

Report of Organizational Actions Affecting Basis of Securities

Form 8937 (December 2011) Department of the Treasury Internal Revenue Service

See separate instructions.

Part I Reporting Issuer

Form with fields 1-13: Issuer's name (Suffolk Bancorp), EIN (11-2708279), contact info (Andrew Hersom), address (850 Main Street, Bridgeport CT 06604), date (04/01/2017), and classification (Stock).

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

Form with fields 14-16: 14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action. 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis. 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

Suffolk Bancorp

11-2708279

Attachment to Form 8937

Part II Line 14 - Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action:

On April 1, 2017, Suffolk Bancorp ("Suffolk"), a New York corporation, merged with and into People's United Financial, Inc. ("People's United" or "Purchaser"), a Delaware corporation with People's United as the surviving corporation.

Pursuant to the terms of the Agreement and Plan of Merger by and between People's United and Suffolk dated June 26, 2016 ("Merger Agreement") upon completion of the Merger, each share of Suffolk common stock outstanding at the effective time of the Suffolk Merger was converted into 2.225 shares of People's United common stock.

Under the Merger Agreement, fractional shares of People's United common stock were not issued. Instead, Suffolk shareholders received an amount in cash (rounded to the nearest cent) determined by multiplying (i) the average of the closing-sale prices of Purchaser Common Stock on the NASDAQ Global Select Market ("NASDAQ") as reported by *The Wall Street Journal* for the five (5) full trading days ending on March 31, 2017, which was the last trading day immediately preceding the closing date (the "Purchaser Share Closing Price") by (ii) such aggregated fraction of a share (rounded to the nearest thousandth when expressed in decimal form of Purchaser common stock which such holder would otherwise be entitled to receive.

Part II Line 15 - Describe the quantitative effect of the organization action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis:

Suffolk shareholders received People's United common stock in exchange for their Suffolk shares, which had an effect on each U.S. holder's tax basis. Generally, a U.S. holder's aggregate tax basis in the People's United common stock received by such U.S. holder in the merger, including any fractional shares deemed received by the U.S. holder under the treatment discussed below in "**Cash in Lieu of Fractional Shares of People's United Common Stock**" will equal such U.S. holder's aggregate tax basis in the Suffolk common stock surrendered in the merger, increased by the amount of taxable gain, if any, recognized by such U.S. holder in the merger (other than with respect to cash received in lieu of fraction shares of People's United common stock). The holding period for the shares of People's United common stock received in the merger, including any fractional shares deemed received by the U.S. holder under the treatment discussed below in "**Cash in Lieu of Fractional Shares of People's United Common Stock**" generally will include the holding period for the shares of Suffolk common stock exchanged therefore.

Cash in Lieu of Fractional Shares of People's United Common Stock

A U.S. holder of Suffolk common stock who received cash instead of fractional share of People's United common stock will be treated as having received the fractional share pursuant to the merger and then as having exchanged the fractional share for cash in redemption by People's United. In general, this deemed redemption will be treated as a sale or exchange and a U.S. hold will recognize gain or loss equal to the difference between (i) the amount of cash received by such U.S. holder and (ii) the portion of the basis of the shares of Suffolk common stock allocable to such fractional interest.

Part II Line 16 - Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of the securities and the valuation dates:

The average of the closing-sale prices of People's United common stock for the five (5) day period immediately preceding the closing date of the Merger was 18.12. This was the price used in calculating the cash payments made in lieu of the issuance of fractional shares of People's United common stock. The exchange ratio was 2.225, meaning that, for each share of Suffolk common stock that was exchanged for People's United common stock, a Suffolk shareholder received 2 shares of People's United common stock and \$4.08 payable as cash in lieu of a fractional share (or 18.12 times 0.225). As discussed above, a U.S. holder's aggregate tax basis in the People's United common stock received in the Merger, including any fractional shares deemed received, generally will equal such U.S. holder's aggregate tax basis in the Suffolk common stock surrendered by such U.S. holder in the Merger.

To calculate the basis of the People's United shares received, divide the aggregate basis in the Suffolk shares surrendered in the exchange by the exchange ratio of 2.225. For example, if a U.S. holder owned one share of Suffolk with a basis of \$10, the basis in each share of People's United stock received would be rounded to \$4.50 as shown in the calculation below:

Aggregate basis in Suffolk stock	\$10.00
Divided by exchange ratio	2.225
Basis per share People's United stock received (rounded)	\$ 4.50
Total basis in share of People's United stock received	\$ 4.50
Basis allocated to fractional share deemed sold	\$ 1.00

Part II Line 18 - Can any resulting loss be recognized?

The merger is intended to qualify for U.S. federal income tax purposes as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. Therefore, for U.S. federal income tax purposes, as a result of the merger, a U.S. holder of shares of Suffolk common stock generally will only recognize gain (but not loss) in an amount not to exceed the cash received as part of the merger consideration. Additionally, for cash received in lieu of fractional shares of People’s United common stock, a U.S. holder generally will recognize gain or loss equal to the difference between the amount of cash received and the basis in his or her fractional share interest.

Part II Line 19 - Provide any other information to implement the adjustment such as the reportable tax year:

The merger occurred on April 1, 2017. Therefore any gain or loss recognized with respect to the merger should be reported by Suffolk shareholders in the tax year that includes April 1, 2017 (e.g. calendar year shareholder would report the transaction on his or her federal income tax return filed for the 2017 calendar year).

For additional information, please refer to the full text of the Merger Agreement, which can be found on Peoples.com under Investor Relations (Investor Relations/Financial Information/Regulatory Filings/People’s United Financial, Inc. June 26, 2016 Merger Agreement).

Suffolk shareholders are urged to consult their own tax advisors with respect to their individual tax consequences of the merger. The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purposes of avoiding penalties under the Internal Revenue Code of 1986, as amended.