



THE CONNECTICUT BANK AND TRUST COMPANY Compensation Committee Charter

The Compensation Committee is responsible for matters relating to the development, attraction and retention of the Company's leadership and the Company's compensation and benefit programs, including compensation of the Chief Executive Officer.

The Committee will consist of at least four (4) members, all of whom are independent Directors.

- The Committee shall meet as often as required to perform its mission.
- Special meetings of the Committee may be called as needed by the Committee Chairman or the Chairman and CEO.
- The Committee may request that members of management or outside consultants be present to assist the Committee in performing its duties.
- The Committee shall also have the sole authority to retain and terminate consulting firms or legal or other advisors to assist or advise the Committee in carrying out its responsibilities, and shall have the sole authority to approve the fees and other terms of the engagement for such firms or advisors.
- Minutes of each meeting will be kept and distributed to the entire Committee.
- The Committee may designate a subcommittee consisting of one or more of its members for the purpose of making recommendations to the Committee on specific issues or matters.
- Report at the next meeting of the full Board of Directors all significant items discussed at any Committee meeting.

The Committee shall perform the following functions:

- Define and oversee the Company's leadership development programs to attract, retain and motivate senior leadership.
- Advise the Board on executive succession planning.
- Oversee the evaluation of management, including the senior leadership team.



- Periodically review the Company's talent profile, including employee diversity, to ensure an on-going diverse organization.
- Provide oversight and guidance in the development of pay philosophy and strategy and compensation and benefit programs for all employees of the Company.
- Approve compensation and benefit programs for officers. This includes salary, annual incentive and long-term incentive programs, whether stock or cash.
- Review and approve corporate goals and objectives relevant to CEO compensation. Evaluate the CEO's performance versus these goals and objectives, and determine and approve the CEO's compensation level based upon this evaluation.
- Approve base salaries and incentive awards for Corporate Officers.
- Prepare the annual report on executive compensation for inclusion in the Company's annual proxy statement or annual report.
- Review and jointly with the Corporate Governance Committee make recommendations to the Board on matters concerning the Directors' annual retainer, as well as any other compensation programs relating to the Board of Directors.
- Monitor stock ownership of Corporate Officers, including stock trading policies for such Officers.
- Evaluate its own performance annually against its charter responsibilities.