

**CHARTER
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
PEOPLE'S UNITED FINANCIAL, INC.**

Purpose and Authority:

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (“Board”) of People’s United Financial, Inc. (“the Company” or “People’s United”) has been established to assist with the composition, organization, function and evaluation of the Board, including the recruitment and recommendation of director nominees and review of the independence, expertise and performance of the members of the Board and its committees. The Committee will also assist in the implementation of corporate governance principles applicable to the Board and the Company. In addition, the Committee will also oversee the Company’s policies and practices on significant issues of corporate social responsibility, including sustainability, diversity, community and governmental relations, charitable and political contributions, and community development and reinvestment act activities.

Membership, Evaluation and Conduct of Meetings:

The Committee shall consist of at least three independent Company directors, all of whom shall meet the independence standards for members imposed by the listing requirements of The NASDAQ Stock Market LLC. Members, including the Committee chairperson, are elected annually by the Board and as vacancies or newly created positions occur and may be removed by the Board at any time. The chairperson of the Committee will preside at meetings and report to the Board.

The Committee will meet as often as it determines is appropriate to carry out its responsibilities under this charter. The chairperson of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with the charter. Minutes of all meetings of the Committee shall be kept and recorded, and be provided to the entire Board at a subsequent Board meeting.

This Charter will be reviewed and approved annually. The Committee will conduct an annual comparison of the performance of the Committee with the requirements of this Charter.

Retention and Compensation of Advisers:

The Committee may, in its sole discretion, retain or obtain the advice of a consultant, legal counsel or other adviser (an “Adviser”), and the Committee shall be directly responsible for the appointment, compensation and oversight of the work performed by any such Adviser. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee.

The retention or use of an Adviser shall not affect the Committee's obligation to exercise its independent judgment in fulfillment of its responsibilities or require the Committee to implement or act consistently with the advice or recommendations of any such Adviser.

Responsibilities:

A. Directors

1. Annually evaluate individual directors who are being considered for re-election and make recommendations to the Board regarding re-elections.
2. Consider changes in the occupation or employment status of directors and report to the Board the Committee's recommendation in respect thereof.
3. Assist in identifying and reviewing the qualifications of prospective directors of the Company, consider suggestions by shareholders concerning qualified candidates for election as directors, and recommend to the Board candidates for election as directors. In recommending candidates, the Committee will evaluate the candidates against the qualifications set forth in the Company's Corporate Governance Principles as well as consider such other factors as the Board or Committee deems appropriate.
4. Oversee the annual review of related-party transactions and director independence.
5. Review and recommend to the Board, as appropriate, orientation and continuing education programs for directors.

B. Board and Committee Structure

1. In consultation with the Board Chairman and the Lead Independent Director, annually recommend a committee structure for the Board, as well as committee nominees and a chair of each committee.
2. Annually review and assess the adequacy of this charter and the other Board committee charters and recommend any proposed changes to the Board for its approval.
3. Consider, from time to time as the Committee deems appropriate or desirable, changes in the frequency or format of Board meetings.

C. Assessment of the Board and the Directors

1. Periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee and determine whether it may be appropriate to add or remove individuals after considering the issues such as judgment, diversity, age, tenure, skills, background and experience.

2. Review matters related to Board succession planning for the Chairman, Lead Director, Committee Chairs, financial experts, risk experts, and other directors with critical skill sets.
3. Conduct an annual self-assessment process of the Board and the Board committees.

D. Board and Corporate Governance Issues

1. From time to time, conduct a review of relevant peer group Board and committee information and corporate governance positions.
2. From time to time, review relevant changes in governance-related standards, policies, scores and “best practices” established by proxy advisory firms and institutional shareholders.
3. Annually review and recommend to the Board changes, if any, in the Company’s Code of Conduct, Corporate Governance Principles and charter documents.
4. Review and provide guidance on shareholder proposals.
5. Review and provide comments on those portions of the Company’s annual proxy statement that are within the jurisdiction of the Committee.
6. Annually review, and report to the Board, matters related to succession planning efforts for the CEO and other members of executive management.
7. Oversee the Company’s efforts to communicate with shareholders on governance related issues in connection with the Company’s proxy filing and throughout the year.

E. Corporate Social Responsibility

1. Annually review the Company’s political contributions and provide oversight guidance in respect of the Company’s policies and practices in respect thereof.
2. Periodically review, with management, the Company’s policies and practices in respect to environmental sustainability, diversity and other social and corporate responsibility matters of interest to the Committee.
3. Provide oversight and guidance in respect of other matters and issues involving material corporate reputational risk except to the extent such matters and issues are within the purview of another committee of the Board.