

UNITED FINANCIAL BANCORP, INC. & UNITED BANK

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

STATEMENT OF PURPOSE

The Governance and Nominating Committee (the “Committee”) shall assist the Board of Directors (the “Board”) of United Financial Bancorp, Inc. (the “Company”) by (i) considering the qualifications and performance of current directors for re-nomination to the Board of Directors Board and recommending such individuals to be re-nominated by the Board for election to the Board by the Company’s shareholders, (ii) as appropriate, identifying other individuals qualified to be members of the Board and recommending such individuals to be nominated by the Board for election to the Board by the shareholders, (iii) recommending to the Board a set of corporate governance guidelines applicable to the Company that are consistent with sound corporate governance practices and in compliance with applicable legal, regulatory or other requirements, and (iv) monitoring and reviewing other corporate governance matters that the Committee may consider relevant to the promotion of good governance practices at the Company, and making recommendations to the Board of Directors regarding same. The Company is a financial holding company whose sole subsidiary is United Bank (the “Bank”). The Committee will meet jointly as committees of the Company and the Bank unless minutes expressly record the contrary and this Charter shall serve for both committees.

ORGANIZATION AND GENERAL

The Committee shall be composed of at least three independent outside directors. Each member of the Committee shall satisfy the independence standards of The NASDAQ Global Select Stock Market (or successor(s)) (“NASDAQ”) (subject to the one year phase-in provisions contained in Rule 5615(b) regarding the independence of committee members), any requirements established by the Securities and Exchange Commission (“SEC”) and all other applicable legal requirements. Determinations of independence shall be reviewed and recommended by the Committee and determined by the Board in their business judgment and in accordance with applicable law and the listing requirements of NASDAQ.

The members of the Committee shall be appointed annually by the Board and shall serve until their successors are duly elected and qualified or until their earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

The Committee shall have a Chairman and Vice Chairman, appointed annually by the Board. The Chairman will chair all sessions of the Committee and set the agendas for Committee meetings; the Vice Chairman shall do so in the absence of the Chairman. If both Chairman and Vice Chairman are absent, and the Committee has a quorum, the Committee members may elect a meeting chairman. The Committee shall have the power to adopt its own operating rules and procedures.

The Committee shall meet sufficiently often to discharge its responsibilities. Meetings of the Committee may be called by the Chairman of the Committee and may be held telephonically. A majority of Committee members will constitute a quorum for the transaction of business. The

CEO and other officers of the Company may be invited to Committee meetings. The Committee shall maintain a written record of its proceedings.

RESOURCES and AUTHORITY

The Committee shall have the resources and authority it deems necessary and appropriate to discharge its responsibilities, at the Company's expense, including authority to select, retain and terminate counsel or other experts or consultants and to approve the fees and other retention terms related to the appointment of such experts or consultants. The Committee shall have the power to call upon assistance from officers and employees of the Company and counsel and other advisers without the consent of management. With respect to consultants or search firms used to identify and/or evaluate potential director candidates, this authority shall be vested solely in the Committee.

The Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared for or presented to them by officers and employees of the Company, whom such member believes to be reliable and competent in the matters presented and on counsel, consultants or other persons as to matters which the member believes to be within the professional competence of such person.

The Committee may, in its discretion, delegate any portion of its duties and responsibilities to a subcommittee of the Committee.

RESPONSIBILITIES AND DUTIES

In carrying out its purposes, the Committee shall have the following duties, responsibilities and authority:

- Review and recommend to the Board, from time to time, the desired characteristics of the composition of the Board – including size, number of independent directors, competencies, experience, diversity, retirement age and other qualities it deems relevant to the Board's overall capabilities.
- Review the specific experience, qualifications, attributes and skills of potential Board members and make recommendations to the Board who in turn will be responsible for nominating such individuals for approval by the shareholders (except to the extent the Board alone can appoint a director to fill a vacancy for an unexpired term).
- Review the specific experience, qualifications, attributes and skills of members eligible for re-election, evaluate such members on the basis of contribution, change of status and commitment to the Company, and make recommendations to the Board for re-election of such members as appropriate.
- Review and evaluate the performance of the Board as a whole and its committees and its own performance.

- Review and recommend the disclosure in the Company’s proxy statement for the annual meeting of the shareholders regarding the specific experience, qualifications, attributes and skills of each director and nominee for director that led to the conclusion that such person should serve as a director of the Company.
- Review and recommend to the Board standards to be used in determining the “independence” of individual directors (including NASDAQ, SEC and FDIC requirements) and also standards to be used in determining other required competencies such as “financial expertise”. Review, as appropriate, whether appropriate members of the Board continue to meet such standards.
- Except for transactions governed by Regulation O promulgated under the Federal Reserve Act, evaluate and determine whether a related party transaction constitutes director conflicts of interest.
- Consider and recommend to the Board assignment of members to the Board committees.
- Monitor the orientation of new directors and the continuing education of directors.
- Develop a statement of Corporate Governance Guidelines that is consistent with applicable law and regulations and recommend such statement for adoption by the Board. Annually review the Company’s Corporate Governance Guidelines and recommend to the Board revisions to same, as appropriate.
- Review and make recommendations to the Board regarding any shareholder proposals to be included in the proxy statement for the annual meeting of the shareholders.
- Consider and act appropriately on such other matters raised by any member of the Board regarding the governance affairs of the Company including information to be submitted to the Board and the relationship of the Board and management, generally.

Approved by the Governance and Nominating Committee: June 12, 2018

Approved by the Board: June 20, 2018