiff's Counsel before coming to be sure that the date and/or time has not changed.

17. Do I have to come to the hearing?

No. Plaintiff's Counsel will answer questions the Court may have. But, you are welcome to come at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you filed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but it is not required. Settlement Class Members do not need to appear at the hearing or take any other action to indicate their approval.

18. May I speak at the hearing?

Any objector who files and serves a timely, written objection in accordance with the instructions in question 15 may also appear at the Settlement Hearing either in person or through counsel retained at the objector's expense. Objectors or their attorneys intending to appear at the Settlement Hearing must, by the deadline indicated at question 15, file with the Court, and serve on counsel listed at question 15, a notice of intention to appear, indicating their intention to appear at the Settlement Hearing. Any Settlement Class Member who does not comply with the procedure set forth in this paragraph shall not be permitted to appear at the Settlement Hearing, except for good cause shown.

IF YOU DO NOTHING

19. What happens if I do nothing at all?

If you do nothing, you will get no money from this Settlement and you will be precluded from starting a lawsuit, continuing with a lawsuit, or being part of any other lawsuit against the Defendants and the other Released Persons about the Settled Claims in this case, ever again. To share in the Net Settlement Fund you must submit a Proof of Claim form (see question 10).

GETTING MORE INFORMATION

20. Are there more details about the proposed Settlement?

This notice summarizes the proposed Settlement. More details are in the Stipulation dated July 6, 2016. You can get a copy of the Stipulation by writing to Richard B. Brualdi, Esq., The Brualdi Law Firm, P.C., 29 Broadway, Suite 2400, New York, New York 10006.

You can also call the Claims Administrator at 1-888-601-4868 toll free; write to the Claims Administrator at *Hampden Bancorp, Inc. Shareholder Litigation*, c/o Garden City, Group, LLC, Claims Administrator, PO Box 9349, Dublin, OH 43017-4249; or visit the website www.Hampdensescuritieslitigation.com, where you will find answers to common questions about the settlement, a Proof of Claim, plus other information to help you determine whether you are a Settlement Class Member and whether you are eligible for a payment.

21. How do I get more information?

For even more detailed information concerning the matters involved in this Action, you may refer to the pleadings, to the Stipulation, to the orders entered by the Court and to the other papers filed in the Action, which may be inspected at the Office of the Clerk of the Court, Hampden County Courthouse, 50 State St, Springfield, MA 01103, during regular business hours.

SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES

If you held Hampden stock during the Settlement Class Period for the beneficial interest of a person or organization other than yourself, the Court has requested that you forward a copy of the Notice to such beneficial holders within ten (10) days of receiving it.

Hampden Bancorp, Inc. Shareholder Litigation
c/o Garden City Group, LLC
Claims Administrator
PO Box 9349
Dublin, OH 43017-4249

Dated: November 11, 2016

BY ORDER OF THE SUPERIOR COURT OF
MASSACHUSETTS, HAMPDEN COUNTY