



The Connecticut Bank and Trust Company Corporate Governance Committee Charter

The primary purpose of the Corporate Governance Committee is to provide oversight on the broad range of issues regarding the corporate governance practices and the composition and operation of the Board of Directors. The Committee's goal is to assure that the composition, practices, and operation of the Board contribute to value creation and effective representation of the Company's shareholders. The Committee shall have the leadership role in identifying and evaluating candidates for membership on the Board and defining the corporate governance of the Company.

The Committee shall be comprised of all the 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 has the following specific responsibilities:

- The Committee will be responsible for any similar matters which may be referred to the Committee from time to time by the Board, by the Chairman of the Board, by the Lead Director or by the Committee on its own initiative.



- Identify individuals qualified to become Board members, consistent with criteria established or approved by the Board. This shall include the responsibility for reviewing Board candidates proposed by a shareholder of the Company.
- Establish, articulate and recommend to the Board qualifications, skills, desired background and selection criteria for members of the Board.
- Select or recommend nominees for the Board each year for election at the annual meeting of shareholders. At the time of recommending Director Nominees to the Board, the Committee shall inform the Board of the criteria used in making its recommendations.
- Regularly review issues and developments relating to corporate governance.
- Approve charters for each Committee of the Board of Directors.
- Develop and recommend to the Board a set of corporate governance principles for the Company or, as appropriate, changes to existing corporate governance principles of the Company.
- Oversee the evaluation of the Board, which should occur at least annually.
- Solicit input from all of the Directors and conduct a review of the effectiveness of the operation of the Board and Board committees, including reviewing governance and operating practices of the Board and its committees.
- Evaluate annually its performance, including compliance with relevant law and NASDAQ standards.
- Evaluate and make recommendations to the Board concerning the Board committees, committee assignments and committee membership rotation.
- Periodically review and make recommendations to the Board regarding director orientation and continuing education.
- Recommend changes to this Charter to the full Board of Directors as appropriate.