

**UNITED FINANCIAL BANCORP, INC.
UNITED BANK**

Compensation Committee Charter

This Compensation Committee Charter is adopted by the Board of Directors of United Financial Bancorp, Inc. (“Bancorp”) and its wholly owned subsidiary, United Bank (“Bank”). For purposes of this Charter, the term "United" shall include both Bancorp and Bank except where distinguished herein. The term “Committee” shall refer to the Compensation Committees of Bancorp and Bank except where distinguished herein. The Committee shall act as a joint Committee unless otherwise described herein.

Purposes

The Committee is a committee appointed by the Board of Directors (the “Board”) of Bancorp and Bank. The purposes of the Committee are to discharge certain responsibilities delegated by the Board relating to the determination and execution of United’s compensation philosophy, and particularly the compensation of United’s Chief Executive Officer (the “CEO”) and other executive officers (collectively, including the CEO, the “Executive Officers”). The Committee shall identify the Executive Officers from time to time by Committee resolution.

The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of United as they specifically affect the Executive Officers. Plans, policies and programs that do not discriminate in favor of the Executive Officers (e.g., 401(k) plan) remain the responsibility of the full Board (except administrative oversight, as described below).

Committee Membership

The Committee shall consist of three or more members appointed from the Board of Bancorp, and members of the Board of the Bank. The members of the Committee shall meet the independence requirements of the NASDAQ Stock Market. The members of the Committee also shall qualify as “outside” directors within the meaning of Internal Revenue Code § 162(m) and as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The members of the Committee shall be appointed by the Holding Company Board on the recommendation of United’s Governance Committee. One member of the Committee shall be appointed by the Board as Committee Chairman and one as Committee Vice Chairman. Committee members may be replaced by the Boards.

Duties, Authorities and Responsibilities

The Committee's duties, authorities and responsibilities include the following:

Compensation Goals, Levels, Payments and Programs

The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation based on this evaluation and other criteria deemed relevant by the Committee. In determining the incentive components of CEO compensation, the Committee may consider a number of factors, including, but not limited to, United's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable banks, the mix of incentive and salary compensation, and the incentive components given to the CEO in past years. The CEO may not be present for voting or deliberations on his or her compensation.

The Committee shall, at least annually, review and approve the annual base salaries and annual incentive opportunities of the Executive Officers.

The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) all cash and equity based incentive awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation, including incentive compensation, and benefits; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and, if applicable, after employment.

The Committee shall also, periodically and as and when appropriate, review and approve cash incentive compensation programs for Bank employees generally, including the Executive Officers that are designed to:

- reward high performance, promote accountability and adherence to United's values and the code of conduct;
- attract, develop and retain talented leadership to serve the best interests of United;
- reflect appropriate consideration of current best practices for programs with similar goals and objectives; and
- avoid the encouragement of excessive risk-taking, and mitigate material risks as necessary with effective controls and risk management processes.

The Committee shall review and make recommendations with respect to the adoption of equity-based plans for employees and directors for approval by the Board and the United's shareholders.

The Committee will administer all cash and equity-based incentive plans unless the Bancorp Board determines otherwise. The Committee will also serve as the granting authority for all equity plans. The Committee will advise the Boards on the consistency between any awards proposed and the objectives of United's compensation programs for directors, officers and employees. The Committee may delegate to management the ability to grant awards from such plans in not to exceed amounts to employees below the level of Executive Officer.

The Committee shall provide oversight of the administrative functions of the employee pension, welfare (excluding employee group health, dental, group term life or other cafeteria plans), equity-based and fringe benefit plans (collectively, the "employee benefit plans") maintained by United.

The Committee shall (a) establish investment objectives and policies for the qualified retirement plans maintained by United, including without limitation, the 401(k) Plan, the Retirement Plan and the Employee Stock Ownership Plan, and any successors to such Plans; (b) engage such trustee, investment, consulting, administrative, legal, accounting and other professional service providers (collectively, the "professional service providers") as the Committee deems necessary or appropriate, including without limitation, appointing an investment manager or managers pursuant to Section 402(c) of the Employee Retirement Income Security Act of 1974, as amended; (c) enter into agreements with such professional service providers upon such terms and conditions as the Committee shall deem advisable; (d) and review and evaluate the performance of any such professional service provider appointed or retained by the Committee.

The Committee shall review and make recommendations to the Bancorp Board as to the form and amount of compensation for United directors.

The Committee shall develop, adopt and/or recommend that the Board of Directors adopt such policy or policies as may be appropriate to comply with the requirements of the Dodd-Frank Act Sections 954 and 955 and any regulations promulgated pursuant thereto, relating to "clawbacks" of executive compensation and "hedging" of risks related to the holding and/or receipt of equity in Bancorp's stock.

Disclosure and Compliance

The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in Bancorp's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management, and, based on such review and discussion, determine whether or not to recommend to the Bancorp Board that the CD&A be so included.

The Bancorp Committee shall produce the annual Compensation Committee Report for inclusion in Bancorp's proxy statement in compliance with the rules and regulations promulgated by the SEC. The Committee shall participate in an annual risk assessment

of United's compensation plans and policies to ensure that such plans and policies are not reasonably likely to have a material adverse effect on United.

The Committee shall oversee Bancorp's compliance with the requirement under NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans.

Meetings and Reporting

The Committee shall meet at least four times each year and at such other times as it deems necessary to fulfill its responsibilities.

The Committee Chairman shall preside at each meeting or, in his/her absence, the Vice Chairman. In the event neither is present at a meeting, and a quorum exists, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

The Committee shall report regularly to the Boards with respect to its meetings and activities and make recommendations to the Boards as appropriate.

The Committee shall receive periodic reports on United's compensation programs as they affect all employees.

Approvals generally will require the affirmative vote of a majority of Committee members present at a meeting. Without otherwise limiting the foregoing, any approvals involving compensation to the Executive Officers shall require the affirmative vote of a majority of Bancorp Committee members present.

Outside Advisors

The Committee shall have access to the resources that it deems necessary and appropriate to discharge its responsibilities, at United's expense, including authority to select and retain legal, accounting, compensation, benefits, search firm or other consultants or experts and to approve the fees and other retention terms related to the appointment of such consultants or experts.

The Committee shall have the power to adopt its own operating rules and procedures and to call upon assistance from officers and employees of the Bank and outside counsel and other advisers without the consent of management.

The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant or other adviser so retained. Prior to selecting a compensation consultant, legal adviser or other adviser, the Committee must take into consideration the factors affecting the independence of such adviser as identified by the SEC.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Committee, other than in-house counsel, only after taking into consideration the following six factors:

- i. the provision of other services to United by the person that employs the compensation consultant, legal counsel or other advisor;
- ii. the amount of fees received from United by the person that employs the compensation consultant, legal counsel or other advisor as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
- iii. the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- iv. any business or personal relationships of the compensation consultant, legal counsel or other advisor with a member of the Committee;
- v. any stock of Bancorp owned by employees of the compensation consultant, legal counsel or other advisor; and
- vi. any business or personal relationship of the compensation consultant, legal counsel or other advisor with an executive officer of United.

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 or presented to them by officers and employees of United, whom such member believes to be reliable and competent in the matters presented and on counsel, compensation consultants or other persons as to matters which the member believes to be within the professional competence of such person.

Miscellaneous

The Committee may form and delegate authority to subcommittees as it deems appropriate.

The Committee shall periodically review its own performance and shall present the results of the evaluation to the Boards and/or Governance Committees, as appropriate. The Committee shall conduct this evaluation in such manner as it deems appropriate or as otherwise directed by the Boards or Governance Committees. The Committee shall annually evaluate the adequacy of this Charter.

The Committee shall perform such other duties and carry out such other responsibilities as are consistent with this Charter.