LETTER FROM THE PRESIDENT

Dear Fellow Shareowners,

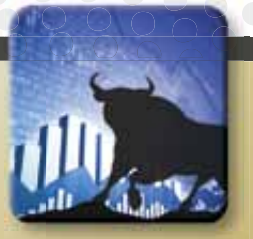
In 2011 your Company produced $1.56 in core earnings per share, achieving a 53% increase over $1.02 in the prior year. We produced these gains through organic growth, strict pricing and expense management disciplines and bank acquisitions. We completed the acquisition and integration of Rome Bancorp and Legacy Bancorp on time and according to plan. Customer response has been favorable, as we introduce the culture of America's Most Exciting Bank℠ (AMEB) and the benefits of our broader product capabilities. With the combined operations of the merged banks, our fourth quarter revenues increased by 45% year-over-year to an annualized amount of $160 million.

Our higher income further strengthened our capital ratios, and our financial condition metrics continued to be favorable and improving. We used our stock as the primary merger consideration, increasing our total shares outstanding by 50%. Even with the goodwill impact from the two acquisitions, we achieved a 2% increase in tangible book value per share to $15.60.

We increased our deposit market share in all of our major markets. Our total deposits grew at a 10% organic rate, and our organic growth in checking account balances reached 22%. Our greatest organic growth was in the Albany, New York market, where we opened another two branches. We are further integrating our mortgage lending and insurance products into our branch delivery structure, and are also expanding our small business banking delivery through our branch network.

Our commercial banking team continues to take market share from national competitors by providing the consistent, responsive partnership that our middle market customers need. As a result, our commercial loan portfolio grew at a 6% organic rate. We recruited an experienced Central/Eastern Massachusetts team, which is based in our new Westborough, Massachusetts commercial lending center. Together with our asset based lending team in Woburn, this positions us well to further develop our commercial business in that region. We are also enhancing our commercial products and tightening the integration with our insurance and wealth management teams.

In the fourth quarter, we announced our merger agreement with CBT – The Connecticut Bank and Trust Company, which we expect to complete in the second quarter of this year. With our recent growth, we are expanding our customer reach from Boston to Syracuse along Interstate 90 and from Hartford into Vermont along Interstate 91.



Financial Highlights

PRESIDENT'S LETTER CONTINUED

This territory currently ranks among the strongest areas of the country based on economic indicators and we intend to be the provider of choice in serving the needs of these communities. As a regional bank, we are staying current with the evolving capabilities that the market needs, while maintaining local focus and responsiveness. With our focus on Main Street rather than Wall Street, we are less impacted by current regulatory changes than larger banks, and we are more flexible in dealing with changes in the financial and regulatory environments, which results in competitive advantage. We also support our communities in many ways – in 2011, working with our Foundations, we donated a record of nearly $2 million in financial support and our volunteer efforts brought us national recognition by the American Bankers Association.

Our initiatives are producing positive operating leverage and improved profitability, with our ROA rising to 0.85% in the most recent quarter and our ROE increasing to 6.2%. We produced double-digit core returns on the equity capital that we added through mergers during the year. Our acquisitions resulted in non-core merger-related charges, which were within our plans and totaled $10 million after-tax for the year. As a result, our GAAP EPS was $0.98 in 2011 compared to $1.00 in 2010.

Our market capitalization has recently touched $500 million, and we expect that the improved liquidity and visibility of our stock will benefit our shareholder valuations. We increased our quarterly dividend by 6% to $0.17 per share in November, providing a yield exceeding 3% at year-end.

Our shares provided a 3.5% total stock return in 2011, compared to negative returns on NASDAQ and in many bank stock indices. In addition to these gains for existing shareholders, we have also produced strong gains for those new shareowners who joined us as a result of the mergers.

We have high expectations for continued success in building our business, growing our earnings and creating shareholder value here at America's Most Exciting Bank℠. This success stems from the energy and attitude of our people, and their engagement with our customers and communities. Each year, our AMEB University provides a focus for further developing our culture and a place to celebrate our success. Our team is intent on meeting the high expectations that we have set out and on delivering strong returns on the investments of our shareowners. I thank our owners, employees, customers and board members for their ongoing commitment to our enterprise.

Sincerely,

Michael P. Daly
President and Chief Executive O cer

	Q4, 2011 Annualized	FY 2011	FY 2010
Results (in millions)			
Revenue	$160	$142	$107
Net income	34	18	14
Total assets	3,991	3,991	2,881
Performance			
Return on equity	6.16 %	3.69 %	3.62 %
Return on assets	0.85	0.50	0.51
Net interest margin	3.61	3.57	3.28
Efficiency ratio	59.44	63.23	70.59
Capital Strength			
Equity/assets	13.86 %	13.86 %	13.49 %
Tangible common equity/assets	8.76	8.76	7.96
Bank risk-based capital	11.29	11.29	10.61

	Q4, 2011 Annualized	FY 2011	FY 2010
Per Share Data			
Net earnings	$1.60	$0.98	$1.00
Dividends paid	0.68	0.65	0.64
Tangible common book value	15.60	15.60	15.31
Total book value	26.17	26.17	27.61
Market price year-end	22.19	22.19	22.11

Note: Q4 2011 is the first full quarter with combined operations of acquired banks. Tangible equity/assets and tangible book value per share exclude goodwill and other intangible assets. These non-GAAP measures are commonly considered by investors. Core earnings is a non-GAAP measure that excludes nonrecurring and merger changes of $0.58 per share in 2011.

MATTERS OF FACT

Corporate Profile

- $4 billion in assets and 60 full-service bank branches
- Well-positioned regional franchise in attractive Northeast market
- Integrated retail and commercial banking with insurance and wealth management services
- Experienced and energetic management team
- Distinctive brand and culture as America's Most Exciting Bank℠

Our Performance Goals

Return on Assets	> 1.00%
Return on Equity	> 10.00%
Annual Core Revenue Growth	> 10.00%
Fee Income/Revenue	> 35.00%
Net Interest Margin	> 3.50%
Efficiency Ratio	< 55.00%

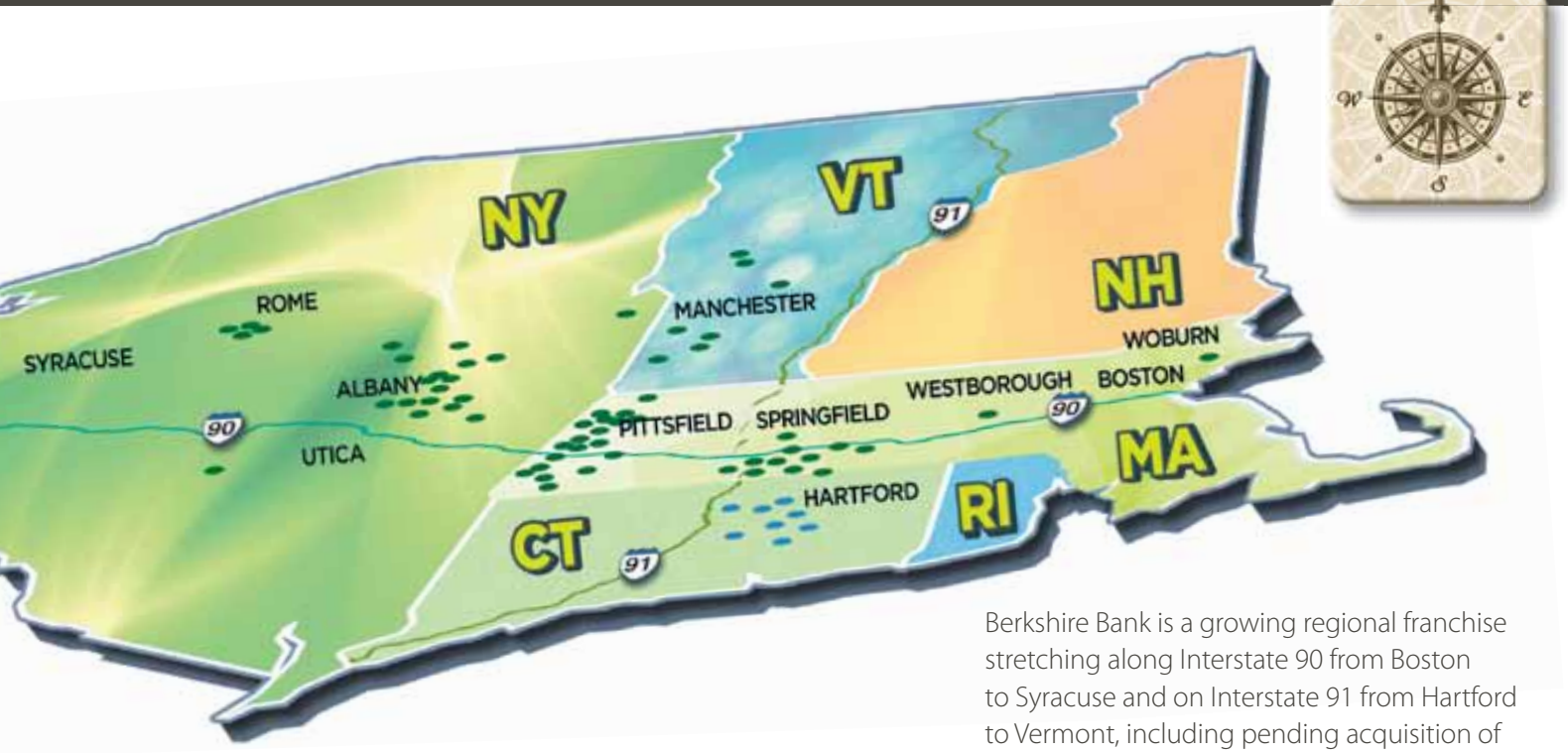
Building Momentum

- Double-digit annual organic growth in target areas
- Strong core EPS growth
- Improving profitability and balance sheet strength
- Regional consolidator in attractive markets

2011 Shareowner Results

Total Stock Return	3.5%
Dividend Yield	3.1%

(based on average stock price)



Berkshire Bank is a growing regional franchise stretching along Interstate 90 from Boston to Syracuse and on Interstate 91 from Hartford to Vermont, including pending acquisition of CBT-The Connecticut Bank and Trust Company (shown in blue).

Pittsfield

Springfield

Albany

Manchester

4x the Excitement

Our Regions

Berkshire County

In Berkshire County, where Berkshire Bank established its foundation, we are ranked number one in market share and lead the pack in both retail and commercial banking. We also enjoy a strong penetration in the insurance and wealth management arena. Home to our headquarters operations and 19 full-service branch offices, the Berkshire County team has been voted as a part of the "Best of the Berkshires" every year since 2008 in *The Berkshire Eagle* Reader's Choice Awards!

With over 165 years of service, we have deep roots in Berkshire County and have established a reputation for giving back to our community through both financial support and volunteerism.

New York

As the largest market we serve, the New York region is quickly expanding, now with 21 branch offices spanning over six counties in the greater Albany and Central New York footprint. In 2011, our team grew from 43 members to over 110.

New York was the first to move away from traditional teller lines and introduce teller pods, feature the AMEB Café and offer state-of-the-art Community Rooms to our non-profit partners at no cost.

The Pioneer Valley

The Pioneer Valley is at the heart of our market. Our Springfield Regional Headquarters is located at the crossroads of I-90 and I-91, the major thoroughfares through our footprint, which will soon span from Boston to Syracuse and Hartford to Vermont. Recent and future expansion will surround this region, the second largest economic area in New England, which currently operates 12 full-service branches in Hampden, Hampshire and Franklin Counties.

Vermont

Along with Berkshire County, Vermont was named by *National Geographic Traveler Magazine* as one of the top 10 destinations in the world. Berkshire Bank is becoming one of the top destinations for customers, as we moved from a fourth-place ranking to second-place in market share during 2011. The Vermont region has seven branch offices in the southwestern region of the state and one just over the border in Whitehall, NY. Over 75% of Vermont employees participate in community service activities each year. This is among the highest participation rates of all regions.

Partnerships

During 2011, we completed our mergers with Rome Bancorp and Legacy Bancorp on time and on plan. We welcomed our new team members from these organizations and introduced them to our culture through our America's Most Exciting Bank℠ University. Our systems and backroom integrations are complete and we are moving forward to build the customer base in our new Rome, New York market and in our expanded Berkshire County region.

In October 2011 we announced an agreement to merge with CBT – The Connecticut Bank and Trust Company. We plan to complete this merger in the second quarter of 2012. With nearly $300 million in assets, CBT is headquartered in Hartford and has eight branches serving the Greater Hartford area. While the new CBT was founded in 2004, the CBT brand has decades of statewide recognition and the CBT team has been dedicated to a higher level of customer service with an emphasis on supporting small businesses and professionals in its markets.

We have strategically targeted the Northern Connecticut market for several years. Hartford represents the largest metropolitan area in which we will have offices, and it gives us an opportunity to duplicate the profitable expansion that we have achieved in the Albany area. The demographics in this area are favorable for both our retail and commercial business lines, and we will be introducing our insurance and wealth management capabilities to this market as well. The Hartford/Springfield area is the second largest economic area in New England and, together with our new Central Massachusetts commercial banking team, we are positioning ourselves to become a leading provider in these central markets based on our strengths as a regional institution with a strong local focus offering an engaging customer experience.

Branch Models

We have incorporated our new contemporary branch design and state-of-the-art teller technology into all new branches. The new design allows for more personalized service, faster transactions, improved accuracy – and ultimately a better experience for the customer. Our openings of these great new offices continue to be on the fast-track:

2011

- 628 New Loudon Rd., Latham, NY
- 1925 Curry Rd., Rotterdam, NY

2012

- 98 Wolf Rd., Colonie, NY
- 576 North Greenbush Rd., North Greenbush, NY
- 255 Delaware Ave., Delmar, NY
- Stanford Crossing, Niskayuna, NY

The AMEB Culture

Our people, our attitude, our energy and our culture – that's what sets us apart as America's Most Exciting Bank℠. We are living our vision to grow as a high-performance market leader by establishing ourselves as an engaging and exciting environment where customers want to do business and team members want to work. We instilled these goals into the curriculum of the second year of America's Most Exciting Bank℠ University (AMEBU), which in 2011 welcomed new students to Jiminy Peak Mountain Resort and featured four different sessions. Team members from Rome and Legacy as well as new employees attended the University, which once again centered on what it means to live the AMEB brand and the R.I.G.H.T. core values (Respect, Integrity, Guts, Having Fun and Teamwork). The program kicked-off with a session on how Berkshire Bank differentiates itself as America's Most Exciting Bank℠. The classes that followed were high-energy, interactive and educational, focusing on "Wow Internal Customer Service– the R.I.G.H.T. Way" and "Getting it Done – the R.I.G.H.T. Way." Those who attended agreed it was a fun and effective way to teach and demonstrate to our new employees what AMEB is all about.

Teamwork

Retail Banking

Customer Support

Expect Exciting!

This year, Berkshire Bank kicked-off one of its most exciting promotions ever - a FREE Android™ and Blackberry® smartphone giveaway. That's right, FREE smartphones have been available to anyone who signs up for a new 2-year service contract plus data plan. Open to customers and non-customers, this promotion has generated a great deal of traffic in the branches, as well as increased opportunity for branch associates to have conversations with those visiting. Those who take advantage of the phone offer and sign up for free checking have the opportunity to earn up to $100. This is just one more reason why we are America's Most Exciting Bank℠.

Exciting Initiatives

Another new initiative – Black Friday on Thursday – also yielded exciting results. Twice during the year every branch remains open into the evening on a selected Thursday for special offers, promotions and giveaways. The events have been well received and yielded nearly 300 new checking relationships and 100 new CD and Money Market accounts with over $10 million in new deposits. This is one special event that will continue quarterly into 2012.

Berkshire Bank increased deposit market share in every region in 2011, and has maintained its number one ranking in Berkshire County. The number of organic new checking relationships grew by 5%, while checking deposits increased 22% and money market account balances increased by 25%.

Insurance We've got you covered.

For Berkshire Insurance Group, 2011 was the "Year of Claims." Many natural disasters throughout each of our regions prompted a record number of calls to flow through our Claims Center, and we are proud of the passionate response by our team. Surveys completed by clients continue to strongly compliment our claims representatives who staff the phones 24 hours a day, seven days a week.

We are also excited about a new alignment we have established with The Hanover Insurance Group. Our customers will benefit greatly from the value that we have been able to generate through this partnership and through the related launch of the Berkshire Advantage. This new program provides even more discounts for customers when you combine auto insurance, homeowners insurance and automatic payment from your Berkshire Bank checking account.

Visit us online at our new interactive website
www.berkshireinsurancegroup.com

owner or individual consumer, you need insurance and we can meet that need through Berkshire Insurance Group, a leading provider of many types of policies for protection of your home, auto, business and more. We are proud to provide the outstanding level of personal service you expect from a local independent bank, while maintaining the comprehensive array of products and resources of a much larger institution. Whether you are located in Western Massachusetts, Eastern New York, Northern Connecticut or Southern Vermont, our professionals are ready to share your passion and work with you to achieve your business goals.

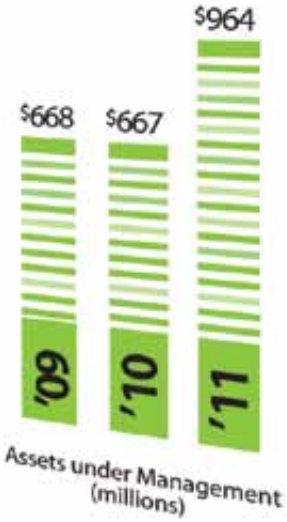
All of this begins with a trip into your local branch, a call to our Customer Service Call Center, or a visit to www.berkshirebank.com. No matter which portal you choose, we have the expertise and experience to connect you to the right professionals, tools and resources. Because life is exciting. Let us help.

Wealth Management

Invest in your future.

Berkshire Bank's Wealth Management Division and Renaissance Investment Group have moved to a vibrant, newly renovated office space located within our branch building at 25 Main Street in the center of Lenox, Mass.

Berkshire Bank's Wealth Management Division prides itself on bringing Wall Street to Main Street with cutting-edge investme strategies, customized to meet the needs of clients and delivere personally by our highly experienced in-market team as well as its subsidiary Renaissance Investment Group. With sound investment strategies, which have yielded healthy investment returns for clients, the Wealth Management Division posted strong organic growth in both assets under management and revenue resulting from robust new business flow. Renaissance continued to maintain and grow long-term relationships.



"Berkshire Bank is large enough to connect customers to the resources that they need, and small enough to respect each customer as an individual. We understand that no two customers are alike and we know that life should be exciting. So, regardless of your financial need, consider us your personal GPS, linking you to what's important in your life. Now that's exciting!"

-Sean Gray, EVP of Retail Banking

Strength of our network

New York

Capital Region
- Albany
- Clifton Park
- Colonie
- Delmar
- East Greenbush
- Glenville
- Guilderland
- Halfmoon
- Latham
- New Hartford
- North Greenbush
- Oriskany Falls
- Rome
- Rotterdam
- Whitehall

Massachusetts

Pioneer Valley
- Chicopee
- East Longmeadow
- Feeding Hills
- Haydenville
- Longmeadow
- Ludlow
- South Hadley
- Southwick
- Springfield
- Westfield

Central Massachusetts
- Westborough

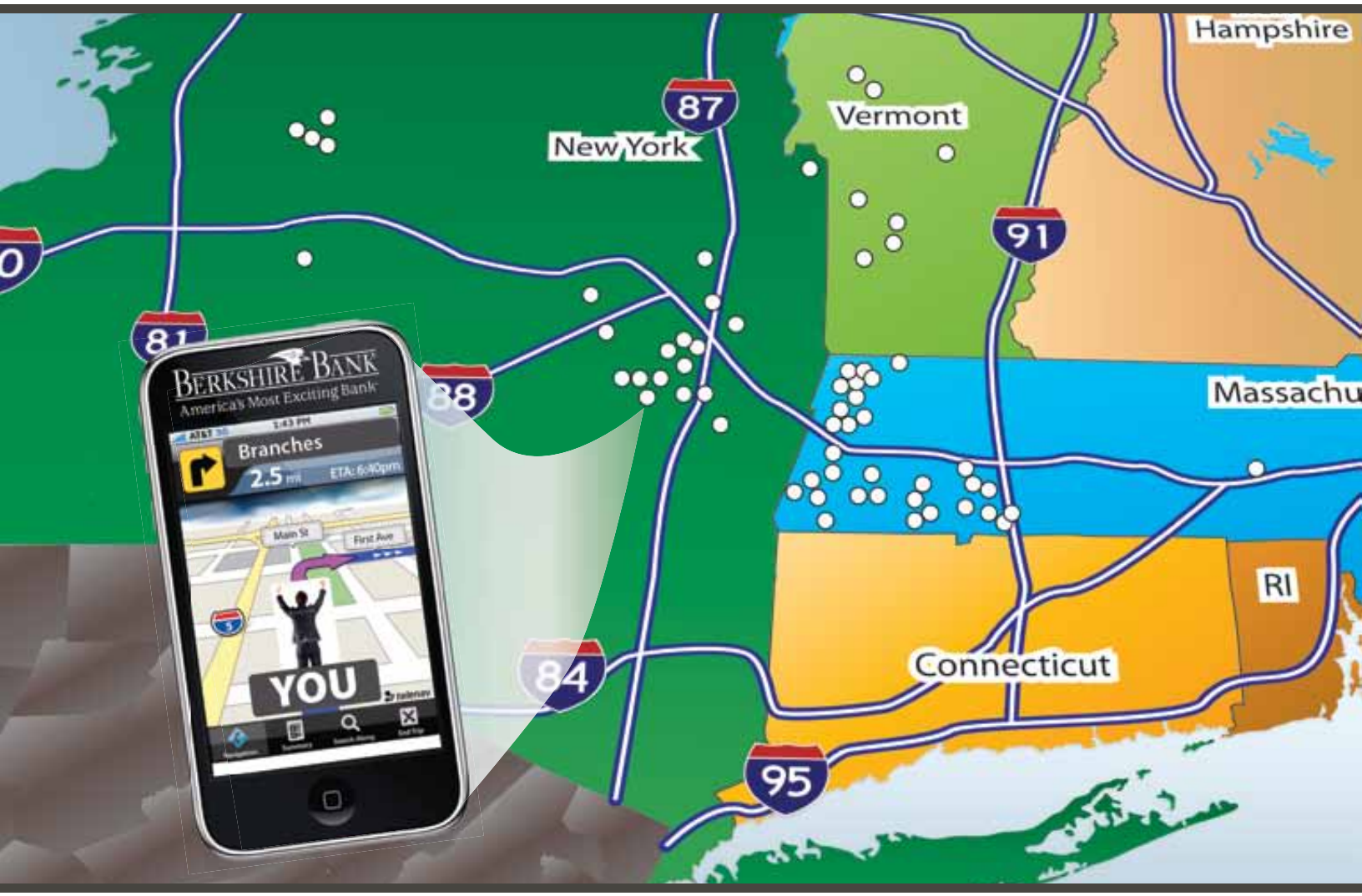
Massachusetts

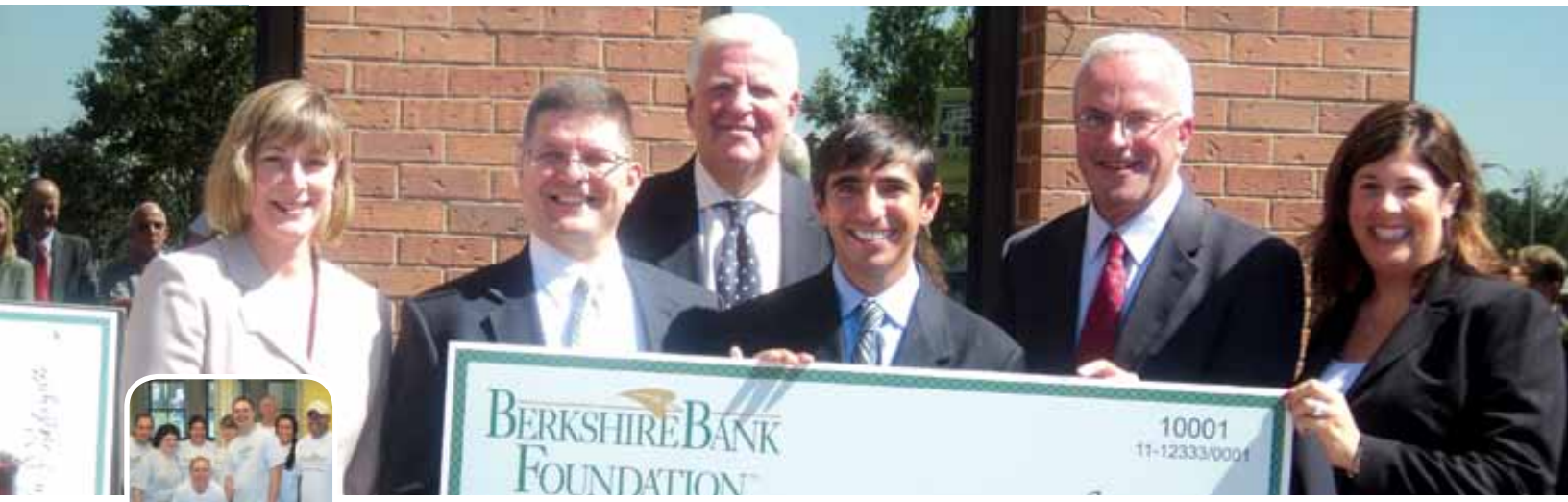
Berkshire County
- Dalton
- Great Barrington
- Lee
- Lenox
- North Adams
- Otis
- Pittsfield
- Sheffield
- Stockbridge
- West Stockbridge

Eastern Massachusetts
- Woburn

Vermont

Southern Vermont
- Arlington
- Dorset
- Ludlow
- Manchester Center
- Rutland





Berkshire Bank Foundation

AMEB Community Commitment Achieves National Honors

In 2011 we were excited to receive national recognition for our contributions to the community from the American Bankers Association's (ABA) Community Bank Award Program. We were one of a select group of banks to be awarded a Certificate of Recognition for our outstanding work in the community through our Employee Volunteer Program. At Berkshire Bank, we take great pride in our community involvement because it's engrained in our culture and a big part of what makes us America's Most Exciting Bank℠.

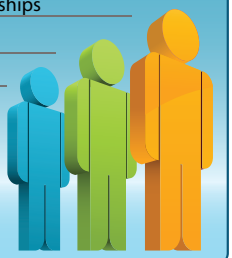
In 2011, Berkshire Bank employees donated 26,620 hours of community service through both individual employee efforts and company-sponsored projects. Through the Bank's corporate Employee Volunteer Program, employees completed 67 projects last year, in which more than 50% of the Bank's 800+ employees participated. These included a company-wide food drive to support local food pantries, a care package drive for soldiers serving overseas, mentoring efforts in the local schools, a winter coat collection and various work projects throughout the Bank's service area.

In a letter announcing Berkshire Bank's recognition, the American Bankers Association stated "The award selection committee was very impressed with Berkshire Bank's initiatives, creativity and dedication, especially in today's challenging economic environment. We are proud to honor you with this certificate, and we applaud your work in your community."

Of the 7,363 federally-insured banks currently operating in the United States, less than 1% were honored this year with the American Bankers Association National Certificate of Recognition for work in the community. Through its Community Bank Award Program, the ABA honors institutions that have taken an innovative, creative and effective approach to making a difference in their community.

$1.8 Million – Foundation Grants & Bank Sponsorships
$36,000 – Scholarships to High School Seniors
26,620 – Volunteer Hours

2011 FOUNDATION



Board of Directors

Lawrence A. Bossidy
Non-Executive Chairman of the Board of the Company and the Bank and the Retired Chairman & CEO of Honeywell International and AlliedSignal

Robert M. Curley
Director & New York Chairman, previously served as Chairman & CEO, Citizens Bank in NY

John B. Davies
Retired Executive Vice President of Massachusetts Mutual Life Insurance Company

Rodney C. Dimock
Principal in Arrow Capital, LLC and former President of Cornerstone Properties & Aetna Realty Investors, Inc.

J. Williar Dunlaevy
Former CEO of Legacy Bancorp & Former Chairman of Legacy Banks

Michael P. Daly
President & Chief Executive Officer of the Company and the Bank

Susan M. Hill, CPA
Founder & President of Hill & Thompson, P.C., an accounting firm in Manchester Center, VT

Cornelius D. Mahoney
Retired Chairman, President & CEO of Woronoco Bancorp, Inc. and Woronoco Savings Bank

Catherine B. Miller
Former Vice President & owner of Wheeler & Taylor, Inc., an insurance agency headquartered in Great Barrington, MA

David E. Phelps
President & CEO of Berkshire Health Systems, a provider of comprehensive healthcare services

Barton D. Raser
Vice President of Carr Hardware & Supply Company in Pittsfield, MA

D. Je rey Templeton
Owner & President of The Mosher Company, Inc., located in Chicopee, MA

Executive Management

Kevin P. Riley
Executive Vice President, Chief Financial Officer

Patrick J. Sullivan
Executive Vice President, Commercial and Wealth Management

Richard M. Marotta
Executive Vice President, Chief Risk Officer

Sean A. Gray
Executive Vice President, Retail Banking

Linda A. Johnston
Executive Vice President, Human Resources

Shareowner information

Corporate Offices

Berkshire Hills Bancorp, Inc.
24 North Street, P.O. Box 1308
Pittsfield, MA 01202-1308
800-773-5601
www.berkshirebank.com

Stock Listing

Berkshire Hills Bancorp, Inc., is publicly traded on the NASDAQ Global Select Market under the symbol "BHLB".

Investor Information

Investor Relations | Attn: David Gonci
Berkshire Hills Bancorp, Inc.
24 North Street, P.O. Box 1308
Pittsfield, MA 01202-1308
413-236-3239
DGonci@berkshirebank.com

Transfer Agent and Registrar

Shareowners who wish to change the name, address, ownership of stock, report lost stock certificates, inquire about the Dividend Reinvestment Plan or consolidate stock accounts should contact:

Registrar and Transfer Company
Attn: Investor Relations Department
10 Commerce Drive
Cranford, New Jersey 07016
800-368-5948
www.rtco.com

2012 Annual Meeting of Shareowners

Thursday, May 10, 2012 | 10 a.m. EST
The Crowne Plaza Hotel
One West Street
Pittsfield, MA 01201

Summary Financial Information

At or for the years ended December 31,	2011	2010
Balance Sheet ($ millions)		
Total assets	$3,991	$2,881
Investment securities	533	406
Total loans	2,957	2,142
Allowance for loan losses	(32)	(32)
Goodwill and other intangible assets	223	173
Deposits	3,101	2,204
Borrowings and debentures	237	260
Shareholders' equity	553	389
Operating Results ($ thousands)		
Net interest income	$106,520	$76,947
Non-interest income	35,803	29,751
Total net revenue	142,323	106,698
Provision for loan losses	7,563	8,526
Non-interest expense	116,052	81,729
Income tax expense	2,041	2,585
Net income from discontinued operations	914	—
Net income	17,581	13,858
Share Data		
Earnings per share, diluted	$0.98	$1.00
Dividends per share	$0.65	$0.64
Period end shares outstanding (thousands)	21,148	14,076

This document contains forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995) which involve significant risks and uncertainties. Actual results may differ materially from the results discussed in these forward-looking statements, including factors discussed in "Forward-Looking Statements" in the Company's 2011 Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, which are available at the Securities and Exchange Commission's Internet website www.sec.gov and to which reference is hereby made. Except as required by law, the Company assumes no obligation to update any forward-looking statements, and undue reliance should not be placed on these statements.

Annual Report on Form 10-K can be obtained from www.berkshirebank.com or will be furnished upon written request without charge to persons who are beneficial owners of securities of the Company as of the record date for the Annual Meeting of Shareowners.

Our Growing Network

Berkshire County, Massachusetts

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