

**ROLE STATEMENT
OPERATIONAL RISK COMMITTEE
PEOPLE'S UNITED BANK BOARD OF DIRECTORS**

The Operational Risk Committee of the Board of Directors of People's United Bank (the "Committee") has been established pursuant to the Bank's bylaws and by resolution of the Board of Directors to assist the Board of Directors in fulfilling its responsibility to oversee the Bank's Operational Risk Management function and process.

The Committee shall meet six times a year, or at such other intervals as shall be established by the Committee.

The Committee shall consist of at least four members. Members, including the Committee Chairman, shall be elected annually by the Board of Directors. The Chairman of the Committee shall preside at meetings, and shall report to the Board of Directors. Minutes of all meetings of the Committee shall be kept and recorded, and shall be provided to the entire Board at a subsequent Board meeting.

The Committee will review and approve this Role Statement on an annual basis.

The primary responsibilities of the Committee are to:

- Approve, and oversee the implementation of, a firm-wide framework to explicitly manage operational risk as a distinct risk to the bank's safety and soundness. The framework includes an appropriate definition of operational risk (see below), policies outlining the bank's approach to managing operational risk, and clear lines of management responsibility, accountability and reporting.
- Receive reports from the Operational Risk Officer and executive management concerning the status of operational risk management efforts at the Bank, including, but not limited to, identification, assessment, monitoring and control/mitigation of operational risk.
- Receive reports concerning the activities of the Bank's Management Operational Risk Committee.
- Receive updates and progress reports concerning the management of "highlighted risks". "Highlighted risks" are risks that contain elements that, in the opinion of management and/or the Committee, warrant an additional level of management reporting and oversight.
- Review the results of examinations (or portions of examinations) of the Bank conducted by the Office of Thrift Supervision that relate to operational risk, as defined by the Bank; oversee and monitor management's response thereto; and report

as necessary to the full Board of Directors concerning the results of such examinations and the progress of management in implementing any corrective action.

- Review the results of internal audits that relate to operational risk as defined by the Bank and the appropriateness of management's response thereto; and report as necessary to the full Board of Directors concerning the results of such audits and the associated management responses.
- Receive periodic updates from management regarding specific operational risk-related topics including, but not limited to, information and physical security, business continuity and compliance.
- Receive reports from the Operational Risk Officer concerning internal or exogenous events that will or may have a significant impact on the Bank's operational risk management efforts.

Operational Risk Definition

The risk of monetary or reputational loss from any failure to execute effectively, whether caused by internal or external people, processes, systems or events.