

People's United Bank Board of Directors

CHARTER OF THE TREASURY AND FINANCE COMMITTEE

I. Purposes of the Committee

The Treasury and Finance Committee (the "Committee") has been established by the Board of Directors of People's United Bank (the "Bank") to assist the Board of Directors by assessing the adequacy, and monitoring the implementation, of the Bank's Asset / Liability Management Policy (the "ALM Policy") and related procedures. The ALM Policy will include specific policies and procedures relating to (i) liquidity, (ii) interest rate risk management, (iii) capital adequacy, (iv) the investment portfolio, and (v) use of derivatives.

Additionally, the Committee will oversee and monitor the implementation of the Investment and Liquidity Policy (the "ILP") of People's United Financial, Inc. (the "Company").

II. Membership of the Treasury and Finance Committee

The Committee will consist of three or more directors. The members of the Committee will be appointed annually by the Board of Directors. The Board of Directors will designate a chairperson of the Committee.

III. Committee Meetings and Operations

The Committee will meet at the call of the Chairperson, but no less frequently than four times each year. The operation of the Committee, including quorum and voting requirements, will be as set forth in the Bank's Bylaws.

IV. Duties, Responsibilities, and Authority of the Committee

In carrying out its purposes, the Committee will have the duties, responsibilities, and authority set forth in this Charter. The Charter is intended to serve as a guide for the Committee, with the understanding that the Committee may carry out additional functions and adopt such other policies and procedures as may be appropriate in light of changing business, legislative, regulatory and other conditions. The Committee will also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee will oversee the implementation of an effective process for managing the Bank's interest rate, liquidity, currency and similar market risks relating to the Bank's balance sheet and associated activities, including the adoption from time to time of policies, risk limits and capital levels. In fulfilling its responsibilities, the Committee will ensure the development and implementation of an appropriate ALM Policy for the Bank. The ALM Policy will, among other things, set forth the Bank's asset and liability management goals and strategies relating to liquidity, interest rate risk management, capital adequacy, the investment portfolio and use of derivatives. The Committee will also monitor the implementation of any additional policies and procedures relating to asset and liability management in a manner consistent with the ALM

Policy. The Committee will review and discuss the ALM Policy with management, and after taking into consideration any matters that the Committee may deem advisable and appropriate, including management recommendations, the Committee will annually recommend the ALM Policy to the Board of Directors for its approval. The Committee may also approve exceptions to the ALM Policy to address specific conditions or circumstances that may arise from time to time.

In fulfilling its responsibilities, the Committee will:

Liquidity

- Monitor the liquidity position of the Bank and liquidity management activities undertaken by the Bank, including wholesale funding activities, liquidity condition grade, contingency funding and any other relevant liquidity measurements the Committee deems advisable or appropriate.
- Monitor the liquidity position of the Company to ensure compliance with the Company's ILP

Interest Rate Risk

- Monitor the management of interest rate risk activities and the Bank's overall interest rate risk profile, the sensitivity of the Bank's earnings under varying interest rate scenarios and potential changes in market interest rates.
- Monitor trends in the economy in general and interest rates in particular with a view toward limiting any potential adverse impact on the Bank's earnings.

Capital Adequacy

- Monitor the capital position of the Bank and the capital management activities undertaken by the Bank to ensure that capital levels are maintained in accordance with regulatory requirements and management directives.

Investments/Derivatives

- Monitor the management of the purchase, sale, exchange and other disposition of the investments of the Bank, including review of management reports concerning current equity and debt security investment positions.
- Monitor the investment activities of the Company to ensure compliance with the Company's ILP
- Monitor compliance with both external regulations and the ALM Policy governing the Bank's investments and categories of investments, including requirements relating to composition, diversification, credit risk and yield.
- Review the status of the securities and derivatives portfolios, including performance, appreciation or depreciation, quality, maturity profile and any actions taken by management with respect thereto.

- Review and determine whether to approve the holdings of investment securities that are subject to the Committee's authority to approve under the ALM Policy or Board of Directors resolutions.
- Review significant financial risk exposures facing the Bank generally, and in its investment and derivatives portfolios in particular, and the steps management is taking to monitor and control such exposures.
- Review all new customer derivative transactions and monitor the total customer derivatives portfolio.

Other

- Monitor management of the Bank's treasury functions, including its operations and funds management processes.
- Review ALM Policy limits relating to interest rate risk, liquidity and capital levels.
- Monitor compliance with both external regulations and the ALM Policy with respect to the asset and liability management processes of the Bank.
- Consistent with applicable law, regulations and the Bank's policies, delegate specific authority to members of the Bank's Treasury Department on an annual basis through resolutions set forth in an appendix to the ALM Policy.
- Consistent with applicable law, regulations and the Bank's policies, delegate authority to the Chief Executive Officer, or other appropriate members of management.
- Monitor management of the Bank's bank-owned life insurance program, including oversight of the program's investment performance, risk management, and internal controls.

V. Reporting of Committee Activities to the Board of Directors

The Chairperson of the Committee will report its activities and its recommendations for action to the Board of Directors at its next meeting subsequent to that of the Committee. Minutes of the meetings of the Committee will be submitted to the Board of Directors at a subsequent meeting of the Board of Directors.

VI. Review of Committee Charter

The Committee will review and reassess the adequacy of the Charter at least annually.