

People's United Financial, Inc.  
Form 10-K  
March 01, 2019  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-K**

**ANNUAL REPORT**

**Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934**

**For the fiscal year ended December 31, 2018**

**People s United Financial, Inc.**

**(Exact name of registrant as specified in its charter)**

**001-33326**

**(Commission File Number)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**850 Main Street**

**20-8447891**  
**(I.R.S. Employer**  
**Identification No.)**

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**Bridgeport, Connecticut 06604**

**(Address of principal executive offices, including zip code)**

**(203) 338-7171**

**(Registrant's telephone number, including area code)**

**Securities registered pursuant to Section 12(b) of the Act:**

<b>(Title of each class)</b>	<b>(Name of each exchange on which registered)</b>
<b>Common Stock, \$0.01 par value per share</b>	<b>NASDAQ Global Select Market</b>
<b>Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series A, \$0.01 par value per share</b>	<b>NASDAQ Global Select Market</b>

**Securities registered pursuant to Section 12(g) of the Act: None.**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition

period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of voting stock held by non-affiliates of the registrant, based upon the last reported sales price of its common stock as of the last business day of the registrant's most recently completed second quarter on the NASDAQ Global Select Market was \$6,299,988,287.

As of February 15, 2019, there were 377,616,658 shares of the registrant's common stock outstanding.

#### **Documents Incorporated by Reference**

Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held on May 16, 2019, are incorporated by reference into Part III.

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**PEOPLE'S UNITED FINANCIAL, INC.**

**2018 FORM 10-K**

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**Part I**

**Item 1. Business**  
**General**

People's United Financial, Inc. ( "People's United" or the "Company" ) is a bank holding company and a financial holding company registered under the Bank Holding Company Act of 1956 (the "BHC Act" ), as amended, and is incorporated under the state laws of Delaware. People's United is the holding company for People's United Bank, National Association (the "Bank" ), a national banking association headquartered in Bridgeport, Connecticut.

Effective April 1, 2017, People's United completed its acquisition of Suffolk Bancorp ( "Suffolk" ) based in Riverhead, New York. Effective August 1, 2017, the Bank completed its acquisition of LEAF Commercial Capital, Inc. ( "LEAF" ). Effective June 27, 2018, the Bank completed its acquisition of Vend Lease Company ( "Vend Lease" ). Effective October 1, 2018, People's United completed its acquisition of First Connecticut Bancorp Inc. ( "First Connecticut" ) based in Farmington, Connecticut. The assets acquired and liabilities assumed in these transactions were recorded at their fair values as of their respective closing dates. See Note 2 to the Consolidated Financial Statements for a further discussion on these acquisitions. People's United's results of operations include the results of the acquired entities beginning with their respective effective dates.

The principal business of People's United is to provide, through the Bank and its subsidiaries, commercial banking, retail banking and wealth management services to individual, corporate and municipal customers. Traditional banking activities are conducted primarily within New England and southeastern New York, and include extending secured and unsecured commercial and consumer loans, originating mortgage loans secured by residential and commercial properties, and accepting consumer, commercial and municipal deposits.

In addition to traditional banking activities, the Bank provides specialized financial services tailored to specific markets including: personal, institutional and employee benefit trust; cash management; and municipal banking. Through its non-banking subsidiaries, the Bank offers: brokerage, financial advisory services, investment management services and life insurance through People's Securities, Inc. ( "PSI" ); equipment financing through People's Capital and Leasing Corp. ( "PCLC" ), People's United Equipment Finance Corp. ( "PUEFC" ) and LEAF; and commercial insurance services through People's United Insurance Agency, Inc. ( "PUIA" ).

This full range of financial services is delivered through a network of 422 branches located in Connecticut, southeastern New York, Massachusetts, Vermont, Maine and New Hampshire, including 85 full-service Stop & Shop supermarket branches throughout Connecticut and 63 in southeastern New York that provide customers with seven-day-a-week banking. The Bank's distribution network includes investment and brokerage offices, commercial banking offices, online banking and investment trading, a 24-hour telephone banking service and participation in a worldwide ATM network. PCLC, PUEFC and LEAF maintain a sales presence in 16 states to support equipment financing operations throughout the United States. The Bank maintains a mortgage warehouse lending group located in Kentucky and a national credits group that has participations in commercial loans and commercial real estate loans to borrowers in various industries on a national scale.

People's United's operations are divided into three primary operating segments that represent its core businesses: Commercial Banking; Retail Banking; and Wealth Management. In addition, the Treasury area manages People's United's securities portfolio, short-term investments, brokered deposits and wholesale borrowings.

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The Company's operating segments have been aggregated into two reportable segments: Commercial Banking and Retail Banking. Commercial Banking consists principally of commercial real estate lending, commercial and industrial lending, and commercial deposit gathering activities. This segment also includes the equipment financing operations of PCLC, PUEFC and LEAF, as well as cash management, correspondent banking, municipal banking, institutional trust services, corporate trust, commercial insurance services provided through PUIA and private banking. Retail Banking includes, as its principal business lines, consumer lending (including residential mortgage and home equity lending) and consumer deposit gathering activities. This segment also includes brokerage, financial advisory services, investment management services and life insurance provided through PSI and non-institutional trust services.

Further discussion of People's United's business and operations appears on pages 22 through 79.

## **Supervision and Regulation**

*People's United Financial, Inc.*

### *General*

As a bank holding company and a financial holding company, People's United is regulated under the BHC Act and is subject to supervision, examination and regulation by the Board of Governors of the Federal Reserve System (the "FRB"). Among other things, this authority permits the FRB to restrict or prohibit activities that are determined to be a serious risk to the subsidiary bank. A bank holding company should have sufficient capital and an effective capital planning process, consistent with its overall risk profile and considering the size, scope, and complexity of its operations, to ensure its safe and sound operation. In addition, the FRB evaluates a bank holding company's capital planning and capital distribution processes, and its capital sufficiency in light of relevant regulations and supervisory guidance applicable to bank holding companies.

***Activities Restrictions Applicable to Bank Holding Companies.*** The activities of a bank holding company, including People's United, must be financially-related activities permissible for a bank holding company, unless the bank holding company has elected to be treated as a financial holding company. A bank holding company that has made a financial holding company election may also engage in activities permissible under section 4(k) of the BHC Act.

Federal law prohibits a bank holding company directly or indirectly, from acquiring:

control (as defined under the BHC Act) of another bank (or a holding company parent) without prior FRB approval;

through merger, consolidation or purchase of assets, another bank or a holding company thereof, or acquiring all or substantially all of the assets of such institution or holding company without prior approval by the FRB or the Office of the Comptroller of the Currency (the "OCC"); or

control of any depository institution not insured by the Federal Deposit Insurance Corporation (the "FDIC") (except through a merger with and into the holding company's bank subsidiary that is approved by the OCC).

The BHC Act prohibits a bank holding company (directly or indirectly, or through one or more subsidiaries) from acquiring another bank or holding company thereof without prior written approval of the FRB; acquiring or retaining, with certain exceptions, more than 5% of a non-subsidiary bank, a non-subsidiary holding company or a non-subsidiary company engaged in activities other than those permitted by the BHC Act; or acquiring or retaining control of a depository institution that is not federally insured. In evaluating applications by holding companies to acquire banks, the FRB must consider the financial and managerial resources and future prospects of the company and institution involved, the effect of the acquisition on the risk to the Deposit Insurance Fund (the "DIF"), the convenience and needs of the community, and competitive factors.

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### *Federal Securities Law*

People's United's common stock is registered with the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934 (the "Exchange Act"), as amended. People's United is subject to the information, proxy solicitation, insider trading, and other requirements and restrictions of the Exchange Act.

### *Delaware Corporation Law*

People's United is incorporated under the laws of the State of Delaware and is, therefore, subject to regulation by the state of Delaware. The rights of People's United's stockholders are governed by the Delaware General Corporation Law.

### *Regulatory Capital Requirements*

Bank holding companies and national banks are subject to various regulations regarding capital requirements administered by U.S. banking agencies. The FRB (in the case of a bank holding company) and the OCC (in the case of a bank) may initiate certain actions if a bank holding company or a bank fails to meet minimum capital requirements. In addition, under its prompt corrective action regulations, the OCC is required to take certain supervisory actions (and may take additional discretionary actions) with respect to an undercapitalized bank. These actions could have a direct material effect on a bank's financial statements. People's United and the Bank are subject to regulatory capital requirements administered by the FRB and the OCC, respectively.

In December 2010, the Basel Committee on Banking Supervision released its final framework for capital requirements (the "Basel III framework" or "Basel III"). Final interagency rules to address implementation of the Basel III framework for U.S. financial institutions, including the Company and the Bank, became effective on January 1, 2015. When fully phased-in, these rules will: (i) set forth changes in the calculation of risk-weighted assets; (ii) introduce limitations on what is permissible for inclusion in Tier 1 capital; and (iii) require bank holding companies and their bank subsidiaries to maintain substantially more capital, with a greater emphasis on common equity.

See *Management's Discussion and Analysis - Regulatory Capital Requirements* beginning on page 73 for a further discussion regarding capital requirements.

### *Dividends and Capital Distributions*

People's United is dependent upon dividends from the Bank to provide funds for the payment of dividends to shareholders and other general corporate purposes. People's United's ability to pay cash dividends is governed by federal law and regulations, including requirements to maintain adequate capital above regulatory minimums and safety and soundness practices.

The National Bank Act and OCC regulations impose limitations upon dividend payments by national banks. A national bank must file an application with the OCC if the total amount of its dividends for the applicable calendar year exceeds the national bank's net income for that year plus its retained net income for the preceding two years. The Bank may not pay dividends to People's United if, after paying those dividends, it would fail to meet the required minimum levels under risk-based capital guidelines or if the OCC notified the Bank that it was in need of more than normal supervision.

In addition, a national bank is required to file an application with the OCC for the redemption of subordinated debt under certain circumstances, as well as for reductions in permanent capital.

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Under the Federal Deposit Insurance Act (the FDI Act ), an insured depository institution, such as the Bank, is prohibited from making capital distributions, including the payment of dividends, if, after making such distribution, the institution would become undercapitalized (as such term is used in the FDI Act). Payment of dividends by the Bank also may be restricted at any time at the discretion of the appropriate regulator if it deems the payment to constitute an unsafe and unsound banking practice. See Note 13 to the Consolidated Financial Statements for a further discussion on capital distributions.

**Supervision and Regulation**

*People's United Bank, National Association*

*General*

The Bank is subject to regulation, examination, supervision and reporting requirements by the OCC as its primary regulator, by the FDIC as the deposit insurer and by the Bureau of Consumer Financial Protection (the BCFP ) with respect to compliance with designated consumer financial laws. Its deposit accounts are insured up to applicable limits by the FDIC under the DIF.

The Bank files reports with the OCC concerning its activities and financial condition, and must obtain regulatory approval from the OCC prior to entering into certain transactions, such as mergers with, or acquisitions of, other depository institutions. The OCC conducts periodic examinations to assess compliance with various regulatory requirements. The OCC has substantial discretion to impose enforcement action on a national bank that fails to comply with applicable regulatory requirements, particularly with respect to capital requirements imposed on national banks. In addition, the FDIC has the authority to recommend to the OCC that enforcement action be taken with respect to a particular national bank and, if action is not taken by the OCC, the FDIC has authority to take such action under certain circumstances.

This regulation and supervisory structure establishes a comprehensive framework of activities in which a national bank can engage and is intended primarily for the protection of the DIF, depositors and consumers. The regulatory structure also gives the regulatory authorities extensive discretion in connection with their supervisory and enforcement activities and examination policies, including policies with respect to the classification of assets and the establishment of adequate loan loss reserves for regulatory purposes. Any change in such laws and regulations or interpretations thereof, whether by the OCC, the FDIC, and the BCFP or through legislation, could have a material adverse impact on the Bank and its operations.

The Bank's brokerage subsidiary, PSI, is regulated by the SEC, the Financial Industry Regulatory Authority and state securities regulators. PUIA is subject to regulation by applicable state insurance regulators.

**Activity Powers.** National association banks derive their lending, investment and other activity powers primarily from the National Bank Act and the regulations of the OCC thereunder. Under these laws and regulations, national banks generally may invest in:

real estate mortgages;

consumer and commercial loans;

certain types of debt securities; and

certain other assets.

The ability of a national bank to invest in debt securities is limited to those securities that are readily marketable, investment grade and primarily non-speculative. OCC regulations also impose limits on the amount of investments in certain types of debt securities.



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**Safety and Soundness Standards.** Each federal banking agency, including the OCC, has adopted guidelines establishing general standards relating to internal controls, information and internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, asset quality, earnings and compensation, fees and benefits. In general, the guidelines require, among other things, appropriate systems and practices to identify and manage the risks and exposures specified in the guidelines.

In addition, the OCC adopted regulations to require a national bank that is given notice by the OCC that it is not satisfying any of such safety and soundness standards to submit a compliance plan to the OCC. If, after being so notified, a national bank fails to submit an acceptable compliance plan or fails in any material respect to implement an accepted compliance plan, the OCC may issue an order directing corrective and other actions of the types to which a significantly undercapitalized institution is subject under the prompt corrective action provisions of the Federal Deposit Insurance Corporation Improvement Act ( FDICIA ). If a national bank fails to comply with such an order, the OCC may seek to enforce the order in judicial proceedings and to impose civil monetary penalties.

**Prompt Corrective Action.** FDICIA also established a system of prompt corrective action to resolve the problems of undercapitalized institutions. Under this system, federal bank regulators, including the OCC, are required to take certain, and authorized to take other, supervisory actions against undercapitalized institutions, based upon five categories of capitalization which FDICIA created: well-capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized.

The severity of the action authorized or required to be taken under the prompt corrective action regulations increases as a bank's capital decreases within the three undercapitalized categories. All banks are prohibited from paying dividends or other capital distributions or paying management fees to any controlling person if, following such distribution, the bank would be undercapitalized. The OCC is required to monitor closely the condition of an undercapitalized bank and to restrict the growth of its assets. An undercapitalized bank is required to file a capital restoration plan within 45 days of the date the bank receives notice or is deemed to have notice that it is within any of the three undercapitalized categories, and the plan must be guaranteed by a parent holding company.

The aggregate liability of a parent holding company is limited to the lesser of:

an amount equal to 5% of the bank's total assets at the time it became undercapitalized ; and

the amount that is necessary (or would have been necessary) to bring the bank into compliance with all capital standards applicable with respect to such bank as of the time it fails to comply with a capital restoration plan.

If a bank fails to submit an acceptable plan, it is treated as if it were significantly undercapitalized. Banks that are significantly or critically undercapitalized are subject to a wider range of regulatory requirements and restrictions. Under OCC regulations, generally, a national bank is treated as well-capitalized if its Total risk-based capital ratio is 10% or greater, its Tier 1 risk-based capital ratio is 8% or greater, its Common Equity Tier 1 ( CET 1 ) capital ratio is 6.5% or greater and its Tier 1 leverage ratio is 5% or greater, and it is not subject to any order or directive by the OCC to meet a specific capital level. As of December 31, 2018, the Bank's regulatory capital ratios exceeded the OCC's numeric criteria for classification as a well-capitalized institution. Basel III also revised the prompt corrective action framework by incorporating new regulatory capital minimums.

**Insurance Activities.** National banks are generally permitted to engage in certain insurance and annuity activities through subsidiaries. However, federal banking laws prohibit depository institutions from conditioning the extension of credit to individuals upon either the purchase of an insurance product or annuity from an entity affiliated with the depository institution or an agreement by the consumer not to purchase an insurance product or annuity from an entity that is not affiliated with the depository institution. Applicable regulations also require prior disclosure of this prohibition to potential insurance product or annuity customers.

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Federal banking agencies, including the OCC, also require depository institutions that offer non-deposit investment products, such as certain annuity and related insurance products, to disclose to the consumer that the products are not federally insured, are not guaranteed by the institution and are subject to investment risk including possible loss of principal. These disclosure requirements apply if the institution offers the non-deposit investment products directly or through affiliates or subsidiaries.

**Deposit Insurance.** The Bank is a member of, and pays its deposit insurance assessments to, the DIF.

The FDIC has established a system for setting deposit insurance premiums based upon the risks a particular bank poses to the DIF. The assessment is based on a bank's average consolidated total assets minus average tangible equity (defined as Tier 1 capital). The size of the DIF is targeted at 2% of insured deposits. A reduced assessment rate schedule applies once the DIF reaches 1.15% of insured deposits, with additional reductions when the DIF reaches 2% and 2.5% of insured deposits, respectively. The FDIC applies a scorecard-based assessment system for financial institutions with more than \$10 billion in assets (such as the Bank). One of the financial ratios used in the scorecard is the ratio of higher risk assets to Tier 1 capital and reserves. The classification of assets such as commercial and industrial loans, securities and consumer loans as higher risk is determined in accordance with applicable FDIC regulations and guidance.

In March 2016, the FDIC issued a final rule that will serve to implement a Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "DFA") provision requiring banks with over \$10 billion in assets to be responsible for recapitalizing the DIF to 1.35% of insured deposits after it reaches a 1.15% reserve ratio. The rule became effective on July 1, 2016. For banks with over \$10 billion in assets, the rule imposes a 4.5 basis point surcharge to bring the DIF's reserve ratio to 1.35% by the end of 2018. For the surcharge only, the assessment base would be reduced by \$10 billion. In November 2018, the FDIC announced that the DIF's reserve ratio had exceeded the 1.35% minimum reserve ratio. As such, beginning in the fourth quarter of 2018, banks with over \$10 billion in assets are no longer subject to the surcharge. See *Management's Discussion and Analysis Non-Interest Expense* beginning on page 43 for a further discussion regarding regulatory assessments.

In addition, all FDIC-insured institutions are required to pay assessments to the FDIC at an annual rate of approximately 0.0014% of insured deposits to fund interest payments on bonds issued by the Financing Corporation, an agency of the federal government established to recapitalize the predecessor to the Savings Association Insurance Fund. These assessments will continue until the Financing Corporation bonds mature between 2017 and 2019.

Under the FDI Act, the FDIC may terminate the insurance of an institution's deposits upon a finding that the institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC.

**Transactions with Affiliates.** National banks are subject to the affiliate and insider transaction rules set forth in Sections 23A, 23B, 22(g) and 22(h) of the Federal Reserve Act, and their implementing regulations, Regulation W and Regulation O, issued by the FRB. Affiliated transaction provisions, among other things, prohibit or limit a national bank from extending credit to, or entering into certain transactions with, its affiliates and principal stockholders, directors and executive officers.

In addition, national banks are prohibited from making a loan to an affiliate that is engaged in non-bank holding company activities and purchasing or investing in securities issued by an affiliate that is not a subsidiary. The FRB and the OCC require each depository institution that is subject to the affiliate transaction restrictions of Sections 23A and 23B of the Federal Reserve Act to implement policies and procedures to ensure compliance with Regulation W.

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In addition to the insider transaction limitations of Sections 22(g) and 22(h) of the Federal Reserve Act, Section 402 of the Sarbanes-Oxley Act of 2002 prohibits the extension of personal loans to directors and executive officers of issuers (as defined in the Sarbanes-Oxley Act). The prohibition, however, does not apply to mortgage loans advanced by an insured depository institution, such as the Bank, that are subject to the insider lending restrictions of Section 22(h) of the Federal Reserve Act.

**Privacy Standards.** The Bank is subject to OCC regulations implementing statutorily-mandated privacy protection. These regulations require the Bank to disclose its privacy policy, including identifying with whom it shares non-public personal information, to customers at the time of establishing the customer relationship and annually thereafter. In addition, the Bank is required to provide its customers with the ability to opt-out of having the Bank share their non-public personal information with unaffiliated third parties before the Bank can disclose such information, subject to certain exceptions.

In addition to certain state laws governing protection of customer information, the Bank is subject to federal regulatory guidelines establishing standards for safeguarding customer information. The guidelines describe the agencies' expectations for the creation, implementation and maintenance of an information security program, which would include administrative, technical and physical safeguards appropriate to the size and complexity of the institution and the nature and scope of its activities. The standards set forth in the guidelines are intended to ensure the security and confidentiality of customer records and information, protect against any anticipated threats or hazards to the security or integrity of such records and protect against unauthorized access to or use of such records or information that could result in substantial harm or inconvenience to any customer. Federal guidelines also impose certain customer disclosures and other actions in the event of unauthorized access to customer information.

**Community Reinvestment Act.** Under the Community Reinvestment Act (the CRA), as implemented by the OCC regulations, any national bank, including the Bank, has a continuing and affirmative obligation consistent with its safe and sound operation to help meet the credit needs of its entire community, including low and moderate income neighborhoods. The CRA does not establish specific lending requirements or programs for financial institutions nor does it limit an institution's discretion to develop the types of products and services that it believes are best suited to its particular community. The CRA requires the OCC, in connection with its examination of a federally-chartered savings bank, to assess the depository institution's record of meeting the credit needs of its community and to take such record into account in its evaluation of certain applications by such institution.

Current CRA regulations rate an institution based on its actual performance in meeting community needs. In particular, the evaluation system focuses on three tests:

a lending test, to evaluate the institution's record of making loans in its service areas;

an investment test, to evaluate the institution's record of investing in community development projects, affordable housing and programs benefiting low or moderate income individuals and businesses; and

a service test, to evaluate the institution's delivery of services through its branches, ATMs and other offices.

The CRA also requires all institutions to make public disclosure of their CRA ratings. The Bank received a satisfactory rating in its most recent CRA examination for the evaluation period ending December 31, 2015. The Federal banking agencies adopted regulations implementing the requirements under the Gramm-Leach-Bliley Act that insured depository institutions publicly disclose certain agreements that are in fulfillment of the CRA. The Bank has no such agreements in place at this time.

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**Loans to One Borrower.** Generally, national banks may not make a loan or extend credit, including credit associated with derivatives and securities financing transactions, to a single or related group of borrowers in excess of 15% of the institution's unimpaired capital and surplus. Additional amounts may be loaned, not in excess of 10% of unimpaired capital and surplus, if such loans or extensions of credit are secured by readily-marketable collateral. The Bank is in compliance with applicable loans to one borrower limitations.

**Nontraditional Mortgage Products.** The Federal banking agencies have issued guidance for institutions that originate or service nontraditional or alternative mortgage products, defined to include all residential mortgage loan products that allow borrowers to defer repayment on principal or interest, such as interest-only mortgages and payment option adjustable-rate mortgages. A portion of the Bank's adjustable-rate residential mortgage loans represent interest-only residential mortgage loans. None of these loans permit negative amortization or optional payment amounts.

Recognizing that alternative mortgage products expose institutions to increased risks as compared to traditional loans where payments amortize or reduce the principal amount, the guidance requires increased scrutiny for alternative mortgage products. Institutions that originate or service alternative mortgages should have: (i) strong risk management practices that include maintenance of capital levels and allowance for loan losses commensurate with the risk; (ii) prudent lending policies and underwriting standards that address a borrower's repayment capacity; and (iii) programs and practices designed to ensure that consumers receive clear and balanced information to assist in making informed decisions about mortgage products. The guidance also recommends heightened controls and safeguards when an institution combines an alternative mortgage product with features that compound risk, such as a simultaneous second-lien or the use of reduced documentation to evaluate a loan application. The Bank complies with the guidance on non-traditional mortgage products as it is interpreted and applied by the OCC.

**Liquidity.** The Bank maintains sufficient liquidity to ensure its safe and sound operation, in accordance with applicable OCC regulations.

**Assessments.** The OCC charges assessments to recover the cost of examining national banks and their affiliates. These assessments are based on three components: (i) the size of the institution on which the basic assessment is based; (ii) the institution's supervisory condition, which results in an additional assessment based on a percentage of the basic assessment for any savings institution with a composite rating of 3, 4 or 5 in its most recent safety and soundness examination; and (iii) the complexity of the institution's operations, which results in an additional assessment based on a percentage of the basic assessment for any savings institution that managed over \$1 billion in trust assets, serviced for others loans aggregating more than \$1 billion, or had certain off-balance-sheet assets aggregating more than \$1 billion.

**Branching.** Under OCC branching regulations, the Bank is generally authorized to open branches nationwide. The Bank is required to submit an application to the OCC and publish a public notice prior to establishing a new branch or relocating an existing branch. OCC authority preempts any state law purporting to regulate branching by national banks.

**Anti-Money Laundering and Customer Identification.** The Bank is subject to OCC and Financial Crimes Enforcement Network regulations implementing the Bank Secrecy Act, as amended by the USA PATRIOT Act. The USA PATRIOT Act gives the federal government powers to address terrorist threats through enhanced domestic security measures, expanded surveillance powers, increased information sharing and broadened anti-money laundering requirements. By way of amendments to the Bank Secrecy Act, Title III of the USA PATRIOT Act takes measures intended to encourage information sharing among banks, regulatory agencies and law enforcement bodies. Further, certain provisions of Title III impose affirmative reporting obligations on a broad range of financial institutions, including national banks like the Bank.

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**Federal Home Loan Bank System.** The Bank is a member of the Federal Home Loan Bank (the FHLB ) system, which consists of twelve regional FHLBs, each subject to supervision and regulation by the Federal Housing Finance Agency. The FHLB system provides a central credit facility primarily for member institutions as well as other entities involved in home mortgage lending. It is funded primarily from proceeds derived from the sale of consolidated obligations of the FHLBs. It makes loans or advances to members in accordance with policies and procedures, including collateral requirements, established by the respective boards of directors of the FHLBs. These policies and procedures are subject to the regulation and oversight of the Federal Housing Finance Agency, which has also established standards of community or investment service that members must meet to maintain access to long-term advances.

The Bank, as a member of the FHLB of Boston, is currently required to purchase and hold shares of capital stock in the FHLB of Boston in an amount equal to 0.35% of the Bank's Membership Stock Investment Base plus an Activity Based Stock Investment Requirement. The Activity Based Stock Investment Requirement is equal to 3.0% of the principal balance of FHLB advances with an original maturity of one day and 4.0% of the principal balance of FHLB advances with an original maturity of two days or longer. The Bank is in compliance with these requirements. As a result of prior acquisitions, the Bank also holds shares of capital stock in the FHLB of New York. The Bank, as a member of the Federal Reserve Bank system, is currently required to purchase and hold shares of capital stock in the Federal Reserve Bank of New York (the FRB-NY ) in an amount equal to 6% of its capital and surplus.

**Reserve Requirements.** FRB reserve regulations require banks to maintain reserves against their transaction accounts (primarily negotiable order of withdrawal and demand deposit accounts). Institutions must maintain a reserve of 3% against aggregate transaction account balances between \$16.3 million and \$124.2 million (subject to adjustment by the FRB) plus a reserve of 10% (subject to adjustment by the FRB within specific limits) against that portion of total transaction account balances in excess of \$124.2 million. The first \$16.3 million of otherwise reservable balances is exempt from the reserve requirements. The Bank is in compliance with the foregoing requirements. The required reserves must be maintained in the form of vault cash, or an interest-bearing account at a Federal Reserve Bank, or a pass-through account as defined by the FRB.

**Market Area and Competition**

People's United's primary market areas are New England and southeastern New York, with Connecticut, New York and Massachusetts having the largest concentration of its loans, deposits and branches. At December 31, 2018, 26%, 20% and 18% of the Company's loans by outstanding principal amount were to customers located within Connecticut, New York and Massachusetts, respectively. Loans to customers located in the New England states as a group represented 56% of total loans at December 31, 2018. However, substantially the entire equipment financing portfolio (95% at December 31, 2018) was to customers located outside of New England. At December 31, 2018, 25% of the equipment financing portfolio was to customers located in Texas, California and New York, and no other state exposure was greater than 5%.

As of June 30, 2018, People's United had: (i) the largest market share of deposits in Fairfield County, Connecticut; (ii) the third largest market share of deposits in the state of Connecticut; and (iii) the largest market share of deposits in the state of Vermont. People's United competes for deposits, loans and financial services with commercial banks, savings institutions, commercial and consumer finance companies, mortgage banking companies, insurance companies, credit unions and a variety of other institutional lenders and securities firms.

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As People's United's predominant market, Connecticut is one of the most attractive banking markets in the U.S. With a total population of approximately 3.6 million and a median household income of \$78,970, Connecticut ranks seventh in the U.S., well above the U.S. median household income of \$63,174, according to U.S. Census data and SNL Financial. The median household income in New York, which has the Company's second highest number of branches, was \$68,659, according to U.S. Census data and SNL Financial. The median household income in Massachusetts and Vermont, which have the Company's third and fourth highest number of branches, was \$82,084 and \$63,157, respectively, according to U.S. Census data and SNL Financial.

The principal basis of competition for deposits is the interest rate paid for those deposits and related fees, the convenience of access to services through traditional and non-traditional delivery alternatives, and the quality of services to customers. The principal basis of competition for loans is through the interest rates and loan fees charged and the development of relationships based on the efficiency, convenience and quality of services provided to borrowers. Further competition has been created through the rapid acceleration of commerce conducted over the Internet. This has enabled institutions, including People's United, to compete in markets outside their traditional geographic boundaries.

## **Personnel**

As of December 31, 2018, People's United had 5,536 full-time and 384 part-time employees.

## **Access to Information**

As a public company, People's United is subject to the informational requirements of the Exchange Act, as amended and, in accordance therewith, files reports, proxy and information statements and other information with the SEC. Such reports, proxy and information statements and other information can be inspected and copied at prescribed rates at the public reference room maintained by the SEC at 100 F Street N.E., Washington, D.C. 20549 and are available on the SEC's EDGAR database on the internet at [www.sec.gov](http://www.sec.gov). Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. People's United's common stock is listed on the NASDAQ Global Select Market under the symbol PBCT.

Copies of many of these reports are also available through People's United's website at [www.peoples.com](http://www.peoples.com).

People's United currently provides website access to the following reports:

Form 10-K;

Form 10-Q;

Form 8-K;

Annual Report to Shareholders; and

Proxy Statement for Annual Meeting of Shareholders

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### **Item 1A. Risk Factors**

#### **Changes in Interest Rates Could Adversely Affect Our Results of Operations and Financial Condition**

People's United makes most of its earnings based on the difference between interest it earns compared to interest it pays. This difference is called the interest spread. People's United earns interest on loans and to a much lesser extent on securities and short-term investments. These are called interest-earning assets. People's United pays interest on some forms of deposits and on funds it borrows from other sources. These are called interest-bearing liabilities.

People's United's interest spread can change depending on when interest rates earned on interest-earning assets change, compared to when interest rates paid on interest-bearing liabilities change. Some rate changes occur while these assets or liabilities are still on People's United's books. Other rate changes occur when these assets or liabilities mature and are replaced by new interest-earning assets or interest-bearing liabilities at different rates. It may be difficult to replace interest-earning assets quickly, since customers may not want to borrow money when interest rates are high, or People's United may not be able to make loans that meet its lending standards. People's United interest spread may also change based on the mix of interest-earning assets and interest-bearing liabilities.

People's United's interest spread may be lower if the timing of interest rate changes is different for its interest-earning assets compared to its interest-bearing liabilities. For example, if interest rates go down, People's United could earn less on some of its interest-earning assets while it is still obligated to pay higher rates on some of its interest-bearing liabilities. On the other hand, if interest rates go up, People's United might have to pay more on some of its interest-bearing liabilities while it continues to receive lower rates on some of its interest-earning assets.

People's United manages this risk using many different techniques. If unsuccessful in managing this risk, People's United may be less profitable.

#### **Changes in Our Asset Quality Could Adversely Affect Our Results of Operations and Financial Condition**

Asset quality measures the performance of a borrower in repaying a loan, with interest, on time. While we believe we have benefited from relatively stable asset quality, there are elements of our loan portfolio that inherently present greater credit risk, such as interest-only residential mortgage loans, home equity loans and lines with incomplete first lien data, and commercial real estate loans. Each of these portfolio risk elements, where potentially material in the context of our overall loan portfolio, are discussed in greater detail within *Management's Discussion and Analysis - Asset Quality* beginning on page 56. While the Company believes that it manages asset quality through prudent underwriting practices and collection operations, it is possible that our asset quality could deteriorate, depending upon economic conditions and other factors.

#### **The Success of Our Stop & Shop Branches Depends on the Success of the Stop & Shop Brand**

One element of our strategy is to focus on increasing deposits by providing a wide range of convenient services to our customers. An integral component of this strategy is the Bank's supermarket banking initiative, pursuant to which, as of December 31, 2018, the Bank has established 148 full-service Stop & Shop branches throughout Connecticut and southeastern New York, most of which are in close proximity to our traditional branches, which provide customers with the convenience of seven-day-a-week banking. At December 31, 2018, 35% of the Bank's branches were located in Stop & Shop supermarkets and 13% of our total deposits at that date were held in Stop & Shop branches.

The Bank currently has exclusive branching rights in Stop & Shop supermarkets in the state of Connecticut and certain counties in the state of New York, in the form of licensing agreements between The Stop & Shop Supermarket Company and the Bank, which provides for the leasing of space to the Bank within Stop & Shop supermarkets for branch use. The Bank has the exclusive right to branch in these supermarkets until 2022, provided that the Bank does not default on its obligations under the licensing agreement.

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Under the terms of the licensing agreements, the Bank has the obligation to open branches in new Stop & Shop locations, even if Stop & Shop's market share declines or the value of the Stop & Shop brand is diminished. The licensing agreements do not stipulate the number of branch openings per year but, rather, apply only to those new Stop & Shop locations that meet or exceed specified thresholds as to size (square footage) and/or customer traffic. Based on our experience, we would expect the application of these thresholds to result in the opening of approximately 2-4 new branches per year in Stop & Shop locations.

Stop & Shop is a leading grocery store in Connecticut. The success of the Bank's supermarket branches is dependent, in part, on the success of the Stop & Shop supermarkets in which they are located. A drop in Stop & Shop's market share, a decrease in the number of Stop & Shop locations or customers, or a decline in the overall quality of Stop & Shop supermarkets could result in decreased business for the Stop & Shop branches, in the form of fewer loan originations, lower deposit generation and fewer overall branch transactions, and could influence market perception of the Bank's Stop & Shop supermarket branches as convenient banking locations.

### **We Depend on Our Executive Officers and Key Personnel to Continue Implementing Our Long-Term Business Strategy and Could Be Harmed by the Loss of Their Services**

We believe that our continued growth and future success will depend in large part upon the skills of our management team. The competition for qualified personnel in the financial services industry can be intense, and the loss of our key personnel or an inability to continue to attract, retain and motivate key personnel could adversely affect our business.

### **Our Business Is Affected by the International, National, Regional and Local Economies in Which We Operate**

Changes in international, national, regional and local economic conditions affect our business. If economic conditions change significantly or quickly, our business operations could suffer, and we could become weaker financially as a result.

During certain economic cycles, the housing and real estate markets, as well as the broader economy, may experience declines, both on a national and local level. Housing market conditions in the New England and New York metro regions, where much of our lending activity occurs, may be adversely impacted, leading to a reduced level of sales, an increased inventory of houses on the market, a decline in house prices and an increase in the length of time houses remain on the market. No assurance can be given that these economic conditions will not occur or that such conditions will not result in a decrease in our interest income, an increase in our non-performing loans, an increase in our provision for loan losses or an adverse impact on our loan losses.

Significant volatility in the financial and capital markets during this time led to credit and liquidity concerns, a recessionary economic environment and, in turn, weakness within the commercial sector. Our loan portfolio is not immune to potential negative consequences arising as a result of general economic weakness and, in particular, a prolonged downturn in the housing market on a national scale. Decreases in real estate values could adversely affect the value of property used as collateral for loans. In addition, adverse changes in the economy could have a negative effect on the ability of borrowers to make scheduled loan payments, which would likely have an adverse impact on earnings. Further, an increase in loan delinquencies may serve to decrease interest income and adversely impact loan loss experience, resulting in an increased provision and allowance for loan losses.



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International economic uncertainty continues to have an impact on the U.S. financial markets, potentially suppressing stock prices and adding to volatility. Our foreign country exposure, which is defined as the aggregation of exposure maintained with financial institutions, companies or individuals in a given country outside of the U.S., is minimal and indirect, with the majority of such exposure comprised of corporate debt securities. Our sovereign credit exposure is comprised of an immaterial amount of government bonds issued by a single non-European sovereign.

### **The Geographic Concentration of Our Loan Portfolio Could Make Us Vulnerable to a Downturn in the Economies in Which We Operate**

At December 31, 2018, 26%, 20% and 18% of the Company's loans by outstanding principal amount were to customers located within Connecticut, New York and Massachusetts, respectively. Loans to people and businesses located in the New England states as a group represented 56% of total loans at that date. How well our business performs depends very much on the health of these regional and local economies. We could experience losses in our real estate-related loan portfolios if the prices for housing and other kinds of real estate decreased significantly in New England or southeastern New York.

If the economic environment deteriorates, or negative trends emerge with respect to the financial markets, the New England and southeastern New York economies could suffer more than the national economy. This would be especially likely in Fairfield County, Connecticut (where the Company is headquartered) as well as the suburban communities of New York City and Boston as a result of the significant number of people living in these areas who also work in the financial services industry.

In addition, our ability to continue to originate real estate loans may be impaired by adverse changes in the local and regional economic conditions in these real estate markets. Decreases in real estate values could adversely affect the value of property used as collateral for our loans. Adverse changes in the economy may also have a negative effect on the ability of our borrowers to make timely repayments of their loans, which would have an adverse impact on our earnings. In addition, if poor economic conditions result in decreased demand for real estate loans, our profits may decrease because our alternative investments may earn less income for us than real estate loans.

Our equipment financing business, which operates nationally, could be negatively affected by adverse changes in the national economy, even if those changes have no significant effect on the local and regional economies in which our other businesses operate.

No assurance can be given that such conditions will not occur or that such conditions will not result in a decrease in our interest income, an increase in our non-performing loans, an increase in our provision for loan losses or an adverse impact on our loan losses.

### **In Response to Competitive Pressures, Our Costs Could Increase if We Were Required to Increase Our Service and Convenience Levels or Our Margins Could Decrease if We Were Required to Increase Deposit Rates or Lower Interest Rates on Loans**

People's United faces significant competition for deposits and loans. In deciding where to deposit their money, many people look first at the interest rate they will earn. They also might consider whether a bank offers other kinds of services they might need and, if they have been a customer of a bank before, what their experience was like. People also like convenience, so the number of offices and banking hours may be important. Some people also prefer the availability of on-line services.

People's United competes with other banks, credit unions, brokerage firms and money market funds for deposits. Some people may decide to buy bonds or similar kinds of investments issued by companies or by federal, state and local governments and agencies, instead of opening a deposit account.

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In making decisions about loans, many people consider the interest rate they will have to pay. They also consider any extra fees they might have to pay in order to get the loan. Many business loans are more complicated because there may not be a standard type of loan that meets all of the customer's needs. Business borrowers consider many different factors that are not all financial in nature, including the type and amount of security the lender wants and other terms of the loan that do not involve the interest rate.

People's United competes with other banks, credit unions, credit card issuers, finance companies, mortgage lenders and mortgage brokers for loans. Insurance companies also compete with People's United for some types of commercial loans.

Several of People's United's competitors have branches in the same market area as it does, some of which are much larger than it is. The New England region, including Connecticut, which is People's United's predominant market, and specifically Fairfield County, where People's United is headquartered, is an attractive banking market. As locally-based banks continue to be acquired by large regional and national companies, there are not as many bank competitors in our market as there used to be, but the remaining ones are usually larger and have more resources than the banks they acquired.

People's United also has competition from outside its own market area. A bank that does not have any branches in our primary markets can still have customers there by providing banking services on-line. It costs money to set up and maintain a branch system. Banks that do not spend as much money as People's United does on branches might be more profitable than it is, even if they pay higher interest on deposits and charge lower interest on loans.

### **Changes in Federal and State Regulation Could Adversely Affect Our Results of Operations and Financial Condition**

The banking business is heavily regulated by the federal and state governments. Banking laws and rules are for the most part intended to protect depositors, not stockholders.

Banking laws and rules can change at any time. The government agencies responsible for supervising People's United's businesses can also change the way they interpret these laws and rules, even if the rules themselves do not change. We need to make sure that our business activities comply with any changes in these rules or the interpretation of the rules. We might be less profitable if we have to change the way we conduct business in order to comply. Our business might suffer in other ways as well.

Changes in state and federal tax laws or the accounting standards we are required to follow can make our business less profitable. Changes in the government's economic and monetary policies may hurt our ability to compete for deposits and loans. Changes in these policies can also make it more expensive for us to do business.

The government agencies responsible for supervising our business can take drastic action if they think we are not conducting business safely or are too weak financially. They can force People's United to hold additional capital, pay higher deposit insurance premiums, stop paying dividends, stop making certain kinds of loans or stop offering certain kinds of deposits. If the agencies took any of these steps or other similar steps, it would probably make our business less profitable.

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Enactment of the DFA has resulted in significant changes in the financial regulatory landscape, many of which affect us. Among the more significant provisions of the DFA, as well as their actual or anticipated impact, if quantifiable, are:

Changes to the regulatory landscape, including:

creation of the BCFP, which is empowered to promulgate new consumer protection regulations and revise existing regulations in many areas of consumer protection, and exercise exclusive authority over our consumer compliance examinations; and

restrictions on the ability of federal bank regulatory authorities to preempt the application of state consumer protection laws and regulations.

Limitations on the amount of interchange fees that an issuer of debit cards may charge or receive:

The DFA limits the amount of interchange fee that an issuer of debit cards may charge or receive to an amount that is reasonable and proportional to the cost of the transaction. The DFA further provides that a debit card issuer may not restrict the number of payment card networks on which a debit card transaction may be processed to a single network or limit the ability of a merchant to direct the routing of debit card payments for processing.

Changes impacting the financial products and services we offer to our customers:

All federal prohibitions on the ability of financial institutions to pay interest on demand deposit accounts were repealed as part of the DFA. As of December 31, 2018, the Bank's non-interest bearing deposits totaled \$8.5 billion, or 24% of total deposits. The Company's interest expense may increase and net interest margin may decrease if it begins to offer higher rates of interest than are currently offered on demand deposits.

Stricter capital requirements for bank holding companies:

The DFA imposes stringent capital requirements on bank holding companies by, among other things, imposing leverage ratios on holding companies and prohibiting the inclusion of new trust preferred issuances in Tier I capital. The DFA also increases regulation of derivatives and hedging transactions, which could limit the ability of People's United to enter into, or increase the costs associated with, interest rate and other hedging transactions.

Mortgage rules promulgated by the BCFP:

The BCFP has issued a series of final rules to implement provisions in the DFA related to mortgage origination and mortgage servicing. These rules, which went into effect in January 2014 and which may increase the cost of originating and servicing residential mortgage loans, include:

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A rule to implement the requirement that creditors make a reasonable, good faith determination of a consumer's ability to repay any consumer credit transaction secured by a dwelling and establish certain protections from liability under this requirement for qualified mortgages; and

A rule addressing mortgage servicers' obligations to: correct errors asserted by mortgage loan borrowers; provide certain information requested by such borrowers; and provide protections to such borrowers in connection with force-placed insurance. Additionally, this final rule addresses servicers' obligations to: provide information about mortgage loss mitigation options to delinquent borrowers; establish policies and procedures for providing delinquent borrowers with continuity of contact with servicer personnel capable of performing certain functions; and evaluate borrowers' applications for available loss mitigation options.

While it is difficult to fully quantify the increase in our regulatory compliance burden, we do believe that costs associated with regulatory compliance will continue to increase. Because certain other provisions of the DFA still require regulatory rulemaking, it is not clear how those new regulations will affect People's United.

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### **If People's United's Allowance for Loan Losses Is Not Sufficient to Cover Actual Loan Losses, Our Earnings Would Decrease**

People's United is exposed to the risk that customers will not be able to repay their loans. This risk is inherent in the lending business. There is also the risk that the customer's collateral will not be sufficient to cover the balance of their loan, as underlying collateral values fluctuate with market changes. People's United records an allowance for loan losses to cover probable losses inherent in the existing loan portfolio. The allowance for loan losses is established through provisions for loan losses charged to income. Losses on loans, including impaired loans, are charged to the allowance for loan losses when all or a portion of a loan is deemed to be uncollectible. Recoveries of loans previously charged off are credited to the allowance for loan losses when realized.

People's United maintains the allowance for loan losses at a level that is deemed to be appropriate to absorb probable losses inherent in the respective loan portfolios, based on a quarterly evaluation of a variety of factors. These factors include, but are not limited to: People's United's historical loan loss experience and recent trends in that experience; risk ratings assigned by lending personnel to commercial real estate loans, commercial and industrial loans and equipment financing loans, and the results of ongoing reviews of those ratings by People's United's independent loan review function; an evaluation of delinquent and non-performing loans and related collateral values; the probability of loss in view of geographic and industry concentrations and other portfolio risk characteristics; the present financial condition of borrowers; and current economic conditions.

While People's United seeks to use the best available information to make these evaluations and, at December 31, 2018, believed that the allowance for loan losses was appropriate to cover probable losses inherent in the existing loan portfolio, it is possible that borrower defaults could exceed the current estimates for loan losses, which would reduce earnings. In addition, future increases to the allowance for loan losses may be necessary based on changes in economic conditions, results of regulatory examinations, further information obtained regarding known problem loans, increasing charge-offs of existing problem loans, or the identification of additional problem loans and other factors, which would also reduce earnings. See Note 1 (including the section entitled New Accounting Standards) to the Consolidated Financial Statements for additional information concerning People's United's allowance for loan losses.

### **Our Goodwill May be Determined to be Impaired at a Future Date Depending on the Results of Periodic Impairment Evaluations**

People's United evaluates goodwill for impairment on an annual basis (or more frequently, if necessary). According to applicable accounting requirements, acceptable valuation methods include present-value measurements based on multiples of earnings or revenues, or similar performance measures. If the quoted market price for People's United common stock were to decline significantly, or if it was determined that the carrying amount of our goodwill exceeded its implied fair value, we would be required to write down the asset recorded for goodwill as reflected in the Consolidated Statements of Condition. This, in turn, would result in a charge to earnings and, thus, a reduction in stockholders equity. See Notes 1 and 6 to the Consolidated Financial Statements for additional information concerning People's United's goodwill and the required impairment test.

### **People's United May Fail To Successfully Integrate Acquired Companies and Realize All of the Anticipated Benefits of an Acquisition**

The ultimate success of an acquisition will depend, in part, on the ability of People's United to realize the anticipated benefits from combining the businesses of People's United with those of an acquired company. If People's United is not able to successfully combine the businesses, the anticipated benefits of a merger may not be realized fully or at all or may take longer to realize than expected.

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### **A Failure In or Breach Of Our Operational or Security Systems or Infrastructure, or Those of Our Third-Party Vendors and Other Service Providers, Including as a Result of Cyber-Attacks, Could Disrupt Our Business, Result in the Disclosure or Misuse of Confidential or Proprietary Information, Damage Our Reputation, Increase Our Costs and Cause Losses**

In the ordinary course of business, we rely on our ability to securely process, record, monitor and store data associated with a large number of customer transactions on a continuous basis. In doing so, our business relies on various digital technologies, computer and email systems, software and networks to conduct operations, and for which we have information security procedures and controls in place. Still, as customer, public and regulatory expectations regarding operational and information security have increased, our operational systems and infrastructure must continue to be safeguarded and monitored for potential failures, disruptions, breakdowns and security breaches.

Security breaches and cybersecurity-related incidents may include, but are not limited to, attempts to access information, including customer and company information, malicious code, computer viruses and denial of service attacks that could result in unauthorized access, misuse, loss or destruction of data (including confidential customer or proprietary information), account takeovers, unavailability of service or other events. These types of threats may derive from human error, fraud or malice on the part of external or internal parties, or may result from accidental technological failure. Further sources of operational and information security risk to us include (i) our customers, who, when accessing our products and services, may use computers or mobile devices that are beyond our security control systems and (ii) third parties with whom we do business or that facilitate our business activities (including exchanges, clearing houses, financial intermediaries or vendors that provide services or security solutions for our operations) should they suffer breakdowns, failures or capacity constraints of their own systems.

In recent years, information security risks for financial institutions, such as ours, have increased due, in part, to (i) the proliferation of new technologies, including internet and mobile banking capabilities, to conduct financial transactions and (ii) the increased sophistication and activities of organized crime, hackers, terrorists, hostile foreign governments, activists and other external parties. There have been several instances involving financial services and consumer-based companies reporting unauthorized access to, and disclosure of, client or customer information or the destruction or theft of corporate data. There have also been highly-publicized cases where hackers have requested ransom payments in exchange for not disclosing customer information.

While we have not, to date, experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that we will not suffer such losses in the future. Our risk and exposure to these matters remains heightened because of, among other things: (i) the constantly evolving nature of these threats; (ii) the size and scale of People's United; (iii) our plans to continue implementing our internet and mobile banking strategies and develop additional remote connectivity solutions in order to serve our customers when and how they want to be served; (iv) our expanded geographic footprint; (v) the outsourcing of some of our business operations; and (vi) the continued uncertain global economic environment. As a result, cybersecurity and the continued development and enhancement of our controls, processes and practices designed to protect our systems, computers, software, data and networks from attack, damage or unauthorized access remain a focus for us. As threats continue to increase in number, intensity and sophistication, we may be required to expend additional resources to continue to modify or enhance our protective measures or to investigate and remediate information security vulnerabilities.

Disruptions or failures in the physical infrastructure or operating systems that support our business and customers, or cyber-attacks or security breaches of the networks, systems or devices that our customers use to access our products and services could result in customer attrition, regulatory fines, penalties or intervention, reputational harm, reimbursement or other compensation costs, and/or additional compliance costs, any of which could materially adversely affect our results of operations or financial condition.

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**Availability of First Lien Data With Respect to Our Home Equity Loans and Lines of Credit Could Delay Our Response to Any Deterioration in the Borrower's Credit**

We do not currently have statistics for our entire portfolio of home equity loans and lines of credit with respect to first liens serviced by third parties that have priority over our junior liens, as we did not historically capture that data on our loan servicing systems. As a result, we may therefore be unaware that the loan secured by the first lien is not performing, which could delay our response to an apparent deterioration in the borrower's creditworthiness. As of December 31, 2018, full and complete first lien position data was not readily available for 31% of the home equity portfolio which, in turn, represented 2% of our overall loan portfolio at that date.

We are actively working with a third-party vendor to obtain the missing first lien information and have, in certain cases, obtained the data through information reported to credit bureaus when the borrower defaults. This data collection effort, however, can be more difficult in cases where more than one mortgage is reported in a borrower's credit report and/or there is not a corresponding property address associated with a reported mortgage, in which case we are often unable to associate a specific first lien with our junior lien. See the discussion in *Management's Discussion and Analysis - Asset Quality - Portfolio Risk Elements - Home Equity Lending* beginning on page 58 for more detail, including steps we are taking to otherwise address this issue.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

People's United's corporate headquarters is located in Bridgeport, Connecticut. The headquarters building had a net book value of \$49 million at December 31, 2018 and People's United occupies 89% of the building; all other available office space is leased to an unrelated party. People's United delivers its financial services through a network of 422 branches located throughout Connecticut, southeastern New York, Massachusetts, Vermont, Maine and New Hampshire. People's United's branch network is primarily concentrated in Connecticut, where it has 172 offices (including 85 located in Stop & Shop supermarkets). People's United also has 111 branches in southeastern New York (including 63 located in Stop & Shop supermarkets), 49 branches in Massachusetts, 38 branches in Vermont and 26 branches in both Maine and New Hampshire. People's United owns 126 of its branches, which had an aggregate net book value of \$55 million at December 31, 2018. People's United's remaining banking operations are conducted in leased locations. Information regarding People's United's operating leases for office space and related rent expense appears in Note 20 to the Consolidated Financial Statements. Effective January 1, 2019, the Company adopted new lease accounting guidance which requires the recognition of operating lease liabilities in the Consolidated Statement of Condition based on the present value of the remaining minimum lease payments determined using a discount rate as of the effective date (see Note 1 to the Consolidated Financial Statements).

**Item 3. Legal Proceedings**

The information required by this item appears in Note 20 to the Consolidated Financial Statements.

**Item 4. Mine Safety Disclosures**

None.

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**Part II**

**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

The common stock of People's United is listed on the NASDAQ Global Select Market under the symbol "PBCT". On February 15, 2019, the closing price of People's United common stock was \$17.34. As of that date, there were approximately 18,300 record holders of People's United common stock.

**Five-Year Performance Comparison**

The following graph compares total shareholder return on People's United common stock over the last five fiscal years with: (i) the Standard & Poor's 500 Stock Index (the "S & P 500 Stock Index"); (ii) the Russell Midcap Index; and (iii) the SNL Large Cap U.S. Bank & Thrift Index (the "SNL Large Cap Index"). Index values are as of December 31 of the indicated year.

The graph assumes \$100 invested on December 31, 2013 in each of People's United's common stock, the S&P 500 Stock Index, the Russell Midcap Index and the SNL Large Cap Index. The graph also assumes reinvestment of all dividends.

The Russell Midcap Index is a market-capitalization weighted index comprised of 800 publicly-traded companies which are among the 1,000 largest U.S. companies (by market capitalization) but not among the 200 largest such companies. People's United is included as a component of the Russell Midcap Index. The SNL Large Cap Index is an index prepared by SNL Securities comprised of 36 financial institutions (including People's United) located throughout the U.S.



**Table of Contents****Issuer Purchases of Equity Securities**

The following table provides information with respect to purchases made by People's United of its common stock during the three months ended December 31, 2018:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs
October 1 - 31, 2018:				
Tendered by employees (1)	5,631	\$ 15.91		
November 1 - 30, 2018:				
Tendered by employees (1)	1,124	\$ 15.75		
December 1 - 31, 2018:				
Tendered by employees (1)	241	\$ 16.57		
<b>Total:</b>				
Tendered by employees (1)	6,996	\$ 15.91		

- (1) All shares listed were tendered by employees of People's United in satisfaction of their related tax withholding obligations upon the vesting of restricted stock awards granted in prior periods and/or in payment of the exercise price and satisfaction of their related tax withholding obligations upon the exercise of stock options granted in prior periods. The average price paid per share is equal to the average of the high and low trading price of People's United's common stock on The NASDAQ Global Select Market on the vesting or exercise date or, if no trades took place on that date, the most recent day for which trading data was available. There is no limit on the number of shares that may be tendered by employees of People's United in the future for these purposes. Shares acquired in payment of the option exercise price or in satisfaction of tax withholding obligations are not eligible for reissuance in connection with any subsequent grants made pursuant to equity compensation plans maintained by People's United. All shares acquired in this manner are retired by People's United, resuming the status of authorized but unissued shares of People's United's common stock.

Additional information required by this item is included in Part III, Item 12 of this report, and Notes 13 and 26 to the Consolidated Financial Statements.

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As of and for the years ended December 31

(dollars in millions, except per common share data)	2018	2017	2016	2015	2014
<b>Earnings Data:</b>					
Net interest income (fully taxable equivalent)	\$ 1,262.4	\$ 1,143.2	\$ 1,004.5	\$ 957.3	\$ 931.1
Net interest income	1,236.0	1,100.5	972.2	932.1	911.9
Provision for loan losses	30.0	26.0	36.6	33.4	40.6
Non-interest income	366.4	352.9	342.7	352.4	350.8
Non-interest expense (1)	996.1	960.3	868.8	860.6	841.5
Income before income tax expense	576.3	467.1	409.5	390.5	380.6
Net income	468.1	337.2	281.0	260.1	251.7
Net income available to common shareholders (1)	454.0	323.1	279.2	260.1	251.7
<b>Selected Statistical Data:</b>					
Net interest margin	3.12%	2.98%	2.80%	2.88%	3.09%
Return on average assets (1)	1.04	0.79	0.71	0.71	0.75
Return on average common equity	7.8	6.0	5.8	5.5	5.4
Return on average tangible common equity (1)	14.3	11.0	10.2	10.0	10.0
Efficiency ratio (1)	57.4	57.7	60.5	61.5	62.1
<b>Financial Condition Data:</b>					
Total assets	\$ 47,877	\$ 44,453	\$ 40,610	\$ 38,947	\$ 36,022
Loans	35,241	32,575	29,745	28,411	26,592
Securities	7,233	7,043	6,738	6,449	5,012
Short-term investments (2)	266	378	182	380	769
Allowance for loan losses	240	234	229	211	198
Goodwill and other acquisition-related intangible assets	2,866	2,560	2,142	2,088	2,103
Deposits	36,159	33,056	29,861	28,417	26,138
Borrowings	3,593	4,104	4,057	4,307	3,692
Notes and debentures	896	902	1,030	1,033	1,027
Stockholders' equity	6,534	5,820	5,142	4,732	4,633
Non-performing assets (3)	186	168	167	182	224
<b>Ratios:</b>					
Net loan charge-offs to average total loans	0.07%	0.08%	0.06%	0.08%	0.12%
Non-performing assets to originated loans, real estate owned and repossessed assets (3)	0.61	0.56	0.57	0.66	0.88
Originated allowance for loan losses to:					
Originated loans (3)	0.77	0.77	0.77	0.73	0.74
Originated non-performing loans (3)	140.9	155.2	150.6	127.3	95.5
Average stockholders' equity to average total assets	13.4	13.1	12.2	12.7	13.7
Stockholders' equity to total assets	13.6	13.1	12.7	12.1	12.9
Tangible common equity to tangible assets (1)	7.6	7.2	7.2	7.2	7.5
Total risk-based capital (4)	13.2	12.6	13.3	12.6	13.0
<b>Common Share Data:</b>					
Diluted earnings per common share (1)	\$ 1.29	\$ 0.97	\$ 0.92	\$ 0.86	\$ 0.84
Dividends paid per common share	0.6975	0.6875	0.6775	0.6675	0.6575
Common dividend payout ratio (1)	53.7%	70.6%	73.7%	77.3%	78.2%
Book value per common share (end of period)	\$ 16.95	\$ 16.40	\$ 15.85	\$ 15.62	\$ 15.44
Tangible book value per common share (end of period) (1)	9.23	8.87	8.92	8.73	8.43
Stock price:					
High	20.26	19.85	20.13	16.95	15.70
Low	13.66	15.97	13.62	13.97	13.61
Close (end of period)	14.43	18.70	19.36	16.15	15.18

(1) See Non-GAAP Financial Measures and Reconciliation to GAAP.

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- (2) Includes securities purchased under agreements to resell.
- (3) Excludes acquired loans. See Asset Quality.
- (4) Total risk-based capital ratios presented are for People's United Bank. See Regulatory Capital Requirements.

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**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**  
**Forward-Looking Statements**

Periodic and other filings made by People's United with the SEC pursuant to the Exchange Act may, from time to time, contain information and statements that are forward-looking in nature. Such filings include the Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and may include other forms such as proxy statements. Other written or oral statements made by People's United or its representatives from time to time may also contain forward-looking statements.

In general, forward-looking statements usually use words such as expect, anticipate, believe, should, and similar expressions, and include all statements about People's United's operating results or financial position for future periods. Forward-looking statements represent management's beliefs, based upon information available at the time the statements are made, with regard to the matters addressed; they are not guarantees of future performance.

All forward-looking statements are subject to risks and uncertainties that could cause People's United's actual results or financial condition to differ materially from those expressed in or implied by such statements. Factors of particular importance to People's United include, but are not limited to: (1) changes in general, international, national or regional economic conditions; (2) changes in interest rates; (3) changes in loan default and charge-off rates; (4) changes in deposit levels; (5) changes in levels of income and expense in non-interest income and expense related activities; (6) changes in accounting and regulatory guidance applicable to banks; (7) price levels and conditions in the public securities markets generally; (8) competition and its effect on pricing, spending, third-party relationships and revenues; (9) the successful integration of acquisitions; and (10) changes in regulation resulting from or relating to financial reform legislation.

All forward-looking statements can be affected by inaccurate assumptions or by known or unknown risks and uncertainties. Consequently, no forward-looking statement can be guaranteed. People's United does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**General**

People's United is a bank holding company and a financial holding company, and the Bank is a national banking association. The principal business of People's United is to provide, through the Bank and its subsidiaries, commercial banking, retail banking and wealth management services to individual, corporate and municipal customers. The Bank, which is headquartered in Bridgeport, Connecticut, had \$47.9 billion in total assets as of December 31, 2018. Its deposit accounts are insured up to applicable limits by the FDIC under the DIF. The Bank is subject to regulation, examination, supervision and reporting requirements by the OCC, as its primary regulator, and by the FDIC as the deposit insurer. In addition, the BCFP has responsibility for supervising the Bank's compliance with designated consumer financial laws.

People's United's results of operations are largely dependent upon revenues generated through net interest income and fee-based revenues and, to a much lesser extent, other forms of non-interest income such as gains on asset sales. Sources for these revenues are diversified across People's United's three primary operating segments that represent its core businesses: Commercial Banking; Retail Banking; and Wealth Management. People's United's results of operations are also significantly affected by the provision for loan losses and the level of non-interest expense. In addition, People's United's results of operations may also be affected by general and local economic conditions, changes in market interest rates, government policies and actions of regulatory authorities.

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### **Completed Acquisitions**

#### *Vend Lease*

Effective June 27, 2018, the Bank completed its acquisition of Vend Lease, a Baltimore-based equipment finance company. The fair value of the consideration transferred in the Vend Lease acquisition consisted of \$37.5 million in cash.

#### *First Connecticut*

Effective October 1, 2018, the Company completed its acquisition of First Connecticut based in Farmington, Connecticut. The fair value of the consideration transferred in the First Connecticut acquisition totaled \$486.4 million and consisted of 28.4 million shares of People's United common stock. At the acquisition date, First Connecticut operated 25 branch locations throughout central Connecticut and western Massachusetts.

People's United's results of operations for the year ended December 31, 2018 include the results of Vend Lease and First Connecticut beginning with the respective effective dates. See Note 2 to the Consolidated Financial Statements for a further discussion of these acquisitions.

#### *VAR Technology Finance*

Effective January 2, 2019, the Bank completed its acquisition of VAR Technology Finance ( VAR ), a leasing and financing company headquartered in Mesquite, Texas. The fair value of the consideration transferred in the VAR acquisition consisted of \$60.0 million in cash. Both Vend Lease and VAR are now considered divisions of LEAF.

### **Pending Acquisition**

#### *BSB Bancorp, Inc.*

On November 27, 2018, People's United announced the signing of a definitive agreement to acquire BSB Bancorp, Inc. ( BSB Bancorp ) based in Belmont, Massachusetts. Under the terms of the definitive agreement, each share of BSB Bancorp common stock will be converted into the right to receive 2.0 shares of People's United common stock, with a total transaction value, as of December 31, 2018, of approximately \$296 million. At December 31, 2018, BSB Bancorp had total assets of \$3.0 billion, total deposits of \$2.0 billion and operated six branches in the greater Boston area.

The acquisition, which is subject to regulatory approval, was approved by the shareholders of BSB Bancorp on February 27, 2019, and is expected to close early in the second quarter of 2019. People's United shareholder approval is not required for the acquisition.

### **Critical Accounting Policies**

In preparing the consolidated financial statements, management is required to make significant estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Actual results could differ from management's current estimates, as a result of changing conditions and future events.

Several accounting estimates are particularly critical and are susceptible to significant near-term change, including the allowance for loan losses and asset impairment judgments, such as the recoverability of goodwill and other intangible assets.

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The judgments used by management in applying critical accounting policies may be affected by economic conditions, which may result in changes to future financial results. For example, subsequent evaluations of the loan portfolio, in light of the factors then prevailing, may result in significant changes in the allowance for loan losses in future periods, and the inability to collect outstanding principal may result in increased loan losses. People's United's significant accounting policies and critical estimates are summarized in Note 1 to the Consolidated Financial Statements.

The Financial Accounting Standards Board (the FASB) has issued changes to several accounting standards, some of which govern key aspects of the Company's financial statements. Most notably, the FASB's standard on accounting for credit losses removes from U.S. generally accepted accounting principles (GAAP) the existing probable threshold for recognizing credit losses and, instead, utilizes an expected credit loss measurement principle. The model would be applied in the recognition of credit losses for loans, held-to-maturity securities and other receivables at the time the financial asset is originated or acquired and adjusted each period for changes in expected credit losses. This standard represents a significant change in GAAP and may, upon adoption, result in material changes to the Company's Consolidated Financial Statements (see Note 1 to the Consolidated Financial Statements).

### **Non-GAAP Financial Measures and Reconciliation to GAAP**

In addition to evaluating People's United's results of operations in accordance with GAAP, management routinely supplements its evaluation with an analysis of certain non-GAAP financial measures, such as the efficiency and tangible common equity ratios, tangible book value per common share and operating earnings metrics. Management believes these non-GAAP financial measures provide information useful to investors in understanding People's United's underlying operating performance and trends, and facilitates comparisons with the performance of other financial institutions. Further, the efficiency ratio and operating earnings metrics are used by management in its assessment of financial performance, including non-interest expense control, while the tangible common equity ratio and tangible book value per common share are used to analyze the relative strength of People's United's capital position.

The efficiency ratio, which represents an approximate measure of the cost required by People's United to generate a dollar of revenue, is the ratio of (i) total non-interest expense (excluding operating lease expense, goodwill impairment charges, amortization of other acquisition-related intangible assets, losses on real estate assets and non-recurring expenses) (the numerator) to (ii) net interest income on a fully taxable equivalent (FTE) basis plus total non-interest income (including the FTE adjustment on bank-owned life insurance (BOLI) income, the netting of operating lease expense and excluding gains and losses on sales of assets other than residential mortgage loans and acquired loans, and non-recurring income) (the denominator). People's United generally considers an item of income or expense to be non-recurring if it is not similar to an item of income or expense of a type incurred within the last two years and is not similar to an item of income or expense of a type reasonably expected to be incurred within the following two years.

Operating earnings exclude from net income available to common shareholders those items that management considers to be of such a non-recurring or infrequent nature that, by excluding such items (net of income taxes), People's United's results can be measured and assessed on a more consistent basis from period to period. Items excluded from operating earnings, which include, but are not limited to: (i) non-recurring gains/losses; (ii) merger-related expenses, including acquisition integration and other costs; (iii) writedowns of banking house assets and related lease termination costs; (iv) severance-related costs; and (v) charges related to executive-level management separation costs, are generally also excluded when calculating the efficiency ratio. Effective in 2016, recurring writedowns of banking house assets and certain severance-related costs are no longer considered to be non-operating expenses. Operating earnings per common share (EPS) is derived by determining the per common share impact of the respective adjustments to arrive at operating earnings and adding (subtracting) such amounts to (from) diluted EPS, as reported. Operating return on average assets is calculated by dividing operating earnings (annualized) by average total assets. Operating return on average tangible common equity is calculated by dividing operating earnings (annualized) by average tangible common equity. The operating common dividend payout ratio is calculated by dividing common dividends paid by operating earnings for the respective period.

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The tangible common equity ratio is the ratio of (i) tangible common equity (total stockholders' equity less preferred stock, goodwill and other acquisition-related intangible assets) (the numerator) to (ii) tangible assets (total assets less goodwill and other acquisition-related intangible assets) (the denominator). Tangible book value per common share is calculated by dividing tangible common equity by common shares (total common shares issued, less common shares classified as treasury shares and unallocated Employee Stock Ownership Plan ( ESOP ) common shares).

In light of diversity in presentation among financial institutions, the methodologies used by People's United for determining the non-GAAP financial measures discussed above may differ from those used by other financial institutions.

The following table summarizes People's United's operating non-interest expense and efficiency ratio, as derived from amounts reported in the Consolidated Statements of Income:

Years ended December 31 (dollars in millions)	2018	2017	2016	2015	2014
Total non-interest expense	\$ 996.1	\$ 960.3	\$ 868.8	\$ 860.6	\$ 841.5
Adjustments to arrive at operating non-interest expense:					
Merger-related expenses	(11.4)	(30.6)	(4.0)		
Acquisition integration and other costs			(0.7)		
Writedowns of banking house assets				(10.5)	(6.2)
Severance-related costs				(2.4)	(3.3)
<b>Total</b>	<b>(11.4)</b>	<b>(30.6)</b>	<b>(4.7)</b>	<b>(12.9)</b>	<b>(9.5)</b>
<b>Operating non-interest expense</b>	<b>984.7</b>	<b>929.7</b>	<b>864.1</b>	<b>847.7</b>	<b>832.0</b>
Operating lease expense	(36.4)	(35.2)	(36.3)	(37.1)	(37.4)
Amortization of other acquisition-related intangible assets	(21.8)	(30.0)	(23.6)	(23.9)	(24.8)
Other (1)	(6.4)	(5.1)	(5.7)	(7.8)	(10.3)
Total non-interest expense for efficiency ratio	\$ 920.1	\$ 859.4	\$ 798.5	\$ 778.9	\$ 759.5
Net interest income (FTE basis)	\$ 1,262.4	\$ 1,143.2	\$ 1,004.5	\$ 957.3	\$ 931.1
Total non-interest income	366.4	352.9	342.7	352.4	350.8
Total revenues	1,628.8	1,496.1	1,347.2	1,309.7	1,281.9
Adjustments:					
Operating lease expense	(36.4)	(35.2)	(36.3)	(37.1)	(37.4)
Net security losses (gains)	9.8	25.4	5.9		(3.0)
BOLI FTE adjustment	1.9	3.4	2.8	2.4	2.8
Gain on sale of business, net of expenses				(9.2)	(20.6)
Other (2)		(1.3)	(0.8)	(0.1)	(0.5)
Total revenues for efficiency ratio	\$ 1,604.1	\$ 1,488.4	\$ 1,318.8	\$ 1,265.7	\$ 1,223.2
<b>Efficiency ratio</b>	<b>57.4%</b>	<b>57.7%</b>	<b>60.5%</b>	<b>61.5%</b>	<b>62.1%</b>

- (1) Items classified as "other" and deducted from non-interest expense for purposes of calculating the efficiency ratio include, certain franchise taxes and real estate owned expenses.
- (2) Items classified as "other" and deducted from total revenues for purposes of calculating the efficiency ratio include, as applicable, asset write-offs and gains associated with the sale of branch locations.





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The following table summarizes People's United's operating earnings, operating EPS and operating return on average assets:

Years ended December 31

(dollars in millions, except per common share data)	2018	2017	2016	2015	2014
Net income available to common shareholders	\$ 454.0	\$ 323.1	\$ 279.2	\$ 260.1	\$ 251.7
Adjustments to arrive at operating earnings:					
Merger-related expenses	11.4	30.6	4.0		
Security losses associated with tax reform (1)	10.0	10.0			
Acquisition integration and other costs			0.7		
Writedowns of banking house assets				10.5	6.2
Severance-related costs				2.4	3.3
Gain on sale of business, net of expenses				(9.2)	(20.6)
Total pre-tax adjustments	21.4	40.6	4.7	3.7	(11.1)
Tax effect (2)	(14.0)	(17.9)	(1.6)	(1.3)	3.9
Total adjustments, net of tax	7.4	22.7	3.1	2.4	(7.2)
<b>Operating earnings</b>	<b>\$ 461.4</b>	<b>\$ 345.8</b>	<b>\$ 282.3</b>	<b>\$ 262.5</b>	<b>\$ 244.5</b>
Diluted EPS, as reported	\$ 1.29	\$ 0.97	\$ 0.92	\$ 0.86	\$ 0.84
Adjustment to arrive at operating EPS:					
Merger-related expenses	0.02	0.07	0.01		
Security losses associated with tax reform	0.02	0.02			
Tax benefits associated with tax reform	(0.02)	(0.02)			
Acquisition integration and other costs					
Writedowns of banking house assets				0.03	0.01
Severance-related costs					0.01
Gain on sale of business, net of expenses				(0.02)	(0.04)
Total adjustments per common share	0.02	0.07	0.01	0.01	(0.02)
<b>Operating EPS</b>	<b>\$ 1.31</b>	<b>\$ 1.04</b>	<b>\$ 0.93</b>	<b>\$ 0.87</b>	<b>\$ 0.82</b>
Average total assets	\$ 45,030	\$ 42,582	\$ 39,784	\$ 36,894	\$ 33,753
<b>Operating return on average assets</b>	<b>1.02%</b>	<b>0.81%</b>	<b>0.71%</b>	<b>0.71%</b>	<b>0.72%</b>

(1) Security losses incurred as a tax planning strategy in response to tax reform-related benefits are considered non-operating.

(2) Includes \$9.2 million and \$6.5 million of benefits realized in connection with tax reform for the years ended December 31, 2018 and 2017, respectively.

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The following tables summarize People's United's operating return on average tangible common equity and operating common dividend payout ratio:

Years ended December 31 (dollars in millions)	2018	2017	2016	2015	2014
Operating earnings	\$ 461.4	\$ 345.8	\$ 282.3	\$ 262.5	\$ 244.5
Average stockholders' equity	\$ 6,037	\$ 5,592	\$ 4,859	\$ 4,697	\$ 4,625
Less: Average preferred stock	244	244	41		
Average common equity	5,793	5,348	4,818	4,697	4,625
Less: Average goodwill and average other acquisition-related intangible assets	2,623	2,410	2,083	2,094	2,115
Average tangible common equity	\$ 3,170	\$ 2,938	\$ 2,735	\$ 2,603	\$ 2,510
<b>Operating return on average tangible common equity</b>	<b>14.6%</b>	<b>11.8%</b>	<b>10.3%</b>	<b>10.1%</b>	<b>9.7%</b>

Years ended December 31 (dollars in millions)	2018	2017	2016	2015	2014
Common dividends paid	\$ 243.8	\$ 227.9	\$ 205.7	\$ 201.2	\$ 196.9
Operating earnings	\$ 461.4	\$ 345.8	\$ 282.3	\$ 262.5	\$ 244.5
<b>Operating common dividend payout ratio</b>	<b>52.8%</b>	<b>65.9%</b>	<b>72.9%</b>	<b>76.6%</b>	<b>80.6%</b>

The following tables summarize People's United's tangible common equity ratio and tangible book value per common share derived from amounts reported in the Consolidated Statements of Condition:

As of December 31 (dollars in millions)	2018	2017	2016	2015	2014
Total stockholders' equity	\$ 6,534	\$ 5,820	\$ 5,142	\$ 4,732	\$ 4,633
Less: Preferred stock	244	244	244		
Common equity	6,290	5,576	4,898	4,732	4,633
Less: Goodwill and other acquisition-related intangible assets	2,866	2,560	2,142	2,088	2,103
Tangible common equity	\$ 3,424	\$ 3,016	\$ 2,756	\$ 2,644	\$ 2,530
Total assets	\$ 47,877	\$ 44,453	\$ 40,610	\$ 38,947	\$ 36,022
Less: Goodwill and other acquisition-related intangible assets	2,866	2,560	2,142	2,088	2,103
Tangible assets	\$ 45,011	\$ 41,893	\$ 38,468	\$ 36,859	\$ 33,919
<b>Tangible common equity ratio</b>	<b>7.6%</b>	<b>7.2%</b>	<b>7.2%</b>	<b>7.2%</b>	<b>7.5%</b>

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As of December 31 (in millions except per common share data)	2018	2017	2016	2015	2014
<b>Tangible common equity</b>	<b>\$ 3,424</b>	<b>\$ 3,016</b>	<b>\$ 2,756</b>	<b>\$ 2,644</b>	<b>\$ 2,530</b>
Common shares issued	466.32	435.64	405.00	399.24	396.85
Less: Common shares classified as treasury shares	89.03	89.04	89.06	89.06	89.05
Unallocated ESOP common shares	6.27	6.62	6.97	7.32	7.67
<b>Common shares</b>	<b>371.02</b>	<b>339.98</b>	<b>308.97</b>	<b>302.86</b>	<b>300.13</b>
<b>Tangible book value per common share</b>	<b>\$ 9.23</b>	<b>\$ 8.87</b>	<b>\$ 8.92</b>	<b>\$ 8.73</b>	<b>\$ 8.43</b>

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### **Economic Environment**

People's United's results are subject to fluctuations based on economic conditions that can affect, among other things, interest rates, deposit flows, credit demand and the ability of borrowers to service debt. The U.S. economy grew more in 2018 than in any year since the financial crisis. Real gross domestic product is estimated to have increased 2.9% year-over-year compared to 2.3% in 2017 and the 2.2% average of the post-financial crisis expansion. National employment increased by 2.7 million jobs during 2018, and the national unemployment rate declined from 4.1% at the end of 2017 to 3.9% as of December 2018. The rate would have declined further, but the national economy drew 2.6 million people into the labor force as labor force participation increased from 62.7% to 63.1%.

Economic growth in 2018 supported the interest rate normalization objectives of the FRB, resulting in the Federal Open Market Committee (the FOMC) raising the target range for the federal funds rates by 100 basis points through four 25 basis point increases during 2018. The yield on the 2-year Treasury note increased from 1.89% to 2.48% over the year and the yield on the 10-year Treasury note increased from 2.41% to 2.69%. Inflation remained moderate during 2018 with the December 2018 year-over-year rates near 2017 year-end levels. The Consumer Price Index increased 1.9% (or 2.2% excluding food and energy) in 2018 compared to 2.1% (or 1.8% excluding food and energy) in 2017. FOMC projections released in December 2018 indicated that additional increases in the target range for the federal funds rate would occur in 2019, with projections varying from no increase to three increases.

The interest rate environment supported a modest expansion of the net interest margin and loan losses remained low. The Company expects economic expansion to continue throughout 2019, which should support loan and deposit growth and loan performance.

The New England region and southeastern New York comprise People's United's primary market area, with Connecticut, Massachusetts, New York and Vermont having the largest concentration of People's United's loans, deposits and branches. While the New England economy experienced a less severe contraction during the last recession than the U.S. as a whole, since the recession ended it has expanded more slowly. Employment growth since 2010 has exceeded the national average only in Massachusetts. As of November 2018, Connecticut had yet to recover all jobs lost in the recession, while Vermont, New Hampshire, New York, and Maine had increased employment but slower than the nation overall. The combination of the less severe recession, slower subsequent growth and slowly growing labor forces resulted in state unemployment rates that are less than the national rate in all states in the Company's primary market area, except for Connecticut where the unemployment rate was 4.0% as of December 31, 2018 compared to the national average of 3.9%.

Modest economic growth is expected to continue within People's United's primary market area, as its skilled labor force should enable it to be competitive in sectors of the economy with high growth potential, including health care, technology, education and advanced manufacturing.

### **Financial Overview**

People's United completed its acquisitions of Suffolk effective April 1, 2017, LEAF effective August 1, 2017, Vend Lease effective June 27, 2018 and First Connecticut effective October 1, 2018. The assets acquired and liabilities assumed in these transactions were recorded at their estimated fair values as of the respective closing dates and People's United's results of operations include the results of these acquired companies beginning with the respective closing dates. Financial data for prior periods has not been restated to include Vend Lease, First Connecticut, LEAF and Suffolk and therefore, are not directly comparable to subsequent periods. See Note 2 to the Consolidated Financial Statements for a further discussion of these acquisitions.

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**Comparison of Financial Condition at December 31, 2018 and 2017.** Total assets at December 31, 2018 were \$47.9 billion, a \$3.4 billion increase from December 31, 2017, reflecting increases of \$2.7 billion in total loans, \$274 million in goodwill and \$191 million in total securities, partially offset by a \$111 million decrease in short-term investments. The increase in total loans from December 31, 2017 to December 31, 2018 reflects increases of \$1.4 billion in commercial loans and \$1.3 billion in retail loans. Originated loans increased \$539 million from December 31, 2017 to \$30.6 billion (commercial loans increased \$464 million and retail loans increased \$75 million) and acquired loans increased \$2.1 billion. At the respective acquisition dates, the fair values of First Connecticut's and Vend Lease's loans and leases totaled \$2.8 billion and \$69 million, respectively. At December 31, 2018, the carrying amount of the acquired loan portfolio totaled \$4.6 billion. The increase in total securities primarily reflects net purchases of state and municipal securities, partially offset by principal repayments and maturities of government sponsored enterprise (GSE) mortgage-backed securities.

Non-performing assets (excluding acquired non-performing loans) totaled \$185.8 million at December 31, 2018, a \$17.7 million increase from December 31, 2017. At December 31, 2018, acquired non-performing loans totaled \$50.1 million compared to \$29.7 million at December 31, 2017. The allowance for loan losses was \$240.4 million at December 31, 2018 (\$236.3 million on originated loans and \$4.1 million on acquired loans) compared to \$234.4 million at December 31, 2017 (\$230.8 million on originated loans and \$3.6 million on acquired loans). At December 31, 2018, the originated allowance for loan losses as a percentage of originated loans was 0.77% and as a percentage of originated non-performing loans was 140.9%, compared to 0.77% and 155.2%, respectively, at December 31, 2017.

At December 31, 2018, total liabilities were \$41.3 billion, a \$2.7 billion increase from December 31, 2017, reflecting a \$3.1 billion increase in total deposits, partially offset by a \$510 million decrease in total borrowings. At the acquisition date, the fair value of First Connecticut's deposits totaled \$2.4 billion.

People's United's total stockholders' equity was \$6.5 billion at December 31, 2018, a \$714.0 million increase from December 31, 2017. As a percentage of total assets, stockholders' equity was 13.6% and 13.1% at December 31, 2018 and 2017, respectively. Tangible common equity as a percentage of tangible assets was 7.6% and 7.2% at December 31, 2018 and 2017, respectively.

People's United's (consolidated) Tier 1 Leverage capital ratio and its CET 1, Tier 1 and Total risk-based capital ratios were 8.7%, 10.3%, 10.9% and 12.5%, respectively, at December 31, 2018, compared to 8.3%, 9.7%, 10.4% and 12.2%, respectively, at December 31, 2017. The Bank's Tier 1 Leverage capital ratio and its CET 1, Tier 1 and Total risk-based capital ratios were 9.0%, 11.4%, 11.4% and 13.2%, respectively, at December 31, 2018, compared to 8.5%, 10.7%, 10.7% and 12.6%, respectively, at December 31, 2017.

**Comparison of Results of Operations for the Years Ended December 31, 2018 and 2017.** People's United reported net income of \$468.1 million, or \$1.29 per diluted common share, for the year ended December 31, 2018, compared to \$337.2 million, or \$0.97 per diluted common share, for the 2017 period. Included in the 2018 results are merger-related costs totaling \$11.4 million (\$8.9 million after-tax) or \$0.02 per common share. Results for 2017 include merger-related costs totaling \$30.6 million (\$22.0 million after-tax) or \$0.07 per common share. The results for 2018 reflect the benefits from recent acquisitions, continued loan and deposit growth, and meaningful cost control. People's United's return on average assets was 1.04% for 2018 compared to 0.79% for the 2017 period. Return on average tangible common equity was 14.3% for 2018 compared to 11.0% for the 2017 period.

FTE net interest income totaled \$1.3 billion in 2018, a \$119.2 million increase from the year-ago period, and the net interest margin increased 14 basis points from 2017 to 3.12%. The increase in the net interest margin primarily reflects higher yields on the loan portfolio.

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Average total earning assets increased \$2.1 billion compared to 2017, primarily reflecting increases of \$1.6 billion in average total loans and \$559 million in average securities. Average total funding liabilities increased \$1.8 billion compared to 2017, primarily reflecting a \$1.9 billion increase in average total deposits.

Compared to 2017, total non-interest income increased \$13.5 million and total non-interest expense increased \$35.8 million. The efficiency ratio was 57.4% for 2018 compared to 57.7% for the year-ago period. The provision for loan losses in 2018 totaled \$30.0 million compared to \$26.0 million in the year-ago period. Net loan charge-offs as a percentage of average total loans were 0.07% in both 2018 and 2017.

***Comparison of Financial Condition at December 31, 2017 and 2016.*** Total assets at December 31, 2017 were \$44.5 billion, a \$3.8 billion increase from December 31, 2016, reflecting increases of \$2.8 billion in total loans, \$419 million in goodwill, \$305 million in total securities and \$196 million in short-term investments. The increase in total loans from December 31, 2016 to December 31, 2017 reflects increases of \$2.3 billion in commercial loans and \$530 million in retail loans. Originated loans increased \$976 million from December 31, 2016 to \$30.1 billion (commercial loans increased \$592 million and retail loans increased \$384 million) and acquired loans increased \$1.9 billion. At the respective acquisition dates, the fair value of Suffolk's and LEAF's loans totaled \$1.6 billion and \$718 million, respectively. At December 31, 2017, the carrying amount of the acquired loan portfolio totaled \$2.5 billion. The increase in total securities primarily reflects an increase in state and municipal securities.

Non-performing assets (excluding acquired non-performing loans) totaled \$168.1 million at December 31, 2017, a \$0.8 million increase from December 31, 2016. At December 31, 2017, acquired non-performing loans totaled \$29.7 million compared to \$24.7 million at December 31, 2016. The allowance for loan losses was \$234.4 million at December 31, 2017 (\$230.8 million on originated loans and \$3.6 million on acquired loans) compared to \$229.3 million at December 31, 2016 (\$223.0 million on originated loans and \$6.3 million on acquired loans). At December 31, 2017, the originated allowance for loan losses as a percentage of originated loans was 0.77% and as a percentage of originated non-performing loans was 155.2%, compared to 0.77% and 150.6%, respectively, at December 31, 2016.

At December 31, 2017, total liabilities were \$38.6 billion, a \$3.2 billion increase from December 31, 2016, reflecting a \$3.2 billion increase in total deposits, partially offset by a \$129 million decrease in notes and debentures. At the acquisition date, the fair value of Suffolk's deposits totaled \$1.9 billion. The decrease in notes and debentures reflects the repayment of the \$125 million 5.80% fixed-rate/floating-rate subordinated notes in February 2017.

People's United's total stockholders' equity was \$5.8 billion at December 31, 2017, a \$678.0 million increase from December 31, 2016. As a percentage of total assets, stockholders' equity was 13.1% and 12.7% at December 31, 2017 and 2016, respectively. Tangible common equity as a percentage of tangible assets was 7.2% at both December 31, 2017 and 2016.

People's United's (consolidated) Tier 1 Leverage capital ratio and its CET 1, Tier 1 and Total risk-based capital ratios were 8.3%, 9.7%, 10.4% and 12.2%, respectively, at December 31, 2017, compared to 8.4%, 9.9%, 10.7% and 12.5%, respectively, at December 31, 2016. The Bank's Tier 1 Leverage capital ratio and its CET 1, Tier 1 and Total risk-based capital ratios were 8.5%, 10.7%, 10.7% and 12.6%, respectively, at December 31, 2017, compared to 8.9%, 11.3%, 11.3% and 13.3%, respectively, at December 31, 2016.

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***Comparison of Results of Operations for the Years Ended December 31, 2017 and 2016.*** People's United reported net income of \$337.2 million, or \$0.97 per diluted common share, for the year ended December 31, 2017, compared to \$281.0 million, or \$0.92 per diluted common share, for the 2016 period. Included in the 2017 results are merger-related costs totaling \$30.6 million (\$22.0 million after-tax) or \$0.07 per common share. Results for 2016 include merger-related costs totaling \$4.7 million (\$3.1 million after-tax) or \$0.01 per common share. The results for 2017 reflect the benefits from recent acquisitions, continued loan and deposit growth, and meaningful cost control. People's United's return on average assets was 0.79% for 2017 compared to 0.71% for the 2016 period. Return on average tangible common equity was 11.0% for 2017 compared to 10.2% for the 2016 period. On an operating basis, return on average assets was 0.81% and return on average tangible common equity was 11.8% for 2017.

FTE net interest income totaled \$1.1 billion in 2017, a \$138.7 million increase from the year-ago period, and the net interest margin increased 18 basis points from 2016 to 2.98%. The increase in the net interest margin primarily reflects higher yields on the loan portfolio.

Average total earning assets increased \$2.5 billion compared to 2016, primarily reflecting a \$2.5 billion increase in average total loans. Average total funding liabilities increased \$2.1 billion compared to 2016, reflecting an increase of \$2.5 billion in average total deposits, partially offset by decreases of \$238 million in average total borrowings and \$127 million in average notes and debentures.

Compared to 2016, total non-interest income increased \$10.2 million and total non-interest expense increased \$91.5 million. The efficiency ratio was 57.7% for 2017 compared to 60.5% for the year-ago period. The provision for loan losses in 2017 totaled \$26.0 million compared to \$36.6 million in the year-ago period. Net loan charge-offs as a percentage of average total loans were 0.07% in 2017 compared to 0.06% in 2016.

**Segment Results**

People's United's operations are divided into three primary operating segments that represent its core businesses: Commercial Banking; Retail Banking; and Wealth Management. In addition, the Treasury area manages People's United's securities portfolio, short-term investments, brokered deposits, wholesale borrowings and the funding center.

The Company's operating segments have been aggregated into two reportable segments: Commercial Banking and Retail Banking. These reportable segments have been identified and organized based on the nature of the underlying products and services applicable to each segment, the type of customers to whom those products and services are offered and the distribution channel through which those products and services are made available. With respect to the Company's traditional wealth management activities, this presentation results in the allocation of the Company's insurance business and certain trust activities to the Commercial Banking segment, and the allocation of the Company's brokerage business and certain other trust activities to the Retail Banking segment.

**Table of Contents****Segment Performance Summary**

Years ended December 31 (in millions)	Net Income		
	2018	2017	2016
Commercial Banking	\$ 369.6	\$ 285.2	\$ 247.4
Retail Banking	64.7	19.4	(3.7)
Total reportable segments	434.3	304.6	243.7
Treasury	67.7	74.4	59.5
Other	(33.9)	(41.8)	(22.2)
Total Consolidated	\$ 468.1	\$ 337.2	\$ 281.0

People's United uses an internal profitability reporting system to generate information by operating segment, which is based on a series of management estimates and allocations regarding funds transfer pricing (FTP), the provision for loan losses, non-interest expense and income taxes. These estimates and allocations, some of which are subjective in nature, are subject to periodic review and refinement. Any changes in estimates and allocations that may affect the reported results of any segment will not affect the consolidated financial position or results of operations of People's United as a whole.

FTP, which is used in the calculation of each operating segment's net interest income, measures the value of funds used in and provided by an operating segment. The difference between the interest income on earning assets and the interest expense on funding liabilities, and the corresponding FTP charge for interest income or credit for interest expense, results in net spread income (see Treasury). For fixed-term assets and liabilities, the FTP rate is assigned at the time the asset or liability is originated by reference to the Company's FTP yield curve, which is updated daily. For non-maturity-term assets and liabilities, the FTP rate is determined based upon the underlying characteristics, or behavior, of each particular product and results in the use of a historical rolling average FTP rate determined over a period that is most representative of the average life of the particular asset or liability. While the Company's FTP methodology serves to remove interest rate risk (IRR) from the operating segments and better facilitate pricing decisions, thereby allowing management to more effectively assess the longer-term profitability of an operating segment, it may, in sustained periods of low and/or high interest rates, result in a measure of operating segment net interest income that is not reflective of current interest rates.

A five-year rolling average net charge-off rate is used as the basis for the provision for loan losses for the respective operating segment in order to present a level of portfolio credit cost that is representative of the Company's historical experience, without presenting the potential volatility from year-to-year changes in credit conditions. While this method of allocation allows management to assess more effectively the longer-term profitability of an operating segment, it may result in a measure of an operating segment's provision for loan losses that does not reflect actual incurred losses for the periods presented.

People's United allocates a majority of non-interest expenses to each operating segment using a full-absorption costing process (i.e. all expenses are fully-allocated to the segments). Direct and indirect costs are analyzed and pooled by process and assigned to the appropriate operating segment and corporate overhead costs are allocated to the operating segments. Income tax expense is allocated to each operating segment using a constant rate, based on an estimate of the consolidated effective income tax rate for the year. Average total assets and average total liabilities are presented for each reportable segment due to management's reliance, in part, on such average balances for purposes of assessing segment performance.

For a more detailed description of the estimates and allocations used to measure segment performance, see Note 23 to the Consolidated Financial Statements.



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**Commercial Banking** consists principally of commercial real estate lending, commercial and industrial lending, and commercial deposit gathering activities. This segment also includes equipment financing operations, as well as cash management, correspondent banking, municipal banking, institutional trust services, corporate trust, commercial insurance services provided through PUIA and private banking.

Years ended December 31 (in millions)	2018	2017	2016
Net interest income	\$ 699.2	\$ 631.0	\$ 566.5
Provision for loan losses	38.7	43.7	39.3
Total non-interest income	177.8	165.0	156.4
Total non-interest expense	383.7	357.1	322.8
Income before income tax expense	454.6	395.2	360.8
Income tax expense	85.0	110.0	113.4
Net income	\$ 369.6	\$ 285.2	\$ 247.4
Average total assets	\$ 25,956.7	\$ 24,533.9	\$ 22,691.1
Average total liabilities	9,305.0	7,938.6	6,733.7

Commercial Banking net income increased \$84.4 million in 2018 compared to 2017, reflecting increases in net interest income and non-interest income, partially offset by an increase in non-interest expense. The \$68.2 million increase in net interest income primarily reflects the benefit from an increase in average commercial loans and leases, as well as new business yields higher than the total portfolio yield, partially offset by the adverse effect of increases in net FTP funding charges and interest expense. Non-interest income increased \$12.8 million in 2018 compared to 2017, primarily reflecting increases in net customer interest rate swap income, investment management fees and commercial banking lending fees. The \$26.6 million increase in non-interest expense in 2018 compared to 2017 reflects higher levels of direct expenses, partially offset by a decrease in allocated expenses. Compared to 2017, average total assets increased \$1.4 billion, primarily reflecting loans acquired in connection with the First Connecticut acquisition as well as organic loan growth. Average total liabilities increased \$1.4 billion in 2018 compared to 2017, primarily reflecting organic deposit growth and deposits assumed in the First Connecticut acquisition.

Commercial Banking net income increased \$37.8 million in 2017 compared to 2016, reflecting increases in net interest income and non-interest income, partially offset by an increase in non-interest expense. The \$64.5 million increase in net interest income primarily reflects the benefit from an increase in average commercial loans and leases, as well as new business yields higher than the total portfolio yield, partially offset by the adverse effect of increases in net FTP funding charges and interest expense. Non-interest income increased \$8.6 million in 2017 compared to 2016, primarily reflecting increases in commercial banking lending fees and operating lease income, partially offset by a decrease in net customer interest rate swap income. The \$34.3 million increase in non-interest expense in 2017 compared to 2016 reflects higher levels of both direct and allocated expenses. Average total assets increased \$1.8 billion and average total liabilities increased \$1.2 billion compared to 2016, primarily reflecting the Suffolk and LEAF acquisitions, as well as organic loan and deposit growth.

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**Retail Banking** includes, as its principal business lines, consumer lending (including residential mortgage and home equity lending) and consumer deposit gathering activities. This segment also includes brokerage, financial advisory services, investment management services and life insurance provided by PSI and non-institutional trust services.

Years ended December 31 (in millions)	2018	2017	2016
Net interest income	\$ 467.2	\$ 403.9	\$ 347.5
Provision for loan losses	9.0	13.4	13.0
Total non-interest income	186.7	183.4	169.0
Total non-interest expense	565.3	547.0	508.9
Income (loss) before income tax expense (benefit)	79.6	26.9	(5.4)
Income tax expense (benefit)	14.9	7.5	(1.7)
Net income (loss)	\$ 64.7	\$ 19.4	\$ (3.7)
Average total assets	\$ 10,103.3	\$ 9,695.1	\$ 8,945.8
Average total liabilities	20,699.1	20,202.8	19,207.3

Retail Banking net income increased \$45.3 million in 2018 compared to 2017, reflecting increases in net interest income and non-interest income, partially offset by an increase in non-interest expense. The \$63.3 million increase in net interest income primarily reflects the benefits from an increase in average residential mortgage loans, as well as new business yields higher than the total portfolio yield and higher net FTP funding credits, partially offset by an increase in interest expense. The \$18.3 million increase in non-interest expense in 2018 compared to 2017 reflects higher levels of both direct and allocated expenses. Compared to 2017, average total assets increased \$408 million, primarily reflecting loans acquired in connection with the First Connecticut acquisition, as well as organic loan growth, and average total liabilities increased \$496 million, primarily reflecting deposits assumed in the First Connecticut acquisition as well as organic deposit growth.

Retail Banking net income in 2017 compared to a net loss in 2016 reflects increases in net interest income and non-interest income, partially offset by an increase in non-interest expense. The \$56.4 million increase in net interest income primarily reflects the benefits from an increase in average residential mortgage loans, as well as new business yields higher than the total portfolio yield and higher net FTP funding credits. Non-interest income increased \$14.4 million in 2017 compared to 2016, primarily reflecting the addition of Gerstein, Fisher & Associates, Inc. ( Gerstein Fisher ) in November 2016, partially offset by a \$3.1 million decrease in net gains on sales of residential loans. The \$38.1 million increase in non-interest expense in 2017 compared to 2016 reflects higher levels of both direct and allocated expenses. Compared to 2016, average total assets increased \$749 million and average total liabilities increased \$996 million, primarily reflecting the Suffolk acquisition and organic loan and deposit growth.

**Treasury** encompasses the securities portfolio, short-term investments, brokered deposits, wholesale borrowings and the funding center, which includes the impact of derivative financial instruments used for risk management purposes.

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The income or loss for the funding center represents the IRR component of People's United's net interest income as calculated by its FTP model in deriving each operating segment's net interest income. Under this process, the funding center buys funds from liability-generating business lines, such as retail deposits, and sells funds to asset-generating business lines, such as commercial lending. The price at which funds are bought and sold on any given day is set by People's United's Treasury group and is based on the wholesale cost to People's United of assets and liabilities with similar maturities. Liability-generating businesses sell newly-originated liabilities to the funding center and recognize a funding credit, while asset-generating businesses buy funding for newly-originated assets from the funding center and recognize a funding charge. Once funding for an asset is purchased from or a liability is sold to the funding center, the price that is set by the Treasury group will remain with that asset or liability until it matures or reprices, which effectively transfers responsibility for managing IRR to the Treasury group.

Years ended December 31 (in millions)	2018	2017	2016
Net interest income	\$ 93.0	\$ 107.4	\$ 87.6
Total non-interest income	8.3	11.2	9.2
Total non-interest expense	17.8	15.6	9.8
Income before income tax expense	83.5	103.0	87.0
Income tax expense	15.8	28.6	27.5
Net income	\$ 67.7	\$ 74.4	\$ 59.5
Average total assets	\$ 7,955.8	\$ 7,512.1	\$ 7,443.1
Average total liabilities	8,544.3	8,450.6	8,628.7

Treasury net income decreased \$6.7 million in 2018 compared to 2017, reflecting decreases in net interest income and non-interest income and an increase in non-interest expense. The \$14.4 million decrease in net interest income primarily reflects an increase in interest expense and the unfavorable impact of tax reform on the Company's municipal bond holdings, which resulted in a lower FTE adjustment, partially offset by the benefits from an increase in securities income and higher net FTP funding credits. Non-interest income includes BOLI death benefits received totaling \$1.0 million and \$0.9 million in 2018 and 2017, respectively. The \$2.2 million increase in non-interest expense in 2018 compared to 2017 reflects an increase in allocated expenses. Compared to 2017, average total assets increased \$444 million, primarily reflecting an increase in average securities, and average total liabilities increased \$94 million, primarily reflecting an increase in average deposits, partially offset by decreases in borrowings and notes and debentures.

Treasury net income increased \$14.9 million in 2017 compared to 2016, reflecting increases in net interest income and non-interest income, partially offset by an increase in non-interest expense. The \$19.8 million increase in net interest income primarily reflects the benefits from an increase in securities income and higher net FTP funding credits, partially offset by an increase in interest expense. Non-interest income in 2017 includes a \$16.1 million gain recorded in connection with the exchange of an ownership interest in a non-marketable equity security (previously recorded in other assets) for cash and common stock in a publicly-traded company. Net security losses in 2017 totaling \$15.7 million resulting from the sale of low-yielding and short-duration U.S. Treasury and collateralized mortgage obligation ( CMO ) securities, with a combined amortized cost of \$486.9 million, are also included in non-interest income. Non-interest income in 2016 includes \$5.9 million in net security losses and income relating to distributions from an acquired equity investment. Non-interest income also includes BOLI death benefits received totaling \$0.9 million and \$1.4 million in 2017 and 2016, respectively. The \$5.8 million increase in non-interest expense in 2017 compared to 2016 reflects an increase in allocated expenses, partially offset by a decrease in direct expenses. Compared to 2016, average total assets increased \$69 million, primarily reflecting an increase in short-term investments, and average total liabilities decreased \$178 million, primarily reflecting decreases in borrowings and notes and debentures, partially offset by an increase in deposits.

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**Other** includes the residual financial impact from the allocation of revenues and expenses (including the provision for loan losses) and certain revenues and expenses not attributable to a particular segment; assets and liabilities not attributable to a particular segment; reversal of the FTE adjustment since net interest income for each segment is presented on an FTE basis; and the FTP impact from excess capital. The **Other** category also includes (i) \$10.0 million of security losses in each of the years ended December 31, 2018 and 2017 incurred in response to tax reform-related benefits recognized in each period, and gains totaling \$7.5 million resulting from the sale of an ownership interest in a legacy privately-held investment and an interest in a real estate investment for the year ended December 31, 2016 (all included in non-interest income) and (ii) merger-related expenses totaling \$11.4 million, \$30.6 million and \$4.7 million for the years ended December 31, 2018, 2017 and 2016, respectively (included in non-interest expense).

Years ended December 31 (in millions)	2018	2017	2016
Net interest loss	\$ (23.4)	\$ (41.8)	\$ (29.4)
Provision for loan losses	(17.7)	(31.1)	(15.7)
Total non-interest income	(6.4)	(6.7)	8.1
Total non-interest expense	29.3	40.6	27.3
Loss before income tax benefit	(41.4)	(58.0)	(32.9)
Income tax benefit	(7.5)	(16.2)	(10.7)
Net loss	\$ (33.9)	\$ (41.8)	\$ (22.2)
Average total assets	\$ 1,013.9	\$ 840.5	\$ 704.3
Average total liabilities	444.1	398.0	355.2

**Net Interest Income**

Net interest income and net interest margin are affected by many factors, including changes in average balances; interest rate fluctuations and the slope of the yield curve; sales of loans and securities; residential mortgage loan and mortgage-backed security prepayment rates; product pricing; competitive forces; the relative mix, repricing characteristics and maturity of interest-earning assets and interest-bearing liabilities; non-interest-bearing sources of funds; hedging activities; and asset quality.

**Net Interest Margin**

Years ended December 31 (percent)

**Net Interest Income - FTE**

Years ended December 31 (dollars in millions)

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In response to continued signs of a moderately expanding U.S. economy, the FRB has raised the target range for the federal funds rate four times during 2018 by a total of 100 basis points to between 2.25% and 2.50%, after raising the target rate three times during 2017 by a total of 75 basis points. For 2018, the average effective federal funds rate was 1.83%.

The net interest margin was 3.12% in 2018 compared to 2.98% in 2017. The improvement in the net interest margin in 2018 compared to 2017 primarily reflects higher yields on new loan originations and the upward repricing of floating rate-rate loans. Higher yields on the loan portfolio benefitted the net interest margin by 43 basis points, while higher funding costs reduced the net interest margin by 31 basis points.

**2018 Compared to 2017**

FTE net interest income increased \$119.2 million compared to 2017, reflecting a \$237.6 million increase in total interest and dividend income and a \$118.4 million increase in total interest expense, and the net interest margin increased 14 basis points to 3.12%.

Average total earning assets were \$40.5 billion in 2018, a \$2.1 billion increase from 2017, primarily reflecting increases of \$1.6 billion in average total loans and \$559 million in average securities. The average total commercial and residential mortgage loan portfolios increased \$1.2 billion and \$536 million, respectively, compared to 2017, reflecting organic growth and loans acquired in the First Connecticut acquisition, and the average home equity loan portfolio decreased \$109 million. Average total loans, average securities and average short-term investments comprised 81%, 18% and 1%, respectively, of average total earning assets in both 2018 and 2017. In 2018, the yield earned on the total loan portfolio was 4.19% and the yield earned on securities and short-term investments was 2.70%, compared to 3.71% and 2.59%, respectively, in the year-ago period. At December 31, 2018, approximately 43% of the Company's loan portfolio was comprised of Prime Rate and one-month Libor-based loans, compared to approximately 50% at December 31, 2017.

Average total funding liabilities were \$38.2 billion in 2018, a \$1.8 billion increase from the year-ago period, primarily reflecting a \$1.9 billion increase in average total deposits. The increase in average total deposits reflects organic growth, deposits assumed in the First Connecticut acquisition and a \$415 million increase in average brokered deposits. Excluding brokered deposits, average non-interest-bearing deposits, average time deposits and average savings increased \$740 million, \$514 million and \$200 million, respectively. Average total deposits comprised 88% and 87% of average total funding liabilities in 2018 and 2017, respectively.

The 29 basis point increase to 0.84% from 0.55% in the rate paid on average total funding liabilities in 2018 compared to 2017 primarily reflects the increases in the target federal funds rate discussed above. The rate paid on average total deposits increased 23 basis points in 2018, reflecting increases of 47 basis points in time deposits and 24 basis points in savings, interest-bearing checking and money market deposits, partially offset by the benefit from a \$740 million increase in non-interest-bearing deposits. Average savings, interest-bearing checking and money market deposits and average time deposits comprised 58% and 18%, respectively, of average total deposits in 2018 compared to 61% and 15%, respectively, in 2017.

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**2017 Compared to 2016**

The net interest margin was 2.98% in 2017 compared to 2.80% in 2016. The improvement in the net interest margin in 2017 compared to 2016 primarily reflects higher yields on the loan portfolio (which benefitted the net interest margin by 25 basis points), partially offset by higher funding costs (which reduced the net interest margin by 13 basis points).

FTE net interest income increased \$138.7 million compared to 2016, reflecting a \$185.5 million increase in total interest and dividend income and a \$46.8 million increase in total interest expense, and the net interest margin increased 18 basis points to 2.98%.

Average total earning assets were \$38.4 billion in 2017, a \$2.5 billion increase from 2016, primarily reflecting a \$2.5 billion increase in average total loans. The average total commercial and residential mortgage loan portfolios increased \$1.7 billion and \$829 million, respectively, compared to 2016, reflecting organic growth and loans acquired in the Suffolk and LEAF acquisitions, and the average home equity loan portfolio decreased \$59 million. Average total loans, average securities and average short-term investments comprised 81%, 18% and 1%, respectively, of average total earning assets in 2017, compared to 80%, 19% and 1%, respectively, in 2016. In 2017, the yield earned on the total loan portfolio was 3.71% and the yield earned on securities and short-term investments was 2.59%, compared to 3.47% and 2.30%, respectively, in the year-ago period. At December 31, 2017, approximately 50% of the Company's loan portfolio was comprised of Prime Rate and one-month Libor-based loans, compared to approximately 51% at December 31, 2016.

Average total funding liabilities were \$36.4 billion in 2017, a \$2.1 billion increase from the year-ago period, reflecting a \$2.5 billion increase in average total deposits, partially offset by decreases of \$238 million in average total borrowings and \$127 million in average notes and debentures. The increase in average total deposits reflects organic growth, deposits assumed in the Suffolk acquisition and a \$231 million increase in average brokered deposits. Excluding brokered deposits, average savings, interest-bearing checking and money market deposits, and average non-interest-bearing deposits both increased \$1.1 billion. Average total deposits comprised 87% and 85% of average total funding liabilities in 2017 and 2016, respectively. The decrease in average notes and debentures reflects the repayment of the \$125 million 5.80% fixed-rate/floating-rate subordinated notes in February 2017.

The ten basis point increase to 0.55% from 0.45% in the rate paid on average total funding liabilities in 2017 compared to 2016 primarily reflects the increases in the target federal funds rate discussed above. The rate paid on average total deposits increased seven basis points in 2017, reflecting increases of 12 basis points in savings, interest-bearing checking and money market deposits and two basis points in time deposits, partially offset by the benefit from a \$1.1 billion increase in non-interest-bearing deposits. Average savings, interest-bearing checking and money market deposits and average time deposits comprised 61% and 15%, respectively, of average total deposits in 2017 compared to 63% and 16%, respectively, in 2016.

**Average Balance Sheet, Interest and Yield/Rate Analysis**

The table on the following page presents average balance sheets, FTE-basis interest income, interest expense and the corresponding average yields earned and rates paid for the years ended December 31, 2018, 2017 and 2016. The average balances are principally daily averages and, for loans, include both performing and non-performing balances. Interest income on loans includes the effect of deferred loan fees and costs accounted for as yield adjustments, but does not include interest on loans for which People's United has ceased to accrue interest. Premium amortization and discount accretion (including amounts attributable to purchase accounting adjustments) are also included in the respective interest income and interest expense amounts. The impact of People's United's use of derivative instruments in managing IRR is also reflected in the table, classified according to the instrument hedged and the related risk management objective.

**Table of Contents****Average Balance Sheet, Interest and Yield/Rate Analysis**

Years ended December 31 (dollars in millions)	2018			2017			2016		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
<b>Assets:</b>									
Short-term investments (1)	\$ 278.9	\$ 5.0	1.81%	\$ 358.3	\$ 3.7	1.04%	\$ 328.7	\$ 1.5	0.45%
Securities (2)	7,343.7	200.9	2.74	6,785.0	181.3	2.67	6,786.7	158.8	2.34
Loans:									
Commercial real estate	11,017.7	463.4	4.21	10,961.2	405.7	3.70	10,013.3	344.6	3.44
Commercial and industrial	8,611.7	375.4	4.36	8,278.6	313.9	3.79	7,821.8	268.8	3.44
Equipment financing	4,040.8	212.3	5.25	3,264.3	152.1	4.66	2,972.3	130.9	4.40
Residential mortgage	7,188.6	237.1	3.30	6,653.0	208.4	3.13	5,824.1	181.5	3.12
Home equity and other consumer	1,995.6	88.6	4.44	2,107.9	80.0	3.80	2,163.8	73.5	3.40
Total loans	32,854.4	1,376.8	4.19	31,265.0	1,160.1	3.71	28,795.3	999.3	3.47
Total earning assets	40,477.0	\$ 1,582.7	3.91%	38,408.3	\$ 1,345.1	3.50%	35,910.7	\$ 1,159.6	3.23%
Other assets	4,552.7			4,173.3			3,873.6		
Total assets	\$ 45,029.7			\$ 42,581.6			\$ 39,784.3		
<b>Liabilities and stockholders equity:</b>									
Deposits:									
Non-interest-bearing	\$ 8,069.8	\$	%	\$ 7,329.3	\$	%	\$ 6,236.1	\$	%
Savings, interest-bearing checking and money market	19,630.1	127.4	0.65	19,486.7	80.1	0.41	18,258.2	53.0	0.29
Time	5,901.4	88.7	1.50	4,915.7	50.6	1.03	4,760.4	47.9	1.01
Total deposits	33,601.3	216.1	0.64	31,731.7	130.7	0.41	29,254.7	100.9	0.34
Borrowings:									
FHLB advances	2,653.6	54.5	2.05	2,677.5	31.5	1.17	3,093.7	19.2	0.62
Federal funds purchased	682.2	13.6	2.00	643.5	7.1	1.11	568.1	2.9	0.50
Customer repurchase agreements	252.7	1.0	0.40	311.0	0.6	0.19	337.2	0.7	0.19
Other borrowings	104.5	1.8	1.66	132.0	2.1	1.60	2.8		0.66
Total borrowings	3,693.0	70.9	1.92	3,764.0	41.3	1.10	4,001.8	22.8	0.57
Notes and debentures	889.8	33.3	3.75	921.3	29.9	3.25	1,048.5	31.4	3.00
Total funding liabilities	38,184.1	\$ 320.3	0.84%	36,417.0	\$ 201.9	0.55%	34,305.0	\$ 155.1	0.45%
Other liabilities	808.4			573.0			619.9		
Total liabilities	38,992.5			36,990.0			34,924.9		
Stockholders equity	6,037.2			5,591.6			4,859.4		
Total liabilities and stockholders equity	\$ 45,029.7			\$ 42,581.6			\$ 39,784.3		

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Net interest income/spread (3)	\$ 1,262.4	3.07%	\$ 1,143.2	2.95%	\$ 1,004.5	2.78%
<b>Net interest margin</b>		<b>3.12%</b>		<b>2.98%</b>		<b>2.80%</b>

- (1) Includes securities purchased under agreements to resell.
- (2) Average balances and yields for securities are based on amortized cost.
- (3) The FTE adjustment was \$26.4 million, \$42.7 million and \$32.3 million for the years ended December 31, 2018, 2017 and 2016, respectively.



**Table of Contents****Volume and Rate Analysis**

The following table shows the extent to which changes in interest rates and changes in the volume of average total earning assets and average interest-bearing liabilities have affected People's United net interest income. For each category of earning assets and interest-bearing liabilities, information is provided relating to: (i) changes in volume (changes in average balances multiplied by the prior year's average interest rates); (ii) changes in rates (changes in average interest rates multiplied by the prior year's average balances); and (iii) the total change. Changes attributable to both volume and rate have been allocated proportionately.

(in millions)	2018 Compared to 2017			2017 Compared to 2016		
	Increase (Decrease)			Increase (Decrease)		
	Volume	Rate	Total	Volume	Rate	Total
<b>Interest and dividend income:</b>						
Short-term investments	\$ (1.0)	\$ 2.3	\$ 1.3	\$ 0.1	\$ 2.1	\$ 2.2
Securities	15.2	4.4	19.6		22.5	22.5
<b>Loans:</b>						
Commercial real estate	2.1	55.6	57.7	34.0	27.1	61.1
Commercial and industrial	13.0	48.5	61.5	16.3	28.8	45.1
Equipment financing	39.2	21.0	60.2	13.3	7.9	21.2
Residential mortgage	17.3	11.4	28.7	26.0	0.9	26.9
Home equity and other consumer	(4.4)	13.0	8.6	(1.9)	8.4	6.5
Total loans	67.2	149.5	216.7	87.7	73.1	160.8
Total change in interest and dividend income	81.4	156.2	237.6	87.8	97.7	185.5
<b>Interest expense:</b>						
<b>Deposits:</b>						
Savings, interest-bearing checking and money market	0.6	46.7	47.3	3.8	23.3	27.1
Time	11.6	26.5	38.1	1.6	1.1	2.7
Total deposits	12.2	73.2	85.4	5.4	24.4	29.8
<b>Borrowings:</b>						
FHLB advances	(0.3)	23.3	23.0	(2.9)	15.2	12.3
Federal funds purchased	0.5	6.0	6.5	0.4	3.8	4.2
Customer repurchase agreements	(0.1)	0.5	0.4	(0.1)		(0.1)
Other borrowings	(0.5)	0.2	(0.3)	2.1		2.1
Total borrowings	(0.4)	30.0	29.6	(0.5)	19.0	18.5
Notes and debentures	(1.1)	4.5	3.4	(4.0)	2.5	(1.5)
Total change in interest expense	10.7	107.7	118.4	0.9	45.9	46.8
Change in net interest income	\$ 70.7	\$ 48.5	\$ 119.2	\$ 86.9	\$ 51.8	\$ 138.7

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The following table provides the weighted average yields earned and rates paid for each major category of earning assets and funding liabilities as of December 31, 2018:

(dollars in millions)	Balance	Yield/Rate
<b>Earning assets:</b>		
Short-term investments	\$ 266.3	2.32%
Securities	7,233.2	2.65
Loans	35,241.4	4.32
<b>Total earning assets</b>	<b>\$ 42,740.9</b>	<b>4.03%</b>
<b>Funding liabilities:</b>		
Non-interest-bearing deposits	\$ 8,543.0	%
Interest-bearing deposits:		
Money market	9,859.7	1.10
Interest-bearing checking	6,723.6	0.90
Time	6,916.2	1.78
Savings	4,116.5	0.09
Borrowings	3,593.4	2.36
Notes and debentures	895.8	3.81
<b>Total funding liabilities</b>	<b>\$ 40,648.2</b>	<b>1.03%</b>

**Non-Interest Income**

Years ended December 31 (dollars in millions)	2018	2017	2016	Percentage Increase (Decrease)	
				2018/2017	2017/2016
Bank service charges	\$ 99.9	\$ 98.5	\$ 98.0	1.4%	0.5%
Investment management fees	68.7	66.5	48.3	3.3	37.7
Operating lease income	44.9	43.8	41.2	2.5	6.3
Commercial banking lending fees	37.3	35.5	31.6	5.1	12.3
Insurance revenue	34.6	33.2	32.9	4.2	0.9
Cash management fees	27.1	26.1	25.0	3.8	4.4
Brokerage commissions	12.8	12.1	12.2	5.8	(0.8)
Net security losses	(9.8)	(25.4)	(5.9)	n/m	n/m
<b>Other non-interest income:</b>					
Customer interest rate swap income, net	14.6	12.3	14.4	18.7	(14.6)
BOLI	7.2	6.3	5.7	14.3	10.5
Credit card fees	6.4	5.6	5.6	14.3	
Net gains on sales of residential mortgage loans	1.2	3.2	6.3	(62.5)	(49.2)
Net gains on sales of acquired loans	1.8	2.4		(25.0)	n/m
Other	19.7	32.8	27.4	(39.9)	19.7
<b>Total other non-interest income</b>	<b>50.9</b>	<b>62.6</b>	<b>59.4</b>	<b>(18.7)</b>	<b>5.4</b>
<b>Total non-interest income</b>	<b>\$ 366.4</b>	<b>\$ 352.9</b>	<b>\$ 342.7</b>	<b>3.8%</b>	<b>3.0%</b>

n/m not meaningful

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Total non-interest income in 2018 increased \$13.5 million compared to 2017 and increased \$10.2 million in 2017 compared to 2016. The increase in non-interest income in 2018 compared to 2017 primarily reflects increases in customer interest rate swap income and investment management fees, and a decrease in net security losses. The increase in non-interest income in 2017 compared to 2016 primarily reflects increases in investment management fees and commercial banking lending fees, partially offset by an increase in net security losses.

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The increase in bank service charges in 2018 compared to 2017 primarily reflects benefits from the acquisition of First Connecticut effective October 1, 2018, partially offset by continued lower overdraft fees. The improvement in investment management fees in 2018 compared to 2017 reflects the continued benefits from new revenue initiatives, additional personnel in our key markets and a broader suite of product offerings. The improvement in investment management fees in 2017 compared to 2016 primarily reflects the acquisition of Gerstein Fisher in November 2016. At December 31, 2018, assets under administration totaled \$23.2 billion, of which \$8.6 billion are under discretionary management, compared to \$23.8 billion and \$9.1 million, respectively, at December 31, 2017.

The increase in operating lease income in 2018 and 2017 primarily reflects the acquisition of LEAF in August 2017. The increase in commercial banking lending fees in 2018 and 2017 is primarily related to higher levels of prepayment fees collected in each year. The level of insurance revenue over the past few years reflects both the continued soft commercial insurance market as well as the benefits from the recent acquisitions.

In response to tax reform-related benefits realized following enactment of the Tax Cuts and Jobs Act, People's United sold (i) GSE mortgage-backed securities with an amortized cost of \$235.5 million and recorded \$10.0 million of gross realized losses in December 2018 and (ii) U.S. Treasury and CMO securities with a combined amortized cost of \$291.3 million and recorded \$10.0 million of gross realized losses in December 2017. Also in 2017, People's United sold U.S. Treasury and CMO securities with a combined amortized cost of \$486.9 million and recorded \$15.7 million of gross realized losses. In 2016, People's United sold U.S. Treasury and CMO securities with a combined amortized cost of \$403.0 million and recorded \$6.1 million of gross realized losses.

The increase in net customer interest rate swap income in 2018 compared to 2017 and the decrease in 2017 compared to 2016 reflects fluctuations in both the number and notional value of swap transactions. On an FTE basis, BOLI income totaled \$9.1 million in 2018, compared to \$9.7 million in 2017 and \$8.5 million in 2016. BOLI income includes death benefits received totaling \$1.0 million, \$0.9 million and \$1.4 million in 2018, 2017 and 2016, respectively. The FTE adjustment on BOLI income beginning in 2018 reflects a reduction in the U.S. federal corporate income tax rate from 35% to 21% effective January 1, 2018.

The decrease in net gains on sales of residential mortgage loans in 2018 compared to 2017 primarily reflects a 40% decrease in the volume of residential mortgage loans sold, as well as narrower spreads on pricing. The decrease in net gains on sales of residential mortgage loans in 2017 compared to 2016 primarily reflects narrower spreads on pricing as well as a 33% decrease in the volume of residential mortgage loan sales.

Net gains on sales of acquired loans in 2018 and 2017 (none in 2016) reflect sales of acquired loans with contractual balances of \$10.0 million and \$7.9 million, respectively (carrying amounts of \$4.4 million and \$5.0 million, respectively).

During the quarter ended March 31, 2017, the Company exchanged its ownership interest in a non-marketable equity security (previously recorded in other assets) for total consideration of \$16.3 million, including (i) cash and (ii) common stock in a publicly-traded company with a fair value of approximately \$10.8 million at acquisition. Included in other non-interest income in 2017 is a \$16.1 million gain recorded in connection with this transaction. Included in other non-interest income in 2016 are gains totaling \$7.5 million resulting from the sale of an ownership interest in a legacy privately-held investment and an interest in a real estate investment.

**Table of Contents****Non-Interest Expense**

Years ended December 31 (dollars in millions)	2018	2017	2016	Percentage Increase (Decrease)	
				2018/2017	2017/2016
Compensation and benefits	\$ 562.9	\$ 522.7	\$ 464.1	7.7%	12.6%
Occupancy and equipment	168.2	159.6	150.4	5.4	6.1
Professional and outside services	77.6	81.5	67.8	(4.8)	20.2
Regulatory assessments	37.9	41.7	37.5	(9.1)	11.2
Operating lease expense	36.4	35.2	36.3	3.4	(3.0)
Amortization of other acquisition-related intangible assets	21.8	30.0	23.6	(27.3)	27.1
Other non-interest expense:					
Stationery, printing, postage and telephone	24.7	22.8	22.3	8.3	2.2
Advertising and promotion	15.8	12.6	11.2	25.4	12.5
Other	50.8	54.2	55.6	(6.3)	(2.5)
<b>Total other non-interest expense</b>	<b>91.3</b>	<b>89.6</b>	<b>89.1</b>	<b>1.9</b>	<b>0.6</b>
<b>Total non-interest expense</b>	<b>\$ 996.1</b>	<b>\$ 960.3</b>	<b>\$ 868.8</b>	<b>3.7%</b>	<b>10.5%</b>
<b>Efficiency ratio</b>	<b>57.4%</b>	<b>57.7%</b>	<b>60.5%</b>		

Total non-interest expense increased \$35.8 million in 2018 compared to 2017 and increased \$91.5 million in 2017 compared to 2016. Included in total non-interest expense are merger-related expenses totaling \$11.4 million in 2018, \$30.6 million in 2017 and \$4.7 million in 2016.

The improvement in the efficiency ratio in both 2018 and 2017 reflects increases in both adjusted total revenues and adjusted total expenses (see Non-GAAP Financial Measures and Reconciliation to GAAP). The efficiency ratio in 2018 reflects the unfavorable impact (approximately 70 basis points) of a lower FTE adjustment on net interest income and BOLI income resulting from a reduction in the U.S. federal corporate income tax rate from 35% to 21%.

Compensation and benefits increased \$40.2 million in 2018 compared to 2017 and \$58.6 million in 2017 compared to 2016. Compensation and benefits includes merger and severance-related costs totaling \$3.5 million in 2018, \$3.9 million in 2017 and \$0.7 million in 2016. Excluding such costs, compensation and benefits increased \$40.6 million, or 7.8%, in 2018 compared to 2017 and \$55.4 million, or 12.0%, in 2017 compared to 2016. The increase in 2018 compared to 2017 primarily reflects First Connecticut and Vend Lease personnel costs in the current year, a full year of Suffolk and LEAF personnel costs, as well as normal merit increases and higher incentive-related costs. The increase in 2017 compared to 2016 primarily reflects Suffolk, LEAF and Gerstein Fisher personnel costs in 2017, normal merit increases and higher incentive-related and health care costs.

In March 2017, the FASB amended its standards to (i) require that the service cost component of net benefit cost associated with pension and postretirement plans be reported in the same line item in which the related employees' compensation cost is reported and (ii) specify that only the service cost component is eligible for capitalization. The other components of net benefit cost, which may not be capitalized, are to be presented separately. This amendment, which is required to be applied retrospectively, became effective for People's United on January 1, 2018. Accordingly, net periodic pension and postretirement benefit income (a result of the expected return on plan assets exceeding the sum of the other components) previously reported within compensation and benefits expense is now reported within other non-interest expense in the Consolidated Statements of Income. For the years ended December 31, 2017 and 2016, \$8.7 million and \$8.5 million, respectively, of net periodic pension and postretirement benefit income was reclassified in accordance with the requirements of the standard.

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The FASB's amended standard with respect to the accounting for leases, which is effective for the Company on January 1, 2019 (see Note 1 to the Consolidated Financial Statements), provides a narrower definition of eligible initial direct costs for lessors. As such, adoption of the standard will result in the Company recognizing immediately (rather than deferring) certain lease origination-related expenses. Such expenses would be offset by the recognition of a higher yield on the underlying leases over their contractual term. As a result, compensation and benefits costs are expected to increase by approximately \$12 million in 2019.

The increase in occupancy and equipment expense in 2018 and 2017 primarily reflects higher equipment-related costs and the incremental costs resulting from acquisitions completed in 2018 and 2017, partially offset by the benefits from consolidating branches and other office space over the past several years. In 2018, the Company closed 10 branches compared to 12 branches in 2017 and 11 branches in 2016. Since the beginning of 2011, the Company has closed 87 branches, most of which were traditional branches, and opened 29 branches, of which 19 branches are more cost efficient Stop & Shop locations.

Professional and outside services fees include merger-related expenses totaling \$6.3 million in 2018, \$15.3 million in 2017 and \$3.9 million in 2016. Excluding such expenses, professional and outside services fees increased \$5.1 million in 2018 compared to 2017 and \$2.3 million in 2017 compared to 2016. The increase in both 2018 and 2017 primarily reflects higher levels of spending on projects. The fluctuations in operating lease expense primarily relates to the levels of equipment leased to equipment financing customers. The fluctuations in advertising and promotion expense primarily reflect the timing of certain advertising campaigns.

Regulatory assessments include FDIC insurance premiums, which are based on the Bank's average total assets and average tangible equity, and FDIC-defined risk factors. The actual amount of future regulatory assessments will be dependent on several factors, including: (i) the Bank's average total assets and average tangible equity; (ii) the Bank's risk profile; and (iii) whether additional special assessments are imposed in future periods and the manner in which such assessments are determined.

In March 2016, the FDIC issued a final rule that will serve to implement a DFA provision requiring banks with over \$10 billion in assets to be responsible for recapitalizing the DIF to 1.35% of insured deposits after it reaches a 1.15% reserve ratio. The rule became effective on July 1, 2016. For banks with over \$10 billion in assets, the rule imposes a 4.5 basis point surcharge bringing the DIF's reserve ratio to 1.35% by September 2020. For the surcharge only, the assessment base would be reduced by \$10 billion. In November 2018, the FDIC announced that the DIF's reserve ratio had exceeded the 1.35% minimum reserve ratio. As such, beginning in the fourth quarter of 2018, banks with over \$10 billion in assets are no longer subject to the surcharge. The decrease in regulatory assessments in 2018 compared to 2017 primarily reflects the benefit of eliminating the FDIC surcharge in the fourth quarter of 2018 with the benefit in 2019 expected to be approximately \$12 million. The increase in regulatory assessments in 2017 compared to 2016 primarily reflects an increase in the Bank's average total assets, as well as a change in deposit insurance assessments discussed above.

The decline in amortization of other acquisition-related intangible assets expense in 2018 reflects certain core deposit intangible assets that were fully amortized as of December 31, 2017. Scheduled amortization expense attributable to other acquisition-related intangible assets for each of the next five years is as follows: \$26.1 million in 2019; \$24.0 million in 2020; \$21.7 million in 2021; \$19.7 million in 2022; and \$14.2 million in 2023. Included in other non-interest expense are merger-related costs totaling \$0.9 million and \$10.6 million in 2018 and 2017, respectively.

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**Income Taxes**

Income tax expense totaled \$108.2 million, \$129.9 million and \$128.5 million for the years ended December 31, 2018, 2017 and 2016, respectively. People's United's effective income tax rate was 18.8%, 27.8% and 31.4% for the respective years. Income tax expense in each year includes \$12.3 million, \$11.6 million and \$5.3 million, respectively, of federal income tax credits, which relate, primarily, to an increase in tax-advantaged investments. People's United's effective income tax rate for 2019 is expected to be approximately 21%.

Differences, if any, arising between People's United's effective income tax rate and the U.S. federal statutory rate of 21% for 2018 and 35% for both 2017 and 2016 are generally attributable to: (i) tax-exempt interest earned on certain investments; (ii) tax-exempt income from BOLI; and (iii) state income taxes.

The Tax Cuts and Jobs Act (the Act) was enacted on December 22, 2017. The most significant provision of the Act applicable to the Company serves to reduce the U.S. federal corporate income tax rate, effective January 1, 2018, from 35% to 21%. In connection with its accounting for enactment of the Act, the Company recognized an income tax benefit of \$6.5 million during the quarter ended December 31, 2017. This benefit, which served to reduce income tax expense, reflected the revaluation of certain deferred tax assets (\$58.0 million) and deferred tax liabilities (\$64.5 million) based on the rates at which they are expected to reverse in the future (generally 21%). During the quarter ended December 31, 2018, the Company recognized an income tax benefit of \$9.2 million related, primarily, to voluntary employer contributions totaling \$50 million made to the Company's defined benefit pension plans in February 2018 and deducted (as permitted) on the Company's 2017 federal income tax return.

People's United holds ownership interests in limited partnerships formed to develop and operate affordable housing units for lower income tenants throughout its franchise area. The underlying partnerships, which are considered variable interest entities, are not consolidated into the Company's Consolidated Financial Statements. These investments have historically played a role in enabling the Bank to meet its CRA requirements while, at the same time, providing tax benefits, including federal income tax credits. The cost of the Company's investments is amortized on a straight-line basis over the period during which the related federal income tax credits are realized (generally ten years). Amortization expense, which is now included as a component of income tax expense, totaled \$19.1 million, \$16.7 million and \$12.6 million for the years ended December 31, 2018, 2017 and 2016, respectively.

Income tax expense for all three years reflects the state tax benefit resulting from the formation of People's Mortgage Investment Company, a wholly owned subsidiary of the Bank. The formation of this subsidiary was a result of Connecticut tax legislation, which became effective on January 1, 1999, that allows for the transfer of mortgage loans to a passive investment subsidiary. The related earnings of the subsidiary, and any dividends it pays to the parent, are not subject to Connecticut income tax.

See Notes 1 and 12 to the Consolidated Financial Statements for additional information concerning income tax expense.

**Table of Contents****Securities**

As of December 31 (in millions)	2018		2017		2016	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<b>Debt securities held-to-maturity:</b>						
State and municipal	\$ 2,352.4	\$ 2,369.4	\$ 2,060.4	\$ 2,120.3	\$ 1,499.1	\$ 1,509.5
GSE mortgage-backed securities	1,367.5	1,334.3	1,474.9	1,459.8	500.8	497.6
Corporate	70.9	70.7	51.3	52.1	4.0	4.0
Other	1.5	1.5	1.5	1.5	1.5	1.5
<b>Total debt securities held-to-maturity</b>	<b>\$ 3,792.3</b>	<b>\$ 3,775.9</b>	<b>\$ 3,588.1</b>	<b>\$ 3,633.7</b>	<b>\$ 2,005.4</b>	<b>\$ 2,012.6</b>
<b>Debt securities available-for-sale:</b>						
U.S. Treasury and agency	\$ 699.0	\$ 678.0	\$ 687.1	\$ 668.8	\$ 889.9	\$ 859.7
GSE mortgage-backed and CMO securities	2,486.6	2,443.0	2,477.8	2,456.5	3,573.1	3,550.0
<b>Total debt securities available-for-sale</b>	<b>\$ 3,185.6</b>	<b>\$ 3,121.0</b>	<b>\$ 3,164.9</b>	<b>\$ 3,125.3</b>	<b>\$ 4,463.0</b>	<b>\$ 4,409.7</b>

People's United strives to maintain an appropriate balance between loan portfolio growth and deposit funding. The Company's management believes that a large debt securities portfolio funded with wholesale borrowings provides limited economic value and therefore, at December 31, 2018, the debt securities portfolio only comprised 14% of total assets.

People's United has historically utilized the debt securities portfolio for earnings generation (in the form of interest and dividend income), liquidity, IRR management, asset diversification and tax planning. Debt securities available-for-sale are used as part of People's United's asset/liability management strategy and may be sold in response to, or in anticipation of, factors such as changes in market conditions and interest rates, changes in security prepayment rates, liquidity considerations and regulatory capital requirements.

The Company primarily invests in debt securities rated in the highest categories assigned by nationally recognized statistical ratings organizations (NRSRO) and all credit risk undergoes an internal creditworthiness assessment separate from NRSRO ratings. Management has internal guidelines for the credit quality and duration of People's United's debt securities portfolio and monitors these on a regular basis.

At December 31, 2018, the fair value of People's United's debt securities available-for-sale portfolio totaled \$3.12 billion, or 7% of total assets, compared to \$3.13 billion, or 7% of total assets, at December 31, 2017 and \$4.41 billion, or 11% of total assets, at December 31, 2016. The \$4.3 million decrease in fair value in 2018 compared to 2017 primarily reflects the sale of GSE mortgage-backed securities in December 2018 with an amortized cost of \$235.5 million and a \$25.0 million increase in the unrealized loss in 2018, essentially offset by debt securities acquired in the First Connecticut acquisition. The \$1.3 billion decrease in the fair value in 2017 compared to 2016 primarily reflects: (i) the sale of U.S. Treasury and CMO securities in December 2017, with a combined amortized cost of \$291.3 million, to take advantage of higher marginal income tax rates in 2017; (ii) the sale of low-yielding and short-duration U.S. Treasury and CMO securities, with a combined amortized cost of \$486.9 million, during the quarter ended March 31, 2017; and (iii) principal repayments and maturities of GSE mortgage-backed and CMO securities.

At December 31, 2018, 2017 and 2016, the amortized cost exceeded the fair value of the debt securities available-for-sale portfolio by \$64.6 million, \$39.6 million and \$53.3 million, respectively.



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With respect to available-for-sale debt securities, all unrealized gains and those unrealized losses representing temporary declines in value due to factors other than credit are recorded in stockholders' equity, net of income taxes, as a component of accumulated comprehensive income (loss). As a result, management anticipates continued fluctuations in stockholders' equity due to changes in the fair value of such debt securities, albeit on a relatively modest scale due to the duration of the portfolio. The duration of the entire debt securities portfolio was approximately 4.8 years, 4.9 years and 4.7 years at December 31, 2018, 2017 and 2016, respectively.

The increase in investment grade state and municipal securities in both 2018 and 2017 reflects the Company's continued investment in such securities based on their value relative to other securities of comparable duration, yield and credit risk.

In addition to the held-to-maturity and available-for-sale debt securities discussed above, the Bank holds shares of capital stock in both the FHLB of Boston and New York (total cost of \$124.9 million at December 31, 2018) and the FRB-NY (total cost of \$178.5 million at December 31, 2018). Dividend income on FHLB capital stock totaled \$8.3 million, \$6.6 million and \$5.8 million for the years ended December 31, 2018, 2017 and 2016, respectively. Dividend income on FRB-NY capital stock totaled \$5.1 million, \$3.7 million and \$3.1 million for the years ended December 31, 2018, 2017, and 2016, respectively.

## **Lending Activities**

People's United conducts its lending activities principally through its Commercial Banking and Retail Banking operating segments. The Company's lending activities consist of originating loans secured by commercial and residential properties, and extending secured and unsecured loans to commercial and consumer customers.

Total loans increased \$2.67 billion in 2018 compared to 2017 and increased \$2.83 billion in 2017 compared to 2016. At the respective acquisition dates in 2018, the fair value of First Connecticut's and Vend Lease's loans and leases totaled \$2.84 billion and \$68.9 million, respectively. At the respective acquisition dates in 2017, the fair value of Suffolk's and LEAF's loans and leases totaled \$1.62 billion and \$717.9 million, respectively. Loans acquired in connection with business combinations are referred to as acquired loans as a result of the manner in which they are accounted for (see further discussion under Acquired Loans in Note 1 to the Consolidated Financial Statements). All other loans are referred to as originated loans. At December 31, 2018, 2017 and 2016, the carrying amount of the acquired loan portfolio totaled \$4.59 billion, \$2.46 billion and \$610.2 million, respectively. Loans held-for-sale at December 31, 2018 and 2017 consisted of newly-originated residential mortgage loans with carrying amounts of \$19.5 million and \$16.6 million, respectively.

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The following table summarizes the loan portfolio before deducting the allowance for loan losses:

As of December 31 (in millions)	2018	2017	2016	2015	2014
<b>Commercial:</b>					
Commercial real estate	\$ 11,649.6	\$ 11,068.7	\$ 10,247.3	\$ 10,028.8	\$ 9,404.3
Commercial and industrial	9,088.9	8,731.1	8,125.1	7,748.7	7,189.6
Equipment financing	4,339.2	3,905.4	3,032.5	2,973.3	2,865.5
<b>Total Commercial Portfolio</b>	<b>25,077.7</b>	<b>23,705.2</b>	<b>21,404.9</b>	<b>20,750.8</b>	<b>19,459.4</b>
<b>Retail:</b>					
<b>Residential mortgage:</b>					
Adjustable-rate	6,662.0	5,926.6	5,549.1	4,851.2	4,393.8
Fixed-rate	1,492.2	879.1	667.6	605.8	538.2
<b>Total residential mortgage</b>	<b>8,154.2</b>	<b>6,805.7</b>	<b>6,216.7</b>	<b>5,457.0</b>	<b>4,932.0</b>
<b>Home equity and other consumer:</b>					
Home equity	1,962.5	2,015.2	2,072.6	2,153.7	2,143.1
Other consumer	47.0	49.2	50.7	49.4	57.5
<b>Total home equity and other consumer</b>	<b>2,009.5</b>	<b>2,064.4</b>	<b>2,123.3</b>	<b>2,203.1</b>	<b>2,200.6</b>
<b>Total Retail Portfolio</b>	<b>10,163.7</b>	<b>8,870.1</b>	<b>8,340.0</b>	<b>7,660.1</b>	<b>7,132.6</b>
<b>Total loans</b>	<b>\$ 35,241.4</b>	<b>\$ 32,575.3</b>	<b>\$ 29,744.9</b>	<b>\$ 28,410.9</b>	<b>\$ 26,592.0</b>

People's United's loan portfolio is primarily concentrated within New England and New York. At December 31, 2018, 56% and 20% of the total loan portfolio represented loans to customers located within the New England states and New York, respectively, as compared to 54% and 23% of the total loan portfolio, respectively, at December 31, 2017.

**Total Loans**

As of December 31 (dollars in billions)

**Table of Contents****Contractual Maturity and Interest Rate Sensitivity**

The following table presents the contractual maturity of People's United's loan portfolio as of December 31, 2018:

(in millions)	One Year or Less	After One Year Through Five Years	After Five Years	Total Due After One Year	Total
<b>Contractual maturity:</b>					
Commercial	\$ 2,971.7	\$ 11,800.3	\$ 10,305.7	\$ 22,106.0	\$ 25,077.7
Retail	89.9	240.1	9,833.7	10,073.8	10,163.7
<b>Total</b>	<b>\$ 3,061.6</b>	<b>\$ 12,040.4</b>	<b>\$ 20,139.4</b>	<b>\$ 32,179.8</b>	<b>\$ 35,241.4</b>

The following table presents, as of December 31, 2018, loan amounts due after December 31, 2019, and whether these loans have adjustable or fixed interest rates:

(in millions)	Interest Rate		Total
	Adjustable	Fixed	
Commercial	\$ 13,262.2	\$ 8,843.8	\$ 22,106.0
Retail	8,124.3	1,949.5	10,073.8
<b>Total loans due after one year</b>	<b>\$ 21,386.5</b>	<b>\$ 10,793.3</b>	<b>\$ 32,179.8</b>

The following tables set forth the contractual maturity (based on final payment date) and interest rate sensitivity (based on next repricing date) of People's United's commercial and industrial loans and construction loans:

As of December 31, 2018 (in millions)	One Year or Less	After One Year Through Five Years	After Five Years	Total
<b>Contractual maturity:</b>				
Commercial and industrial loans	\$ 1,758.7	\$ 4,124.4	\$ 3,205.8	\$ 9,088.9
<b>Construction loans:</b>				
Commercial real estate	128.1	225.4	220.6	574.1
Residential mortgage	12.5	44.8		57.3
<b>Total</b>	<b>\$ 1,899.3</b>	<b>\$ 4,394.6</b>	<b>\$ 3,426.4</b>	<b>\$ 9,720.3</b>

As of December 31, 2018 (in millions)	One Year or Less	After One Year Through Five Years	After Five Years	Total
<b>Interest rate sensitivity:</b>				
Variable rates	\$ 6,986.4	\$ 427.1	\$ 139.1	\$ 7,552.6
Fixed rates	167.2	832.1	1,168.4	2,167.7
<b>Total</b>	<b>\$ 7,153.6</b>	<b>\$ 1,259.2</b>	<b>\$ 1,307.5</b>	<b>\$ 9,720.3</b>



**Table of Contents****Commercial Portfolio**

The commercial lending businesses include commercial real estate, commercial and industrial lending, and equipment financing.

*Commercial Real Estate*

People's United manages the commercial real estate portfolio by limiting the concentration in any particular loan type, term, industry, or to any individual borrower. People's United's highest loan concentration in the commercial real estate loan portfolio is in the residential (multifamily) sector, which represented 35% of this loan portfolio at both December 31, 2018 and 2017.

As of December 31 (in millions)	2018	2017
Property Type:		
Residential (multifamily)	\$ 4,026.2	\$ 3,894.0
Retail	3,231.3	2,901.5
Office buildings	2,132.9	2,142.7
Hospitality/entertainment	710.5	622.6
Industrial/manufacturing	558.0	642.4
Health care	395.2	394.8
Mixed/special use	242.8	205.1
Self storage	190.6	173.0
Land	35.4	44.0
Other	126.7	48.6
Total commercial real estate	\$ 11,649.6	\$ 11,068.7

**Commercial Real Estate Portfolio**

As of December 31 (dollars in billions)

The commercial real estate portfolio increased \$581 million in 2018 compared to 2017, reflecting the addition of loans acquired in connection with the First Connecticut acquisition completed in 2018, partially offset by expected run-off totaling \$434 million in the transactional portion of the New York multifamily portfolio and run-off in the acquired portfolio. The Company expects run-off in the transactional portion of the New York multifamily portfolio to be in the range of \$400 to \$500 million in 2019. The commercial real estate portfolio increased \$821 million in 2017 compared to 2016, reflecting organic growth of \$114 million, or 1% of the commercial real estate portfolio, and the addition of loans acquired in connection with the Suffolk acquisition completed in 2017, partially offset by run-off in the acquired portfolio. Included in the commercial real estate portfolio are construction loans totaling \$574 million and \$423 million at December 31, 2018 and 2017, respectively, net of the unadvanced portion of such loan totaling \$519 million and \$294 million, respectively. During 2018 and 2017 (none in 2016), the Company sold acquired loans with outstanding principal balances totaling \$10.0 million and \$7.9 million, respectively (carrying amounts of \$4.4 million and \$5.0 million, respectively) and recognized net gains on sales totaling \$1.8 million and \$2.4 million, respectively.

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At December 31, 2018 and 2017, 33% and 38%, respectively, of People's United's commercial real estate portfolio was secured by properties located in New York, and 23% and 19%, respectively, were secured by properties located in Connecticut at December 31, 2018 and 2017. In addition, 25% and 24% of the commercial real estate portfolio was secured by properties located in Massachusetts, Vermont and New Hampshire at December 31, 2018 and 2017, respectively. No other state exposure was greater than 5% at December 31, 2018.

Commercial real estate is dependent on the successful operation of the related income-producing real estate. Accordingly, the income streams generated by this portfolio can be impacted by changes in the real estate market and, to a large extent, the New England and southeastern New York economies. People's United continues to focus on maintaining strong asset quality standards in a competitive market generally characterized by aggressive pricing and less attractive underwriting terms. The growth and performance of this portfolio is largely dependent on the economic environment and may be adversely impacted if the economy weakens in the future.

**Commercial Real Estate Diversification by Property Type**

As of December 31, 2018 (percent)

*Commercial and Industrial*

People's United provides diversified products and services to its commercial customers, including short-term working capital credit facilities, term financing, asset-based loans, letters of credit, cash management services and commercial deposit accounts.

As of December 31 (in millions)	2018	2017
<b>Industry:</b>		
Service	\$ 1,734.8	\$ 1,586.0
Finance and insurance	1,366.7	1,473.1
Manufacturing	1,275.6	1,297.7
Wholesale trade	1,240.1	1,166.9
Real estate, rental and leasing	926.7	819.3
Health services	846.8	724.2
Retail trade	702.9	756.9
Transportation and utilities	344.2	296.4
Construction	252.5	248.8
Arts, entertainment and recreation	145.9	146.5
Information and media	114.5	99.2
Public administration	59.2	65.0
Other	79.0	51.1
<b>Total commercial and industrial</b>	<b>\$ 9,088.9</b>	<b>\$ 8,731.1</b>

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### **Commercial and Industrial Portfolio**

As of December 31 (dollars in billions)

Commercial products are generally packaged together to create a financing solution specifically tailored to the needs of the customer. Taking a total relationship-focused approach with commercial customers to meet their financing needs has resulted in substantial growth in non-interest-bearing deposits over time, as well as in opportunities to provide other banking services to principals and employees of these commercial customers.

The borrower's ability to repay a commercial loan is closely tied to the ongoing profitability and cash flow of the borrower's business. Consequently, a commercial loan tends to be more directly impacted by changes in economic cycles that affect businesses generally and the borrower's business specifically. The availability of adequate collateral is a factor in commercial loan decisions and loans are generally collateralized and/or guaranteed by third parties.

In 2018, the commercial and industrial portfolio increased \$358 million compared to 2017, reflecting organic growth of \$162 million, or 2% of the commercial and industrial portfolio, and the addition of loans acquired in connection with the First Connecticut acquisition completed in 2018, partially offset by run-off in the acquired portfolio. In 2017, the commercial and industrial portfolio increased \$606 million compared to 2016, reflecting organic growth of \$191 million, or 2% of the commercial and industrial portfolio, and the addition of loans acquired in connection with the Suffolk acquisition completed in 2017, partially offset by run-off in the acquired portfolio.

At December 31, 2018 and 2017, the commercial and industrial portfolio included \$685 million and \$616 million, respectively, of asset-based lending loans to companies with annual sales between \$15 million and \$500 million, of which 76% and 78% were to companies located within the Company's geographic footprint at December 31, 2018 and 2017, respectively. Targeted industries include wholesale and distribution, manufacturing, food distribution and processing, transportation, and retail and business services. Credit facilities include revolving and working capital lines of credit, machinery and equipment term loans and lines of credit, owner-occupied real estate mortgage loans and stretch term loans for qualified customers. The commercial and industrial portfolio also includes \$802 million of mortgage warehouse loans at December 31, 2018, compared to \$1.0 billion at December 31, 2017. Such loans represent lines of credit extended to a loan originator to fund a mortgage that a borrower initially used to purchase a property. The extension of credit generally lasts from the loan's point of origination to the point when the mortgage is sold into the secondary market. At December 31, 2018 and 2017, 13% and 11%, respectively, of the mortgage warehouse loans were to customers located within the Company's footprint.

At December 31, 2018 and 2017, 22% and 20%, respectively, of the commercial and industrial loan portfolio consisted of loans to Connecticut-based businesses. Commercial and industrial loan exposure in the states of Vermont, Massachusetts and New Hampshire totaled a combined 35% and 36% at December 31, 2018 and 2017, respectively, and in the state of New York totaled 19% and 20%, respectively. No other state exposure was greater than 5%. While People's United continues to focus on asset quality, the performance of the commercial lending and industrial portfolio may be adversely impacted if the economy weakens in the future.

**Table of Contents****Commercial and Industrial Diversification by Industry**

As of December 31, 2018 (percent)

*Equipment Financing*

People's Financial has three equipment financing businesses – PCLC, PUEFC and LEAF. The three companies have different business models and go-to-market strategies, and are viewed in the marketplace as separate companies. PCLC is an equipment finance company specializing in financing for the transportation, equipment rental, construction, manufacturing, printing, packaging and service industries in all 50 states. PCLC assists companies in acquiring new and used equipment and/or refinancing existing equipment. PUEFC is a secured equipment finance company with a focus on the construction, equipment rental, road transportation and waste industries nationwide. LEAF maintains a nationwide origination footprint working with manufacturers, distributors, dealers and end-users of essential use equipment and software in a variety of industries including industrial, manufacturing, light construction, office products and medical. Substantially the entire equipment financing portfolio (95% at both December 31, 2018 and 2017) was to customers located outside of New England. At December 31, 2018, 29% of the equipment financing portfolio consisted of loans to customers located in Texas, California and New York, and no other state exposure was greater than 6%.

As of December 31 (in millions)	2018	2017
<b>Industry:</b>		
Transportation and utilities	\$ 1,181.3	\$ 1,148.5
Construction	558.1	495.1
Rental and leasing	543.0	505.5
Service	542.2	388.9
Manufacturing	234.2	201.9
Wholesale trade	202.8	189.1
Printing	197.9	201.3
Waste management	192.6	191.9
Health services	184.3	168.0
Packaging	118.6	99.4
Retail trade	99.2	79.6
Mining, oil and gas	47.2	53.4
Other	237.8	182.8
<b>Total equipment financing</b>	<b>\$ 4,339.2</b>	<b>\$ 3,905.4</b>



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### **Equipment Financing Portfolio**

As of December 31 (dollars in billions)

The equipment financing portfolio increased \$434 million in 2018 compared to 2017, reflecting organic growth of \$629 million, or 19% of the equipment and financing portfolio, partially offset by run-off in the LEAF acquired portfolio. The equipment financing portfolio increased \$873 million in 2017 compared to 2016, reflecting organic growth of \$288 million, or 10% of the equipment and financing portfolio, and the addition of loans and leases acquired in connection with the LEAF acquisition completed in 2017, partially offset by run-off in the PUEFC acquired portfolio. Operating on a national scale, equipment financing represented 17% and 16% of the commercial portfolio at December 31, 2018 and 2017, respectively. While People's United continues to focus on asset quality, the performance of the equipment financing portfolio may be adversely impacted if the national economy weakens in the future.

### **Equipment Financing Diversification by Industry**

As of December 31, 2018 (percent)

### **Retail Portfolio**

#### *Residential Mortgage Lending*

People's United offers its customers a wide range of residential mortgage loan products. These include conventional fixed-rate loans, jumbo fixed-rate loans (loans with principal balances greater than established Freddie Mac and Fannie Mae limits), adjustable-rate loans, sometimes referred to as ARM loans, interest-only loans (loans where payments made by the borrower consist of only interest for a set period of time, before the payments change to principal and interest), as well as Federal Housing Administration insured loans and various state housing finance authority loans. People's United originates these loans through its network of retail branches and calling officers, as well as correspondent lenders and mortgage brokers.

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At December 31, 2018 and 2017, 78% and 79%, respectively, of the residential mortgage loan portfolio was secured by properties located in New England and 12% and 13%, respectively, at these dates, was secured by properties located in New York. At both December 31, 2018 and 2017, the residential mortgage loan portfolio included \$1.2 billion of interest-only loans. See *Asset Quality* for further discussion of interest-only loans. Also included in residential mortgage loans at December 31, 2018 and 2017 are construction loans totaling \$57 million and \$65 million, respectively.

People's United's residential mortgage loan originations totaled \$1.3 billion in 2018, \$1.7 billion in 2017 and \$2.3 billion in 2016. The mix and volume of residential mortgage loan originations vary in response to changes in market interest rates, customer preferences and the level of refinancing activity. ARM loans accounted for 68% of total residential mortgage originations in 2018 compared to 71% in 2017 and 75% in 2016.

### **Residential Mortgage Originations**

Years ended December 31 (dollars in millions)

In 2018, ARM loans increased \$735 million compared to 2017, reflecting organic growth of \$72 million, or 1% of ARM loans, and the addition of loans acquired in connection with the First Connecticut acquisition completed in 2018, partially offset by run-off in the acquired portfolio. In 2017, ARM loans increased \$378 million compared to 2016, reflecting organic growth of \$329 million, or 6% of ARM loans, and the addition of loans acquired in connection with the Suffolk acquisition completed in 2017, partially offset by run-off in the acquired portfolio. Fixed-rate residential mortgage loans increased \$613 million in 2018 compared to 2017, primarily reflecting the addition of loans acquired in connection with the First Connecticut acquisition completed in 2018, and increased \$212 million in 2017 compared to 2016. The Company currently retains in its portfolio most of its originated adjustable-rate and certain fixed-rate residential mortgage loans.

### **Residential Mortgage Originations by Product**

Year ended December 31, 2018 (percent)

People's United's loan loss experience within the residential mortgage portfolio continues to be primarily attributable to a small number of loans. The continued performance of the residential mortgage loan portfolio in the future may be adversely impacted by the level and direction of interest rates, consumer preferences and the regional economy.

**Table of Contents***Home Equity and Other Consumer Lending*

People's United offers home equity lines of credit ( HELOCs ) and home equity loans, and to a lesser extent, other forms of installment and revolving credit loans. At December 31, 2018, 84% of the consumer loan portfolio was to customers located within the New England states. Future growth of People's United's home equity and other consumer loan portfolio is highly dependent upon economic conditions, the interest rate environment and competitors' strategies.

As of December 31 (in millions)	2018	2017
HELOCs	\$ 1,729.9	\$ 1,796.1
Home equity loans	232.5	219.1
Other	47.1	49.2
Total home equity and other consumer	\$ 2,009.5	\$ 2,064.4

**Asset Quality**

While People's United continues to adhere to prudent underwriting standards, the loan portfolio is not immune to potential negative consequences arising as a result of general economic weakness and, in particular, a prolonged downturn in the housing market on a national scale. Decreases in real estate values could adversely affect the value of property used as collateral for loans. In addition, adverse changes in the economy could have a negative effect on the ability of borrowers to make scheduled loan payments, which would likely have an adverse impact on earnings. Further, an increase in loan delinquencies may serve to decrease interest income and adversely impact loan loss experience, resulting in an increased provision and allowance for loan losses.

People's United actively manages asset quality through its underwriting practices and collection operations. Underwriting practices tend to focus on optimizing the return of a given risk classification while collection operations focus on minimizing losses once an account becomes delinquent. People's United attempts to minimize losses associated with commercial loans by requiring borrowers to pledge adequate collateral and/or provide for third-party guarantees. Loss mitigation within the residential mortgage loan portfolio is highly dependent on the value of the underlying real estate.

Certain loans whose terms have been modified are considered troubled debt restructurings ( TDRs ). Purchased credit impaired ( PCI ) loans (see Note 5 to the Consolidated Financial Statements) that are modified are not considered for TDR classification provided they are evaluated for impairment on a pool basis. Loans are considered TDRs if the borrower is experiencing financial difficulty and is afforded a concession by People's United, such as, but not limited to: (i) payment deferral; (ii) a reduction of the stated interest rate for the remaining contractual life of the loan; (iii) an extension of the loan's original contractual term at a stated interest rate lower than the current market rate for a new loan with similar risk; (iv) capitalization of interest; or (v) forgiveness of principal or interest.

Guidance issued by the OCC requires that loans subject to a borrower's discharge from personal liability following a Chapter 7 bankruptcy be treated as TDRs, included in non-performing loans and written down to the estimated collateral value, regardless of delinquency status. Included in TDRs at December 31, 2018 are \$22.0 million of such loans. Of this amount, \$16.6 million, or 76%, were less than 90 days past due on their payments as of that date.

TDRs may either be accruing or placed on non-accrual status (and reported as non-performing loans) depending upon the loan's specific circumstances, including the nature and extent of the related modifications. TDRs on non-accrual status remain classified as such until the loan qualifies for return to accrual status. Loans qualify for return to accrual status once they have demonstrated performance with the restructured terms of the loan agreement for a minimum of six months in the case of a commercial loan or, in the case of a retail loan, when the loan is less than 90 days past due. Loans may continue to be reported as TDRs after they are returned to accrual status.

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During 2018, we performed 98 loan modifications that were not classified as TDRs. The balances of the loans at the time of the respective modifications totaled \$176.6 million. In each case, we concluded that the modification did not result in the granting of a concession based on one or more of the following considerations: (i) the receipt of additional collateral (the nature and amount of which was deemed to serve as adequate compensation for other terms of the restructuring) and/or guarantees; (ii) the borrower having access to funds at a market rate for debt with similar risk characteristics as the restructured debt; and (iii) the restructuring resulting in a delay in payment that is insignificant in relation to the other terms of the obligation. See Note 5 to the Consolidated Financial Statements for additional disclosures relating to TDRs.

*Portfolio Risk Elements Residential Mortgage Lending*

People's United does not actively engage in subprime mortgage lending that has, historically, been the riskiest sector of the residential housing market. People's United has virtually no exposure to subprime loans, or to similarly high-risk Alt-A loans and structured investment vehicles. While no standard definition of "subprime" exists within the industry, the Company has generally defined subprime as borrowers with credit scores of 660 or less, either at or subsequent to origination.

At December 31, 2018, the loan portfolio included \$1.2 billion of interest-only residential mortgage loans. People's United began originating interest-only residential mortgage loans in March 2003. The underwriting guidelines and requirements for such loans are generally more restrictive than those applied to other types of residential mortgage loans. People's United has not originated interest-only residential mortgage loans that permit negative amortization or optional payment amounts. Amortization of an interest-only residential mortgage loan begins after the initial interest rate changes (e.g. after 5 years for a 5/1 ARM loan). In general, People's United's underwriting guidelines for residential mortgage loans require the following: (i) properties must be single-family and owner-occupied primary residences; (ii) lower loan-to-value (LTV) ratios (less than 60% on average); (iii) higher credit scores (greater than 700 on average); and (iv) sufficient post-closing reserves.

Updated estimates of property values are obtained from an independent third-party for residential mortgage loans 90 days past due. At December 31, 2018, non-performing residential mortgage loans totaling \$0.2 million had current LTV ratios of more than 100%. At that date, the weighted average LTV ratio and FICO score for the residential mortgage loan portfolio were 63% and 759, respectively.

The Company continues to monitor its foreclosure policies and procedures to ensure ongoing compliance with applicable industry standards. We believe that our established procedures for reviewing foreclosure affidavits and validating information contained in related loan documentation are sound and consistently applied, and that our foreclosure affidavits are accurate. As a result, People's United has not found it necessary to interrupt or suspend foreclosure proceedings. We have also considered the effect of representations and warranties that we made to third-party investors in connection with whole loan sales, and believe our representations and warranties were true and correct and do not expose the Company to any material loss.

During 2018, the Company issued 27 investor refunds, totaling \$0.1 million, under contractual recourse agreements. Based on the limited number of repurchase requests the Company has historically received, the immaterial cost associated with such repurchase requests and management's view that this past experience is consistent with our current and near-term estimate of such exposure, the Company has established a reserve for such repurchase requests, which totaled \$0.1 million at December 31, 2018.

The aforementioned foreclosure issues and the potential for additional legal and regulatory action could impact future foreclosure activities, including lengthening the time required for residential mortgage lenders, including the Bank, to initiate and complete the foreclosure process. In recent years, foreclosure timelines have increased as a result of, among other reasons: (i) delays associated with the significant increase in the number of foreclosure cases as a result of current economic conditions; (ii) additional consumer protection initiatives related to the foreclosure process; and (iii) voluntary and/or mandatory programs intended to permit or require lenders to consider loan modifications or other alternatives to foreclosure. Further increases in the foreclosure timeline may have an adverse effect on collateral values and our ability to minimize losses.

**Table of Contents***Portfolio Risk Elements Home Equity Lending*

The majority of our HELOCs have an initial draw period of 9<sup>1</sup>/<sub>2</sub> years followed by a 20-year repayment phase. During the initial draw period, interest-only payments are required, after which the disbursed balance is fully amortized over a 20-year repayment term. HELOCs carry variable rates indexed to the Prime Rate with a lifetime interest rate ceiling and floor, and are secured by first or second liens on the borrower's primary residence. The rate used to qualify borrowers is the Prime Rate plus 3.00%, even though the initial rate may be substantially lower. The maximum LTV ratio is 80% on a single-family property, including a condominium, and 70% on a two-family property. Lower LTV ratios are required on larger line amounts. The minimum FICO credit score is 680. The borrower has the ability to convert the entire balance or a portion of the balance to a fixed-rate term loan during the draw period. There is a limit of three term loans that must be fully amortized over a term not to exceed the original HELOC maturity date.

A smaller portion of our HELOC portfolio has an initial draw period of 10 years with a variable-rate interest-only payment, after which there is a 5-year amortization period. An additional small portion of our HELOC portfolio has a 5-year draw period which, at our discretion, may be renewed for an additional 5-year interest-only draw period.

The following table sets forth, as of December 31, 2018, the committed amount of HELOCs scheduled to have the draw period end during the years shown:

December 31,	Credit Lines
(in millions)	
2019	\$ 105.9
2020	157.2
2021	308.4
2022	467.6
2023	451.3
Later years	2,135.9
<b>Total</b>	<b>\$ 3,626.3</b>

Approximately 84% of our HELOCs are presently in their draw period. Although converted amortizing payment loans represent only a small portion of the portfolio, our default and delinquency statistics indicate a higher level of occurrence for such loans when compared to HELOCs that are still in the draw period.

Delinquency statistics for the HELOC portfolio as of December 31, 2018 are as follows:

(dollars in millions)	Portfolio Balance	Delinquencies	
		Amount	Percent
<b>HELOC status:</b>			
Still in draw period	\$ 1,459.5	\$ 6.1	0.42%
Amortizing payment	270.4	15.1	5.58

For the three months ended December 31, 2018, 53% of our borrowers with balances outstanding under HELOCs paid only the minimum amount due.

The majority of home equity loans fully amortize over terms ranging from 5 to 20 years. Home equity loans are limited to first or second liens on a borrower's primary residence. The maximum LTV ratio is 80% on a single-family property, including a condominium, and 70% on a two-family property. Lower LTV ratios are required on larger line amounts.

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We are not able, at this time, to develop statistics for the entire home equity portfolio (both HELOCs and home equity loans) with respect to first liens serviced by third parties that have priority over our junior liens, as lien position data has not historically been captured on our loan servicing systems. As of December 31, 2018, full and complete first lien position data was not readily available for 31% of the home equity portfolio. Effective January 2011, we began tracking lien position data for all new originations and our collections department continues to add lien position data once a loan reaches 75 days past due in connection with our updated assessment of combined loan-to-value ( CLTV ) exposure, which takes place for loans 90 days past due. In addition, when we are notified that the holder of a superior lien has commenced a foreclosure action, our home equity account is identified in the collections system for ongoing monitoring of the legal action. As of December 31, 2018, the portion of the home equity portfolio more than 90 days past due with a CLTV greater than 80% was \$4.4 million.

As of December 31, 2018, full and complete first lien position data was readily available for 69%, or \$1.3 billion, of the home equity portfolio. Of that total, 39%, or \$531.3 million, are in a junior lien position. We estimate that of those junior liens, 35%, or \$186.0 million, are held or serviced by others.

When the first lien is held by a third party, we can, in some cases, obtain an indication that a first lien is in default through information reported to credit bureaus. However, because more than one mortgage may be reported in a borrower's credit report and there may not be a corresponding property address associated with reported mortgages, we are often unable to associate a specific first lien with our junior lien. As of December 31, 2018, there were 27 loans totaling \$2.3 million for which we have received notification that the holder of a superior lien has commenced foreclosure action. For 13 of the loans (totaling \$0.9 million), our second lien position was performing at the time such foreclosure action was commenced. There was no estimated loss related to those 13 loans as of December 31, 2018. It is important to note that the percentage of new home equity originations for which we hold the first lien has increased steadily from approximately 40% in 2009 to approximately 60% as of December 31, 2018.

We believe there are several factors that serve to mitigate the potential risk associated with the limitations on available first lien data. Most importantly, our underwriting guidelines for home equity loans, which have been, and continue to be, consistently applied, generally require the following: (i) properties located within our geographic footprint; (ii) lower LTV ratios; and (iii) higher credit scores. Notwithstanding the maximum LTV ratios and minimum FICO scores discussed previously, actual LTV ratios at origination were less than 60% on average and current FICO scores of our borrowers are greater than 750 on average. In addition, as of December 31, 2018, 97% of the portfolio balance relates to originations that occurred since 2005, which is generally recognized as the peak of the last housing bubble. We believe these factors are a primary reason for the portfolio's relatively low level of non-performing loans and net loan charge-offs, both in terms of absolute dollars and as a percentage of average total loans.

Each month, all home equity and second mortgage loans greater than 180 days past due (regardless of our lien position) are analyzed in order to determine the amount by which the balance outstanding (including any amount subject to a first lien) exceeds the underlying collateral value. To the extent a shortfall exists, a charge-off is recognized. This charge-off activity is reflected in our established allowance for loan losses for home equity and second mortgage loans as part of the component attributable to historical portfolio loss experience, which considers losses incurred over the most recent 12-month period. While the limitations on available first lien data could impact the accuracy of our loan loss estimates, we believe that our methodology results in an allowance for loan losses that appropriately estimates the inherent probable losses within the portfolio, including those loans originated prior to January 2011 for which certain lien position data is not available.

As of December 31, 2018, the weighted average CLTV ratio and FICO score for the home equity portfolio were 57% and 762, respectively.

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### *Portfolio Risk Elements Commercial Real Estate Lending*

In general, construction loans originated by People's United are used to finance improvements to commercial, industrial or residential property. Repayment is typically derived from the sale of the property as a whole, the sale of smaller individual units or by a take-out from a permanent mortgage. The term of the construction period generally does not exceed two years. Loan commitments are based on established construction budgets that represent an estimate of total costs to complete the proposed project, including both hard (direct) costs (such as building materials and labor) and soft (indirect) costs (such as legal and architectural fees). In addition, project costs may include an appropriate level of interest reserve to carry the project through to completion. If established, such interest reserves are determined based on: (i) a percentage of the committed loan amount; (ii) the loan term; and (iii) the applicable interest rate. Regardless of whether a loan contains an interest reserve, the total project cost statement serves as the basis for underwriting and determining which items will be funded by the loan and which items will be funded through borrower equity.

Construction loans are funded, at the request of the borrower, not more than once per month, based on the extent of work completed, and are monitored, throughout the life of the project, by an independent professional construction engineer and the Company's commercial real estate lending department. Interest is advanced to the borrower upon request, based on the progress of the project toward completion. The amount of interest advanced is added to the total outstanding principal under the loan commitment. Should the project not progress as scheduled, the adequacy of the interest reserve necessary to carry the project through to completion is subject to close monitoring by management. Should the interest reserve be deemed to be inadequate, the borrower is required to fund the deficiency. Similarly, once a loan is fully funded, the borrower is required to fund all interest payments.

People's United's construction loan portfolio totaled \$651.2 million (2% of total loans) at December 31, 2018. The total committed amount at that date, including both the outstanding balance and the unadvanced portion of such loans, was \$1.2 billion. In some cases, a portion of the total committed amount includes an accompanying interest reserve. At December 31, 2018, construction loans totaling \$296.3 million had remaining available interest reserves of \$25.6 million. At that date, the Company had no construction loans with interest reserves that were on non-accrual status and included in non-performing loans.

Historically, certain economic conditions have resulted in an increase in the number of extension requests for commercial real estate and construction loans, some of which may have included related repayment guarantees. Modifications of commercial real estate loans involving maturity extensions are evaluated according to the Company's normal underwriting standards and are classified as TDRs if the borrower is experiencing financial difficulty and is afforded a concession by People's United similar to those discussed previously. People's United had \$4.1 million of restructured construction loans at December 31, 2018.

An extension may be granted to allow for the completion of the project, marketing or sales of completed units, or to provide for permanent financing, and is based on a re-underwriting of the loan and management's assessment of the borrower's ability to perform according to the agreed-upon terms. Typically, at the time of an extension, borrowers are performing in accordance with contractual loan terms. Extension terms generally do not exceed 12 to 18 months and usually require that the borrower provide additional economic support in the form of partial repayment, additional collateral or guarantees. In cases where the fair value of the collateral or the financial resources of the borrower are deemed insufficient to repay the loan, reliance may be placed on the support of a guarantee, if applicable. However, such guarantees are never considered the sole source of repayment.

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People's United evaluates the financial condition of guarantors based on the most current financial information available. Most often, such information takes the form of (i) personal financial statements of net worth, cash flow statements and tax returns (for individual guarantors) and (ii) financial and operating statements, tax returns and financial projections (for legal entity guarantors). The Company's evaluation is primarily focused on various key financial metrics, including net worth, leverage ratios and liquidity. It is the Company's policy to update such information annually, or more frequently as warranted, over the life of the loan.

While People's United does not specifically track the frequency with which it has pursued guarantor performance under a guarantee, the Company's underwriting process, both at origination and upon extension, as applicable, includes an assessment of the guarantor's reputation, creditworthiness and willingness to perform. Historically, when the Company has found it necessary to seek performance under a guarantee, it has been able to effectively mitigate its losses.

In considering the impairment status of such loans, an evaluation is made of the collateral and future cash flow of the borrower as well as the anticipated support of any repayment guarantor. In the event that the guarantor is unwilling or unable to perform, a legal remedy is pursued. When performance under the loan terms is deemed to be uncertain, including performance of the guarantor, all or a portion of the loan may be charged-off, typically based on the fair value of the collateral securing the loan.

### *Allowance and Provision for Loan Losses*

#### **Originated Portfolio**

The allowance for loan losses is established through provisions for loan losses charged to income. Losses on loans, including impaired loans, are charged to the allowance for loan losses when all or a portion of a loan is deemed to be uncollectible. Recoveries of loans previously charged off are credited to the allowance for loan losses when realized.

People's United maintains the allowance for loan losses at a level that is deemed to be appropriate to absorb probable losses inherent in the respective loan portfolios, based on a quarterly evaluation of a variety of factors. These factors include, but are not limited to: (i) People's United's historical loan loss experience and recent trends in that experience; (ii) risk ratings assigned by lending personnel to commercial real estate loans, commercial and industrial loans, and equipment financing loans, and the results of ongoing reviews of those ratings by People's United's independent loan review function; (iii) an evaluation of delinquent and non-performing loans and related collateral values; (iv) the probability of loss in view of geographic and industry concentrations and other portfolio risk characteristics; (v) the present financial condition of borrowers; and (vi) current economic conditions.

For a more detailed discussion of the Company's allowance for loan losses methodology and related policies, see Note 1 to the Consolidated Financial Statements.



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### Acquired Portfolio

Loans acquired in a business combination are initially recorded at fair value with no carryover of an acquired entity's previously established allowance for loan losses. Fair value of the loans is determined using market participant assumptions in estimating the amount and timing of both principal and interest cash flows expected to be collected, as adjusted for an estimate of future credit losses and prepayments, and then applying a market-based discount rate to those cash flows. Acquired loans are evaluated upon acquisition and classified as either purchased performing or PCI, which represents those acquired loans with specific evidence of deterioration in credit quality since origination and for which it is probable that, as of the acquisition date, all contractually required principal and interest payments will not be collected. PCI loans are generally accounted for on a pool basis, with pools formed based on the loans' common risk characteristics, such as loan collateral type and accrual status. Each pool is accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows.

For purchased performing loans, the required allowance for loan losses is determined in a manner similar to that for originated loans with a provision for loan losses only recorded when the required allowance for loan losses exceeds any remaining purchase discount at the loan level. For PCI loans, the difference between contractually required principal and interest payments at the acquisition date and the undiscounted cash flows expected to be collected at the acquisition date is referred to as the nonaccretable difference, which includes an estimate of future credit losses expected to be incurred over the life of the loans in each pool. A decrease in the expected cash flows in subsequent periods requires the establishment of an allowance for loan losses at that time. At December 31, 2018 and 2017, the allowance for loan losses on acquired loans was \$4.1 million and \$3.6 million, respectively.

Under the accounting model for PCI loans, the excess of cash flows expected to be collected over the carrying amount of the loans, referred to as the accretable yield, is accreted into interest income over the life of the loans in each pool using the level yield method. Accordingly, PCI loans are not subject to classification as non-accrual in the same manner as other loans. Rather, PCI loans are considered to be accruing loans because their interest income relates to the accretable yield recognized at the pool level and not to contractual interest payments at the loan level. The difference between contractually required principal and interest payments and the cash flows expected to be collected, referred to as the nonaccretable difference, includes estimates of both the impact of prepayments and future credit losses expected to be incurred over the life of the loans in each pool. As such, charge-offs on PCI loans are first applied to the nonaccretable difference and then to any allowance for loan losses recognized subsequent to acquisition. A decrease in expected cash flows in subsequent periods may indicate that the loan pool is impaired, which would require the establishment of an allowance for loan losses by a charge to the provision for loan losses.

Selected asset quality metrics presented below distinguish between the originated portfolio and the acquired portfolio. All loans acquired in connection with acquisitions comprise the acquired loan portfolio; all other loans of the Company comprise the originated portfolio, including originations subsequent to the respective acquisition dates.

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The following table presents the activity in the allowance for loan losses and ratios:

Years ended December 31 (dollars in millions)	2018	2017	2016	2015	2014
<b>Allowance for loan losses on originated loans:</b>					
Balance at beginning of period	\$ 230.8	\$ 223.0	\$ 202.9	\$ 188.1	\$ 177.5
<b>Charge-offs:</b>					
Commercial:					
Commercial real estate	(5.2)	(4.6)	(1.0)	(3.9)	(11.3)
Commercial and industrial	(8.6)	(9.4)	(6.1)	(9.8)	(9.4)
Equipment financing	(5.7)	(3.1)	(6.4)	(6.4)	(1.6)
Total	(19.5)	(17.1)	(13.5)	(20.1)	(22.3)
Retail:					
Residential mortgage	(0.8)	(1.1)	(2.5)	(2.5)	(3.6)
Home equity	(1.6)	(4.2)	(5.0)	(4.1)	(5.5)
Other consumer	(0.9)	(1.1)	(1.0)	(1.3)	(2.0)
Total	(3.3)	(6.4)	(8.5)	(7.9)	(11.1)
Total charge-offs	(22.8)	(23.5)	(22.0)	(28.0)	(33.4)
<b>Recoveries:</b>					
Commercial:					
Commercial real estate	0.9	0.4	0.6	1.1	0.3
Commercial and industrial	1.5	2.9	1.3	1.4	2.2
Equipment financing	1.1	1.3	0.2	2.4	1.1
Total	3.5	4.6	2.1	4.9	3.6
Retail:					
Residential mortgage	0.6	0.5	1.4	1.1	1.3
Home equity	1.2	1.0	1.1	0.8	0.5
Other consumer	0.3	0.6	0.5	0.5	0.6
Total	2.1	2.1	3.0	2.4	2.4
Total recoveries	5.6	6.7	5.1	7.3	6.0
Net loan charge-offs	(17.2)	(16.8)	(16.9)	(20.7)	(27.4)
Provision for loan losses	22.7	24.6	37.0	35.5	38.0
Balance at end of period	\$ 236.3	\$ 230.8	\$ 223.0	\$ 202.9	\$ 188.1
<b>Allowance for loan losses on acquired loans:</b>					
Balance at beginning of period	\$ 3.6	\$ 6.3	\$ 8.1	\$ 10.2	\$ 10.3
Charge-offs	(8.1)	(4.4)	(1.4)		(2.7)
Recoveries	1.3	0.3			
Net loan charge-offs	(6.8)	(4.1)	(1.4)		(2.7)

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Provision for loan losses	7.3	1.4	(0.4)	(2.1)	2.6
Balance at end of period	\$ 4.1	\$ 3.6	\$ 6.3	\$ 8.1	\$ 10.2
<b>Total allowance for loan losses</b>	<b>\$ 240.4</b>	<b>\$ 234.4</b>	<b>\$ 229.3</b>	<b>\$ 211.0</b>	<b>\$ 198.3</b>
Originated commercial allowance for loan losses as a percentage of originated commercial loans	0.93%	0.93%	0.95%	0.90%	0.91%
Originated retail allowance for loan losses as a percentage of originated retail loans	0.36	0.35	0.30	0.28	0.27
Total originated allowance for loan losses as a percentage of:					
Originated loans	0.77	0.77	0.77	0.73	0.74
Originated non-performing loans	140.9	155.2	150.6	127.3	95.5

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The provision for loan losses on originated loans totaled \$22.7 million in 2018, reflecting net loan charge-offs of \$17.2 million and a \$5.4 million increase in the originated allowance for loan losses in response to portfolio-specific risk factors and loan growth. The provision for loan losses on originated loans totaled \$24.6 million in 2017, reflecting net loan charge-offs of \$16.8 million and a \$12.5 million increase in the originated allowance for loan losses in response to portfolio-specific risk factors and loan growth. The originated allowance for loan losses as a percentage of originated loans was 0.77% at both December 31, 2018 and 2017.

The provision for loan losses on acquired loans in 2018 reflects net loan charge-offs of \$6.8 million, while the provision for loan losses on acquired loans in 2017 reflects net loan charge-offs of \$4.1 million.

*Loan Charge-Offs*

The Company's charge-off policies, which comply with standards established by banking regulators, are consistently applied from period to period. Charge-offs are recorded on a monthly basis. Partially charged-off loans continue to be evaluated on a monthly basis and additional charge-offs or loan loss provisions may be recorded on the remaining loan balance based on the same criteria.

For unsecured consumer loans, charge-offs are generally recorded when the loan is deemed to be uncollectible or 120 days past due, whichever occurs first. For consumer loans secured by real estate, including residential mortgage loans, charge-offs are generally recorded when the loan is deemed to be uncollectible or 180 days past due, whichever occurs first, unless it can be clearly demonstrated that repayment will occur regardless of the delinquency status. Factors that demonstrate an ability to repay may include: (i) a loan that is secured by adequate collateral and is in the process of collection; (ii) a loan supported by a valid guarantee or insurance; or (iii) a loan supported by a valid claim against a solvent estate.

For commercial loans, a charge-off is recorded when the Company determines that it will not collect all amounts contractually due based on the fair value of the collateral less cost to sell, or the present value of expected future cash flows.

The decision whether to charge-off all or a portion of a loan rather than to record a specific or general loss allowance is based on an assessment of all available information that aids in determining the loan's net realizable value. Typically, this involves consideration of both (i) the fair value of any collateral securing the loan, including whether the estimate of fair value has been derived from an appraisal or other market information and (ii) other factors affecting the likelihood of repayment, including the existence of guarantees and insurance. If the amount by which the Company's recorded investment in the loan exceeds its net realizable value is deemed to be a confirmed loss, a charge-off is recorded. Otherwise, a specific or general reserve is established, as applicable. The comparatively low level of net loan charge-offs in recent years, in terms of absolute dollars and as a percentage of average total loans, may not be sustainable in the future.

The following table summarizes net loan charge-offs by class of loan and total net loan charge-offs to average total loans:

Years ended December 31	2018	2017	2016	2015	2014
<b>Commercial:</b>					
Commercial real estate	0.04%	0.04%	0.02%	0.03%	0.15%
Commercial and industrial	0.08	0.08	0.06	0.11	0.11
Equipment financing	0.28	0.17	0.21	0.14	0.02
<b>Retail:</b>					
Residential mortgage		0.01	0.02	0.03	0.05
Home equity	0.02	0.15	0.19	0.15	0.24
Other consumer	1.27	1.09	0.98	1.64	2.34
<b>Total portfolio</b>	<b>0.07%</b>	<b>0.07%</b>	<b>0.06%</b>	<b>0.08%</b>	<b>0.12%</b>

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The following table presents, by class of loan, the allocation of the allowance for loan losses on originated loans and the percent of loans in each class to total loans:

As of December 31 (dollars in millions)	2018		2017		2016		2015		2014	
	Amount	Percent of Loan Portfolio	Amount	Percent of Loan Portfolio	Amount	Percent of Loan Portfolio	Amount	Percent of Loan Portfolio	Amount	Percent of Loan Portfolio
<b>Commercial:</b>										
Commercial real estate	\$ 77.7	32.0%	\$ 77.8	33.6%	\$ 73.7	34.5%	\$ 73.1	35.3%	\$ 63.8	35.4%
Commercial and industrial	83.8	27.1	80.0	27.0	86.4	27.3	80.0	27.3	78.2	27.0
Equipment financing	44.1	12.8	43.3	11.0	38.7	10.2	28.7	10.4	27.6	10.8
<b>Retail:</b>										
Residential mortgage	21.7	22.2	20.5	21.7	16.7	20.9	11.2	19.2	9.2	18.5
Home equity	8.3	5.8	8.3	6.5	6.9	7.0	8.9	7.6	8.3	8.1
Other consumer	0.7	0.1	0.9	0.2	0.6	0.1	1.0	0.2	1.0	0.2
<b>Total originated allowance for loan losses</b>	<b>\$ 236.3</b>	<b>100.0%</b>	<b>\$ 230.8</b>	<b>100.0%</b>	<b>\$ 223.0</b>	<b>100.0%</b>	<b>\$ 202.9</b>	<b>100.0%</b>	<b>\$ 188.1</b>	<b>100.0%</b>

The allocation of the allowance for loan losses on originated loans at December 31, 2018 reflects management's assessment of credit risk and probable loss within each portfolio. This assessment is based on a variety of internal and external factors including, but not limited to, the likelihood and severity of loss, portfolio growth and related risk characteristics, and current economic conditions. With respect to the originated portfolio, an allocation of a portion of the allowance to one loan segment does not preclude its availability to absorb losses in another loan segment. Management believes that the level of the allowance for loan losses at December 31, 2018 is appropriate to cover probable losses.

*Non-Performing Assets*

A loan is generally considered non-performing when it is placed on non-accrual status. A loan is generally placed on non-accrual status when it becomes 90 days past due as to interest or principal payments. Past due status is based on the contractual payment terms of the loan. A loan may be placed on non-accrual status before it reaches 90 days past due if such loan has been identified as presenting uncertainty with respect to the collectability of interest and principal. A loan past due 90 days or more may remain on accruing status if such loan is both well secured and in the process of collection.

All previously accrued but unpaid interest on non-accrual loans is reversed from interest income in the period in which the accrual of interest is discontinued. Interest payments received on non-accrual loans (including impaired loans) are generally applied as a reduction of principal if future collections are doubtful, although such interest payments may be recognized as income. A loan remains on non-accrual status until the factors that indicated doubtful collectability no longer exist or until a loan is determined to be uncollectible and is charged off against the allowance for loan losses. There were no loans past due 90 days or more and still accruing interest at December 31, 2018 or 2017.

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People's United's non-performing assets are summarized as follows:

As of December 31 (dollars in millions)	2018	2017	2016	2015	2014
<b>Originated non-performing loans:</b>					
<b>Commercial:</b>					
Commercial real estate	\$ 33.5	\$ 23.7	\$ 22.3	\$ 30.2	\$ 60.2
Commercial and industrial	38.0	32.6	41.5	44.9	55.8
Equipment financing	42.0	44.3	39.4	27.5	25.4
<b>Total</b>	<b>113.5</b>	<b>100.6</b>	<b>103.2</b>	<b>102.6</b>	<b>141.4</b>
<b>Retail:</b>					
Residential mortgage	38.9	32.7	27.4	37.2	37.6
Home equity	15.3	15.4	17.4	19.5	17.9
Other consumer				0.1	0.1
<b>Total</b>	<b>54.2</b>	<b>48.1</b>	<b>44.8</b>	<b>56.8</b>	<b>55.6</b>
<b>Total originated non-performing loans (1)</b>	<b>167.7</b>	<b>148.7</b>	<b>148.0</b>	<b>159.4</b>	<b>197.0</b>
<b>REO:</b>					
Commercial	8.7	9.3	4.0	5.5	11.0
Residential	5.5	7.6	8.1	7.1	13.6
<b>Total REO</b>	<b>14.2</b>	<b>16.9</b>	<b>12.1</b>	<b>12.6</b>	<b>24.6</b>
<b>Repossessed assets</b>	<b>3.9</b>	<b>2.5</b>	<b>7.2</b>	<b>9.5</b>	<b>2.5</b>
<b>Total non-performing assets</b>	<b>\$ 185.8</b>	<b>\$ 168.1</b>	<b>\$ 167.3</b>	<b>\$ 181.5</b>	<b>\$ 224.1</b>
<b>Originated non-performing loans as a percentage of originated loans</b>	<b>0.55%</b>	<b>0.49%</b>	<b>0.51%</b>	<b>0.58%</b>	<b>0.77%</b>
<b>Non-performing assets as a percentage of:</b>					
Originated loans, REO and repossessed assets	0.61	0.56	0.57	0.66	0.88
Tangible stockholders' equity and originated allowance for loan losses	4.76	4.81	5.19	6.38	8.24

(1) Reported net of government guarantees totaling \$1.9 million, \$3.1 million, \$13.1 million, \$16.9 million and \$17.6 million at December 31, 2018, 2017, 2016, 2015 and 2014, respectively. These government guarantees relate, almost entirely, to guarantees provided by the Small Business Administration as well as selected other Federal agencies and represent the carrying value of the loans that are covered by such guarantees, the extent of which (i.e. full or partial) varies by loan. At December 31, 2018, the principal loan classes to which these government guarantees relate are commercial and industrial loans (87%) and commercial real estate loans (13%).

The table above excludes acquired loans that are (i) accounted for as PCI loans and/or (ii) covered by an FDIC loss-share agreement (LSA) which totaled \$44.1 million at December 31, 2018; \$25.1 million at December 31, 2017; \$24.7 million at December 31, 2016; \$30.0 million at December 31, 2015; and \$103.6 million at December 31, 2014. Such loans otherwise meet People's United's definition of a non-performing loan but are excluded because the loans are included in loan pools that are considered performing and/or credit losses are covered by an FDIC LSA. The discounts arising from recording these loans at fair value were due, in part, to credit quality. Accordingly, such loans are generally accounted for on a pool basis and the accretible yield on the pools is being recognized as interest income over the life of the loans based on expected cash flows at the pool level. In addition, the table excludes \$6.0 million and \$4.7 million of purchased performing loans at December 31, 2018 and 2017, respectively, all of which became non-performing subsequent to acquisition.

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Total non-performing assets increased \$17.7 million from December 31, 2017 and equaled 0.61% of originated loans, REO and repossessed assets at December 31, 2018. The increase in total non-performing assets from December 31, 2017 primarily reflects increases of \$9.8 million in non-performing commercial real estate loans, \$6.2 million in non-performing residential mortgage loans and \$5.4 million in non-performing commercial and industrial loans, partially offset by decreases of \$2.7 million in REO and \$2.3 million in non-performing equipment financing loans.

All loans and REO acquired in the Butler Bank acquisition are subject to an FDIC LSA (expiring in 2020), which provides for coverage by the FDIC, up to certain limits, on all such covered assets. The FDIC is obligated to reimburse the Company for 80% of any future losses on covered assets up to \$34 million. The Company will reimburse the FDIC for 80% of recoveries with respect to losses for which the FDIC paid the Company 80% reimbursement under the loss-sharing coverage.

In addition to the non-performing loans discussed above, People's United has also identified \$517.0 million in potential problem loans at December 31, 2018 (all of which are included in the originated portfolio). Potential problem loans represent loans that are currently performing, but for which known information about possible credit deterioration on the part of the related borrowers causes management to have concerns as to the ability of such borrowers to comply with contractual loan repayment terms and which may result in the disclosure of such loans as non-performing at some time in the future. The potential problem loans are generally loans that, although performing, have been classified as substandard in accordance with People's United's loan rating system, which is consistent with guidelines established by banking regulators.

At December 31, 2018, potential problem loans consisted of equipment financing loans (\$254.5 million), commercial and industrial loans (\$209.5 million) and commercial real estate loans (\$53.0 million). Such loans are closely monitored by management and have remained in performing status for a variety of reasons including, but not limited to, delinquency status, borrower payment history and fair value of the underlying collateral. Management cannot predict the extent to which economic conditions may worsen or whether other factors may adversely impact the ability of these borrowers to make payments. Accordingly, there can be no assurance that potential problem loans will not become 90 days or more past due, be placed on non-accrual status, be restructured, or require additional provisions for loan losses.

The levels of non-performing assets and potential problem loans are expected to fluctuate in response to changing economic and market conditions, and the relative sizes of the respective loan portfolios, along with management's degree of success in resolving problem assets. While management takes a proactive approach with respect to the identification and resolution of problem loans, the level of non-performing assets may increase in the future.

### **Off-Balance-Sheet Arrangements**

Detailed discussions pertaining to People's United's off-balance-sheet arrangements are included in the following sections: Funding, Liquidity, Stockholders' Equity and Dividends, and Market Risk Management.

### **Funding**

People's United's primary funding sources are deposits and stockholders' equity, which represent 89% of total assets at December 31, 2018. Borrowings and notes and debentures also are available sources of funding.

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People's United's strategy is to focus on increasing deposits by providing a wide range of convenient services to commercial, retail, business and wealth management customers. People's United provides customers access to their deposits through 422 branches, including 148 full-service Stop & Shop supermarket branches, 607 ATMs, telephone banking and an Internet banking site.

As of December 31 (dollars in millions)	2018		2017		2016	
	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate
Non-interest-bearing	\$ 8,543.0	%	\$ 8,002.4	%	\$ 6,660.8	%
Money market	9,859.7	1.10	9,138.4	0.60	7,802.2	0.30
Interest-bearing checking	6,723.6	0.90	6,050.7	0.53	6,457.9	0.23
Total	16,583.3	1.04	15,189.1	0.57	14,260.1	0.27
Savings	4,116.5	0.09	4,410.5	0.14	4,397.7	0.14
Time deposits maturing:						
Within 3 months	1,480.0	1.66	1,785.3	1.04	1,054.9	0.70
After 3 but within 6 months	1,375.6	1.67	740.5	0.90	852.4	0.75
After 6 months but within 1 year	2,511.5	1.83	1,354.9	1.14	835.2	0.75
After 1 but within 2 years	1,275.5	1.98	1,060.0	1.42	1,256.3	1.09
After 2 but within 3 years	153.5	1.97	358.9	1.73	142.7	1.26
After 3 but within 4 years	102.1	1.63	62.0	1.03	335.1	1.81
After 4 but within 5 years	18.0	1.29	92.6	1.62	65.5	1.03
After 5 years (1)		1.01	0.1	0.86	0.1	0.93
Total	6,916.2	1.78	5,454.3	1.17	4,542.2	0.93
Total deposits	\$ 36,159.0	0.83%	\$ 33,056.3	0.47%	\$ 29,860.8	0.29%

(1) Amount totaled less than \$0.1 million at December 31, 2018.

Deposits equaled 75%, 74% and 74% of total assets at December 31, 2018, 2017 and 2016, respectively. Deposits and stockholders' equity constituted 89%, 89% and 87% of People's United's funding base at December 31, 2018, 2017 and 2016, respectively.

The expansion of People's United's branch network and its commitment to developing full-service relationships with its customers are integral components of People's United's strategy to leverage the success of its supermarket banking initiative, expand market share and continue growing deposits. At December 31, 2018, People's United's network of Stop & Shop branches held \$4.5 billion in total deposits and deposits in supermarket branches open for more than one year averaged \$30 million per store.

Non-interest-bearing deposits are an important source of low-cost funding and fee income for People's United. In addition, People's United believes that checking accounts represent one of the core relationships between a financial institution and its customers, and it is from these relationships that cross-selling of other financial services can be achieved. Non-interest-bearing deposits equaled 24%, 24% and 22% of total deposits at December 31, 2018, 2017 and 2016, respectively. Time deposits of \$100,000 or more totaled \$3.0 billion at December 31, 2018, of which \$376 million mature within three months, \$558 million mature after three months but within six months, \$1.4 billion mature after six months but within one year and \$736 million mature after one year. Included in total deposits at December 31, 2018 are \$3.6 billion of brokered deposits, comprised of money market (\$2.1 billion), time (\$1.3 billion) and interest-bearing checking (\$138 million). See Note 9 to the Consolidated Financial Statements for additional information concerning deposits.





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**Total Deposits**

As of December 31 (dollars in billions)

The following table presents, by rate category, the remaining period to maturity of time deposits outstanding:

(in millions)	Period to Maturity from December 31, 2018								Total
	Within Three Months	Over Three to Six Months	Over six Months to One Year	Over One to Two Years	Over Two to Three Years	Over Three to Four Years	Over Four to Five Years	Over Five Years	
0.50% or less	\$ 217.5	\$ 149.2	\$ 231.0	\$ 72.7	\$ 0.5	\$	\$	\$	\$ 670.9
0.51% to 1.00%	25.0	29.5	39.2	72.7	54.7	24.9	11.0		257.0
1.01% to 1.50%	196.2	269.1	17.5	14.4	17.8	6.2	3.8		525.0
1.51% to 2.00%	475.1	570.3	1,227.4	520.2	6.6	40.4	0.3		2,840.3
2.01% to 2.50%	563.5	354.4	950.7	456.7	12.7	30.4	0.8		2,369.2
2.51% and greater	2.7	3.1	45.7	138.8	61.2	0.2	2.1		253.8
<b>Total</b>	<b>\$ 1,480.0</b>	<b>\$ 1,375.6</b>	<b>\$ 2,511.5</b>	<b>\$ 1,275.5</b>	<b>\$ 153.5</b>	<b>\$ 102.1</b>	<b>\$ 18.0</b>	<b>\$</b>	<b>\$ 6,916.2</b>

**Borrowings**

People's United's primary source for borrowings are advances from the FHLB of Boston, which provides credit for member institutions within its assigned region, and federal funds purchased, which are typically unsecured overnight loans among banks. Customer repurchase agreements primarily consist of transactions with commercial and municipal customers.

At December 31, 2018, the Bank's total borrowing capacity from (i) the FHLB of Boston and the FRB-NY for advances and (ii) repurchase agreements was \$10.9 billion based on the level of qualifying collateral available for these borrowings. In addition, the Bank had unsecured borrowing capacity of \$1.0 billion at that date. FHLB advances are secured by the Bank's investment in FHLB stock and by a security agreement that requires the Bank to maintain, as collateral, sufficient qualifying assets not otherwise pledged (principally single-family residential mortgage loans, home equity lines of credit and loans, and commercial real estate loans).

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At December 31, 2018, total borrowings equaled 8% of total assets, compared to 9% at December 31, 2017 and 10% at December 31, 2016. FHLB advances, federal funds purchased and customer repurchase agreements represented 5%, 2% and 1% of total assets at December 31, 2018, respectively. At December 31, 2017, other borrowings included one remaining securitization assumed in the LEAF acquisition, which was paid without penalty in June 2018. See Note 10 to the Consolidated Financial Statements for additional information concerning borrowings.

As of December 31 (dollars in millions)	2018		2017		2016	
	Amount	Weighted Rate	Amount	Weighted Rate	Amount	Weighted Rate
<b>Fixed-rate FHLB advances maturing:</b>						
Within 1 month	\$ 2,270.3	2.59%	\$ 1,863.0	1.49%	\$ 2,250.0	0.69%
After 1 month but within 1 year	61.0	1.76	891.5	1.86	550.0	0.77
After 1 but within 2 years	54.2	1.75			256.1	2.71
After 2 but within 3 years	6.8	2.11	15.1	1.76		
After 3 but within 4 years	1.3	0.52				
After 4 but within 5 years	0.6	0.05	0.9	0.75		
After 5 years	10.3	1.64	3.9	1.50	5.0	1.34
<b>Total FHLB advances</b>	<b>2,404.5</b>	<b>2.54</b>	<b>2,774.4</b>	<b>1.61</b>	<b>3,061.1</b>	<b>0.87</b>
<b>Federal funds purchased maturing:</b>						
Within 1 month	845.0	2.53	820.0	1.47	617.0	0.71
<b>Customer repurchase agreements maturing:</b>						
Within 1 month	332.9	0.61	301.6	0.19	343.3	0.19
<b>Other borrowings maturing:</b>						
Within 1 year	11.0	2.40	2.4	1.33	35.4	0.55
After 5 years			205.4	2.58		
<b>Total other borrowings</b>	<b>11.0</b>	<b>2.40</b>	<b>207.8</b>	<b>2.57</b>	<b>35.4</b>	<b>0.55</b>
<b>Total borrowings</b>	<b>\$ 3,593.4</b>	<b>2.36%</b>	<b>\$ 4,103.8</b>	<b>1.53%</b>	<b>\$ 4,056.8</b>	<b>0.79%</b>

**Notes and Debentures**

Notes and debentures totaled \$896 million, \$902 million and \$1.0 billion at December 31, 2018, 2017 and 2016, respectively, and equaled 2% of total assets at each respective date. On February 14, 2017, the Company repaid the \$125 million 5.80% fixed-rate/floating-rate subordinated notes. Concurrent with the repayment, the interest rate swap designated to these subordinated notes matured. See Notes 11 and 21 to the Consolidated Financial Statements for additional information concerning notes and debentures and interest rate swaps.

**Table of Contents****Contractual Cash Obligations**

The following table is a summary of People's United's contractual cash obligations, other than deposit liabilities. Additional information concerning the Company's contractual cash obligations is included in Notes 9, 10, 11 and 20 to the Consolidated Financial Statements. Purchase obligations included in the table below represent those agreements to purchase goods or services that are enforceable and legally binding and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transactions. A substantial majority of People's United's purchase obligations are renewable on a year-to-year basis. As such, the purchase obligations included in this table only reflect the contractual commitment.

As of December 31, 2018 (in millions)	Total	Payments Due by Period			
		Less Than 1 Year	1-3 Years	4-5 Years	After 5 Years
Borrowings	\$ 3,593.4	\$ 3,520.2	\$ 61.0	\$ 1.9	\$ 10.3
Notes and debentures	895.8			497.7	398.1
Interest payments on fixed-rate borrowings and notes and debentures (1)	170.9	41.8	70.1	50.6	8.4
Operating leases (2)	334.3	65.4	116.5	63.9	88.5
Purchase obligations	228.8	103.5	93.3	30.1	1.9
Total	\$ 5,223.2	\$ 3,730.9	\$ 340.9	\$ 644.2	\$ 507.2

- (1) Interest payments on floating-rate borrowings are not included in the table above as the timing and amount of such payments is uncertain. See Note 10 to the Consolidated Financial Statements.
- (2) Effective January 1, 2019, the Company adopted new lease accounting guidance which requires the recognition of operating lease liabilities in the Consolidated Statement of Condition based on the present value of the remaining minimum lease payments determined using a discount rate as of the effective date (see Note 1 to the Consolidated Financial Statements).

Future contingent commitments totaling \$119.7 million at December 31, 2018, related to limited partnership affordable housing investments, are not included in the table above as the timing of the related capital calls cannot be estimated. Similarly, income tax liabilities totaling \$5.2 million, including related interest and penalties, are not included in the table above as the timing of their resolution cannot be estimated. See Note 12 to the Consolidated Financial Statements.

Also not included in the table above are expected future net benefit payments related to the Company's pension and other postretirement plans that are due as follows: \$43.1 million in less than one year; \$67.6 million in one to three years; \$72.0 million in four to five years; and \$206.1 million after five years. See Note 17 to the Consolidated Financial Statements.

**Liquidity**

Liquidity is defined as the ability to generate sufficient cash flows to meet all present and future funding requirements at reasonable costs. Liquidity management addresses both People's United's and the Bank's ability to fund new loans and investments as opportunities arise, to meet customer deposit withdrawals and to repay borrowings and subordinated notes as they mature. People's United's, as well as the Bank's, liquidity positions are monitored daily by management. The Asset and Liability Management Committee (ALCO) of the Bank has been authorized by the Board of Directors of People's United to set guidelines to ensure maintenance of prudent levels of liquidity for People's United as well as for the Bank. ALCO reports to the Treasury and Finance Committee of the Board of Directors of People's United.

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Asset liquidity is provided by: cash; short-term investments and securities purchased under agreements to resell; proceeds from maturities, principal repayments and sales of securities; and proceeds from scheduled principal collections, prepayments and sales of loans. In addition, certain securities may be used to collateralize borrowings under repurchase agreements. The Consolidated Statements of Cash Flows present data on cash provided by and used in People's United's operating, investing and financing activities. At December 31, 2018, People's United (parent company) liquid assets included \$292 million in cash and \$8 million in equity securities, while the Bank's liquid assets included \$3.1 billion in debt securities available-for-sale and \$640 million in cash and cash equivalents. At December 31, 2018, debt securities available-for-sale with a fair value of \$2.2 billion and debt securities held-to-maturity with an amortized cost of \$1.5 billion were pledged as collateral for public deposits and for other purposes.

Liability liquidity is measured by both People's United's and the Bank's ability to obtain deposits and borrowings at cost-effective rates that are diversified with respect to markets and maturities. Deposits, which are considered the most stable source of liability liquidity, totaled \$36.2 billion at December 31, 2018 and represented 77% of total funding (the sum of total deposits, total borrowings, notes and debentures, and stockholders' equity). Borrowings are used to diversify People's United's funding mix and to support asset growth. Borrowings and notes and debentures totaled \$3.6 billion and \$896 million, respectively, at December 31, 2018, representing 8% and 2%, respectively, of total funding at that date.

The Bank's current available sources of borrowings include: federal funds purchased, advances from the FHLB of Boston and the FRB-NY, and repurchase agreements. At December 31, 2018, the Bank's total borrowing capacity from (i) the FHLB of Boston and the FRB-NY for advances and (ii) repurchase agreements was \$10.9 billion based on the level of qualifying collateral available for these borrowings. In addition, the Bank had unsecured borrowing capacity of \$1.0 billion at that date.

**Earning Asset Mix**

\$42.8 billion as of December 31, 2018 (percent)

**Funding Base**

\$47.2 billion as of December 31, 2018 (percent)

At December 31, 2018, the Bank had outstanding commitments to originate loans totaling \$7.9 billion and approved, but unused, lines of credit extended to customers totaling \$1.3 billion (including \$2.1 billion of HELOCs).

The sources of liquidity discussed above are deemed by management to be sufficient to fund outstanding loan commitments and to meet both People's United's and the Bank's other obligations.

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### **Stockholders' Equity and Dividends**

People's United's total stockholders' equity was \$6.53 billion at December 31, 2018, a \$714.0 million increase from December 31, 2017. This increase primarily reflects: (i) the issuance of 28.4 million shares of People's United common stock in the First Connecticut acquisition with a fair value of \$486.4 million; (ii) net income in 2018 of \$468.1 million; and (iii) net stock option and restricted stock and related transactions in 2018 totaling \$48.4 million, partially offset by common and preferred dividends paid in 2018 totaling \$257.9 million. As a percentage of total assets, stockholders' equity was 13.6% at December 31, 2018 compared to 13.1% at December 31, 2017. Tangible common equity as a percentage of tangible assets was 7.6% and 7.2% at December 31, 2018 and December 31, 2017, respectively.

People's United's total stockholders' equity was \$5.82 billion at December 31, 2017, a \$678.0 million increase from December 31, 2016. This increase primarily reflects: (i) the issuance of 26.6 million shares of People's United common stock in the Suffolk acquisition with a fair value of \$484.8 million; (ii) net income in 2017 of \$337.2 million; and (iii) net stock option and restricted stock-related transactions in 2017 totaling \$78.3 million, partially offset by common and preferred dividends paid in 2017 totaling \$242.0 million. As a percentage of total assets, stockholders' equity was 13.1% at December 31, 2017 compared to 12.7% at December 31, 2016. Tangible common equity as a percentage of tangible assets was 7.2% at both December 31, 2017 and 2016.

Common dividends declared and paid per common share totaled \$0.6975, \$0.6875 and \$0.6775 for the years ended December 31, 2018, 2017 and 2016, respectively. People's United's common dividend payout ratio (common dividends paid as a percentage of net income available to common shareholders) for the years ended December 31, 2018, 2017 and 2016 was 53.7%, 70.6% and 73.7%, respectively. The Company's Board of Directors declared a quarterly dividend on its common stock of \$0.175 per share in January 2019, which was paid on February 15, 2019 to shareholders of record on February 1, 2019.

The Bank paid cash dividends totaling \$342 million, \$292 million and \$271 million to People's United (parent company) in 2018, 2017 and 2016, respectively, and \$104 million in February 2019.

### **Regulatory Capital Requirements**

On January 1, 2015, both People's United and the Bank became subject to new capital rules (the "Basel III capital rules") issued by U.S. banking agencies. When fully phased-in on January 1, 2019, the Basel III capital rules will require U.S. financial institutions to maintain: (i) a minimum ratio of CET 1 capital to total risk-weighted assets of at least 4.5%, plus a 2.5% capital conservation buffer (which is added to the 4.5% CET 1 risk-based capital ratio as that buffer is phased-in beginning in 2016, effectively resulting in a minimum CET 1 risk-based capital ratio of 7.0% upon full implementation); (ii) a minimum ratio of Tier 1 capital to total risk-weighted assets of at least 6.0%, plus the capital conservation buffer (which is added to the 6.0% Tier 1 risk-based capital ratio as that buffer is phased-in beginning in 2016, effectively resulting in a minimum Tier 1 risk-based capital ratio of 8.5% upon full implementation); (iii) a minimum ratio of Total (that is, Tier 1 plus Tier 2) capital to total risk-weighted assets of at least 8.0%, plus the capital conservation buffer (which is added to the 8.0% Total risk-based capital ratio as that buffer is phased-in beginning in 2016, effectively resulting in a minimum Total risk-based capital ratio of 10.5% upon full implementation); and (iv) a minimum Tier 1 Leverage capital ratio of at least 4.0%, calculated as the ratio of Tier 1 capital to average total assets, as defined.

In order to avoid limitations on distributions, including dividend payments, and certain discretionary bonus payments, a financial institution must hold a capital conservation buffer above its minimum risk-based capital requirements. For 2018, the capital conservation buffer is 1.875% and increases to 2.5% in 2019, the final year of the phase-in period.

U.S. banking agencies have released a proposal for comment intended to simplify certain aspects of the regulatory capital rules. Management does not expect the impact of this proposal to have a material effect on the Company's or the Bank's risk-based capital ratios.

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For regulatory capital purposes, subordinated note issuances qualify, up to certain limits, as Tier 2 capital for both People's United's and the Bank's Total risk-based capital. Beginning in 2019, and for each of the next four years, the eligible amount of the Bank's \$400 million subordinated notes due 2014 included in Tier 2 capital will be reduced each year by 20%, or \$80 million, in accordance with regulatory capital rules.

The following is a summary of People's United's and the Bank's regulatory capital amounts and ratios under the Basel III capital rules. The minimum capital required amounts as of December 31, 2018 are based on the capital conservation buffer phase-in provisions of the Basel III capital rules. In connection with the adoption of the Basel III capital rules, both the Company and the Bank elected to opt-out of the requirement to include most components of AOCL in CET 1 capital. At December 31, 2018, People's United's and the Bank's total risk-weighted assets, as defined, were both \$35.9 billion. As discussed in Note 1 to the Consolidated Financial Statements, the Company adopted, effective January 1, 2019, new accounting guidance relating to leases. Upon adoption, the Company recorded (i) operating lease liabilities totaling approximately \$269 million and (ii) corresponding right-of-use assets totaling approximately \$249 million. This transition adjustment serves to increase risk-weighted assets, resulting in an approximate 5-10 basis point decrease in the risk-based capital ratios of both the Company and the Bank.

(dollars in millions)	As of December 31, 2018		Minimum Capital Required Basel III Phase-In (2018)		Classification as Well-Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>Tier 1 Leverage Capital (1):</b>						
People's United	\$ 3,927.2	8.7%	\$ 1,806.0	4.0%	N/A	N/A
Bank	4,076.0	9.0	1,805.4	4.0	\$ 2,256.8	5.0%
<b>CET 1 Risk-Based Capital (2):</b>						
People's United	3,683.1	10.3	2,289.3	6.375	N/A	N/A
Bank	4,076.0	11.4	2,287.1	6.375	2,331.9	6.5
<b>Tier 1 Risk-Based Capital (3):</b>						
People's United	3,927.2	10.9	2,827.9	7.875	2,154.6	6.0
Bank	4,076.0	11.4	2,825.2	7.875	2,870.0	8.0
<b>Total Risk-Based Capital (4):</b>						
People's United	4,505.7	12.5	3,546.1	9.875	3,591.0	10.0
Bank	4,719.1	13.2	3,542.7	9.875	3,587.5	10.0

- (1) Tier 1 Leverage Capital ratio represents CET 1 Capital plus Additional Tier 1 Capital instruments (together, Tier 1 Capital) divided by Average Total Assets (less goodwill, other acquisition-related intangibles and other deductions from CET 1 Capital).
- (2) CET 1 Risk-Based Capital ratio represents equity capital, as defined, less: (i) after-tax net unrealized gains (losses) on certain securities classified as available-for-sale; (ii) after-tax net unrealized gains (losses) on securities transferred to held-to-maturity; (iii) goodwill and other acquisition-related intangible assets; and (iv) the amount recorded in AOCL relating to pension and other postretirement benefits divided by Total Risk-Weighted Assets.
- (3) Tier 1 Risk-Based Capital ratio represents Tier 1 Capital divided by Total Risk-Weighted Assets.
- (4) Total Risk-Based Capital ratio represents Tier 1 Capital plus subordinated notes and debentures, up to certain limits, and the allowance for loan losses, up to 1.25% of Total Risk-Weighted Assets, divided by Total Risk-Weighted Assets.

See Notes 1 and 14 to the Consolidated Financial Statements for additional information concerning both the Company's and the Bank's regulatory capital amounts and ratios.

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### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk Market Risk Management**

Market risk represents the risk of loss to earnings, capital and the economic values of certain assets and liabilities resulting from changes in interest rates, equity prices and foreign currency exchange rates. The only significant market risk exposure for People's United at this time is IRR, which is a result of the Company's core business activities of making loans and accepting deposits.

#### **Interest Rate Risk**

The effective management of IRR is essential to achieving the Company's financial objectives. Responsibility for overseeing management of IRR resides with ALCO. The goal of ALCO is to generate a stable net interest margin over entire interest rate cycles regardless of changes in either short- or long-term interest rates. Generating earnings by taking excessive IRR is prohibited by the IRR limits established by the Company's Board of Directors. ALCO manages IRR by using two primary risk measurement techniques: simulation of net interest income and simulation of economic value of equity. These two measurements are complementary and provide both short-term and long-term risk profiles of the Company.

*Net Interest Income at Risk Simulation* is used to measure the sensitivity of net interest income to changes in market rates over a period of time, such as 12 or 24 months. This simulation captures underlying product behaviors, such as asset and liability re-pricing dates, balloon dates, interest rate indices and spreads, rate caps and floors, as well as other behavioral attributes. The simulation of net interest income also requires a number of key assumptions such as: (i) future balance sheet volume and mix assumptions that are management judgments based on estimates and historical experience; (ii) prepayment projections for loans and securities that are projected under each interest rate scenario using internal and external analytics; (iii) new business loan spreads that are based on recent new business origination experience; and (iv) deposit pricing assumptions that are based on historical experience and management judgment. Combined, these assumptions can be inherently uncertain, and as a result, actual results may differ from simulation forecasts due to the timing, magnitude and frequency of interest rate changes, future business conditions, as well as unanticipated changes in management strategies.

The Company uses two sets of standard scenarios to measure net interest income at risk. Parallel shock scenarios assume instantaneous parallel movements in the yield curve compared to a flat yield curve scenario. Yield curve twist scenarios assume the shape of the curve flattens or steepens instantaneously centered on the 18-month point of the curve, thereby segmenting the yield curve into a short-end and a long-end.

The following tables set forth the estimated percent change in the Company's net interest income at risk over one-year simulation periods beginning December 31, 2018 and 2017. A down 200 basis points scenario has been added to the parallel shock simulation for December 31, 2018.

Parallel Shock Rate Change (basis points)	Estimated Percent Change in Net Interest Income	
	2018	2017
+300	7.6%	9.3%
+200	5.3	6.5
+100	2.8	3.4
-100	(3.6)	(4.9)
-200	(9.9)	N/A



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Yield Curve Twist  Rate Change (basis points)	Estimated Percent Change in Net Interest Income	
	2018	2017
Short End -100	(1.7)%	(2.5)%
Short End +100	1.6	1.7
Long End -100	(1.8)	(2.3)
Long End +100	1.3	1.8

The net interest income at risk simulation results indicate that at both December 31, 2018 and 2017, the Company is asset sensitive over the twelve-month forecast horizon (i.e. net interest income will increase if market rates rise). The asset sensitive position at December 31, 2018 primarily reflects: (i) approximately 90% of the Company's loan portfolio being funded by less rate-sensitive core deposits; (ii) approximately 43% of the Company's loan portfolio being comprised of Prime Rate and one-month Libor-based loans; and (iii) the repricing of variable-rate loans, the origination of fixed-rate loans and the reinvestment of securities proceeds all over the twelve-month forecast horizon.

The Company's net interest income at risk exposure in the down rate scenarios has improved since December 31, 2017 primarily due to: (i) slower mortgage-backed security and residential mortgage loan prepayments as a result of higher interest rates; (ii) an increase in deposit pricing elasticity assumptions in the IRR model; and (iii) the benefits from the Company's ability to lower deposit rates in light of the current rate environment. The acquisition of First Connecticut had minimum impact on the Company's net interest income at risk exposure. Based on the Company's IRR position at December 31, 2018, an immediate 100 basis point parallel increase in interest rates translates to an approximate \$39 million increase in net interest income on an annualized basis.

*Economic Value of Equity at Risk Simulation* is conducted in tandem with net interest income simulations, to ascertain a longer term view of the Company's IRR position by capturing longer-term re-pricing risk and options risk embedded in the balance sheet. It measures the sensitivity of economic value of equity to changes in interest rates. Economic value of equity at risk simulation values only the current balance sheet and does not incorporate the growth assumptions used for income simulations. As with net interest income modeling, this simulation captures product characteristics such as loan resets, re-pricing terms, maturity dates, rate caps and floors. Key assumptions include loan prepayment speeds, deposit pricing elasticity and non-maturity deposit attrition rates. These assumptions can have significant impacts on valuation results as the assumptions remain in effect for the entire life of each asset and liability. The Company conducts core deposit behavior studies on a periodic basis to support deposit assumptions used in the valuation process. All key assumptions are subject to periodic review.

Base case economic value of equity at risk is calculated by estimating the net present value of all future cash flows from existing assets and liabilities using current interest rates. The current spot interest rate curve is shocked up and down to generate new interest rate curves for parallel rate shock scenarios. These new curves are then used to re-calculate economic value of equity at risk for these rate shock scenarios.

The following table sets forth the estimated percent change in the Company's economic value of equity at risk, assuming various instantaneous parallel shocks in interest rates. A down 200 basis points scenario has been added to the parallel shock simulation at December 31, 2018.

Parallel Shock  Rate Change (basis points)	Estimated Percent Change in Economic Value of Equity	
	2018	2017
+300	(12.0)%	(10.5)%
+200	(7.2)	(5.4)
+100	(2.8)	(1.4)
-100	(1.0)	(2.9)
-200	(6.7)	N/A

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The Company's economic value of equity at risk profile indicates that at December 31, 2018, the Company's economic value of equity is liability sensitive in a rising rate environment. The increase in liability sensitivity since December 31, 2017 primarily reflects: (i) an increase in mortgage-backed security and residential mortgage loan duration; (ii) a decrease in the modeled weighted average life of non-maturity deposits resulting from higher interest rates; (iii) an increase in deposit pricing elasticity assumptions in the IRR model; and (iv) the addition of First Connecticut's residential mortgage and commercial real estate loan portfolios.

People's United's IRR position at December 31, 2018, as set forth in the net interest income at risk and economic value of equity at risk tables above, reflects an asset sensitive net interest income at risk position and a liability sensitive economic value of equity position. From a net interest income perspective, asset sensitivity over the next 12 months is primarily attributable to the effect of the substantial Prime and Libor-based loan balances that are funded mainly by less rate-sensitive deposits. From an economic value of equity perspective, in a rising rate environment, the Company's assets are more price sensitive than its liabilities due to slightly longer asset duration, which serves to create a liability sensitive risk position. Given the uncertainty of the magnitude, timing and direction of future interest rate movements and the shape of the yield curve, actual results may vary from those predicted by the Company's models.

Management has established procedures to be followed in the event of an anticipated or actual breach in policy limits. As of December 31, 2018, there were no breaches of the Company's internal policy limits with respect to either IRR measure. Management utilizes both interest rate measures in the normal course of measuring and managing IRR and believes that each measure is valuable in understanding the Company's IRR position.

People's United uses derivative financial instruments, including interest rate swaps, as components of its market risk management (principally to manage IRR). Certain other derivatives are entered into in connection with transactions with commercial customers. Derivatives are not used for speculative purposes. At December 31, 2018, People's United used interest rate swaps to manage IRR associated with certain interest-bearing assets and interest-bearing liabilities.

The Bank has entered into pay floating/receive fixed interest rate swaps to reduce its IRR exposure to the variability in interest cash flows on certain floating-rate commercial loans. The Bank has agreed with the swap counterparties to exchange, at specified intervals, the difference between fixed-rate and floating-rate interest amounts calculated based on notional amounts totaling \$210 million. The floating-rate interest payments made under the swaps are calculated using the same floating rate received on the commercial loans. The swaps effectively convert the floating-rate one-month LIBOR interest payments received on the commercial loans to a fixed rate and consequently reduce the Bank's exposure to variability in short-term interest rates. These swaps are accounted for as cash flow hedges.

The Bank has entered into a pay floating/receive fixed interest rate swap to hedge the change in fair value due to changes in interest rates of the Bank's \$400 million subordinated notes. The Bank has agreed with the swap counterparty to exchange, at specified intervals, the difference between fixed-rate and floating-rate interest amounts calculated based on a notional amount of \$375 million. The fixed-rate interest payments received on the swap will essentially offset the fixed-rate interest payments made on these notes, notwithstanding the notional difference between these notes and the swap. The floating-rate interest amounts paid under the swap are calculated based on three-month LIBOR plus 126.5 basis points. The swap effectively converts the fixed-rate subordinated notes to a floating-rate liability. This swap is accounted for as a fair value hedge.

People's United has written guidelines that have been approved by its Board of Directors and ALCO governing the use of derivative financial instruments, including approved counterparties and credit limits. Credit risk associated with these instruments is controlled and monitored through policies and procedures governing collateral management and credit approval.

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By using derivatives, People's United is exposed to credit risk to the extent that counterparties to the derivative contracts do not perform as required. Should a counterparty fail to perform under the terms of a derivative contract, the Company's counterparty credit risk is equal to the amount reported as a derivative asset in the Consolidated Statements of Condition. In accordance with the Company's balance sheet offsetting policy (see Note 1 to the Consolidated Financial Statements), amounts reported as derivative assets represent derivative contracts in a gain position, without consideration for derivative contracts in a loss position with the same counterparty (to the extent subject to master netting arrangements) and posted collateral. People's United seeks to minimize counterparty credit risk through credit approvals, limits, monitoring procedures, execution of master netting arrangements and obtaining collateral, where appropriate. Counterparties to People's United's derivatives include major financial institutions and exchanges that undergo comprehensive and periodic internal credit analysis as well as maintain investment grade credit ratings from the major credit rating agencies. As such, management believes the risk of incurring credit losses on derivative contracts with those counterparties is remote and losses, if any, would be immaterial.

Certain of People's United's derivative contracts contain provisions establishing collateral requirements (subject to minimum collateral posting thresholds) based on the Company's external credit rating. If the Company's senior unsecured debt rating were to fall below the level generally recognized as investment grade, the counterparties to such derivative contracts could require additional collateral on those derivative transactions in a net liability position (after considering the effect of master netting arrangements and posted collateral). There were no derivative instruments with such credit-related contingent features in a net liability position at December 31, 2018.

**Foreign Currency Risk**

Foreign exchange contracts are commitments to buy or sell foreign currency on a future date at a contractual price. People's United uses these instruments on a limited basis to (i) eliminate its exposure to fluctuations in currency exchange rates on certain of its commercial loans that are denominated in foreign currencies and (ii) provide foreign exchange contracts on behalf of commercial customers within credit exposure limits. Gains and losses on foreign exchange contracts substantially offset the translation gains and losses on the related loans.

**Derivative Financial Instruments**

The following table summarizes certain information concerning derivative financial instruments utilized by People's United in its management of IRR and foreign currency risk:

As of December 31, 2018 (dollars in millions)	Interest Rate Swaps		Foreign Exchange Contracts
	Cash Flow Hedge	Fair Value Hedge	
Notional principal amounts	\$210.0	\$375.0	\$ 145.2
Weighted average interest rates:			
Pay floating (receive fixed)	2.35% (1.72%)	Libor +1.265% (4.00%)	N/A
Weighted average remaining term to maturity (in months)	22	67	1
Fair value:			
Recognized as an asset	\$	\$	\$ 0.9
Recognized as a liability			0.8

People's United enters into interest rate swaps and caps with certain of its commercial customers. In order to minimize its risk, these customer interest rate swaps (pay floating/receive fixed) and caps have been offset with essentially matching interest rate swaps (pay fixed/receive floating) and caps with People's United's institutional counterparties. Hedge accounting has not been applied for these derivatives. Accordingly, changes in the fair value of all such interest rate swaps and caps are recognized in current earnings.

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The following table summarizes certain information concerning these interest rate swaps and caps:

As of December 31, 2018 (dollars in millions)	Interest Rate Swaps		Interest Rate Caps	
	Commercial Customers	Institutional Counterparties	Commercial Customers	Institutional Counterparties
Notional principal amounts	\$7,455.9	\$7,161.3	\$ 329.1	\$ 329.1
Weighted average interest rates:				
Pay floating (receive fixed)	2.27% (2.51%)		N/A	N/A
Pay fixed (receive floating)		2.37% (2.36%)	N/A	N/A
Weighted average strike rate	N/A	N/A	0.53%	0.53%
Weighted average remaining term to maturity (in months)	79	81	28	28
Fair value:				
Recognized as an asset	\$76.3	\$22.6	\$0.6	\$2.5
Recognized as a liability	102.6	32.4	2.5	0.6

See Notes 21 and 22 to the Consolidated Financial Statements for further information relating to derivatives.

**Item 8. Financial Statements and Supplementary Data**

The information required by this item begins on page F-1.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

People's United's management, including the Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of People's United's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that People's United's disclosure controls and procedures are effective, as of December 31, 2018, to ensure that information relating to People's United, which is required to be disclosed in the reports People's United files with the SEC under the Exchange Act, is (i) recorded, processed, summarized and reported as and when required and (ii) accumulated and communicated to management, including the principal executive officer and the principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

During the quarter ended December 31, 2018, there has not been any change in People's United's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, People's United's internal control over financial reporting. People's United's Management's Report on Internal Control Over Financial Reporting appears on page 88 and the related Report of Independent Registered Public Accounting Firm appears on page F-3.

**Item 9B. Other Information**

None.

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**Part III**

**Item 10. Directors, Executive Officers and Corporate Governance**

**Directors of the Corporation**

The information required by this item appears under the caption "Nominees for Director" in the People's United Proxy Statement for the 2019 Annual Meeting of Shareholders, to be filed within 120 days of People's United's fiscal year end (the "Proxy Statement") and is herein incorporated by reference.

**Audit Committee Financial Expert**

The Board of Directors has determined that William F. Cruger, Jr. and Janet M. Hansen, members of the Audit Committee of the Board, are each an "audit committee financial expert" and are "independent" within the meaning of those terms as used in the instructions to this Item 10.

**Executive Officers of the Corporation**

The information required by this item appears under the caption "Executive Officers who are not Directors" in the Proxy Statement and is herein incorporated by reference.

People's United has adopted a Code of Ethics that applies to its Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer. The text of the Code of Ethics is available on People's United's website at [www.peoples.com](http://www.peoples.com), under "Investor Relations" Governance Documents "Code of Ethics for Senior Financial Officers."

Additional information required by this item appears under the caption "Board of Directors and Committees" in the Proxy Statement and is herein incorporated by reference.

**Item 11. Executive Compensation**

The information required by this item appears under the caption "Compensation Discussion and Analysis" in the Proxy Statement and is herein incorporated by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this item appears under the caption "Security Ownership of Certain Beneficial Owners and Management" in the Proxy Statement and is herein incorporated by reference.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by this item appears under the caption "Transactions with Certain Related Persons" in the Proxy Statement and is herein incorporated by reference.

**Item 14. Principal Accountant Fees and Services**

The information required by this item appears under the caption "Ratification of the Appointment of Independent Registered Public Accounting Firm" in the Proxy Statement and is herein incorporated by reference.



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**Part IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a)(1) The following consolidated financial statements of People's United Financial, Inc. and the independent registered public accounting firm report thereon are included herein beginning on page F-1:

Consolidated Statements of Condition as of December 31, 2018 and 2017

Consolidated Statements of Income for the years ended December 31, 2018, 2017 and 2016

Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016

Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2018, 2017 and 2016

Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016

Notes to Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

(a)(2) Financial statement schedules have been omitted as they are not applicable or the information is included in the consolidated financial statements or notes thereto.

(a)(3) Exhibits

The following Exhibits are filed with this Report or are incorporated by reference. Each exhibit identified by an asterisk constitutes a management contract or compensatory plan, contract or arrangement.

<b>Designation</b>	<b>Description</b>
3.1	<u>Third Amended and Restated Certificate of Incorporation of People's United Financial, Inc. (incorporated by reference to Exhibit 3.1 to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 10, 2017)</u>
3.2	<u>Amended Eight Amended and Restated Bylaws of People's United Financial, Inc. (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed with the Securities and Exchange Commission on June 26, 2018)</u>
4.1	<u>Form of Stock Certificate of People's United Financial, Inc. (incorporated by reference to Exhibit 4.1 to Amendment No. 4 to Form S-1 filed with the Securities and Exchange Commission on February 13, 2007 (Registration No. 333-138389))</u>
4.2	<u>Indenture, dated as of February 14, 2007, by and between Chittenden Corporation and The Bank of New York Trust Company, N.A. as Trustee (incorporated by reference to Exhibit 4.2 to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009)</u>
4.3	<u>Form of Global Note, registered in the name of Cede &amp; Co. as nominee (February 17, 2007) (incorporated by reference to Exhibit 4.3 to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009)</u>
4.5	<u>Senior Indenture dated as of December 6, 2012 between People's United Financial, Inc. and The Bank of New York Mellon as Trustee (incorporated by reference to Exhibit 4.5 to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2013)</u>

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Designation	Description
4.6	<u>Form of Global Note, registered in the name of Cede &amp; Co. as nominee (December 6, 2012) (incorporated by reference to Exhibit 4.6 to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2013)</u>
4.7	<u>Issuing and Paying Agency Agreement dated June 26, 2014 between People's United Bank as Issuer and Bank of New York Mellon as Agent (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed with the Securities and Exchange Commission on June 26, 2014)</u>
4.8	<u>Form of Global Subordinated Note, registered in the name of Cede &amp; Co. as nominee (June 26, 2014) (incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K filed with the Securities and Exchange Commission on June 26, 2014)</u>
10.1*	<u>Form of Change in Control Agreement (Senior Executive Vice Presidents) (incorporated by reference to Exhibit 10.2(c) to Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2012)</u>
10.2*	<u>People's United Financial, Inc. Short-Term Incentive Plan (incorporated by reference to Exhibit 10.2 to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 10, 2017)</u>
10.3*	<u>Amended and Restated People's Bank 1998 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.9 to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2007)</u>
10.4*	<u>People's United Financial, Inc. 2008 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.10 to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2010)</u>
10.5*	<u>Form of Stock Option Agreement under 2008 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.7 to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2013)</u>
10.6*	<u>Form of Grant Agreement for Restricted Stock under 2008 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.8 to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2013)</u>
10.7*	<u>People's United Financial, Inc. Amended and Restated 2014 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.7 to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 10, 2017)</u>
10.7(a)*	<u>Amendment No. 1 to the People's United Financial, Inc. 2014 Long-Term Incentive Plan, as Amended and Restated, February 16, 2017 (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed with the Securities and Exchange Commission on October 1, 2018)</u>
10.7(b)*	<u>Form of Grant Agreement for Performance Shares under the People's United Financial, Inc. 2014 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.7(a) to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 10, 2017)</u>
10.7(c)*	<u>Form of Grant Agreement for Stock Options under the People's United Financial, Inc. 2014 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.7(b) to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 10, 2017)</u>



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<b>Designation</b>	<b>Description</b>
10.7(d)*	<u>Form of Grant Agreement for Stock Options under the People s United Financial, Inc. 2014 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.7(c) to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 10, 2017)</u>
10.7(e)*	<u>Form of Grant Agreement for Restricted Stock under the People s United Financial, Inc. 2014 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.7(d) to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 10, 2017)</u>
10.7(f)*	<u>Form of Grant Agreement for Restricted Stock under the People s United Financial, Inc. 2014 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.7(e) to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 10, 2017)</u>
10.8*	<u>First Amended and Restated People s United Bank Cap Excess Plan (incorporated by reference to Exhibit 10.13 to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009)</u>
10.8(a)*	<u>First Amendment to the First Amended and Restated People s United Bank Cap Excess Plan (incorporated by reference to Exhibit 10.9(a) to Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2012)</u>
10.9*	<u>The People s United Bank Enhanced Senior Pension Plan First Amendment and Restatement (incorporated by reference to Exhibit 10.14 to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009)</u>
10.9(a)*	<u>First Amendment to The People s United Bank Enhanced Senior Pension Plan (incorporated by reference to Exhibit 10.10(a) to Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2012)</u>
10.10*	<u>Non-Qualified Pension Trust Agreement, dated as of March 18, 1997, between People s Bank and Morgan Guaranty Trust Company of New York (incorporated by reference to Exhibit 10.15 to Amendment No. 3 to Form S-1 filed with the Securities and Exchange Commission on February 2, 2007 (Registration No. 333-138389))</u>
10.10(a)*	<u>Amendment to People s Bank Non-Qualified Pension Trust Agreement (incorporated by reference to Exhibit 10.15(a) to Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2008)</u>
10.10(b)*	<u>Trustee Engagement Agreement (Non-Qualified Pension Plans) dated May 21, 2014 between People s United Bank and First Bankers Trust Services, Inc. (incorporated by reference to Exhibit 10.11(b) to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2015)</u>
10.11*	<u>People s United Bank, N.A. Nonqualified Savings and Retirement Plan (amended and restated as of January 1, 2016) (incorporated by reference to Exhibit 10.11 to Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2016)</u>
10.12*	<u>People s Bank Supplemental Savings Plan Non-Qualified Trust Agreement, dated as of July 23, 1998, between People s Bank and Morgan Guaranty Trust Company of New York (incorporated by reference to Exhibit 10.17 to Amendment No. 3 to Form S-1 filed with the Securities and Exchange Commission on February 2, 2007 (Registration No. 333-138389))</u>
10.12(a)*	<u>Amendment to People s Bank Supplemental Savings Plan Non-Qualified Trust Agreement (incorporated by reference to Exhibit 10.17(a) to Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2008)</u>
10.12(b)*	<u>Trustee Engagement Agreement (Nonqualified Savings and Retirement Plan) dated May 21, 2014 between People s United Bank and First Bankers Trust Services, Inc. (incorporated by reference to Exhibit 10.13(b) to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2015)</u>

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<b>Designation</b>	<b>Description</b>
10.13*	<u>People's United Financial, Inc. Second Amended and Restated Directors' Equity Compensation Plan (incorporated by reference to Exhibit 10.14 to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 12, 2014)</u>
10.14*	<u>People's Bank Change-in-Control Employee Severance Plan (incorporated by reference to Exhibit 10.25 to Amendment No. 4 to Form S-1 filed with the Securities and Exchange Commission on February 13, 2007 (Registration No. 333-138389))</u>
10.15*	<u>People's United Financial, Inc. 2007 Recognition and Retention Plan (amended) (incorporated by reference to Exhibit 10.26 to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 8, 2008)</u>
10.15(a)*	<u>Form of Grant Agreement for Restricted Stock under 2007 Recognition and Retention Plan (incorporated by reference to Exhibit 10.16(d) to Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2012)</u>
10.16*	<u>People's United Financial, Inc. 2007 Stock Option Plan (amended) (incorporated by reference to Exhibit 10.27 to Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 8, 2008)</u>
10.16(a)*	<u>Form of Grant Agreement for Stock Options under 2007 Stock Option Plan (incorporated by reference to Exhibit 10.17(d) to Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2012)</u>
10.17*	<u>Chittenden Corporation Deferred Compensation Plan (incorporated by reference to Exhibit 10.28 to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009)</u>
10.17(a)*	<u>Amendment No. 1 to the Chittenden Corporation Deferred Compensation Plan (incorporated by reference to Exhibit 10.28(a) to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009)</u>
10.17(b)*	<u>Amendment No. 2 to the Chittenden Corporation Deferred Compensation Plan (incorporated by reference to Exhibit 10.18(b) to Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2012)</u>
10.17(c)*	<u>Amendment No. 3 to the Chittenden Corporation Deferred Compensation Plan (incorporated by reference to Exhibit 10.18(c) to Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2012)</u>
10.18*	<u>The Chittenden Corporation Supplemental Executive Savings Plan (incorporated by reference to Exhibit 10.30 to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009)</u>
10.18(a)*	<u>Amendment No. 1 to the Chittenden Corporation Supplemental Executive Savings Plan (incorporated by reference to Exhibit 10.30(a) to Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 2, 2009)</u>
10.18(b)*	<u>Amendment No. 2 to the Chittenden Corporation Supplemental Executive Savings Plan (incorporated by reference to Exhibit 10.19(b) to Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 29, 2012)</u>
10.19*	<u>Purchase and Assumption Agreement dated as of April 16, 2010 among Federal Deposit Insurance Corporation as Receiver of Butler Bank, Federal Deposit Insurance Corporation, and People's United Bank (incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K filed with the Securities and Exchange Commission on April 20, 2010)</u>

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<b>Designation</b>	<b>Description</b>
21	<u>Subsidiaries</u>
23	<u>Consent of KPMG LLP</u>
31.1	<u>Rule 13a-14(a)/15d-14(a) Certifications</u>
31.2	<u>Rule 13a-14(a)/15d-14(a) Certifications</u>
32	<u>Section 1350 Certifications</u>
99.1	<u>Impact of Inflation</u>
101.1	The following financial information from People's United Financial, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2018 formatted in XBRL: (i) Consolidated Statements of Condition as of December 31, 2018 and 2017; (ii) Consolidated Statements of Income for the years ended December 31, 2018, 2017 and 2016; (iii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016; (iv) Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2018, 2017 and 2016; (v) Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016; and (vi) Notes to Consolidated Financial Statements.

**Item 16. Form 10-K Summary**  
None.

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**SIGNATURES**

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, People's United Financial, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PEOPLE'S UNITED FINANCIAL, INC.

Date: March 1, 2019

By: /s/ John P. Barnes  
John P. Barnes  
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of People's United Financial, Inc. and in the capacities and on the dates indicated.

Date: March 1, 2019

By: /s/ John P. Barnes  
John P. Barnes  
Chairman, Chief Executive Officer and  
Director (Principal Executive Officer)

Date: March 1, 2019

By: /s/ R. David Rosato  
R. David Rosato  
Senior Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

Date: March 1, 2019

By: /s/ Jeffrey A. Hoyt  
Jeffrey A. Hoyt  
Senior Vice President and  
Chief Accounting Officer  
(Principal Accounting Officer)

Date: March 1, 2019

By: /s/ Collin P. Baron  
Collin P. Baron  
Director

Date: March 1, 2019

By: /s/ Kevin T. Bottomley  
Kevin T. Bottomley  
Director

Date: March 1, 2019

By: /s/ George P. Carter  
George P. Carter  
Lead Director

Date: March 1, 2019

By: /s/ Jane Chwick  
Jane Chwick  
Director

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Date: March 1, 2019	By: /s/ William F. Cruger, Jr. William F. Cruger, Jr. Director
Date: March 1, 2019	By: /s/ John K. Dwight John K. Dwight Director
Date: March 1, 2019	By: /s/ Jerry Franklin Jerry Franklin Director
Date: March 1, 2019	By: /s/ Janet M. Hansen Janet M. Hansen Director
Date: March 1, 2019	By: /s/ Nancy McAllister Nancy McAllister Director
Date: March 1, 2019	By: /s/ Mark W. Richards Mark W. Richards Director
Date: March 1, 2019	By: /s/ Kirk W. Walters Kirk W. Walters Senior Executive Vice President and  Director

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**STATEMENT OF MANAGEMENT'S RESPONSIBILITY**

Management is responsible for the preparation, content and integrity of the consolidated financial statements and all other information included in this annual report. The consolidated financial statements and related footnotes are prepared in conformity with U.S. generally accepted accounting principles. Management is also responsible for compliance with laws and regulations relating to safety and soundness as designated by the Office of the Comptroller of the Currency.

The Board of Directors has an Audit Committee composed of five outside directors, each of whom meets the criteria for independence as set forth in applicable listing standards. The Audit Committee meets regularly with the independent auditors, the internal auditors and management to ensure that internal control over financial reporting is being properly administered and that financial data is being properly reported. The Audit Committee reviews the scope and timing of internal audits, including recommendations made with respect to internal control over financial reporting. The independent auditors and the internal auditors have free access to the Audit Committee.

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management is responsible for establishing and maintaining effective internal control over financial reporting for People's United Financial, Inc. (the Company). Management maintains a system of internal control over financial reporting, including an internal audit function, which is designed to provide reasonable assurance that assets are safeguarded against loss from unauthorized use or disposition, transactions are properly authorized, and that accounting records are reliable for the preparation of financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that internal control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In order to evaluate the effectiveness of internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act, management has conducted an assessment, including testing, using the criteria in *Internal Control - Integrated Framework (2013)*, issued by the Committee of Sponsoring Organizations of the Treadway Commission ( COSO ). Based on its assessment, management has concluded that People's United Financial, Inc. maintained effective internal control over financial reporting as of December 31, 2018, based on criteria in *Internal Control - Integrated Framework (2013)* issued by COSO.

People's United Financial, Inc. acquired First Connecticut Bancorp, Inc. (First Connecticut) effective October 1, 2018. Management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting, as of December 31, 2018, First Connecticut's internal control over financial reporting associated with acquired assets of approximately \$3.0 billion and total interest and non-interest income of approximately \$32 million included in the consolidated financial statements of People's United Financial, Inc. as of and for the year ended December 31, 2018.

/s/ John P. Barnes  
John P. Barnes  
*Chairman and Chief Executive Officer*

/s/ R. David Rosato  
R. David Rosato  
*Senior Executive Vice President*  
  
*and Chief Financial Officer*

Date: March 1, 2019

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**People's United Financial, Inc. and Subsidiaries**

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**Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors

People's United Financial, Inc.:

*Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated statements of condition of People's United Financial, Inc. and subsidiaries (the Company) as of December 31, 2018 and 2017, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 1, 2019 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

*Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 1986.

Stamford, Connecticut

March 1, 2019





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**Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors

People's United Financial, Inc.:

*Opinion on Internal Control Over Financial Reporting*

We have audited People's United Financial Inc. and subsidiaries (the Company) internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of condition of the Company as of December 31, 2018 and 2017, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and related notes (collectively, the consolidated financial statements), and our report dated March 1, 2019 expressed an unqualified opinion on those consolidated financial statements.

The Company acquired First Connecticut Bancorp, Inc. (First Connecticut) effective October 1, 2018. Management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting, as of December 31, 2018, First Connecticut's internal control over financial reporting associated with acquired assets of approximately \$3.0 billion and total interest and non-interest income of approximately \$32 million included in the consolidated financial statements of the Company as of and for the year ended December 31, 2018. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of First Connecticut.

*Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

*Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Stamford, Connecticut

March 1, 2019

**Table of Contents****People's United Financial, Inc. and Subsidiaries****Consolidated Statements of Condition**

As of December 31 (in millions)	2018	2017
<b>Assets</b>		
Cash and due from banks	\$ 665.7	\$ 505.1
Short-term investments	266.3	377.5
Total cash and cash equivalents (note 3)	932.0	882.6
Securities (note 4):		
Trading debt securities, at fair value	8.4	8.2
Equity securities, at fair value	8.1	8.7
Debt securities available-for-sale, at fair value	3,121.0	3,125.3
Debt securities held-to-maturity, at amortized cost (fair value of \$3.78 billion and \$3.63 billion)	3,792.3	3,588.1
Federal Home Loan Bank and Federal Reserve Bank stock, at cost	303.4	312.3
Total securities	7,233.2	7,042.6
Loans held-for-sale (note 5)	19.5	16.6
Loans (note 5):		
Commercial real estate	11,649.6	11,068.7
Commercial and industrial	9,088.9	8,731.1
Equipment financing	4,339.2	3,905.4
Total Commercial Portfolio	25,077.7	23,705.2
Residential mortgage	8,154.2	6,805.7
Home equity and other consumer	2,009.5	2,064.4
Total Retail Portfolio	10,163.7	8,870.1
Total loans	35,241.4	32,575.3
Less allowance for loan losses	(240.4)	(234.4)
Total loans, net	35,001.0	32,340.9
Goodwill (notes 2 and 6)	2,685.7	2,411.4
Bank-owned life insurance	467.0	405.0
Premises and equipment, net (note 7)	267.3	253.0
Other acquisition-related intangible assets (notes 2 and 6)	180.0	148.6
Other assets (notes 8 and 21)	1,091.6	952.7

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Total assets	\$ 47,877.3	\$ 44,453.4
<b>Liabilities</b>		
Deposits (note 9):		
Non-interest-bearing	\$ 8,543.0	\$ 8,002.4
Savings	4,116.5	4,410.5
Interest-bearing checking and money market	16,583.3	15,189.1
Time	6,916.2	5,454.3
Total deposits	36,159.0	33,056.3
Borrowings (note 10):		
Federal Home Loan Bank advances	2,404.5	2,774.4
Federal funds purchased	845.0	820.0
Customer repurchase agreements	332.9	301.6
Other borrowings	11.0	207.8
Total borrowings	3,593.4	4,103.8
Notes and debentures (note 11)	895.8	901.6
Other liabilities (notes 8 and 21)	695.2	571.8
Total liabilities	41,343.4	38,633.5
Commitments and contingencies (notes 20 and 21)		
<b>Stockholders Equity</b> (notes 2, 13, 16, 17 and 18)		
Preferred stock (\$0.01 par value; 50.0 million shares authorized; 10.0 million shares issued and outstanding at both dates)	244.1	244.1
Common stock (\$0.01 par value; 1.95 billion shares authorized; 466.3 million shares and 435.6 million shares issued)	4.7	4.4
Additional paid-in capital	6,549.3	6,012.3
Retained earnings	1,284.8	1,040.2
Unallocated common stock of Employee Stock Ownership Plan, at cost (6.3 million shares and 6.6 million shares)	(130.1)	(137.3)
Accumulated other comprehensive loss	(256.8)	(181.7)
Treasury stock, at cost (89.0 million shares at both dates)	(1,162.1)	(1,162.1)
Total stockholders equity	6,533.9	5,819.9
Total liabilities and stockholders equity	\$ 47,877.3	\$ 44,453.4

See accompanying notes to consolidated financial statements.

**Table of Contents****People's United Financial, Inc. and Subsidiaries****Consolidated Statements of Income**

Years ended December 31 (in millions, except per common share data)	2018	2017	2016
<b>Interest and dividend income:</b>			
Commercial real estate	\$ 463.4	\$ 405.7	\$ 344.6
Commercial and industrial	365.7	298.8	255.0
Equipment financing	212.3	152.1	130.9
Residential mortgage	236.2	207.5	180.4
Home equity and other consumer	88.6	80.0	73.5
<b>Total interest on loans</b>	<b>1,366.2</b>	<b>1,144.1</b>	<b>984.4</b>
Securities	184.2	153.7	140.3
Short-term investments	5.0	3.7	1.5
Loans held-for-sale	0.9	0.9	1.1
<b>Total interest and dividend income</b>	<b>1,556.3</b>	<b>1,302.4</b>	<b>1,127.3</b>
<b>Interest expense:</b>			
Deposits (note 9)	216.1	130.7	100.9
Borrowings (note 10)	70.9	41.3	22.8
Notes and debentures	33.3	29.9	31.4
<b>Total interest expense</b>	<b>320.3</b>	<b>201.9</b>	<b>155.1</b>
<b>Net interest income</b>	<b>1,236.0</b>	<b>1,100.5</b>	<b>972.2</b>
Provision for loan losses (note 5)	30.0	26.0	36.6
<b>Net interest income after provision for loan losses</b>	<b>1,206.0</b>	<b>1,074.5</b>	<b>935.6</b>
<b>Non-interest income:</b>			
Bank service charges	99.9	98.5	98.0
Investment management fees	68.7	66.5	48.3
Operating lease income	44.9	43.8	41.2
Commercial banking lending fees	37.3	35.5	31.6
Insurance revenue	34.6	33.2	32.9
Cash management fees	27.1	26.1	25.0
Brokerage commissions	12.8	12.1	12.2
Net security losses (note 4)	(9.8)	(25.4)	(5.9)
Other non-interest income	50.9	62.6	59.4
<b>Total non-interest income</b>	<b>366.4</b>	<b>352.9</b>	<b>342.7</b>
<b>Non-interest expense:</b>			
Compensation and benefits (notes 1, 17 and 18)	562.9	522.7	464.1

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Occupancy and equipment (notes 7 and 20)	168.2	159.6	150.4
Professional and outside services	77.6	81.5	67.8
Regulatory assessments	37.9	41.7	37.5
Operating lease expense	36.4	35.2	36.3
Amortization of other acquisition-related intangible assets (note 6)	21.8	30.0	23.6
Other non-interest expense (note 1)	91.3	89.6	89.1
<b>Total non-interest expense</b>	<b>996.1</b>	<b>960.3</b>	<b>868.8</b>
Income before income tax expense	576.3	467.1	409.5
Income tax expense (note 12)	108.2	129.9	128.5
Net income	468.1	337.2	281.0
Preferred stock dividend	14.1	14.1	1.8
Net income available to common shareholders	\$ 454.0	\$ 323.1	\$ 279.2
<b>Earnings per common share (note 15):</b>			
Basic	\$ 1.30	\$ 0.98	\$ 0.92
Diluted	1.29	0.97	0.92

See accompanying notes to consolidated financial statements.

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**People's United Financial, Inc. and Subsidiaries**  
**Consolidated Statements of Comprehensive Income**

Years ended December 31 (in millions)	2018	2017	2016
Net income	\$ 468.1	\$ 337.2	\$ 281.0
Other comprehensive (loss) income, before tax:			
Net actuarial gains and losses on pension and other postretirement plans:			
Net actuarial loss arising during the year	(32.6)	(5.5)	(15.5)
Reclassification adjustment for net actuarial loss included in net income	8.6	9.3	7.2
Net actuarial (losses) gains	(24.0)	3.8	(8.3)
Prior service credit on pension and other postretirement plans:			
Reclassification adjustment for prior service credit included in net income	(0.3)	(0.8)	(0.8)
Net actuarial (losses) gains and prior service credit	(24.3)	3.0	(9.1)
Net unrealized gains and losses on securities available-for-sale:			
Net unrealized holding losses arising during the year	(38.3)	(8.6)	(29.0)
Reclassification adjustment for net realized losses included in net income	9.9	25.4	5.9
Net unrealized (losses) gains	(28.4)	16.8	(23.1)
Net unrealized gains and losses on securities transferred to held-to-maturity:			
Reclassification adjustment for amortization of unrealized losses on securities transferred to held-to-maturity included in net income	3.9	3.7	3.3
Net unrealized gains	3.9	3.7	3.3
Net unrealized gains and losses on derivatives accounted for as cash flow hedges:			
Net unrealized losses arising during the year	(1.7)	(1.0)	(0.2)
Reclassification adjustment for net realized losses (gains) included in net income	0.5	(0.9)	0.7
Net unrealized (losses) gains	(1.2)	(1.9)	0.5
Other comprehensive (loss) income, before tax			
Deferred income tax benefit (expense) related to other comprehensive (loss) income	12.2	(8.3)	10.6
Total other comprehensive (loss) income, net of tax (note 16)	(37.8)	13.3	(17.8)
Total comprehensive income	\$ 430.3	\$ 350.5	\$ 263.2



See accompanying notes to consolidated financial statements.

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**Table of Contents****People's United Financial, Inc. and Subsidiaries****Consolidated Statements of Changes in Stockholders' Equity**

(in millions, except per common share data)	Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Earnings	Unallocated ESOP Common Stock	Accumulated Other Comprehensive Loss	Treasury Stock	Total Stockholders' Equity
Balance at December 31, 2015	\$	\$ 3.9	\$ 5,337.7	\$ 880.8	\$ (151.8)	\$ (177.2)	\$ (1,161.8)	\$ 4,731.6
Proceeds from issuance of preferred stock, net	244.1							244.1
Net income				281.0				281.0
Total other comprehensive loss, net of tax (note 16)						(17.8)		(17.8)
Cash dividends on common stock (\$0.6775 per share)				(205.7)				(205.7)
Cash dividend on preferred stock				(1.8)				(1.8)
Restricted stock and performance-based share awards			9.7	0.1			(0.2)	9.6
Employee Stock Ownership Plan common stock committed to be released (note 17)				(1.7)	7.2			5.5
Common stock repurchased and retired upon vesting of restricted stock awards (note 18)				(3.4)				(3.4)
Stock options and related tax benefits		0.1	98.7					98.8
Balance at December 31, 2016	244.1	4.0	5,446.1	949.3	(144.6)	(195.0)	(1,162.0)	5,141.9
Net income				337.2				337.2
Total other comprehensive income, net of tax (note 16)						13.3		13.3
Common stock issued in Suffolk Bancorp acquisition (note 2)		0.2	484.6					484.8
Cash dividends on common stock (\$0.6875 per share)				(227.9)				(227.9)
Cash dividends on preferred stock				(14.1)				(14.1)

Restricted stock and performance-based share awards			14.3				(0.1)	14.2
Employee Stock Ownership Plan common stock committed to be released (note 17)				(0.9)	7.3			6.4
Common stock repurchased and retired upon vesting of restricted stock awards (note 18)				(3.4)				(3.4)
Stock options exercised	0.2	67.3						67.5
Balance at December 31, 2017	244.1	4.4	6,012.3	1,040.2	(137.3)	(181.7)	(1,162.1)	5,819.9
Net income				468.1				468.1
Total other comprehensive loss, net of tax (note 16)						(37.8)		(37.8)
Common stock issued in First Connecticut acquisition (note 2)	0.3	486.1						486.4
Cash dividends on common stock (\$0.6975 per share)				(243.8)				(243.8)
Cash dividends on preferred stock				(14.1)				(14.1)
Restricted stock and performance-based share awards			17.9					17.9
Employee Stock Ownership Plan common stock committed to be released (note 17)				(1.0)	7.2			6.2
Common stock repurchased and retired upon vesting of restricted stock awards (note 18)				(2.5)				(2.5)
Stock options exercised		33.0						33.0
Transition adjustments related to adoption of new accounting standards (notes 1 and 16)				37.9		(37.3)		0.6
Balance at December 31, 2018	\$ 244.1	\$ 4.7	\$ 6,549.3	\$ 1,284.8	\$ (130.1)	\$ (256.8)	\$ (1,162.1)	\$ 6,533.9

See accompanying notes to consolidated financial statements.

**Table of Contents****People's United Financial, Inc. and Subsidiaries****Consolidated Statements of Cash Flows**

Years ended December 31 (in millions)	2018	2017	2016
<b>Cash Flows from Operating Activities:</b>			
Net income	\$ 468.1	\$ 337.2	\$ 281.0
Adjustments to reconcile net income to net cash provided by operating activities:			
Expense related to operating leases	36.4	35.2	36.3
Depreciation and amortization of premises and equipment	36.3	39.1	36.9
Provision for loan losses	30.0	26.0	36.6
Expense related to share-based awards	22.4	19.8	15.2
Amortization of other acquisition-related intangible assets	21.8	30.0	23.6
Employee Stock Option Plan common stock committed to be released	6.2	6.4	5.5
Deferred income tax expense	1.9	25.8	3.7
Net gains on sales of residential mortgage loans	(1.2)	(3.2)	(6.3)
Net gains on sales of acquired loans	(1.8)	(2.4)	
Net security losses	9.8	25.4	5.9
Originations of loans held-for-sale	(188.2)	(261.8)	(427.8)
Proceeds from sales of loans held-for-sale	186.5	287.7	429.3
Net increase in trading debt securities	(0.2)	(1.4)	(0.1)
Excess income tax benefits from stock options exercised	1.3	1.1	
Net changes in other assets and other liabilities	(40.0)	38.1	(103.8)
<b>Net cash provided by operating activities</b>	<b>589.3</b>	<b>603.0</b>	<b>336.0</b>
<b>Cash Flows from Investing Activities:</b>			
Proceeds from sales of equity securities	2.3		
Proceeds from principal repayments and maturities of debt securities available-for-sale	465.5	562.6	925.0
Proceeds from sales of debt securities available-for-sale	313.8	1,305.5	647.2
Proceeds from principal repayments and maturities of debt securities held-to-maturity	185.3	120.9	117.3
Purchases of debt securities available-for-sale	(726.8)	(603.3)	(1,486.0)
Purchases of debt securities held-to-maturity	(407.4)	(1,580.4)	(513.1)
Net redemptions (purchases) of Federal Home Loan Bank stock	17.2	27.1	(1.0)
Net purchases of Federal Reserve Bank stock	(8.3)	(20.8)	(9.4)
Proceeds from sales of loans	22.3	38.7	3.5
Net principal collections (disbursements) of loans	244.8	(538.7)	(1,260.2)
Purchases of loans	(37.5)	(17.7)	(93.5)
Purchases of premises and equipment	(28.3)	(4.8)	(23.6)
Purchases of leased equipment, net	(59.6)	(24.2)	(18.8)
Proceeds from sales of real estate owned	9.1	10.0	16.8
Return of premiums on bank-owned life insurance, net	1.0	2.7	2.2
Net cash acquired (paid) in acquisitions	6.2	28.9	(59.8)

Net cash used in investing activities	(0.4)	(693.5)	(1,753.4)
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**Cash Flows from Financing Activities:**

Net increase in deposits	696.6	1,343.1	1,443.4
Net decrease in borrowings with terms of three months or less	(525.7)	(293.8)	(247.7)
Repayments of borrowings with terms of more than three months	(476.7)	(380.7)	(0.2)
Repayments of notes and debentures		(125.0)	
Proceeds from issuance of preferred stock, net			244.1
Cash dividends paid on common stock	(243.8)	(227.9)	(205.7)
Cash dividends paid on preferred stock	(14.1)	(14.1)	(1.8)
Repurchases of common stock	(2.5)	(3.4)	(3.4)
Proceeds from stock options exercised	27.9	61.8	87.9
Contingent consideration payments	(1.2)	(1.0)	(0.4)

Net cash (used in) provided by financing activities	(539.5)	359.0	1,316.2
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Net increase (decrease) in cash, cash equivalents and restricted cash	49.4	268.5	(101.2)
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Cash, cash equivalents and restricted cash at beginning of year	882.6	614.1	715.3
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Cash, cash equivalents and restricted cash at end of year	\$ 932.0	\$ 882.6	\$ 614.1
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**Supplemental Information:**

Interest payments	\$ 312.3	\$ 195.9	\$ 153.2
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Income tax payments	45.6	112.9	113.3
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Real estate properties acquired by foreclosure	7.7	17.2	19.4
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Unsettled purchases of securities	4.0		5.0
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Assets acquired and liabilities assumed in acquisitions (note 2):

Non-cash assets, excluding goodwill and other acquisition-related intangibles	3,173.6	2,642.1	
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Liabilities	2,965.1	2,634.1	
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Common stock issued in acquisitions	486.4	484.8	
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See accompanying notes to consolidated financial statements.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**NOTE 1 Summary of Significant Accounting Policies**

People's United Financial, Inc. ( People's United or the Company ) is a bank holding company and a financial holding company registered under the Bank Holding Company Act of 1956, as amended, and is incorporated under the state laws of Delaware. People's United is the holding company for People's United Bank, National Association (the Bank ), a national banking association headquartered in Bridgeport, Connecticut. The principal business of People's United is to provide, through the Bank and its subsidiaries, commercial banking, retail banking and wealth management services to individual, corporate and municipal customers.

The Bank provides a full range of traditional banking services, including accepting deposits and originating loans, as well as specialized financial services through its non-bank subsidiaries, including: equipment financing provided through People's Capital and Leasing Corp. ( PCLC ), People's United Equipment Finance Corp. ( PUEFC ) and LEAF Commercial Capital, Inc. ( LEAF ); brokerage, financial advisory services, investment management services and life insurance provided through People's Securities, Inc. ( PSI ); and commercial insurance services provided through People's United Insurance Agency, Inc. ( PUIA ). The Company's overall financial results are particularly dependent on economic conditions in New England and New York, which are its primary markets, although economic conditions elsewhere in the United States affect its national equipment financing business.

People's United is regulated by the Board of Governors of the Federal Reserve System (the FRB ) and subject to FRB examination, supervision and reporting requirements. The Bank is regulated by the Office of the Comptroller of the Currency (the OCC ) and subject to OCC examination, supervision and reporting requirements. Deposits are insured up to applicable limits by the Deposit Insurance Fund of the Federal Deposit Insurance Corporation (the FDIC ).

***Basis of Financial Statement Presentation***

The consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ( GAAP ) and include the accounts of People's United and its subsidiaries. All significant intercompany transactions and balances are eliminated in consolidation. Certain reclassifications have been made to prior year amounts to conform to the current year presentation.

In preparing the consolidated financial statements, management is required to make significant estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Actual results could differ from management's current estimates, as a result of changing conditions and future events.

Several accounting estimates are particularly critical and are susceptible to significant near-term change, including the allowance for loan losses and asset impairment judgments, such as the recoverability of goodwill and other intangible assets. These accounting estimates, which are included in the discussion below, are reviewed with the Audit Committee of the Board of Directors.

The judgments used by management in applying critical accounting policies may be affected by economic conditions, which may result in changes to future financial results. For example, subsequent evaluations of the loan portfolio, in light of the factors then prevailing, may result in significant changes in the allowance for loan losses in future periods,

and the inability to collect outstanding principal may result in increased loan losses.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

For purposes of the Consolidated Statements of Cash Flows, cash equivalents include highly-liquid instruments, such as: (i) interest-bearing deposits at the Federal Reserve Bank of New York (the FRB-NY); (ii) government-sponsored enterprise (GSE) debt securities with an original maturity of three months or less (determined as of the date of purchase); (iii) federal funds sold; (iv) commercial paper; and (v) money market mutual funds. These instruments are reported as short-term investments in the Consolidated Statements of Condition at cost or amortized cost, which approximates fair value. GSE debt securities classified as cash equivalents are held to maturity and carry the implicit backing of the U.S. government, but are not direct obligations of the U.S. government.

***Securities***

Marketable debt securities (other than those reported as short-term investments) are classified as either trading debt securities, held-to-maturity debt securities or available-for-sale debt securities. Management determines the classification of a security at the time of its purchase and reevaluates such classification at each balance sheet date.

Debt securities purchased for sale in the near term as well as those securities held by PSI (in accordance with the requirements for a broker-dealer) are classified as trading debt securities and reported at fair value with gains and losses reported in non-interest income.

Debt securities for which People's United has the intent and ability to hold to maturity are classified as held-to-maturity securities and reported at amortized cost. All other debt securities are classified as available-for-sale and reported at fair value with unrealized gains and losses reported on an after-tax basis in stockholders' equity as a component of accumulated other comprehensive income (loss) (AOCL). Premiums (discounts) are amortized (accrued) to interest income for debt securities, using the interest method over the remaining period to contractual maturity, adjusted for the effect of actual prepayments in the case of mortgage-backed and collateralized mortgage obligation (CMO) securities.

Security transactions are recorded on the trade date. Realized gains and losses are determined using the specific identification method and reported in non-interest income.

Debt securities transferred from available-for-sale to held-to-maturity are recorded at fair value at the date of transfer. The unrealized pre-tax gain or loss resulting from the difference between fair value and amortized cost at the transfer date becomes part of the new amortized cost basis of the securities and remains in AOCL. Such unrealized gains or losses are amortized to interest income as an adjustment to yield over the remaining life of the securities, offset by the amortization (accretion) of the premium (discount) resulting from the transfer at fair value, with no effect to net income.

Management conducts a periodic review and evaluation of the debt securities portfolio to determine if the decline in fair value of any security is deemed to be other-than-temporary. Other-than-temporary impairment losses are recognized on debt securities when: (i) People's United has an intention to sell the security; (ii) it is more likely than not that People's United will be required to sell the security prior to recovery; or (iii) People's United does not expect to recover the entire amortized cost basis of the security. Other-than-temporary impairment losses on debt securities are reflected in earnings as realized losses to the extent the impairment is related to credit losses of the issuer. The amount



of the impairment related to other factors is recognized in other comprehensive income. Management has the ability and intent to hold the securities classified as held-to-maturity until they mature, at which time People's United expects to receive full value for the securities.

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**People's United Financial, Inc. and Subsidiaries**

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Both Federal Home Loan Bank ( FHLB ) stock and FRB-NY stock are non-marketable equity securities and are, therefore, reported at their respective costs, which equals par value (the amount at which shares have been redeemed in the past). These investments are periodically evaluated for impairment based on, among other things, the capital adequacy of the applicable FHLB or the FRB-NY and their overall financial condition. Equity securities are reported at fair value with gains and losses reported in non-interest income.

***Securities Resale and Securities Repurchase Agreements***

In securities resale agreements, a counterparty transfers securities to People's United (as transferee) and People's United agrees to resell the same securities to the counterparty at a fixed price in the future. In securities repurchase agreements, which include both retail arrangements with customers and wholesale arrangements with other counterparties, People's United (as transferor) transfers securities to a counterparty and agrees to repurchase the same securities from the counterparty at a fixed price in the future.

People's United accounts for securities resale agreements as secured lending transactions and securities repurchase agreements as secured borrowings since the transferor maintains effective control over the transferred securities and the transfer meets the other criteria for such accounting. The securities are pledged by the transferor as collateral and the transferee has the right by contract to repledge that collateral provided the same collateral is returned to the transferor upon maturity of the underlying agreement. The fair value of the pledged collateral approximates the recorded amount of the secured loan or borrowing. Decreases in the fair value of the transferred securities below an established threshold require the transferor to provide additional collateral.

***Loans Held-for-Sale***

Loans held-for-sale are reported at the lower of cost or fair value in the aggregate with any adjustment for net unrealized losses reported in non-interest income. Management identifies and designates as loans held-for-sale certain newly-originated adjustable-rate and fixed-rate residential mortgage loans that meet secondary market requirements, as these loans are originated with the intent to sell. From time to time, management identifies and designates residential mortgage loans held in the loan portfolio for sale. Such loans are transferred to loans held-for-sale and adjusted to the lower of cost or fair value with the resulting unrealized loss, if any, reported in non-interest income.

***Loans***

Loans acquired in connection with business combinations are referred to as acquired loans as a result of the manner in which they are accounted for (see further discussion under Acquired Loans below). All other loans are referred to as originated loans.

***Basis of Accounting***

Originated loans are reported at amortized cost less the allowance for loan losses. Interest on loans is accrued to income monthly based on outstanding principal balances. Loan origination fees and certain direct loan origination costs are deferred, and the net fee or cost is recognized in interest income as an adjustment of yield. Depending on the

loan portfolio, amounts are amortized or accreted using the level yield method over either the actual life or the estimated average life of the loan.

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*Non-accrual Loans*

A loan is generally considered non-performing when it is placed on non-accrual status. A loan is generally placed on non-accrual status when it becomes 90 days past due as to interest or principal payments. Past due status is based on the contractual payment terms of the loan. A loan may be placed on non-accrual status before it reaches 90 days past due if such loan has been identified as presenting uncertainty with respect to the collectability of interest and principal. A loan past due 90 days or more may remain on accruing status if such loan is both well secured and in the process of collection.

All previously accrued but unpaid interest on non-accrual loans is reversed from interest income in the period in which the accrual of interest is discontinued. Interest payments received on non-accrual loans (including impaired loans) are generally applied as a reduction of principal if future collections are doubtful, although such interest payments may be recognized as income. A loan remains on non-accrual status until the factors that indicated doubtful collectability no longer exist or until a loan is determined to be uncollectible and is charged off against the allowance for loan losses. There were no loans past due 90 days or more and still accruing interest at December 31, 2018, 2017 or 2016.

*Impaired Loans*

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impaired loans also include certain loans whose terms have been modified in such a way that they are considered troubled debt restructurings (TDRs). Loans are considered TDRs if the borrower is experiencing financial difficulty and is afforded a concession by People's United, such as, but not limited to: (i) payment deferral; (ii) a reduction of the stated interest rate for the remaining contractual life of the loan; (iii) an extension of the loan's original contractual term at a stated interest rate lower than the current market rate for a new loan with similar risk; (iv) capitalization of interest; or (v) forgiveness of principal or interest.

TDRs may either be accruing or placed on non-accrual status (and reported as non-performing loans) depending upon the loan's specific circumstances, including the nature and extent of the related modifications. TDRs on non-accrual status remain classified as such until the loan qualifies for return to accrual status. Loans qualify for return to accrual status once they have demonstrated performance with the restructured terms of the loan agreement for a minimum of six months in the case of a commercial loan or, in the case of a retail loan, when the loan is less than 90 days past due. Loans may continue to be reported as TDRs after they are returned to accrual status. In accordance with regulatory guidance, residential mortgage and home equity loans restructured in connection with the borrower's bankruptcy and meeting certain criteria are also required to be classified as TDRs, included in non-performing loans and written down to the estimated collateral value, regardless of delinquency status. Acquired loans that are modified are not considered for TDR classification provided they are evaluated for impairment on a pool basis (see further discussion under *Acquired Loans* below).

Impairment is evaluated on a collective basis for smaller-balance loans with similar credit risk and on an individual loan basis for other loans. If a loan is deemed to be impaired, a specific valuation allowance is allocated, if necessary,

so that the loan is reported (net of the allowance) at the present value of expected future cash flows discounted at the loan's original effective interest rate or at the fair value of the collateral less cost to sell if repayment is expected solely from the collateral. Interest payments on impaired non-accrual loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

*Acquired Loans*

Loans acquired in a business combination are initially recorded at fair value with no carryover of an acquired entity's previously established allowance for loan losses. Fair value of the loans is determined using market participant assumptions in estimating the amount and timing of both principal and interest cash flows expected to be collected, as adjusted for an estimate of future credit losses and prepayments, and then applying a market-based discount rate to those cash flows. Acquired loans are evaluated upon acquisition and classified as either purchased performing or purchased credit impaired (PCI).

For purchased performing loans, any premium or discount, representing the difference between the fair value and the outstanding principal balance of the loans, is recognized (using the level yield method) as an adjustment to interest income over the remaining period to contractual maturity or until the loan is repaid in full or sold. Subsequent to the acquisition date, the method utilized to estimate the required allowance for loan losses for these loans is similar to that for originated loans. However, a provision for loan losses is only recorded when the required allowance for loan losses exceeds any remaining purchase discount at the loan level.

PCI loans represent those acquired loans with specific evidence of deterioration in credit quality since origination and for which it is probable that, as of the acquisition date, all contractually required principal and interest payments will not be collected. PCI loans are generally accounted for on a pool basis, with pools formed based on the loans' common risk characteristics, such as loan collateral type and accrual status. Each pool is accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows.

Under the accounting model for PCI loans, the excess of cash flows expected to be collected over the carrying amount of the loans, referred to as the *accretable yield*, is accreted into interest income over the life of the loans in each pool using the level yield method. Accordingly, PCI loans are not subject to classification as non-accrual in the same manner as other loans. Rather, PCI loans are considered to be accruing loans because their interest income relates to the accretable yield recognized at the pool level and not to contractual interest payments at the loan level. The difference between contractually required principal and interest payments and the cash flows expected to be collected, referred to as the *nonaccretable difference*, includes estimates of both the impact of prepayments and future credit losses expected to be incurred over the life of the loans in each pool. As such, charge-offs on PCI loans are first applied to the nonaccretable difference and then to any allowance for loan losses recognized subsequent to acquisition.

Subsequent to acquisition, actual cash collections are monitored relative to management's expectations and revised cash flow forecasts are prepared, as warranted. These revised forecasts involve updates, as necessary, of the key assumptions and estimates used in the initial estimate of fair value. Generally speaking, expected cash flows are affected by:

*Changes in the expected principal and interest payments over the estimated life* Updates to changes in expected cash flows are driven by the credit outlook and actions taken with borrowers. Changes in expected future cash flows resulting from loan modifications are included in the assessment of expected cash flows;

*Changes in prepayment assumptions* Prepayments affect the estimated life of the loans which may change the amount of interest income, and possibly principal, expected to be collected; and

*Changes in interest rate indices for variable rate loans* Expected future cash flows are based, as applicable, on the variable rates in effect at the time of the assessment of expected cash flows.

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A decrease in expected cash flows in subsequent periods may indicate that the loan pool is impaired, which would require the establishment of an allowance for loan losses by a charge to the provision for loan losses. An increase in expected cash flows in subsequent periods serves, first, to reduce any previously established allowance for loan losses by the increase in the present value of cash flows expected to be collected, and results in a recalculation of the amount of accretable yield for the loan pool. The adjustment of accretable yield due to an increase in expected cash flows is accounted for as a change in estimate. The additional cash flows expected to be collected are reclassified from the nonaccretable difference to the accretable yield, and the amount of periodic accretion is adjusted accordingly over the remaining life of the loans in the pool.

PCI loans may be resolved either through receipt of payment (in full or in part) from the borrower, the sale of the loan to a third party or foreclosure of the collateral. In the event of a sale of the loan, a gain or loss on sale is recognized and reported within non-interest income based on the difference between the sales proceeds and the carrying amount of the loan. In other cases, individual loans are removed from the pool based on comparing the amount received from its resolution (fair value of the underlying collateral less costs to sell in the case of a foreclosure) with its outstanding balance. Any difference between these amounts is absorbed by the nonaccretable difference established for the entire pool. For loans resolved by payment in full, there is no adjustment of the nonaccretable difference since there is no difference between the amount received at resolution and the outstanding balance of the loan. In these cases, the remaining accretable yield balance is unaffected and any material change in remaining effective yield caused by the removal of the loan from the pool is addressed in connection with the subsequent cash flow re-assessment for the pool. PCI loans subject to modification are not removed from the pool even if those loans would otherwise be deemed TDRs as the pool, and not the individual loan, represents the unit of account.

*Allowance and Provision for Loan Losses*

**Originated Portfolio**

The allowance for loan losses is established through provisions for loan losses charged to income. Losses on loans, including impaired loans, are charged to the allowance for loan losses when all or a portion of a loan is deemed to be uncollectible. Recoveries of loans previously charged off are credited to the allowance for loan losses when realized.

People's United maintains the allowance for loan losses at a level that is deemed to be appropriate to absorb probable losses inherent in the respective loan portfolios, based on a quarterly evaluation of a variety of factors. These factors include, but are not limited to: (i) People's United's historical loan loss experience and recent trends in that experience; (ii) risk ratings assigned by lending personnel to commercial real estate loans, commercial and industrial loans, and equipment financing loans, and the results of ongoing reviews of those ratings by People's United's independent loan review function; (iii) an evaluation of delinquent and non-performing loans and related collateral values; (iv) the probability of loss in view of geographic and industry concentrations and other portfolio risk characteristics; (v) the present financial condition of borrowers; and (vi) current economic conditions.

The Company's allowance for loan losses consists of three elements: (i) an allowance for larger-balance, non-homogeneous loans that are evaluated on an individual (loan-by-loan) basis; (ii) an allowance for smaller-balance, homogeneous loans that are evaluated on a collective basis; and (iii) a specific allowance for loans



deemed to be impaired, including loans classified as TDRs.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

***Larger-balance, Non-homogeneous Loans.*** The Company establishes a loan loss allowance for its larger-balance, non-homogeneous loans using a methodology that incorporates (i) the probability of default for a given loan risk rating and (ii) historical loss-given-default data, both derived using an appropriate look-back period. In accordance with the Company's loan risk rating system, each loan, with the exception of those included in large groups of smaller-balance homogeneous loans, is assigned a risk rating (using a nine-grade scale) by the originating loan officer, credit management, internal loan review or loan committee. Loans rated One represent those loans least likely to default while loans rated Nine represent a loss. The probability of loans defaulting for each risk rating, referred to as default factors, are estimated based on the historical pattern of loans migrating from one risk rating to another and to default status over time as well as the length of time that it takes losses to emerge. Estimated loan default factors, which are updated annually (or more frequently, if necessary), are multiplied by loan balances within each risk-rating category and again multiplied by a historical loss-given-default estimate for each loan type to determine an appropriate level of allowance by loan type. The historical loss-given-default estimates are also updated annually (or more frequently, if necessary) based on actual charge-off experience. This approach is applied to the commercial and industrial, commercial real estate and equipment financing components of the loan portfolio.

In establishing the allowance for loan losses for larger-balance non-homogeneous loans, the Company also gives consideration to certain qualitative factors, including the macroeconomic environment and any potential imprecision inherent in its loan loss model that may result from having limited historical loan loss data which, in turn, may result in inaccurate probability of default and loss-given-default estimates. In this manner, historical portfolio experience, as described above, is not adjusted and the allowance for loan losses always includes a component attributable to qualitative factors, the degree of which may change from period to period as such qualitative factors indicate improving or worsening trends. The Company evaluates the qualitative factors on a quarterly basis in order to conclude that they continue to be appropriate. There were no significant changes in our approach to determining the qualitative component of the related allowance for loan losses during 2018.

***Smaller-balance, Homogeneous Loans.*** Pools of smaller-balance, homogeneous loans with similar risk and loss characteristics are also assessed for probable losses. These loan pools include residential mortgage, home equity and other consumer loans that are not assigned individual loan risk ratings. Rather, the assessment of these portfolios, and the establishment of the related allowance for loan losses, is based upon a consideration of (i) historical loss experience over an appropriate look-back period and (ii) certain qualitative factors.

The qualitative component of the allowance for loan losses for smaller-balance, homogenous loans is intended to incorporate risks inherent in the portfolio, economic uncertainties, regulatory requirements and other subjective factors such as changes in underwriting standards. Accordingly, consideration is given to: (i) present and forecasted economic conditions, including unemployment rates; (ii) changes in industry trends, including the impact of new regulations, (iii) trends in property values; (iv) broader portfolio indicators, including delinquencies, non-performing loans, portfolio concentrations, and trends in the volume and terms of loans; and (v) portfolio-specific risk characteristics.

Portfolio-specific risk characteristics considered include: (i) collateral values/LTV ratios (above and below 70%); (ii) borrower credit scores under the FICO scoring system (above and below a score of 680); and (iii) other relevant portfolio risk elements such as income verification at the time of underwriting (stated income vs. non-stated income)

and the property's intended use (owner-occupied, non-owner occupied, second home, etc.), the combination of which results in a loan being classified as either High, Moderate or Low risk. These risk classifications are reviewed quarterly to ensure that changes within the portfolio, as well as economic indicators and industry developments, have been appropriately considered in establishing the related allowance for loan losses.

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In establishing the allowance for loan losses for smaller-balance, homogeneous loans, the amount reflecting the Company's consideration of qualitative factors is added to the amount attributable to historical portfolio loss experience. In this manner, historical charge-off data (whether periods or amounts) is not adjusted and the allowance for loan losses always includes a component attributable to qualitative factors, the degree of which may change from period to period as such qualitative factors indicate improving or worsening trends. The Company evaluates the qualitative factors on a quarterly basis in order to conclude that they continue to be appropriate. There were no significant changes in our approach to determining the qualitative component of the related allowance for loan losses during 2018.

***Individually Impaired Loans.*** The allowance for loan losses also includes specific allowances for individually impaired loans. Generally, the Company's impaired loans consist of (i) classified commercial loans equal to or greater than \$1 million that have been placed on non-accrual status and (ii) loans classified as TDRs equal to or greater than \$500,000. Individually impaired loans are measured based upon observable market prices; the present value of expected future cash flows discounted at the loan's original effective interest rate; or, in the case of collateral dependent loans, fair value of the collateral (based on appraisals and other market information) less cost to sell. If the recorded investment in a loan exceeds the amount measured as described in the preceding sentence, a specific allowance for loan losses would be established as a component of the overall allowance for loan losses or, in the case of a collateral dependent loan, a charge-off would be recorded for the difference between the loan's recorded investment and management's estimate of the fair value of the collateral (less cost to sell). It would be rare for the Company to identify a loan that meets the criteria stated above and requires a specific allowance or a charge-off and not deem it impaired solely as a result of the existence of a guarantee.

People's United performs an analysis of its impaired loans, including collateral dependent impaired loans, on a quarterly basis. Individually impaired collateral dependent loans are measured based upon the appraised value of the underlying collateral and other market information. Generally, the Company's policy is to obtain updated appraisals for commercial collateral dependent loans when the loan is downgraded to a risk rating of "substandard" or "doubtful", and the most recent appraisal is more than 12 months old or a determination has been made that the property has experienced a significant decline in value. Appraisals are prepared by independent, licensed third-party appraisers and are subject to review by the Company's internal commercial appraisal department or external appraisers contracted by the commercial appraisal department. The conclusions of the external appraisal review are reviewed by the Company's Chief Commercial Appraiser prior to acceptance. The Company's policy with respect to impaired loans secured by residential real estate is to receive updated estimates of property values upon the loan being classified as non-performing (typically upon becoming 90 days past due).

In determining the allowance for loan losses, People's United gives appropriate consideration to the age of appraisals through its regular evaluation of other relevant qualitative and quantitative information. Specifically, between scheduled appraisals, property values are monitored within the commercial portfolio by reference to current originations of collateral dependent loans and the related appraisals obtained during underwriting as well as by reference to recent trends in commercial property sales as published by leading industry sources. Property values are monitored within the residential mortgage and home equity portfolios by reference to available market indicators, including real estate price indices within the Company's primary lending areas.

In most situations where a guarantee exists, the guarantee arrangement is not a specific factor in the assessment of the related allowance for loan losses. However, the assessment of a guarantor's credit strength is reflected in the Company's internal loan risk ratings which, in turn, are an important factor in its allowance for loan loss methodology for loans within the commercial and industrial, and commercial real estate portfolios.

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People's United did not change its methodologies with respect to determining the allowance for loan losses during 2018. As part of its ongoing assessment of the allowance for loan losses, People's United regularly makes refinements to certain underlying assumptions used in its methodologies. However, such refinements did not have a material impact on the allowance for loan losses or the provision for loan losses as of or for the year ended December 31, 2018.

While People's United seeks to use the best available information to make these determinations, future adjustments to the allowance for loan losses may be necessary based on changes in economic conditions, results of regulatory examinations, further information obtained regarding known problem loans, the identification of additional problem loans and other factors.

**Acquired Portfolio**

Acquired loans are evaluated upon acquisition and classified as either purchased performing or PCI, which represents those acquired loans with specific evidence of deterioration in credit quality since origination and for which it is probable that, as of the acquisition date, all contractually required principal and interest payments will not be collected. PCI loans are generally accounted for on a pool basis, with pools formed based on the loans' common risk characteristics, such as loan collateral type and accrual status. Each pool is accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows.

For purchased performing loans, the required allowance for loan losses is determined in a manner similar to that for originated loans with a provision for loan losses only recorded when the required allowance for loan losses exceeds any remaining purchase discount at the loan level. For PCI loans, the difference between contractually required principal and interest payments at the acquisition date and the undiscounted cash flows expected to be collected at the acquisition date is referred to as the nonaccretable difference, which includes an estimate of future credit losses expected to be incurred over the life of the loans in each pool. A decrease in the expected cash flows in subsequent periods requires the establishment of an allowance for loan losses at that time.

***Loan Charge-Offs***

The Company's charge-off policies, which comply with standards established by banking regulators, are consistently applied from period to period. Charge-offs are recorded on a monthly basis. Partially charged-off loans continue to be evaluated on a monthly basis and additional charge-offs or loan loss provisions may be recorded on the remaining loan balance based on the same criteria.

For unsecured consumer loans, charge-offs are generally recorded when the loan is deemed to be uncollectible or 120 days past due, whichever occurs first. For consumer loans secured by real estate, including residential mortgage loans, charge-offs are generally recorded when the loan is deemed to be uncollectible or 180 days past due, whichever occurs first, unless it can be clearly demonstrated that repayment will occur regardless of the delinquency status. Factors that demonstrate an ability to repay may include: (i) a loan that is secured by adequate collateral and is in the process of collection; (ii) a loan supported by a valid guarantee or insurance; or (iii) a loan supported by a valid claim against a solvent estate.

For commercial loans, a charge-off is recorded when the Company determines that it will not collect all amounts contractually due based on the fair value of the collateral less cost to sell, or the present value of expected future cash flows.

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The decision whether to charge-off all or a portion of a loan rather than to record a specific or general loss allowance is based on an assessment of all available information that aids in determining the loan's net realizable value. Typically, this involves consideration of both (i) the fair value of any collateral securing the loan, including whether the estimate of fair value has been derived from an appraisal or other market information and (ii) other factors affecting the likelihood of repayment, including the existence of guarantees and insurance. If the amount by which the Company's recorded investment in the loan exceeds its net realizable value is deemed to be a confirmed loss, a charge-off is recorded. Otherwise, a specific or general reserve is established, as applicable. The comparatively low level of net loan charge-offs in recent years, in terms of absolute dollars and as a percentage of average total loans, may not be sustainable in the future.

***Revenue from Contracts with Customers***

The Company earns revenue from a variety of sources. For revenue streams other than (i) net interest income and (ii) other revenues associated with financial assets and financial liabilities, including loans, leases, securities and derivatives, the Company generally applies the following steps with respect to revenue recognition: (i) identify the contract; (ii) identify the performance obligation; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligation; and (v) recognize revenue when the performance obligation is satisfied. The Company's contracts with customers are generally short-term in nature, typically due within one year or less, or cancellable by the Company or the customer upon a short notice period. Performance obligations for customer contracts are generally satisfied at a single point in time, typically when the transaction is complete, or over time. For performance obligations satisfied over time, the value of the products/services transferred to the customer are evaluated to determine when, and to what degree, performance obligations have been satisfied. Payments from customers are typically received, and revenue recognized, concurrent with the satisfaction of our performance obligations. In most cases, this occurs within a single financial reporting period. For payments received in advance of the satisfaction of our performance obligations, revenue recognition is deferred until such time the performance obligations have been satisfied. In cases where a payment has not been received despite satisfaction of our performance obligations, an estimate of the amount due is accrued in the period our performance obligations have been satisfied. For contracts with variable components, amounts for which collection is probable are accrued.

The following summarizes the Company's performance obligations for the more significant recurring revenue streams included in non-interest income:

***Service charges and fees on deposit accounts*** Service charges and fees on deposit accounts consist of monthly account maintenance and other related fees (bank service charges) as well as cash management fees, which are earned for services related to payment processing, overdrafts, non-sufficient funds and other deposit account activity. The Company's performance obligation for monthly service fees is generally satisfied, and the related revenue recognized, over the period in which the service is provided. Other deposit account related fees, including overdraft charges and cash management fees, are largely transactional-based, and therefore, the Company's performance obligation is satisfied, and related revenue recognized, at a point in time. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts.



*Card-based and other non-deposit fees* Card-based and other non-deposit fees are comprised, primarily, of debit and credit card income and ATM fees as well as certain commercial banking lending fees. Debit and credit card income is primarily comprised of interchange fees earned whenever the Company's debit and credit cards are processed through card payment networks. ATM fees and commercial banking lending fees are largely transactional-based and, therefore, the Company's performance obligation is satisfied, and related revenue recognized, at a point in time. Payment is typically received immediately or in the following month.

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*Investment management fees* Investment management income is primarily comprised of fees earned from the management and administration of trusts and other customer assets. The Company's performance obligation is generally satisfied over time and the resulting fees are recognized monthly, based upon the month-end market value of the assets under management and the applicable fee rate. Payment is generally received a few days after month end through a direct charge to customers' accounts. The Company's performance obligation for these transactional-based services is generally satisfied, and the related revenue recognized, at a point in time (i.e. as incurred). Payment is received shortly after services are rendered.

*Insurance commissions and fees* The Company's insurance revenue, which represents commissions earned for performing broker- and agency-related services, has two distinct performance obligations. The first performance obligation is the selling of the policy as an agent for the carrier. This performance obligation is satisfied upon binding of the policy. The second performance obligation is the ongoing servicing of the policy which is satisfied over the life of the policy. For employee benefits, the payment is typically received monthly. For property and casualty, payments can vary but are typically received at, or in advance of, the policy period.

*Brokerage commissions and fees* Brokerage commissions and fees primarily relate to investment advisory and brokerage activities as well as the sale of mutual funds and annuities. The Company's performance obligation for investment advisory services is generally satisfied, and the related revenue recognized, over the period in which the services are provided. Fees earned for brokerage activities, such as facilitating securities transactions, are generally recognized at the time of transaction execution. The performance obligation for mutual fund and annuity sales is satisfied upon sale of the underlying investment, and therefore, the related revenue is primarily recognized at the time of sale. Payment for these services is typically received immediately or in advance of the service.

The revenue streams noted above represent approximately \$270 million (or 74%) of total non-interest income for the year ended December 31, 2018. Of this amount, approximately 40% is allocated to the Commercial Banking operating segment and 30% is allocated to each of the Retail Banking and Wealth Management operating segments.

The Company generally acts in a principal capacity, on its own behalf, in the majority of its contracts with customers. In such transactions, revenue and the related costs to provide our services are recognized on a gross basis in the financial statements. In some cases, the Company may act in an agent capacity, deriving revenue by assisting other entities in transactions with our customers. In such transactions, revenue and the related costs to provide our services are recognized on a net basis in the financial statements. The extent of the Company's activities for which it acts as an agent (and for which the related revenue and expense has been presented on a net basis) is immaterial.

***Bank-Owned Life Insurance***

Bank-owned life insurance ( BOLI ) represents the cash surrender value of life insurance policies purchased on the lives of certain key executives and former key executives. BOLI funds are generally invested in separate accounts and are supported by a stable wrap agreement to fully insulate the underlying investments against changes in fair value. Increases in the cash surrender value of these policies and death benefits in excess of the related invested premiums are included in non-interest income in the Consolidated Statements of Income. The Company's BOLI policies have been underwritten by highly-rated third party insurance carriers and the investments underlying these policies are

deemed to be of low-to-moderate market risk.

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**Notes to Consolidated Financial Statements**

***Premises and Equipment***

Premises and equipment are reported at cost less accumulated depreciation and amortization, except for land, which is reported at cost. Buildings, data processing and other equipment, computer software, furniture and fixtures are depreciated using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized using the straight-line method over the shorter of the remaining lease term, the estimated useful life of the improvements or 10 years. Capitalized software development costs are amortized on a straight-line basis over the estimated useful life of the software. Generally, the estimated useful lives are as follows: buildings 40 years; data processing and other equipment 3 to 5 years; computer software 3 to 5 years; and furniture and fixtures 10 years.

***Goodwill and Other Acquisition-Related Intangible Assets***

An acquirer in a business combination is required, upon initially obtaining control of another entity, to recognize the assets, liabilities and any non-controlling interest in the acquiree at fair value as of the acquisition date. Contingent consideration, if any, is also recognized and measured at fair value on the date of acquisition. In addition, the accounting standards for business combinations require that: (i) acquisition-related transaction costs be expensed as incurred; (ii) specific requirements be met in order to accrue for a restructuring plan as part of the acquisition; (iii) certain pre-acquisition contingencies be recognized at fair value; and (iv) acquired loans be recorded at fair value as of the acquisition date without recognition of an allowance for loan losses.

Intangible assets are recognized in an amount equal to the excess of the consideration transferred over the fair value of the tangible net assets acquired. Acquisition-related intangible assets are separately identified, recognized and amortized, where appropriate, for assets such as trade names, certain contractual agreements and the estimated values of acquired core deposits and/or customer relationships. Mutual fund management contract intangibles recognized by People's United are deemed to have indefinite useful lives and, accordingly, are not amortized. The remaining intangible asset is recognized as goodwill.

Goodwill and indefinite-lived intangible assets are not amortized but, rather, are reviewed for impairment at least annually, with impairment losses recognized as a charge to expense when they occur. Acquisition-related intangible assets other than goodwill and indefinite-lived intangible assets are amortized to expense over their estimated useful lives in a manner consistent with that in which the related benefits are expected to be realized, and are periodically reviewed by management to assess recoverability, with impairment losses recognized as a charge to expense if carrying amounts exceed fair values.

The Company's trade name intangibles are amortized on either (i) an accelerated basis over a period of approximately 20 years or (ii) a straight-line basis over 5 years. Core deposit intangibles are amortized on an accelerated basis over a period ranging from 7 to 10 years. Customer relationship intangibles are amortized on a straight-line basis over the estimated remaining average life of those relationships, which ranges from 10 to 15 years from the respective acquisition dates. Intangibles stemming from contractual agreements, such as favorable lease and non-compete agreements, are amortized on a straight-line basis over the remaining term of the respective agreements.

Goodwill is evaluated for impairment at the reporting unit level. For the purpose of goodwill impairment evaluations, management has identified reporting units based upon the Company's three operating segments: Commercial Banking; Retail Banking; and Wealth Management. The impairment evaluation is performed as of an annual date or more frequently if a triggering event indicates that impairment may have occurred.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

Entities have the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of such events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then the entity is not required to perform the quantitative impairment test as described below.

The quantitative test is used to identify potential impairment, and involves comparing each reporting unit's estimated fair value to its carrying amount, including goodwill. If the estimated fair value of a reporting unit exceeds its carrying amount, goodwill is not deemed to be impaired. Should the carrying amount of the reporting unit exceed its estimated fair value, an impairment loss shall be recognized in an amount equal to that excess, not to exceed the carrying amount of goodwill. At this time, none of the Company's identified reporting units are at risk of failing the quantitative goodwill impairment test.

The Company estimates the fair value of its reporting units based on an appropriate weighting of values based on (i) a present-value measurement technique (discounted cash flow analysis based on internal forecasts) and (ii) market-based trading and transaction multiples. The discounted cash flow analysis is based on significant assumptions and judgments including future growth rates and discount rates reflecting management's assessment of market participant views of the risks associated with the projected cash flows of the reporting units. The market-based trading and transaction multiples are derived from the market prices of stocks of companies that are actively traded and engaged in the same or similar businesses as the Company and the respective reporting unit. The derived multiples are then applied to the reporting unit's financial metrics to produce an indication of value. Differences in the identification of reporting units or in the selection of valuation techniques and related assumptions could result in materially different evaluations of goodwill impairment.

In conducting its 2018 and 2016 goodwill impairment evaluations (as of the annual October 1<sup>st</sup> evaluation date), People's United elected to perform the optional qualitative assessment for all three reporting units. In 2017, People's United elected to perform the optional qualitative assessment for both the Commercial Banking and Retail Banking reporting units and, upon doing so, concluded that performance of the quantitative impairment test was not required. The quantitative impairment test was elected for purposes of the 2017 goodwill impairment evaluation for the Wealth Management reporting unit as a result of the acquisition of Gerstein, Fisher & Associates, Inc. (Gerstein Fisher), which occurred subsequent to performance of the Company's 2016 impairment analysis (see Note 2).

***Real Estate Owned***

Real estate owned (REO) properties acquired through foreclosure or deed-in-lieu of foreclosure are recorded initially at the lower of cost or estimated fair value less costs to sell. Any write-down of the recorded investment in the related loan is charged to the allowance for loan losses upon transfer to REO. Thereafter, an allowance for REO losses is established for any further declines in the property's value. This allowance is increased by provisions charged to income and decreased by charge-offs for realized losses. Management's periodic evaluation of the adequacy of the allowance is based on an analysis of individual properties, as well as a general assessment of current real estate market conditions.



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**People's United Financial, Inc. and Subsidiaries**

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***Income Taxes***

Deferred taxes are recognized for the estimated future tax effects attributable to temporary differences and tax loss carryforwards. Temporary differences are differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities. A deferred tax liability is recognized for all temporary differences that will result in future taxable income. A deferred tax asset is recognized for all temporary differences that will result in future tax deductions and for all tax loss carryforwards, subject to reduction of the asset by a valuation allowance in certain circumstances. This valuation allowance is recognized if, based on an analysis of available evidence, management determines that it is more likely than not that some portion or all of the deferred tax asset will not be realized. The valuation allowance is subject to ongoing adjustment based on changes in circumstances that affect management's judgment about the realizability of the deferred tax asset.

Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to future taxable income. The effect on deferred tax assets and liabilities of a change in tax laws or rates is recognized in income tax expense in the period that includes the enactment date of the change. Effective January 1, 2017, tax benefits attributable to deductions in excess of financial statement amounts arising from the exercise of non-statutory stock options are included as a component of income tax expense (previously credited to additional paid-in capital).

Individual tax positions taken or expected to be taken on a tax return must satisfy certain criteria in order for some or all of the related tax benefits to be recognized in the financial statements. Specifically, a recognition threshold of more-likely-than-not must be met in order to recognize those tax benefits.

***Earnings Per Common Share***

Basic earnings per common share (EPS) excludes dilution and is computed by dividing earnings attributable to common shareholders by the weighted average number of common shares outstanding for the year. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock (such as stock options and performance shares) were exercised or converted into additional common shares that would then share in the earnings of the entity. Diluted EPS is computed by dividing earnings attributable to common shareholders by the weighted average number of common shares outstanding for the year, plus an incremental number of common-equivalent shares computed using the treasury stock method.

Unvested share-based payment awards, which include the right to receive non-forfeitable dividends or dividend equivalents, are considered to participate with common shareholders in undistributed earnings for purposes of computing EPS. Companies that have such participating securities, including People's United, are required to calculate basic and diluted EPS using the two-class method. Restricted stock awards granted by People's United are considered participating securities. Calculations of EPS under the two-class method (i) exclude from the numerator any dividends paid or owed on participating securities and any undistributed earnings considered to be attributable to participating securities and (ii) exclude from the denominator the dilutive impact of the participating securities.

***Derivative Financial Instruments and Hedging Activities***



People's United uses derivative financial instruments as components of its market risk management (principally to manage interest rate risk ( IRR )). Certain other derivatives are entered into in connection with transactions with commercial customers. Derivatives are not used for speculative purposes.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

All derivatives are recognized as either assets or liabilities in the Consolidated Statements of Condition, reported at fair value and presented on a gross basis. Until a derivative is settled, a favorable change in fair value results in an unrealized gain that is recognized as an asset, while an unfavorable change in fair value results in an unrealized loss that is recognized as a liability.

The Company generally applies hedge accounting to its derivatives used for market risk management purposes. Hedge accounting is permitted only if specific criteria are met, including a requirement that a highly effective relationship exist between the derivative instrument and the hedged item, both at inception of the hedge and on an ongoing basis. The hedge accounting method depends upon whether the derivative instrument is classified as a fair value hedge (i.e. hedging an exposure related to a recognized asset or liability, or a firm commitment) or a cash flow hedge (i.e. hedging an exposure related to the variability of future cash flows associated with a recognized asset or liability, or a forecasted transaction). Changes in the fair value of effective fair value hedges are recognized in current earnings (with the change in fair value of the hedged asset or liability also recorded in earnings). Changes in the fair value of effective cash flow hedges are recognized in other comprehensive income (loss) until earnings are affected by the variability in cash flows of the designated hedged item. Ineffective portions of hedge results are recognized in current earnings. Changes in the fair value of derivatives for which hedge accounting is not applied are recognized in current earnings.

People's United formally documents at inception all relationships between the derivative instruments and the hedged items, as well as its risk management objectives and strategies for undertaking the hedge transactions. This process includes linking all derivatives that are designated as hedges to specific assets and liabilities, or to specific firm commitments or forecasted transactions. People's United also formally assesses, both at inception of the hedge and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in the fair values or cash flows of the hedged items. If it is determined that a derivative is not highly effective or has ceased to be a highly effective hedge, People's United would discontinue hedge accounting prospectively. Gains or losses resulting from the termination of a derivative accounted for as a cash flow hedge remain in AOCL and are amortized to earnings over the remaining period of the former hedging relationship, provided the hedged item continues to be outstanding or it is probable the forecasted transaction will occur.

People's United uses the dollar offset method, regression analysis and scenario analysis to assess hedge effectiveness at inception and on an ongoing basis. Such methods are chosen based on the nature of the hedge strategy and are used consistently throughout the life of the hedging relationship.

Certain derivative financial instruments are offered to commercial customers to assist them in meeting their financing and investing objectives and for their risk management purposes. These derivative financial instruments consist primarily of interest rate swaps and caps, but also include foreign exchange contracts. The interest rate and foreign exchange risks associated with customer interest rate swaps and caps and foreign exchange contracts are mitigated by entering into similar derivatives having essentially offsetting terms with institutional counterparties.

Interest rate-lock commitments extended to borrowers relate to the origination of residential mortgage loans. To mitigate the IRR inherent in these commitments, People's United enters into mandatory delivery and best efforts contracts to sell adjustable-rate and fixed-rate residential mortgage loans (servicing released). Forward commitments

to sell and interest rate-lock commitments on residential mortgage loans are considered derivatives and their respective estimated fair values are adjusted based on changes in interest rates.

Changes in the fair value of derivatives for which hedge accounting is not applied are recognized in current earnings, including customer derivatives, interest-rate lock commitments and forward sale commitments.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

***Balance Sheet Offsetting***

Assets and liabilities relating to certain financial instruments, including derivatives, may be eligible for offset in the Consolidated Statements of Condition and/or subject to enforceable master netting arrangements or similar agreements. People's United's derivative transactions with institutional counterparties are generally executed under International Swaps and Derivative Association (ISDA) master agreements, which include right of set-off provisions that provide for a single net settlement of all interest rate swap positions, as well as collateral, in the event of default on, or the termination of, any one contract. Nonetheless, the Company does not, except as discussed in Note 22, offset asset and liabilities under such arrangements in the Consolidated Statements of Condition.

Collateral (generally in the form of marketable debt securities) pledged by counterparties in connection with derivative transactions is not reported in the Consolidated Statements of Condition unless the counterparty defaults. Collateral that has been pledged by People's United to counterparties continues to be reported in the Consolidated Statements of Condition unless the Company defaults.

***Fair Value Measurements***

Accounting standards related to fair value measurements define fair value, provide a framework for measuring fair value and establish related disclosure requirements. Broadly, fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Accordingly, an exit price approach is required in determining fair value. In support of this principle, a fair value hierarchy has been established that prioritizes the inputs used to measure fair value, requiring entities to maximize the use of market or observable inputs (as more reliable measures) and minimize the use of unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs generally require significant management judgment.

The three levels within the fair value hierarchy are as follows:

Level 1 Unadjusted quoted market prices for identical assets or liabilities in active markets that the entity has the ability to access at the measurement date (such as active exchange-traded equity securities or mutual funds and certain U.S. and government agency debt securities).

Level 2 Observable inputs other than quoted prices included in Level 1, such as:

quoted prices for similar assets or liabilities in active markets (such as U.S. agency and GSE issued mortgage-backed and CMO securities);

quoted prices for identical or similar assets or liabilities in less active markets (such as certain U.S. and government agency debt securities, and corporate and municipal debt securities that trade infrequently); and

other inputs that (i) are observable for substantially the full term of the asset or liability (e.g. interest rates, yield curves, prepayment speeds, default rates, etc.) or (ii) can be corroborated by observable market data (such as interest rate and currency derivatives and certain other securities).

Level 3 Valuation techniques that require unobservable inputs that are supported by little or no market activity and are significant to the fair value measurement of the asset or liability (such as pricing models, discounted cash flow methodologies and similar techniques that typically reflect management's own estimates of the assumptions a market participant would use in pricing the asset or liability).

People's United maintains policies and procedures to value assets and liabilities using the most relevant data available.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

***Stock-Based Compensation***

People's United's stock-based compensation plans provide for awards of stock options, restricted stock and performance shares to directors, officers and employees. Costs resulting from the issuance of such share-based payment awards are required to be recognized in the financial statements based on the grant date fair value of the award. Stock-based compensation expense is recognized over the requisite service period, which is generally the vesting period.

***New Accounting Standards***

***Standards effective in 2018***

***Revenue Recognition***

In May 2014, the Financial Accounting Standards Board (the "FASB") amended its standards with respect to revenue recognition. The amended guidance serves to replace all current GAAP guidance on this topic and eliminate all industry-specific guidance, providing a unified model to determine when and how revenue is recognized. The underlying principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The amendments also require enhanced disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. As originally issued, this new guidance, which can be applied retrospectively or through the use of the cumulative effect transition method, was to become effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2016 (January 1, 2017 for People's United) and early adoption was not permitted.

In July 2015, the FASB approved a one-year deferral of the effective date (January 1, 2018 for People's United) with early adoption, as of the original effective date, permitted. The FASB subsequently issued amendments to clarify the implementation guidance and add some practical expedients in certain areas, including: (i) principal versus agent considerations; (ii) the identification of performance obligations; and (iii) certain aspects of the accounting for licensing arrangements. These amendments did not change the core principle of the guidance and are effective for and follow the same transition requirements as the core principle.

The Company's revenue is comprised of net interest income on financial assets and financial liabilities (approximately 75-80%) and non-interest income (approximately 20-25%). The scope of the guidance explicitly excludes net interest income as well as other revenues associated with financial assets and financial liabilities, including loans, leases, securities and derivatives. Accordingly, the majority of the Company's revenues are not affected. Certain other recurring revenue streams included in non-interest income are within the scope of the guidance, including service charges and fees on deposit accounts; as well as card-based and other non-deposit fees, (all included within bank service charges) and revenues associated with certain products and services offered by the Company's investment management, insurance and brokerage businesses.



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**Notes to Consolidated Financial Statements**

In completing its assessment of those revenue streams within the scope of the guidance, the Company identified one revenue source for which the timing of recognition changes under the new standard. The Company previously recognized revenue for certain insurance brokerage activities, such as installments on agency bill, direct bill and contingent commission revenue, over a period of time either due to the transfer of value to customers or as the remuneration becomes determinable. Under the new guidance, certain of these revenues, as well as certain costs associated with originating such policies, are now substantially recognized on the effective date of the associated policies when control of the policy transfers to the customer.

The guidance was adopted on January 1, 2018 using the modified retrospective method and resulted in a cumulative-effect transition adjustment which served to increase opening retained earnings by \$0.6 million (net-of-tax). While the adoption of this standard did not have a material impact on the Company's Consolidated Financial Statements, its current accounting policies and practices or the timing or amount of revenue recognized, the Company has, where appropriate, completed the necessary changes to its business processes, systems and internal controls in order to support the recognition, measurement and disclosure requirements of the new standard (see *Revenue from Contracts with Customers*).

*Presentation of Deferred Taxes*

In November 2015, the FASB amended its standards with respect to the presentation of deferred income taxes to eliminate the requirement to separate deferred income tax liabilities and assets into current and noncurrent amounts in a classified statement of condition, thereby simplifying the presentation of deferred income taxes. This amendment, which is being applied prospectively, became effective for People's United on January 1, 2018 and did not have a significant impact on the Company's Consolidated Financial Statements.

*Recognition and Measurement of Financial Instruments*

In January 2016, the FASB amended its standards to address certain aspects of recognition, presentation and disclosure of financial instruments. The amended guidance (i) requires that equity investments (other than equity method investments) be measured at fair value with changes in fair value recognized in net income and (ii) simplifies the impairment assessment of equity investments without readily determinable fair values by permitting a qualitative assessment to identify impairment. Both FRB-NY and FHLB stock will continue to be presented at cost. The guidance also contains additional disclosure and presentation requirements associated with financial instruments. Specifically, the standard emphasizes the existing requirement to use exit price when determining fair value for disclosure purposes, clarifying that entities should not make use of a practicability exception in determining the fair value of loans.

This amendment became effective for People's United on January 1, 2018. The cumulative effect transition method was applied to all outstanding instruments as of the date of adoption, while changes to the accounting for equity investments without readily determinable fair values will be applied prospectively. At December 31, 2017, the Company's securities portfolio included equity securities with an amortized cost of \$9.6 million and a fair value of \$8.7 million. Accordingly, upon adoption of the guidance, a cumulative-effect transition adjustment, representing the cumulative unrealized loss (net-of-tax) within AOCL, was recorded that served to decrease opening retained earnings



by \$0.6 million. Any further changes in the fair value of equity securities have been recorded in net income. Given the current composition of the Company's securities portfolio, the standard is not expected to have a significant impact on the Company's Consolidated Financial Statements. The additional disclosure and presentation requirements set forth in the standard, including the Company's approach to determining the fair value of its held-for-investment loan portfolio for disclosure purposes, have been reflected in the Consolidated Statements of Condition and Note 19, as applicable.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

*Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments*

In August 2016, the FASB amended its standards to address the classification of certain cash receipts and payments within the statement of cash flows. Specifically, the amended guidance addresses the following: (i) debt prepayment or debt extinguishment costs; (ii) settlement of zero-coupon bonds; (iii) contingent payments made after a business combination; (iv) proceeds from the settlement of insurance claims; (v) proceeds from the settlement of corporate-owned life insurance policies, including BOLI policies; (vi) distributions received from equity method investees; (vii) beneficial interests in securitization transactions; and (viii) separately identifiable cash flows and application of the predominance principle. This amendment, which is required to be applied retrospectively, became effective for People's United on January 1, 2018 and did not have a significant impact on the Company's Consolidated Financial Statements. The classification of cash receipts and payments, as required by the standard and applicable to the Company, has been reflected in the Consolidated Statements of Cash Flows.

*Asset Derecognition and Accounting for Partial Sales of Nonfinancial Assets*

In February 2017, the FASB amended its standards to clarify the scope of its guidance on derecognition of a nonfinancial asset and provide additional guidance on the definition of in-substance nonfinancial assets and partial sales of nonfinancial assets. Under prior guidance, several different accounting models existed for use in evaluating whether the transfer of certain assets qualified for sale treatment. The amended guidance reduces the number of potential accounting models that might apply and clarifies which model does apply in various circumstances. This amendment, which is being applied prospectively, became effective for People's United on January 1, 2018 and did not have a significant impact on the Company's Consolidated Financial Statements.

*Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*

In March 2017, the FASB amended its standards to (i) require that the service cost component of net benefit cost associated with pension and postretirement plans be reported in the same line item in which the related employees compensation cost is reported and (ii) specify that only the service cost component is eligible for capitalization. The other components of net benefit cost, which may not be capitalized, are to be presented separately. This amendment, which is required to be applied retrospectively, became effective for People's United on January 1, 2018. Accordingly, net periodic pension and postretirement benefit income (a result of the expected return on plan assets exceeding the sum of the other components) previously reported within compensation and benefits expense is now reported within other non-interest expense in the Consolidated Statements of Income. For the years ended December 31, 2017 and 2016, \$8.7 million and \$8.5 million, respectively, of net periodic pension and postretirement benefit income was reclassified in accordance with the requirements of the standard.

*Stock Compensation*

In July 2017, the FASB amended its standards with respect to share-based payment awards to provide explicit guidance pertaining to the provisions of modification accounting. The amendment clarifies that an entity should not account for the effects of a modification if the award's fair value, vesting conditions and classification (as either debt or equity) are the same immediately before and after the modification. This amendment, which is being applied

prospectively to awards modified on or after the adoption date, became effective for People's United on January 1, 2018 and did not have a significant impact on the Company's Consolidated Financial Statements.

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**Notes to Consolidated Financial Statements**

***Standards effective in 2019***

*Accounting for Leases*

In February 2016, the FASB amended its standards with respect to the accounting for leases. The amended guidance serves to replace all current GAAP guidance on this topic and requires that an operating lease be recognized on the statement of condition as a right-of-use asset along with a corresponding liability representing the rent obligation. Key aspects of current lessor accounting generally remain unchanged from existing guidance, although the definition of eligible initial direct costs ( IDC ) has been amended. This standard is expected to result in an increase to assets and liabilities recognized and, therefore, increase risk-weighted assets for regulatory capital purposes. The guidance will become effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018 (January 1, 2019 for People's United) and, as originally issued, requires the use of the modified retrospective transition approach for existing leases that have not expired before the date of initial application.

In July 2018, the FASB issued two targeted improvements to the standard with the objective of reducing the cost and complexity of implementing the guidance. These amendments, which have the same effective date and transition requirements as the new lease standard, serve to (i) introduce an optional transition method allowing entities to recognize a cumulative-effect transition adjustment to the opening balance of retained earnings in the period of adoption rather than in the earliest period presented and (ii) provide a practical expedient whereby lessors can elect, by class of underlying asset, to not separate lease and related non-lease components if certain criteria are met.

The Company has elected the optional transition method which results in the modified retrospective approach being applied on January 1, 2019 (as opposed to January 1, 2017). The Company has also elected certain transition relief options provided in the standard, including the package of practical expedients. These relief options allow the Company to forego (i) the recognition of right-of-use assets and lease liabilities arising from short-term leases (i.e. leases with terms of twelve months or less) and (ii) a reassessment as to: (a) whether expired or existing contracts are or contain leases; (b) the lease classification for expired or existing leases; and (c) whether previously capitalized IDC for existing leases would qualify for capitalization under the standard. The Company did not elect the hindsight practical expedient which allows entities to use hindsight when determining lease term and impairment of right-of-use assets.

The Company has identified several areas that are within the scope of the guidance, including (i) its contracts with respect to leased real estate and office equipment and (ii) lease agreements entered into with customers of the Company's equipment financing businesses.

The most significant impact of adopting the guidance relates to real estate (primarily branch locations) and office equipment subject to non-cancelable operating lease agreements entered into by the Company as lessee. The amount of the right-of-use assets and corresponding lease liabilities recorded upon adoption will be based, primarily, on the present value of unpaid future minimum lease payments, the amount of which is dependent upon the population of leases in effect at the date of adoption, as well as assumptions with respect to renewals and/or extensions and the interest rate used to discount the future lease obligations. The Federal banking agencies have indicated that to the extent a right-of-use asset arises due to a lease of a tangible asset (e.g. building or equipment), the asset should be:

(i) treated as a tangible asset not subject to deduction from regulatory capital; (ii) risk-weighted at 100%; and (iii) included in total assets for leverage capital purposes.

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As it relates to lease agreements entered into with equipment financing customers, and for which the Company acts as lessor, the impact principally relates to the definition of eligible IDC under the new guidance. Specifically, the standard maintains a narrower definition of IDC which will result in the Company recognizing immediately (rather than deferring) certain lease origination-related expenses. Such expenses would be offset by the recognition of a higher yield on the underlying leases over their contractual term.

The guidance was adopted on January 1, 2019 and resulted in the recognition of (i) operating lease liabilities totaling approximately \$269 million, based on the present value of the remaining minimum lease payments, determined using a discount rate as of the effective date, and (ii) corresponding right-of-use assets totaling approximately \$249 million, based upon the operating lease liabilities, adjusted for prepaid and deferred rent, and liabilities associated with lease termination costs. This transition adjustment serves to increase risk-weighted assets, resulting in an approximate 5-10 basis point decrease in the risk-based capital ratios of both the Company and the Bank. Adoption of the guidance is not expected to have a material impact on the Company's Consolidated Statement of Income or Consolidated Statement of Cash Flows. The Company has, where appropriate, modified its business processes, systems and internal controls in order to support the recognition, measurement and disclosure requirements of the new standard.

*Premium Amortization – Purchased Callable Debt Securities*

In April 2017, the FASB amended its standards to shorten the amortization period for certain callable debt securities held at a premium, requiring such premiums to be amortized to the earliest call date unless applicable guidance related to certain pools of securities is applied to consider estimated prepayments. Under prior guidance, entities were generally required to amortize premiums on individual, non-pooled callable debt securities as a yield adjustment over the contractual life of the security. This amendment, which does not change the accounting for callable debt securities held at a discount, is effective for public business entities for fiscal years beginning after December 15, 2018 (January 1, 2019 for People's United) with early adoption permitted. The adoption of this amendment is not expected to have a significant impact on the Company's Consolidated Financial Statements.

*Derivatives and Hedging*

In August 2017, the FASB amended its standards with respect to the accounting for derivatives and hedging, simplifying existing guidance in order to enable companies to more accurately portray the economic effects of risk management activities in the financial statements and enhancing the transparency and understandability of hedge results through improved disclosures. This new guidance is effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018 (January 1, 2019 for People's United) with early adoption permitted. Given the limited number of derivatives currently designated as hedging instruments, the adoption of this amendment is not expected to have a significant impact on the Company's Consolidated Financial Statements.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

*Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*

In February 2018, as a result of the enactment of the Tax Cuts and Jobs Act (the Act), the FASB issued new accounting guidance providing entities with the option to reclassify, from accumulated other comprehensive income to retained earnings, certain stranded tax effects resulting from application of the Act. An entity that elects to do so must provide the following disclosures in the period of adoption: (i) that an election was made to reclassify the income tax effects of the Act from accumulated other comprehensive income to retained earnings and (ii) a description of other income tax effects related to the application of the Act that were reclassified from accumulated other comprehensive income to retained earnings, if any (e.g. income tax effects other than the effect of the change in the U.S. federal corporate income tax rate on gross deferred tax amounts and related valuation allowances). Regardless of whether an entity elects to adopt the guidance or not it is required to disclose its accounting policy for releasing income tax effects from accumulated other comprehensive income (e.g. the portfolio approach or the security-by-security approach).

The guidance is effective for all organizations for fiscal years beginning after December 15, 2018 (January 1, 2019 for People's United), including interim periods within those fiscal years, and early adoption is permitted. Entities electing to apply the guidance should do so (i) as of the beginning of the period of adoption or (ii) retrospectively to each period in which the effect of the change in the U.S. federal corporate income tax rate is recognized.

The Company elected to early adopt this amendment effective January 1, 2018 (for the reporting period ending on March 31, 2018). Upon adoption, \$37.9 million, representing the income tax effects of the Act as well as the indirect impacts from the decreased federal tax effect on future state tax benefits, was reclassified from AOCL to retained earnings. The reclassification adjustment, which related to: (i) the net actuarial loss on defined benefit pension and postretirement plans; (ii) the net unrealized loss on debt securities available-for-sale and debt securities transferred to held-to-maturity; and (iii) the net unrealized loss on derivatives accounted for as cash flow hedges, served to increase regulatory capital by \$37.9 million, which resulted in an approximate 11 basis point increase in the risk-based capital ratios of both the Company and the Bank.

***Standards effective in 2020***

*Financial Instruments – Credit Losses*

In June 2016, the FASB amended its standards with respect to certain aspects of measurement, recognition and disclosure of credit losses on loans and other financial instruments, including available-for-sale debt securities and purchased financial assets with credit deterioration (PCD assets). The amendment is to be applied through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (that is, a modified-retrospective approach). For certain assets (such as debt securities for which an other-than-temporary impairment has been recognized before the effective date and PCD assets), a prospective transition approach is required. For existing PCI assets, upon adoption, the amortized cost basis will be adjusted to reflect the addition of the allowance for credit losses. This transition relief avoids the need for a reporting entity to reassess its purchased financial assets that exist as of the date of adoption in order to determine whether they would have met, at acquisition, the new criteria of more-than insignificant credit deterioration since origination. The transition relief also allows an entity to accrete the remaining noncredit discount (based on the revised amortized cost

basis) into interest income over the life of the related asset based upon the effective interest rate at the adoption date.

For public business entities, this new amendment is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019 (January 1, 2020 for People's United) and earlier application is permitted as of the beginning of an interim or annual reporting period beginning after December 15, 2018. While early adoption is permitted, the Company has not elected that option.

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In preparing for adoption, the Company has established a cross-functional working group comprised of individuals from various disciplines, including credit, risk management, information technology and finance. That working group, which is subject to the Company's established corporate governance and oversight structure, is responsible for: (i) identifying key interpretative issues; (ii) determining the appropriate level of portfolio segmentation; (iii) reviewing historical data so as to identify potential data and resource gaps; and (iv) evaluating existing credit loss forecasting models and processes in order to determine what modifications may be required. To date, implementation efforts have focused on: (i) establishing the Company's portfolio segmentation; (ii) fulfilling the data requirements of the standard according to the established portfolio segmentation; and (iii) purchasing and installing a third-party vendor solution that will aid in the application of the standard. Currently, the working group, in conjunction with an advisory consultant, continues to devote considerable time to model development, which includes appropriate leveraging of existing credit models used to comply with other regulatory requirements and documentation. In addition, the working group is actively monitoring interpretative guidance issued by standard setters while also considering the relevant processes, systems, internal controls and data sources necessary to support the requirements of the new standard.

As a result of the required change in approach toward determining estimated credit losses from the current incurred loss model to one based on estimated cash flows over a loan's contractual life, adjusted for prepayments (a life of loan model), the Company expects the new guidance will result in an increase in the allowance for loan losses, particularly for longer duration portfolios. The Company also expects the new guidance may result in an allowance for debt securities. In both cases, the extent of the change is indeterminable at this time as (i) the Company's credit loss models remain subject to further development and refinement and (ii) the estimate of expected credit losses will be dependent upon portfolio composition and credit quality at the adoption date, as well as economic conditions and forecasts at that time. In December 2018, the Federal banking agencies issued a final rule with respect to how the impact of the amended standard is to be treated for regulatory capital purposes. That rule serves to revise the regulatory capital rules to, among other things, provide banks an option to phase-in, over three years, the day-one regulatory capital effects of the standard.

*Simplifying the Test for Goodwill Impairment*

In January 2017, the FASB amended its standards with respect to goodwill, simplifying how an entity is required to conduct the impairment assessment by eliminating Step 2, which requires a hypothetical purchase price allocation, from the goodwill impairment test. Instead, goodwill impairment will now be measured as the amount by which a reporting unit's carrying amount exceeds its fair value, not to exceed the carrying amount of goodwill. An entity will still have the option to perform a qualitative assessment to determine if a quantitative impairment test is necessary. For public business entities, this new guidance is effective in fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019 (January 1, 2020 for People's United) and is to be applied prospectively. Early adoption is permitted for any impairment tests performed after January 1, 2017. This amendment, which the Company elected to early adopt effective January 1, 2018, did not have a significant impact on the Company's Consolidated Financial Statements.

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**Notes to Consolidated Financial Statements**

*Disclosure Requirements – Fair Value Measurement*

In August 2018, the FASB issued targeted amendments that serve to eliminate, add and modify certain disclosure requirements for fair value measurements. Among the changes, entities are no longer required to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, but are required to disclose the range and weighted average used to develop significant unobservable inputs for Level 3 fair value measurements. These amendments are effective for interim and annual reporting periods beginning after December 15, 2019 (January 1, 2020 for People's United) and early adoption is permitted. Entities may also elect to (i) early adopt the eliminated and/or modified disclosure requirements and (ii) delay adoption of the new disclosure requirements until their effective date. The provisions set forth in this guidance, which the Company elected to early adopt in 2018, have been reflected in Note 19 (as applicable) and did not have a significant impact on the Company's Consolidated Financial Statements.

*Standards effective in 2021*

*Disclosure Requirements – Defined Benefit Plans*

In August 2018, the FASB issued targeted amendments that serve to make minor changes to the disclosure requirements for employers that sponsor defined benefit pension and/or other postretirement benefit plans. More specifically, the amendments (i) remove disclosures that are no longer considered cost beneficial, (ii) clarify the specific requirements of selected disclosures and (iii) add disclosure requirements identified as relevant. These amendments are effective for fiscal years ending after December 15, 2020 (January 1, 2021 for People's United) and early adoption is permitted. The provisions set forth in this guidance, which the Company elected to early adopt in 2018, have been reflected in Note 17 (as applicable) and did not have a significant impact on the Company's Consolidated Financial Statements.

**NOTE 2 – Acquisitions**

*Acquisitions Completed in 2018*

*First Connecticut Bancorp, Inc.*

Effective October 1, 2018, the Company completed its acquisition of First Connecticut Bancorp, Inc. ( "First Connecticut" ) based in Farmington, Connecticut. The fair value of the consideration transferred in the First Connecticut acquisition totaled \$486.4 million and consisted of 28.4 million shares of People's United common stock. At the acquisition date, First Connecticut operated 25 branch locations throughout central Connecticut and western Massachusetts.

The assets acquired and liabilities assumed in this transaction were recorded by People's United at their estimated fair values as of the effective date. The excess of the purchase price over the estimated fair value of the net assets acquired

was recorded as goodwill. Merger-related expenses recorded during the year ended December 31, 2018 related to this acquisition totaled \$8.8 million, including (i) fees for investment advisory, legal and valuation services and (ii) compensatory charges.

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The acquisition-date estimated fair values of the assets acquired and liabilities assumed in the acquisition of First Connecticut are summarized as follows:

(in millions)

<b>Assets:</b>	
Cash and cash equivalents	\$ 42.0
Securities	118.4
Loans	2,839.3
Goodwill	250.4
Core deposit intangible	51.0
Premises and equipment	22.0
BOLI	58.5
Favorable lease agreement	2.2
REO	0.2
Other assets	66.1
<b>Total assets</b>	<b>\$ 3,450.1</b>
<b>Liabilities:</b>	
Deposits	\$ 2,406.1
Borrowings	494.0
Other liabilities	63.6
<b>Total liabilities</b>	<b>\$ 2,963.7</b>
<b>Total purchase price</b>	<b>\$ 486.4</b>

Net deferred tax assets totaling \$16.6 million were established in connection with recording the related purchase accounting adjustments (other than goodwill). Fair value adjustments to assets acquired (other than loans, see Note 5) and liabilities assumed are generally amortized on a straight-line basis over periods consistent with the average life, useful life and/or contractual term of the related assets and liabilities.

*Vend Lease Company*

Effective June 27, 2018, the Bank completed its acquisition of Vend Lease Company (Vend Lease), a Baltimore-based equipment finance company. The fair value of the consideration transferred in the Vend Lease acquisition consisted of \$37.5 million in cash. In connection with this transaction, the Bank acquired a lease and loan portfolio with an acquisition-date estimated fair value of \$68.8 million and recorded goodwill of \$23.9 million. Merger-related expenses totaling \$2.1 million relating to this transaction were recorded in the year ended December 31, 2018.

The preceding summaries include adjustments necessary to record the acquired assets and assumed liabilities at their respective fair values based on management's best estimate using the information available at the time of the respective acquisition. While there may be changes in the respective acquisition-date fair values of certain balance sheet amounts and other items, management does not expect that such changes, if any, will be material. People's United's results of operations for the year ended December 31, 2018 include the results of First Connecticut and Vend Lease beginning with the respective effective dates.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

Fair values of the major categories of assets acquired and liabilities assumed were determined as follows:

*Cash and Cash Equivalents*

The fair values of cash and cash equivalents approximate the respective carrying amounts because the instruments are payable on demand or have short-term maturities.

*Securities*

The fair values of securities acquired were based on quoted market prices. If a quoted market price for a certain security was not available, then a quoted price for a similar security in active markets was used to estimate fair value.

*Loans and Leases*

Loans and leases acquired in connection with these acquisitions were recorded at fair value with no carryover of either First Connecticut's or Vend Lease's previously established allowance for loan losses. Fair value was determined using market participant assumptions in estimating the amount and timing of both principal and interest cash flows expected to be collected as adjusted for an estimate of future credit losses and prepayments and then applying a market-based discount rate to those cash flows. Acquired loans were evaluated upon the respective acquisition dates and classified as either purchased performing or PCI (see Note 5).

In the aggregate, loans totaling \$69.9 million were deemed PCI and were recorded at a discount from the corresponding outstanding principal balance of \$94.7 million. The remaining acquired loans and leases were deemed purchased performing and had a fair value of \$2.84 billion and an outstanding principal balance of \$2.94 billion, resulting in a discount that will be accreted over the remaining lives of the assets. Included in the Consolidated Statements of Income for the year end December 31, 2018 is approximately \$35 million of interest income attributable to these acquisitions since the respective acquisition dates.

*Core Deposit Intangible*

The core deposit intangible represents the value of the relationships with deposit customers. The fair value was estimated based on a discounted cash flow methodology that gave appropriate consideration to expected customer attrition rates, net maintenance costs of the deposit base, the alternative cost of funds and the interest cost associated with customer deposits. The core deposit intangible will be amortized using an accelerated amortization method over a nine-year period, reflective of the manner in which the related benefit attributable to the deposits will be recognized.

*Deposits*

The fair values of acquired savings and transaction deposit accounts were assumed to approximate the respective carrying amounts as these accounts have no stated maturity and are payable on demand. Time deposits were valued based on the present value of the contractual cash flows over the remaining period to maturity using a market rate.

*Borrowings*

The fair values of FHLB advances and other borrowings represent contractual repayments discounted using interest rates currently available on borrowings with similar characteristics and remaining maturities.

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The following table presents selected unaudited pro forma financial information of the Company, reflecting the acquisitions of First Connecticut and Vend Lease, assuming the acquisitions were completed as of the beginning of the respective periods:

Years ended December 31 (in millions, except per common share data)	2018	2017
<b>Selected Financial Results:</b>		
Net interest income	\$ 1,305.2	\$ 1,190.9
Provision for loan losses	30.0	26.0
Non-interest income	378.3	371.4
Non-interest expense	1,040.2	1,032.6
Net income	498.0	364.0
Net income available to common shareholders	483.9	349.9
<b>EPS:</b>		
Basic	\$ 1.31	\$ 0.97
Diluted	1.30	0.97

The selected unaudited pro forma financial information is presented for illustrative purposes only and is not necessarily indicative of the financial results of the combined companies had the acquisitions actually been completed at the beginning of the periods presented, nor does it indicate future results for any other interim or full-year period. Merger-related expenses attributable to the acquisitions that were incurred by People's United, First Connecticut and Vend Lease during the year ended December 31, 2018 are not reflected in the selected unaudited pro forma financial information. Pro forma basic and diluted EPS were calculated using People's United's actual weighted-average common shares outstanding for the periods presented, plus the incremental common shares issued, assuming the acquisitions occurred at the beginning of the periods presented.

***Acquisitions Completed in 2017******LEAF***

Effective August 1, 2017, the Bank completed its acquisition of LEAF, a Philadelphia-based commercial equipment finance company. The fair value of the consideration transferred in the LEAF acquisition consisted of \$220.0 million in cash. The fair value of assets acquired and liabilities assumed in this acquisition totaled \$957.7 million and \$737.7 million, respectively. Merger-related expenses recorded during the year ended December 31, 2017 related to this acquisition totaled \$3.7 million.

Prior to the acquisition, and in connection with its previous revolving warehouse debt facilities and term note securitization transactions, LEAF established bankruptcy-remote special-purpose entities (SPEs) that issued term debt to institutional investors. These SPEs were variable interest entities (VIEs), of which LEAF was deemed the primary beneficiary, and, therefore, the related financings were treated as secured borrowings with the SPEs consolidated in LEAF's financial statements. Following the Company's acquisition of LEAF, approximately \$460 million of LEAF's borrowings were repaid prior to September 30, 2017, including all but one remaining securitization, which was repaid



without penalty in June 2018.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

*Suffolk Bancorp*

Effective April 1, 2017, People's United completed its acquisition of Suffolk Bancorp (Suffolk) based in Riverhead, New York. The fair value of the consideration transferred in the Suffolk acquisition totaled \$484.8 million and consisted of 26.6 million shares of People's United common stock. At the acquisition date, Suffolk operated 27 branch locations in the greater Long Island area. The fair value of assets acquired and liabilities assumed in the Suffolk acquisition totaled \$2.38 billion and \$1.90 billion, respectively. Merger-related expenses recorded during the years ended December 31, 2017 and 2016 related to this acquisition totaled \$26.6 million and \$2.8 million, respectively.

***Acquisitions Completed in 2016***

*Gerstein Fisher*

Effective November 2, 2016, PSI completed its acquisition of Gerstein Fisher, a \$3 billion investment management firm based in New York City. The fair value of the consideration transferred in the Gerstein Fisher acquisition consisted of \$57.4 million in cash and \$18.3 million in contingent consideration. Merger-related expenses recorded during the years ended December 31, 2017 and 2016 related to this acquisition totaled \$0.3 million and \$1.9 million, respectively.

*Eagle Insurance*

Effective April 6, 2016, PUIA completed its acquisition of Eagle Insurance Group, LLC (Eagle Insurance), a Massachusetts-based insurance brokerage firm, focused on commercial insurance. The fair value of the consideration transferred in the Eagle Insurance acquisition consisted of \$2.4 million in cash and \$1.5 million in contingent consideration.

**NOTE 3 Cash and Cash Equivalents**

A combination of reserves in the form of deposits with the FRB-NY and vault cash, totaling \$124.1 million and \$112.4 million at December 31, 2018 and 2017, respectively, were maintained to satisfy federal regulatory requirements. Vault cash is included in cash and due from banks, and interest-bearing deposits with the FRB-NY are included in short-term investments in the Consolidated Statements of Condition. These deposits represent an alternative to overnight federal funds sold and yielded 2.40% and 1.50% at December 31, 2018 and 2017, respectively. Cash and due from banks included restricted cash totaling \$13.8 million at December 31, 2017 (none at December 31, 2018), relating to one remaining securitization assumed in the acquisition of LEAF and repaid in June 2018 (see Note 2).

Short-term investments consist of the following cash equivalents:

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As of December 31 (in millions)	2018	2017
Interest-bearing deposits at the FRB-NY	\$ 234.0	\$ 340.4
Money market mutual funds	26.3	25.4
Other (1)	6.0	11.7
Total short-term investments	\$ 266.3	\$ 377.5

(1) Includes cash collateral posted for certain derivative positions at both December 31, 2018 and 2017.

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**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****NOTE 4 Securities**

The amortized cost, gross unrealized gains and losses, and fair value of People's United's debt securities available-for-sale and debt securities held-to-maturity are as follows:

As of December 31, 2018 (in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Debt securities available-for-sale:</b>				
U.S. Treasury and agency	\$ 699.0	\$ 0.1	\$ (21.1)	\$ 678.0
GSE mortgage-backed securities	2,486.6	4.6	(48.2)	2,443.0
<b>Total debt securities available-for-sale</b>	<b>\$ 3,185.6</b>	<b>\$ 4.7</b>	<b>\$ (69.3)</b>	<b>\$ 3,121.0</b>
<b>Debt securities held-to-maturity:</b>				
State and municipal	\$ 2,352.4	\$ 35.4	\$ (18.4)	\$ 2,369.4
GSE mortgage-backed securities	1,367.5		(33.2)	1,334.3
Corporate	70.9	0.5	(0.7)	70.7
Other	1.5			1.5
<b>Total debt securities held-to-maturity</b>	<b>\$ 3,792.3</b>	<b>\$ 35.9</b>	<b>\$ (52.3)</b>	<b>\$ 3,775.9</b>
As of December 31, 2017 (in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Debt securities available-for-sale:</b>				
U.S. Treasury and agency	\$ 687.1	\$	\$ (18.3)	\$ 668.8
GSE mortgage-backed securities	2,477.8	7.4	(28.7)	2,456.5
<b>Total debt securities available-for-sale</b>	<b>\$ 3,164.9</b>	<b>\$ 7.4</b>	<b>\$ (47.0)</b>	<b>\$ 3,125.3</b>
<b>Debt securities held-to-maturity:</b>				
State and municipal	\$ 2,060.4	\$ 64.5	\$ (4.6)	\$ 2,120.3
GSE mortgage-backed securities	1,474.9	0.3	(15.4)	1,459.8
Corporate	51.3	0.8		52.1
Other	1.5			1.5

Total debt securities held-to-maturity	\$ 3,588.1	\$ 65.6	\$ (20.0)	\$ 3,633.7
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At December 31, 2018 and 2017, debt securities available-for-sale with fair values of \$2.20 billion and \$1.94 billion, respectively, and debt securities held-to-maturity with amortized costs of \$1.49 billion and \$1.37 billion, respectively, were pledged as collateral for public deposits and for other purposes.

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The following table is a summary of the amortized cost, fair value and fully taxable equivalent ( FTE ) yield of debt securities as of December 31, 2018, based on remaining period to contractual maturity. Information for GSE mortgage-backed securities is based on the final contractual maturity dates without considering repayments and prepayments.

(dollars in millions)	Available-for-Sale			Held-to-Maturity		
	Amortized Cost	Fair Value	FTE Yield	Amortized Cost	Fair Value	FTE Yield
<b>U.S. Treasury and agency:</b>						
Within 1 year	\$ 56.7	\$ 56.3	1.95%	\$	\$	%
After 1 but within 5 years	642.3	621.7	1.52			
Total	699.0	678.0	1.56			
<b>GSE mortgage-backed securities:</b>						
Within 1 year				4.3	4.3	1.93
After 1 but within 5 years	65.7	65.7	2.89	299.8	293.7	2.37
After 5 but within 10 years	1,016.1	1,013.4	2.79	712.1	694.8	2.46
After 10 years	1,404.8	1,363.9	2.16	351.3	341.5	2.13
Total	2,486.6	2,443.0	2.44	1,367.5	1,334.3	2.36
<b>State and municipal:</b>						
Within 1 year				23.6	23.6	2.41
After 1 but within 5 years				205.5	210.3	2.95
After 5 but within 10 years				346.1	355.7	3.26
After 10 years				1,777.2	1,779.8	3.84
Total				2,352.4	2,369.4	3.66
<b>Corporate:</b>						
After 1 but within 5 years				5.0	5.0	3.50
After 5 but within 10 years				65.9	65.7	4.73
Total				70.9	70.7	4.64
<b>Other:</b>						
After 1 but within 5 years				1.5	1.5	2.46
Total				1.5	1.5	2.46

Total:						
Within 1 year	56.7	56.3	1.95	27.9	27.9	2.34
After 1 but within 5 years	708.0	687.4	1.65	511.8	510.5	2.62
After 5 but within 10 years	1,016.1	1,013.4	2.79	1,124.1	1,116.2	2.84
After 10 years	1,404.8	1,363.9	2.16	2,128.5	2,121.3	3.56
<b>Total</b>	<b>\$ 3,185.6</b>	<b>\$ 3,121.0</b>	<b>2.24%</b>	<b>\$ 3,792.3</b>	<b>\$ 3,775.9</b>	<b>3.21%</b>

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The following tables summarize those debt securities with unrealized losses, segregated by the length of time the securities have been in a continuous unrealized loss position at the respective dates. Certain unrealized losses totaled less than \$0.1 million.

	Continuous Unrealized Loss Position					
	Less Than 12 Months		12 Months Or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
As of December 31, 2018 (in millions)						
<b>Debt securities available-for-sale:</b>						
GSE mortgage-backed securities	\$ 132.4	\$ (0.5)	\$ 1,656.3	\$ (47.7)	\$ 1,788.7	\$ (48.2)
U.S. Treasury and agency			656.2	(21.1)	656.2	(21.1)
<b>Total debt securities available-for-sale</b>	<b>\$ 132.4</b>	<b>\$ (0.5)</b>	<b>\$ 2,312.5</b>	<b>\$ (68.8)</b>	<b>\$ 2,444.9</b>	<b>\$ (69.3)</b>
<b>Debt securities held-to-maturity:</b>						
GSE mortgage-backed securities	\$	\$	\$ 1,334.3	\$ (33.2)	\$ 1,334.3	\$ (33.2)
State and municipal	113.4	(0.7)	697.6	(17.7)	811.0	(18.4)
Corporate	31.2	(0.6)	2.7	(0.1)	33.9	(0.7)
<b>Total debt securities held-to-maturity</b>	<b>\$ 144.6</b>	<b>\$ (1.3)</b>	<b>\$ 2,034.6</b>	<b>\$ (51.0)</b>	<b>\$ 2,179.2</b>	<b>\$ (52.3)</b>

	Continuous Unrealized Loss Position					
	Less Than 12 Months		12 Months Or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
As of December 31, 2017 (in millions)						
<b>Debt securities available-for-sale:</b>						
GSE mortgage-backed securities	\$ 1,013.5	\$ (8.7)	\$ 1,114.8	\$ (20.0)	\$ 2,128.3	\$ (28.7)
U.S. Treasury and agency	156.0		507.7	(18.3)	663.7	(18.3)
<b>Total debt securities available-for-sale</b>	<b>\$ 1,169.5</b>	<b>\$ (8.7)</b>	<b>\$ 1,622.5</b>	<b>\$ (38.3)</b>	<b>\$ 2,792.0</b>	<b>\$ (47.0)</b>
<b>Debt securities held-to-maturity:</b>						
GSE mortgage-backed securities	\$ 1,289.3	\$ (14.7)	\$ 45.0	\$ (0.7)	\$ 1,334.3	\$ (15.4)
State and municipal	106.2	(0.5)	224.9	(4.1)	331.1	(4.6)
<b>Total debt securities held-to-maturity</b>	<b>\$ 1,395.5</b>	<b>\$ (15.2)</b>	<b>\$ 269.9</b>	<b>\$ (4.8)</b>	<b>\$ 1,665.4</b>	<b>\$ (20.0)</b>



At December 31, 2018, approximately 39% of the 2,176 debt securities owned by the Company, consisting of 112 debt securities classified as available-for-sale and 733 debt securities classified as held-to-maturity, had gross unrealized losses totaling \$69.3 million and \$52.3 million, respectively. With respect to those securities with unrealized losses, all of the GSE mortgage-backed securities had AAA credit ratings and an average contractual maturity of nine years. The state and municipal securities had an average credit rating of AA and a weighted average maturity of 13 years.

The cause of the gross unrealized losses with respect to all of the debt securities is directly related to changes in interest rates. At this time, management does not intend to sell such securities nor is it more likely than not, based upon available evidence, that management will be required to sell such securities prior to recovery. As such, management believes that all gross unrealized losses within the securities portfolio at December 31, 2018 are temporary impairments. No other-than-temporary impairment losses were recognized in the Consolidated Statements of Income for the years ended December 31, 2018, 2017 and 2016.

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People's United uses the specific identification method to determine the cost of securities sold and records securities transactions on the trade date. People's United sold (i) GSE mortgage-backed securities with an amortized cost of \$235.5 million and recorded \$10.0 million of gross realized losses in December 2018 and (ii) U.S. Treasury and CMO securities with a combined amortized cost of \$291.3 million and recorded \$10.0 million of gross realized losses in December 2017. Also in 2017, People's United sold U.S. Treasury and CMO securities with a combined amortized cost of \$486.9 million and recorded \$15.7 million of gross realized losses. In 2016, People's United sold U.S. Treasury and CMO securities with a combined amortized cost of \$403.0 million and recorded \$6.1 million of gross realized losses. Including other minor gains and losses, net security losses totaled \$9.8 million, \$25.4 million and \$5.9 million for the years ended December 31, 2018, 2017 and 2016, respectively.

The components of net security losses are summarized below.

Years ended December 31 (in millions)	2018	2017	2016
<b>Debt securities:</b>			
Gains	\$ 0.1	\$ 2.1	\$ 0.2
Losses	(10.0)	(27.5)	(6.2)
Total debt securities	(9.9)	(25.4)	(6.0)
<b>Trading debt securities:</b>			
Gains	0.1		0.1
Losses			
Total trading debt securities (1)	0.1		0.1
<b>Net security losses</b>	<b>\$ (9.8)</b>	<b>\$ (25.4)</b>	<b>\$ (5.9)</b>

(1) Net gains and losses on trading debt securities totaled less than \$0.1 million for the year ended December 31, 2017.

For the year ended December 31, 2018, People's United recorded unrealized gains of \$0.6 million (included in other non-interest income in the Consolidated Statements of Income) relating to the change in fair value of its equity securities during 2018.

The Bank, as a member of the FHLB of Boston, is currently required to purchase and hold shares of capital stock in the FHLB of Boston (total cost of \$124.2 million and \$130.0 million at December 31, 2018 and 2017, respectively) in an amount equal to its membership base investment plus an activity based investment determined according to the Bank's level of outstanding FHLB advances. As a result of prior acquisitions, the Bank acquired shares of capital stock in the FHLB of New York (total cost of \$0.7 million and \$12.0 million at December 31, 2018 and 2017, respectively).

Based on the current capital adequacy and liquidity position of both the FHLB of Boston and the FHLB of New York, management believes there is no impairment in the Company's investment at December 31, 2018 and the cost of the investment approximates fair value. Dividend income on FHLB capital stock totaled \$8.3 million, \$6.6 million and \$5.8 million for the years ended December 31, 2018, 2017 and 2016, respectively.

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The Bank, as a member of the Federal Reserve Bank system, is currently required to purchase and hold shares of capital stock in the FRB-NY (total cost of \$178.5 million and \$170.3 million at December 31, 2018 and 2017, respectively) in an amount equal to 6% of its capital and surplus. Based on the current capital adequacy and liquidity position of the FRB-NY, management believes there is no impairment in the Company's investment at December 31, 2018 and the cost of the investment approximates fair value. Dividend income on FRB-NY capital stock totaled \$5.1 million, \$3.7 million and \$3.1 million for the years ended December 31, 2018, 2017 and 2016, respectively.

**NOTE 5 Loans**

For purposes of disclosures related to the credit quality of financing receivables and the allowance for loan losses, People's United has identified two loan portfolio segments, Commercial and Retail, which are comprised of the following loan classes:

*Commercial Portfolio:* commercial real estate; commercial and industrial; and equipment financing.

*Retail Portfolio:* residential mortgage; home equity; and other consumer.

Loans acquired in connection with business combinations are referred to as "acquired" loans as a result of the manner in which they are accounted for (see further discussion under "Acquired Loans" in Note 1). All other loans are referred to as "originated" loans. Accordingly, selected credit quality disclosures that follow are presented separately for the "originated" loan portfolio and the "acquired" loan portfolio.

The following table summarizes People's United's loans by loan portfolio segment and class:

As of December 31 (in millions)	2018			2017		
	Originated	Acquired	Total	Originated	Acquired	Total
<b>Commercial:</b>						
Commercial real estate	\$ 9,798.5	\$ 1,851.1	\$ 11,649.6	\$ 10,126.6	\$ 942.1	\$ 11,068.7
Commercial and industrial	8,292.3	796.6	9,088.9	8,129.9	601.2	8,731.1
Equipment financing	3,937.7	401.5	4,339.2	3,308.5	596.9	3,905.4
<b>Total Commercial Portfolio</b>	<b>22,028.5</b>	<b>3,049.2</b>	<b>25,077.7</b>	<b>21,565.0</b>	<b>2,140.2</b>	<b>23,705.2</b>
<b>Retail:</b>						
<b>Residential mortgage:</b>						
Adjustable-rate	5,854.1	807.9	6,662.0	5,782.6	144.0	5,926.6

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Fixed-rate	935.1	557.1	1,492.2	758.0	121.1	879.1
Total residential mortgage	6,789.2	1,365.0	8,154.2	6,540.6	265.1	6,805.7
Home equity and other consumer:						
Home equity	1,789.5	173.0	1,962.5	1,960.0	55.2	2,015.2
Other consumer	42.8	4.2	47.0	45.6	3.6	49.2
Total home equity and other consumer	1,832.3	177.2	2,009.5	2,005.6	58.8	2,064.4
Total Retail Portfolio	8,621.5	1,542.2	10,163.7	8,546.2	323.9	8,870.1
Total loans	\$ 30,650.0	\$ 4,591.4	\$ 35,241.4	\$ 30,111.2	\$ 2,464.1	\$ 32,575.3

Net deferred loan costs, which are included in loans by respective class and accounted for as interest yield adjustments, totaled \$94.6 million at December 31, 2018 and \$80.4 million at December 31, 2017.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

At December 31, 2018, 26%, 20% and 18% of the Company's loans by outstanding principal amount were to customers located within Connecticut, New York and Massachusetts, respectively. Loans to customers located in the New England states as a group represented 56% and 54% of total loans at December 31, 2018 and 2017, respectively. Substantially the entire equipment financing portfolio (95% at both December 31, 2018 and 2017, respectively) was to customers located outside of New England. At December 31, 2018, 29% of the equipment financing portfolio was to customers located in Texas, California and New York, and no other state exposure was greater than 6%.

Included in the Commercial portfolio are construction loans totaling \$651.2 million and \$575.0 million at December 31, 2018 and 2017, respectively, net of the unadvanced portion of such loans totaling \$588.2 million and \$327.1 million, respectively.

At both December 31, 2018 and 2017, residential mortgage loans included \$1.2 billion of interest-only loans. People's United's underwriting guidelines and requirements for such loans are generally more restrictive than those applied to other types of residential mortgage products. Also included in residential mortgage loans are construction loans totaling \$57.3 million and \$65.3 million at December 31, 2018 and 2017, respectively, net of the unadvanced portion of such loans totaling \$21.5 million and \$17.9 million, respectively.

People's United sells newly-originated residential mortgage loans in the secondary market, without recourse. Net gains on sales of residential mortgage loans totaled \$1.2 million, \$3.2 million and \$6.3 million for the years ended December 31, 2018, 2017 and 2016, respectively. Loans held-for-sale at December 31, 2018 and 2017 consisted of newly-originated residential mortgage loans with carrying amounts of \$19.5 million and \$16.6 million, respectively. During 2018 and 2017 (none in 2016), the Company sold acquired loans with outstanding principal balances totaling \$10.0 million and \$7.9 million, respectively, (carrying amounts of \$4.4 million and \$5.0 million, respectively) and recognized net gains on sales totaling \$1.8 million and \$2.4 million, respectively.

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The following table presents a summary, by loan portfolio segment, of activity in the allowance for loan losses for the years ended December 31, 2018, 2017 and 2016. With respect to the originated portfolio, an allocation of a portion of the allowance to one segment does not preclude its availability to absorb losses in another segment.

(in millions)	Commercial			Retail			Total
	Originated	Acquired	Total	Originated	Acquired	Total	
Balance at December 31, 2015	\$ 181.8	\$ 7.9	\$ 189.7	\$ 21.1	\$ 0.2	\$ 21.3	\$ 211.0
Charge-offs	(13.5)	(1.4)	(14.9)	(8.5)		(8.5)	(23.4)
Recoveries	2.1		2.1	3.0		3.0	5.1
Net loan charge-offs	(11.4)	(1.4)	(12.8)	(5.5)		(5.5)	(18.3)
Provision for loan losses	28.4	(0.4)	28.0	8.6		8.6	36.6
Balance at December 31, 2016	198.8	6.1	204.9	24.2	0.2	24.4	229.3
Charge-offs	(17.1)	(4.4)	(21.5)	(6.4)		(6.4)	(27.9)
Recoveries	4.6	0.3	4.9	2.1		2.1	7.0
Net loan charge-offs	(12.5)	(4.1)	(16.6)	(4.3)		(4.3)	(20.9)
Provision for loan losses	14.8	1.4	16.2	9.8		9.8	26.0
Balance at December 31, 2017	201.1	3.4	204.5	29.7	0.2	29.9	234.4
Charge-offs	(19.5)	(8.1)	(27.6)	(3.3)		(3.3)	(30.9)
Recoveries	3.5	1.3	4.8	2.1		2.1	6.9
Net loan charge-offs	(16.0)	(6.8)	(22.8)	(1.2)		(1.2)	(24.0)
Provision for loan losses	20.5	7.3	27.8	2.2		2.2	30.0
Balance at December 31, 2018	\$ 205.6	\$ 3.9	\$ 209.5	\$ 30.7	\$ 0.2	\$ 30.9	\$ 240.4

**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements**

The following tables summarize, by loan portfolio segment and impairment methodology, the allowance for loan losses and related portfolio balances:

As of December 31, 2018 (in millions)	Commercial		Retail		Total	
	Portfolio	Allowance	Portfolio	Allowance	Portfolio	Allowance
<b>Originated loans:</b>						
Collectively evaluated for impairment	\$ 21,900.1	\$ 198.9	\$ 8,535.0	\$ 28.4	\$ 30,435.1	\$ 227.3
Individually evaluated for impairment	128.4	6.7	86.5	2.3	214.9	9.0
<b>Acquired loans:</b>						
PCI (1)	300.3	2.2	99.6	0.1	399.9	2.3
<b>Purchased performing:</b>						
Collectively evaluated for impairment	2,744.4	1.7	1,439.1		4,183.5	1.7
Individually evaluated for impairment	4.5		3.5	0.1	8.0	0.1
<b>Total</b>	<b>\$ 25,077.7</b>	<b>\$ 209.5</b>	<b>\$ 10,163.7</b>	<b>\$ 30.9</b>	<b>\$ 35,241.4</b>	<b>\$ 240.4</b>

As of December 31, 2017 (in millions)	Commercial		Retail		Total	
	Portfolio	Allowance	Portfolio	Allowance	Portfolio	Allowance
<b>Originated loans:</b>						
Collectively evaluated for impairment	\$ 21,423.8	\$ 196.5	\$ 8,454.1	\$ 27.3	\$ 29,877.9	\$ 223.8
Individually evaluated for impairment	141.2	4.6	92.1	2.4	233.3	7.0
<b>Acquired loans:</b>						
PCI (1)	370.4	2.8	128.1	0.2	498.5	3.0
<b>Purchased performing:</b>						
Collectively evaluated for impairment	1,769.8	0.6	193.9		1,963.7	0.6
Individually evaluated for impairment			1.9		1.9	
<b>Total</b>	<b>\$ 23,705.2</b>	<b>\$ 204.5</b>	<b>\$ 8,870.1</b>	<b>\$ 29.9</b>	<b>\$ 32,575.3</b>	<b>\$ 234.4</b>

(1) PCI loans are evaluated for impairment on a pool basis.



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The recorded investments, by class of loan, in originated non-performing loans are summarized as follows:

As of December 31 (in millions)	2018	2017	2016
<b>Commercial:</b>			
Commercial real estate	\$ 33.5	\$ 23.7	\$ 22.3
Commercial and industrial	38.0	32.6	41.5
Equipment financing	42.0	44.3	39.4
<b>Total (1)</b>	<b>113.5</b>	<b>100.6</b>	<b>103.2</b>
<b>Retail:</b>			
Residential mortgage	38.9	32.7	27.4
Home equity	15.3	15.4	17.4
Other consumer			
<b>Total (2)</b>	<b>54.2</b>	<b>48.1</b>	<b>44.8</b>
<b>Total</b>	<b>\$ 167.7</b>	<b>\$ 148.7</b>	<b>\$ 148.0</b>

(1) Reported net of government guarantees totaling \$1.9 million, \$3.1 million and \$13.1 million at December 31, 2018, 2017 and 2016, respectively. These government guarantees relate, almost entirely, to guarantees provided by the Small Business Administration as well as selected other Federal agencies and represent the carrying value of the loans that are covered by such guarantees, the extent of which (i.e. full or partial) varies by loan. At December 31, 2018, the principal loan classes to which these government guarantees relate are commercial and industrial loans (87%) and commercial real estate loans (13%).

(2) Includes \$24.8 million, \$15.2 million and \$9.8 million of loans in the process of foreclosure at December 31, 2018, 2017 and 2016, respectively.

The preceding table excludes acquired loans that are (i) accounted for as PCI loans and/or (ii) covered by an FDIC loss-share agreement ( LSA ) which totaled \$44.1 million at December 31, 2018; \$25.1 million at December 31, 2017; and \$24.7 million at December 31, 2016. Such loans otherwise meet People's United's definition of a non-performing loan but are excluded because the loans are included in loan pools that are considered performing and/or credit losses are covered by an FDIC LSA. The discounts arising from recording these loans at fair value were due, in part, to credit quality. Accordingly, such loans are generally accounted for on a pool basis and the accretible yield on the pools is being recognized as interest income over the life of the loans based on expected cash flows at the pool level. In addition, the table excludes \$6.0 million and \$4.7 million of purchased performing loans at December 31, 2018 and 2017, respectively, all of which became non-performing subsequent to acquisition.

If interest payments on all loans classified as non-performing at December 31, 2018, 2017 and 2016 had been made during the respective years in accordance with the loan agreements, interest income of \$18.1 million, \$16.2 million and \$14.4 million would have been recognized on such loans for the respective years. Interest income actually recognized on non-performing loans totaled \$2.9 million, \$1.7 million and \$1.8 million for the years ended December 31, 2018, 2017 and 2016, respectively.

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At December 31, 2018 and 2017, People's United's recorded investment in loans classified as TDRs totaled \$179.4 million and \$186.9 million, respectively. The related allowance for loan losses was \$4.5 million at December 31, 2018 and \$4.4 million at December 31, 2017. Interest income recognized on TDRs totaled \$6.1 million, \$4.7 million and \$4.8 million for the years ended December 31, 2018, 2017 and 2016, respectively. Fundings under commitments to lend additional amounts to borrowers with loans classified as TDRs were immaterial for the years ended December 31, 2018, 2017 and 2016. Loans that were modified and classified as TDRs during 2018 principally involve reduced payment and/or payment deferral, extension of term (generally no more than two years for commercial loans and five years for retail loans) and/or a temporary reduction of interest rate (generally less than 200 basis points).

The following tables summarize, by class of loan, the recorded investments in loans modified as TDRs during the years ended December 31, 2018 and 2017. For purposes of this disclosure, recorded investments represent amounts immediately prior to and subsequent to the restructuring.

(dollars in millions)	Number of Contracts	Year ended December 31, 2018	
		Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
<b>Commercial:</b>			
Commercial real estate (1)	13	\$ 27.6	\$ 27.6
Commercial and industrial (2)	47	73.1	73.1
Equipment financing (3)	31	31.6	31.6
<b>Total</b>	<b>91</b>	<b>132.3</b>	<b>132.3</b>
<b>Retail:</b>			
Residential mortgage (4)	38	9.5	9.5
Home equity (5)	79	7.3	7.3
Other consumer			
<b>Total</b>	<b>117</b>	<b>16.8</b>	<b>16.8</b>
<b>Total</b>	<b>208</b>	<b>\$ 149.1</b>	<b>\$ 149.1</b>

- (1) Represents the following concessions: extension of term (9 contracts; recorded investment of \$24.1 million); reduced payment and/or payment deferral (1 contract; recorded investment of \$0.5 million); or a combination of concessions (3 contracts; recorded investment of \$3.0 million).

- (2) Represents the following concessions: extension of term (31 contracts; recorded investment of \$48.4 million); reduced payment and/or payment deferral (11 contracts; recorded investment of \$23.8 million); or a combination of concessions (5 contracts; recorded investment of \$0.9 million).
- (3) Represents the following concessions: extension of term (3 contracts; recorded investment of \$4.2 million); reduced payment and/or payment deferral (16 contracts; recorded investment of \$17.6 million); or a combination of concessions (12 contracts; recorded investment of \$9.8 million).
- (4) Represents the following concessions: loans restructured through bankruptcy (21 contracts; recorded investment of \$3.7 million); reduced payment and/or payment deferral (10 contracts; recorded investment of \$3.5 million); or a combination of concessions (7 contracts; recorded investment of \$2.3 million).
- (5) Represents the following concessions: loans restructured through bankruptcy (49 contracts; recorded investment of \$3.6 million); reduced payment and/or payment deferral (10 contracts; recorded investment of \$1.3 million); or a combination of concessions (20 contracts; recorded investment of \$2.4 million).

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(dollars in millions)	Number of Contracts	Year ended December 31, 2017	
		Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
<b>Commercial:</b>			
Commercial real estate (1)	17	\$ 7.5	\$ 7.5
Commercial and industrial (2)	39	52.4	52.4
Equipment financing (3)	58	35.5	35.5
<b>Total</b>	<b>114</b>	<b>95.4</b>	<b>95.4</b>
<b>Retail:</b>			
Residential mortgage (4)	52	13.6	13.6
Home equity (5)	76	5.3	5.3
Other consumer			
<b>Total</b>	<b>128</b>	<b>18.9</b>	<b>18.9</b>
<b>Total</b>	<b>242</b>	<b>\$ 114.3</b>	<b>\$ 114.3</b>

- (1) Represents the following concessions: extension of term (11 contracts; recorded investment of \$2.3 million); reduced payment and/or payment deferral (4 contracts; recorded investment of \$3.1 million); temporary rate reduction (1 contract; recorded investment of \$1.7 million); or a combination of concessions (1 contract; recorded investment of \$0.4 million).
- (2) Represents the following concessions: extension of term (34 contracts; recorded investment of \$42.2 million); reduced payment and/or payment deferral (4 contracts; recorded investment of \$9.9 million); or a combination of concessions (1 contract; recorded investment of \$0.3 million).
- (3) Represents the following concessions: extension of term (1 contract; recorded investment of \$1.0 million); reduced payment and/or payment deferral (26 contracts; recorded investment of \$23.3 million); or a combination of concessions (31 contracts; recorded investment of \$11.2 million).
- (4) Represents the following concessions: loans restructured through bankruptcy (32 contracts; recorded investment of \$5.9 million); reduced payment and/or payment deferral (11 contracts; recorded investment of \$4.0 million); or a combination of concessions (9 contracts; recorded investment of \$3.7 million).
- (5) Represents the following concessions: loans restructured through bankruptcy (48 contracts; recorded investment of \$2.9 million); reduced payment and/or payment deferral (13 contracts; recorded investment of \$1.2 million); or a combination of concessions (15 contracts; recorded investment of \$1.2 million).

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The following is a summary, by class of loan, of information related to TDRs completed within the previous 12 months that subsequently defaulted during the years ended December 31, 2018 and 2017. For purposes of this disclosure, the previous 12 months is measured from January 1 of the respective prior year and a default represents a previously-modified loan that became past due 30 days or more during 2018 or 2017.

Years ended December 31 (dollars in millions)	2018 Number of Contracts	2018 Recorded Investment as of Period End	2017 Number of Contracts	2017 Recorded Investment as of Period End
<b>Commercial:</b>				
Commercial real estate		\$	1	\$ 0.1
Commercial and industrial	12	6.7	1	0.9
Equipment financing	6	3.5	13	4.6
<b>Total</b>	<b>18</b>	<b>10.2</b>	<b>15</b>	<b>5.6</b>
<b>Retail:</b>				
Residential mortgage	7	1.6	11	3.6
Home equity	13	0.7	12	1.4
Other consumer				
<b>Total</b>	<b>20</b>	<b>2.3</b>	<b>23</b>	<b>5.0</b>
<b>Total</b>	<b>38</b>	<b>\$ 12.5</b>	<b>38</b>	<b>\$ 10.6</b>

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People's United's impaired loans consist of certain loans that have been placed on non-accrual status, including all TDRs. The following table summarizes, by class of loan, information related to individually-evaluated impaired loans.

As of December 31 (in millions)	Unpaid Principal Balance	2018 Recorded Investment	Related Allowance for Loan Losses	Unpaid Principal Balance	2017 Recorded Investment	Related Allowance for Loan Losses
<b>Without a related allowance for loan losses:</b>						
Commercial:						
Commercial real estate	\$ 31.0	\$ 28.1	\$	\$ 37.7	\$ 36.3	\$
Commercial and industrial	45.6	42.0		27.9	25.5	
Equipment financing	20.2	18.0		36.9	32.8	
Retail:						
Residential mortgage	66.8	59.3		67.6	60.8	
Home equity	23.8	20.3		24.0	20.2	
Other consumer						
Total	\$ 187.4	\$ 167.7	\$	\$ 194.1	\$ 175.6	\$
<b>With a related allowance for loan losses:</b>						
Commercial:						
Commercial real estate	\$ 23.8	\$ 21.8	\$ 1.6	\$ 11.7	\$ 9.9	\$ 0.9
Commercial and industrial	12.6	10.2	2.4	26.9	26.0	2.6
Equipment financing	16.2	12.8	2.7	11.6	10.7	1.1
Retail:						
Residential mortgage	8.8	8.8	1.7	11.4	11.4	1.7
Home equity	1.7	1.6	0.7	1.7	1.6	0.7
Other consumer						
Total	\$ 63.1	\$ 55.2	\$ 9.1	\$ 63.3	\$ 59.6	\$ 7.0
<b>Total impaired loans:</b>						
Commercial:						
Commercial real estate	\$ 54.8	\$ 49.9	\$ 1.6	\$ 49.4	\$ 46.2	\$ 0.9
Commercial and industrial	58.2	52.2	2.4	54.8	51.5	2.6
Equipment financing	36.4	30.8	2.7	48.5	43.5	1.1
Total	149.4	132.9	6.7	152.7	141.2	4.6

Retail:						
Residential mortgage	75.6	68.1	1.7	79.0	72.2	1.7
Home equity	25.5	21.9	0.7	25.7	21.8	0.7
Other consumer						
<b>Total</b>	<b>101.1</b>	<b>90.0</b>	<b>2.4</b>	<b>104.7</b>	<b>94.0</b>	<b>2.4</b>
<b>Total</b>	<b>\$ 250.5</b>	<b>\$ 222.9</b>	<b>\$ 9.1</b>	<b>\$ 257.4</b>	<b>\$ 235.2</b>	<b>\$ 7.0</b>

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**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements**

The following table summarizes, by class of loan, the average recorded investment and interest income recognized on impaired loans for the periods indicated. The average recorded investment amounts are based on month-end balances.

Years ended December 31 (in millions)	2018		2017		2016	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>Commercial:</b>						
Commercial real estate	\$ 40.2	\$ 1.1	\$ 55.8	\$ 1.2	\$ 56.7	\$ 1.4
Commercial and industrial	49.6	2.8	63.4	1.9	62.6	2.1
Equipment financing	38.4	0.1	44.4	0.4	37.1	0.3
<b>Total</b>	<b>128.2</b>	<b>4.0</b>	<b>163.6</b>	<b>3.5</b>	<b>156.4</b>	<b>3.8</b>
<b>Retail:</b>						
Residential mortgage	68.7	1.9	71.8	1.7	71.8	1.6
Home equity	20.9	0.5	21.2	0.4	21.6	0.3
Other consumer						
<b>Total</b>	<b>89.6</b>	<b>2.4</b>	<b>93.0</b>	<b>2.1</b>	<b>93.4</b>	<b>1.9</b>
<b>Total</b>	<b>\$ 217.8</b>	<b>\$ 6.4</b>	<b>\$ 256.6</b>	<b>\$ 5.6</b>	<b>\$ 249.8</b>	<b>\$ 5.7</b>

The following tables summarize, by class of loan, aging information for originated loans:

As of December 31, 2018 (in millions)	Current	30-89 Days	Past Due 90 Days or More	Total	Total Originated
<b>Commercial:</b>					
Commercial real estate	\$ 9,762.1	\$ 23.0	\$ 13.4	\$ 36.4	\$ 9,798.5
Commercial and industrial	8,261.5	6.9	23.9	30.8	8,292.3
Equipment financing	3,855.3	68.8	13.6	82.4	3,937.7
<b>Total</b>	<b>21,878.9</b>	<b>98.7</b>	<b>50.9</b>	<b>149.6</b>	<b>22,028.5</b>
<b>Retail:</b>					
Residential mortgage	6,723.2	38.6	27.4	66.0	6,789.2

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Home equity	1,776.0	5.8	7.7	13.5	1,789.5
Other consumer	42.7	0.1		0.1	42.8
Total	8,541.9	44.5	35.1	79.6	8,621.5
Total originated loans	\$ 30,420.8	\$ 143.2	\$ 86.0	\$ 229.2	\$ 30,650.0

Included in the Current and 30-89 Days categories above are early non-performing commercial real estate loans, commercial and industrial loans, and equipment financing loans totaling \$20.3 million, \$15.8 million and \$28.4 million, respectively, and \$19.1 million of retail loans in the process of foreclosure or bankruptcy. These loans are less than 90 days past due but have been placed on non-accrual status as a result of having been identified as presenting uncertainty with respect to the collectability of interest and principal.

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As of December 31, 2017 (in millions)	Current	30-89 Days	Past Due 90 Days or More	Total	Total Originated
<b>Commercial:</b>					
Commercial real estate	\$ 10,102.3	\$ 11.0	\$ 13.3	\$ 24.3	\$ 10,126.6
Commercial and industrial	8,099.0	14.9	16.0	30.9	8,129.9
Equipment financing	3,219.7	83.1	5.7	88.8	3,308.5
<b>Total</b>	<b>21,421.0</b>	<b>109.0</b>	<b>35.0</b>	<b>144.0</b>	<b>21,565.0</b>
<b>Retail:</b>					
Residential mortgage	6,487.3	32.8	20.5	53.3	6,540.6
Home equity	1,945.2	7.4	7.4	14.8	1,960.0
Other consumer	45.3	0.3		0.3	45.6
<b>Total</b>	<b>8,477.8</b>	<b>40.5</b>	<b>27.9</b>	<b>68.4</b>	<b>8,546.2</b>
<b>Total originated loans</b>	<b>\$ 29,898.8</b>	<b>\$ 149.5</b>	<b>\$ 62.9</b>	<b>\$ 212.4</b>	<b>\$ 30,111.2</b>

Included in the Current and 30-89 Days categories above are early non-performing commercial real estate loans, commercial and industrial loans, and equipment financing loans totaling \$10.6 million, \$19.5 million and \$38.6 million, respectively, and \$20.2 million of retail loans in the process of foreclosure or bankruptcy. These loans are less than 90 days past due but have been placed on non-accrual status as a result of having been identified as presenting uncertainty with respect to the collectability of interest and principal.

*Commercial Credit Quality Indicators*

The Company utilizes an internal loan risk rating system as a means of monitoring portfolio credit quality and identifying both problem and potential problem loans. Under the Company's risk rating system, loans not meeting the criteria for problem and potential problem loans as specified below are considered to be Pass-rated loans. Problem and potential problem loans are classified as either Special Mention, Substandard or Doubtful. Loans that do not currently expose the Company to sufficient enough risk of loss to warrant classification as either Substandard or Doubtful, but possess weaknesses that deserve management's close attention, are classified as Special Mention. Substandard loans represent those credits characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Loans classified as Doubtful possess all the weaknesses inherent in those classified Substandard with the added characteristic that collection or liquidation in full, on the basis of existing facts, conditions and values, is highly questionable and/or improbable.

Risk ratings on commercial loans are subject to ongoing monitoring by lending and credit personnel with such ratings updated annually or more frequently, if warranted. The Company's internal Loan Review function is responsible for independently evaluating the appropriateness of those credit risk ratings in connection with its cyclical reviews, the

approach to which is risk-based and determined by reference to underlying portfolio credit quality and the results of prior reviews. Differences in risk ratings noted in conjunction with such periodic portfolio loan reviews, if any, are reported to management each month.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

*Retail Credit Quality Indicators*

Pools of smaller-balance, homogeneous loans with similar risk and loss characteristics are also assessed for probable losses. These loan pools include residential mortgage, home equity and other consumer loans that are not assigned individual loan risk ratings. Rather, the assessment of these portfolios is based upon a consideration of recent historical loss experience, broader portfolio indicators, including trends in delinquencies, non-performing loans and portfolio concentrations, and portfolio-specific risk characteristics, the combination of which determines whether a loan is classified as High, Moderate or Low risk.

The portfolio-specific risk characteristics considered include: (i) collateral values/LTV ratios (above and below 70%); (ii) borrower credit scores under the FICO scoring system (above and below a score of 680); and (iii) other relevant portfolio risk elements such as income verification at the time of underwriting (stated income vs. non-stated income) and the property's intended use (owner-occupied, non-owner occupied, second home, etc.). In classifying a loan as either High, Moderate or Low risk, the combination of each of the aforementioned risk characteristics is considered for that loan, resulting, effectively, in a matrix approach to its risk classification. These risk classifications are reviewed quarterly to ensure that they continue to be appropriate in light of changes within the portfolio and/or economic indicators as well as other industry developments.

For example, to the extent LTV ratios exceed 70% (reflecting a weaker collateral position for the Company) or borrower FICO scores are less than 680 (reflecting weaker financial standing and/or credit history of the customer), the loans are considered to have an increased level of inherent loss. As a result, a loan with a combination of these characteristics would generally be classified as High risk. Conversely, as LTV ratios decline (reflecting a stronger collateral position for the Company) or borrower FICO scores exceed 680 (reflecting stronger financial standing and/or credit history of the customer), the loans are considered to have a decreased level of inherent loss. A loan with a combination of these characteristics would generally be classified as Low risk. This analysis also considers (i) the extent of underwriting that occurred at the time of origination (direct income verification provides further support for credit decisions) and (ii) the property's intended use (owner-occupied properties are less likely to default compared to investment-type non-owner occupied properties, second homes, etc.). Loans not otherwise deemed to be High or Low risk are classified as Moderate risk.

LTV ratios and FICO scores are determined at origination and updated periodically throughout the life of the loan. LTV ratios are updated for loans 90 days past due and FICO scores are updated for the entire portfolio quarterly. The portfolio stratification (High, Moderate and Low risk) and identification of the corresponding credit quality indicators also occurs quarterly.

Commercial and Retail loans are also evaluated to determine whether they are impaired loans. Such loans are included in the tabular disclosures of credit quality indicators that follow.

*Acquired Loan Credit Quality Indicators*

Upon acquiring a loan portfolio, the Company's internal Loan Review function undertakes the process of assigning risk ratings to all commercial loans in accordance with the Company's established policy, which may differ in certain

respects from the risk rating policy of the predecessor company. The length of time necessary to complete this process varies based on the size of the acquired portfolio, the quality of the documentation maintained in the underlying loan files and the extent to which the predecessor company followed a risk rating approach comparable to People's United's. As a result, while acquired loans are risk rated, there are occasions when such ratings may be deemed preliminary until the Company's re-rating process has been completed.

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The following tables summarize, by class of loan, credit quality indicators:

As of December 31, 2018 (in millions)	Commercial Real Estate	Commercial and Industrial	Equipment Financing	Total
<b>Commercial:</b>				
<b>Originated loans:</b>				
Pass	\$ 9,607.0	\$ 7,855.7	\$ 3,549.3	\$ 21,012.0
Special mention	105.5	196.9	92.1	394.5
Substandard	85.2	239.3	296.3	620.8
Doubtful	0.8	0.4		1.2
<b>Total originated loans</b>	<b>9,798.5</b>	<b>8,292.3</b>	<b>3,937.7</b>	<b>22,028.5</b>
<b>Acquired loans:</b>				
Pass	1,766.2	719.6	394.0	2,879.8
Special mention	27.3	14.6	4.7	46.6
Substandard	57.6	62.4	2.8	122.8
Doubtful				
<b>Total acquired loans</b>	<b>1,851.1</b>	<b>796.6</b>	<b>401.5</b>	<b>3,049.2</b>
<b>Total</b>	<b>\$ 11,649.6</b>	<b>\$ 9,088.9</b>	<b>\$ 4,339.2</b>	<b>\$ 25,077.7</b>
<b>Retail:</b>				
<b>Originated loans:</b>				
Low risk	\$ 2,912.8	\$ 834.5	\$ 27.3	\$ 3,774.6
Moderate risk	3,360.9	576.4	5.9	3,943.2
High risk	515.5	378.6	9.6	903.7
<b>Total originated loans</b>	<b>6,789.2</b>	<b>1,789.5</b>	<b>42.8</b>	<b>8,621.5</b>
<b>Acquired loans:</b>				
Low risk	506.1			506.1
Moderate risk	639.6			639.6
High risk	219.3	173.0	4.2	396.5

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Total acquired loans	1,365.0	173.0	4.2	1,542.2
Total	\$ 8,154.2	\$ 1,962.5	\$ 47.0	\$ 10,163.7

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**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements**

As of December 31, 2017 (in millions)	Commercial Real Estate	Commercial and Industrial	Equipment Financing	Total
<b>Commercial:</b>				
<b>Originated loans:</b>				
Pass	\$ 9,859.3	\$ 7,760.7	\$ 2,899.9	\$ 20,519.9
Special mention	159.4	124.0	91.8	375.2
Substandard	107.0	244.2	316.8	668.0
Doubtful	0.9	1.0		1.9
<b>Total originated loans</b>	<b>10,126.6</b>	<b>8,129.9</b>	<b>3,308.5</b>	<b>21,565.0</b>
<b>Acquired loans:</b>				
Pass	892.0	520.0	596.9	2,008.9
Special mention	14.8	15.2		30.0
Substandard	35.3	66.0		101.3
Doubtful				
<b>Total acquired loans</b>	<b>942.1</b>	<b>601.2</b>	<b>596.9</b>	<b>2,140.2</b>
<b>Total</b>	<b>\$ 11,068.7</b>	<b>\$ 8,731.1</b>	<b>\$ 3,905.4</b>	<b>\$ 23,705.2</b>
<b>Retail:</b>				
<b>Originated loans:</b>				
Low risk	\$ 3,292.1	\$ 925.6	\$ 28.2	\$ 4,245.9
Moderate risk	2,738.8	640.0	7.1	3,385.9
High risk	509.7	394.4	10.3	914.4
<b>Total originated loans</b>	<b>6,540.6</b>	<b>1,960.0</b>	<b>45.6</b>	<b>8,546.2</b>
<b>Acquired loans:</b>				
Low risk	148.0			148.0
Moderate risk	65.7			65.7
High risk	51.4	55.2	3.6	110.2
<b>Total acquired loans</b>	<b>265.1</b>	<b>55.2</b>	<b>3.6</b>	<b>323.9</b>
<b>Total</b>	<b>\$ 6,805.7</b>	<b>\$ 2,015.2</b>	<b>\$ 49.2</b>	<b>\$ 8,870.1</b>

*Acquired PCI Loans*

At the respective acquisition dates, on an aggregate basis, the PCI loan portfolio had contractually required principal and interest payments receivable of \$7.76 billion; expected cash flows of \$7.19 billion; and a fair value (initial carrying amount) of \$5.49 billion. The difference between the contractually required principal and interest payments receivable and the expected cash flows (\$572.0 million) represented the initial nonaccretable difference. The difference between the expected cash flows and fair value (\$1.70 billion) represented the initial accretable yield. Both the contractually required principal and interest payments receivable and the expected cash flows reflect anticipated prepayments, determined based on historical portfolio experience. At December 31, 2018, the outstanding principal balance and carrying amount of the PCI loan portfolio were \$491.6 million and \$399.9 million, respectively (\$587.7 million and \$498.5 million, respectively, at December 31, 2017).

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The following table summarizes activity in the accretable yield for the PCI loan portfolio:

Years ended December 31 (in millions)	2018	2017	2016
Balance at beginning of period	\$ 219.7	\$ 255.4	\$ 296.0
Acquisitions	27.1	13.1	
Accretion	(24.6)	(29.1)	(39.0)
Reclassification from nonaccretable difference for loans with improved cash flows (1)			
Other changes in expected cash flows (2)	(32.5)	(19.7)	(1.6)
Balance at end of period	\$ 189.7	\$ 219.7	\$ 255.4

- (1) Results in increased interest accretion as a prospective yield adjustment over the remaining life of the corresponding pool of loans.
- (2) Represents changes in cash flows expected to be collected due to factors other than credit (e.g. changes in prepayment assumptions and/or changes in interest rates on variable rate loans), as well as loan sales, modifications and payoffs.

*FDIC Loss-Share Receivable*

On April 16, 2010, the Bank entered into a definitive purchase and assumption agreement (the Agreement) with the FDIC pursuant to which the Bank assumed all of the deposits, certain assets and the banking operations of Butler Bank. The Agreement also provides for loss-share coverage by the FDIC, up to certain limits, on all covered assets (loans and REO). The FDIC is obligated to reimburse the Bank for 80% of any future losses on covered assets up to \$34.0 million. The Bank will reimburse the FDIC for 80% of recoveries with respect to losses for which the FDIC paid 80% reimbursement under the loss-sharing coverage.

The asset arising from the loss-sharing coverage, referred to as the FDIC loss-share receivable, totaled \$0.2 million and \$0.4 million at December 31, 2018 and 2017, respectively, and is included in other assets in the Consolidated Statements of Condition. The FDIC loss-share receivable is measured separately from the covered loans because the coverage is not contractually embedded in the loans and is not transferable should the Bank choose to dispose of the covered loans. The FDIC loss-share receivable will be reduced as losses are realized on covered assets and as loss-sharing payments are received from the FDIC. Realized losses in excess of the acquisition date estimates will result in an increase in the FDIC loss-share receivable. Conversely, the FDIC loss-share receivable will be reduced if realized losses are less than the estimates at acquisition. The amount ultimately collected for the FDIC loss-share receivable is dependent upon the performance of the underlying covered assets over time and claims submitted to the FDIC. In the event that losses under the loss-share coverage do not reach expected levels, the Bank has agreed to make a cash payment to the FDIC on approximately the tenth anniversary of the Agreement.

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**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****NOTE 6 Goodwill and Other Acquisition-Related Intangible Assets****Goodwill**

Changes in the carrying amount of People's United's goodwill are summarized as follows:

(in millions)	Operating Segment			Total
	Commercial Banking	Retail Banking	Wealth Management	
Balance at December 31, 2016	\$ 1,222.1	\$ 679.6	\$ 91.0	\$ 1,992.7
Acquisition of:				
Suffolk	229.8	40.5		270.3
LEAF	148.4			148.4
Balance at December 31, 2017	1,600.3	720.1	91.0	2,411.4
Acquisition of:				
First Connecticut	135.2	115.2		250.4
Vend Lease	23.9			23.9
Balance at December 31, 2018	\$ 1,759.4	\$ 835.3	\$ 91.0	\$ 2,685.7

**Other Acquisition-Related Intangible Assets**

The following is a summary of People's United's other acquisition-related intangible assets:

As of December 31 (in millions)	2018			2017		
	Gross Amount	Accumulated Amortization	Carrying Amount	Gross Amount	Accumulated Amortization	Carrying Amount
Intangibles amortized:						
Core deposit intangible	\$ 222.9	\$ 157.4	\$ 65.5	\$ 171.9	\$ 148.5	\$ 23.4
Trade name intangible	123.9	64.8	59.1	123.9	57.7	66.2
Client relationships	24.4	4.4	20.0	24.4	2.4	22.0
Trust relationships	42.7	31.3	11.4	42.7	28.5	14.2
Insurance relationships	38.1	33.6	4.5	38.1	32.9	5.2
Favorable lease agreements	2.9	0.3	2.6	0.7	0.1	0.6
Non-compete agreements	0.6	0.2	0.4	0.6	0.1	0.5

Total	\$ 455.5	\$ 292.0	163.5	\$ 402.3	\$ 270.2	132.1
Mutual fund management contracts (not amortized)			16.5			16.5
Total other acquisition-related intangible assets			\$ 180.0			\$ 148.6

Other acquisition-related intangible assets subject to amortization have an original weighted-average amortization period of 13 years. Amortization expense of other acquisition-related intangible assets totaled \$21.8 million, \$30.0 million and \$23.6 million for the years ended December 31, 2018, 2017 and 2016, respectively. Scheduled amortization expense attributable to other acquisition-related intangible assets for each of the next five years is as follows: \$26.1 million in 2019; \$24.0 million in 2020; \$21.7 million in 2021; \$19.7 million in 2022; and \$14.2 million in 2023. There were no impairment losses relating to goodwill or other acquisition-related intangible assets recorded during the years ended December 31, 2018, 2017 and 2016.

**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****NOTE 7 Premises and Equipment**

The components of premises and equipment are summarized below:

As of December 31 (in millions)	2018	2017
Land	\$ 50.1	\$ 47.2
Buildings	300.0	283.9
Leasehold improvements	170.7	161.3
Furniture and equipment	279.3	256.2
<b>Total</b>	<b>800.1</b>	<b>748.6</b>
Less: Accumulated depreciation and amortization	532.8	495.6
<b>Total premises and equipment, net</b>	<b>\$ 267.3</b>	<b>\$ 253.0</b>

Depreciation and amortization expense included in occupancy and equipment expense in the Consolidated Statements of Income totaled \$36.3 million, \$39.1 million and \$36.9 million for the years ended December 31, 2018, 2017 and 2016, respectively.

**NOTE 8 Other Assets and Other Liabilities**

The components of other assets are as follows:

As of December 31 (in millions)	2018	2017
Affordable housing investments (note 12)	\$ 304.1	\$ 250.7
Leased equipment	189.0	165.8
Accrued interest receivable	138.2	122.9
Fair value of derivative financial instruments (notes 19 and 21)	103.0	77.9
Funded status of defined benefit pension plans (note 17)	78.0	46.4
Assets held in trust for supplemental retirement plans (note 17)	56.4	41.3
Current income tax receivable (note 12)	31.4	68.7
Other prepaid expenses	27.5	19.4
Receivables arising from securities brokerage and insurance businesses	26.4	31.8
Economic development investments	26.2	21.5

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Loan disbursements in process	17.9	20.1
Investment in joint venture	17.2	21.2
Net deferred tax asset (note 12)	11.4	
REO:		
Commercial	8.7	9.3
Residential	5.5	7.6
Repossessed assets	3.9	2.5
Other	46.8	45.6
Total other assets	\$ 1,091.6	\$ 952.7

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**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements**

The components of other liabilities are as follows:

As of December 31 (in millions)	2018	2017
Fair value of derivative financial instruments (notes 19 and 21)	\$ 139.0	\$ 88.3
Future contingent commitments for affordable housing investments (note 12)	119.7	99.6
Accrued expenses payable	87.9	86.4
Liabilities for supplemental retirement plans (note 17)	86.6	68.4
Accrued employee benefits	66.6	64.0
Loan payments in process	51.2	9.0
Payables arising from securities brokerage and insurance businesses	29.7	39.8
Accrued interest payable	25.4	18.1
Other postretirement plans (note 17)	15.3	14.6
Net deferred tax liability (note 12)		11.3
Funded status of defined benefit pension plans (note 17)	0.3	8.5
Other	73.5	63.8
<b>Total other liabilities</b>	<b>\$ 695.2</b>	<b>\$ 571.8</b>

**NOTE 9 Deposits**

The following is an analysis of People's United's total deposits by product type:

As of December 31 (dollars in millions)	2018		2017	
	Amount	Weighted Average Rate	Amount	Weighted Average Rate
Non-interest-bearing	\$ 8,543.0	%	\$ 8,002.4	%
Savings	4,116.5	0.09	4,410.5	0.14
Interest-bearing checking and money market	16,583.3	1.04	15,189.1	0.57
Time deposits maturing:				
Within 3 months	1,480.0	1.66	1,785.3	1.04
After 3 but within 6 months	1,375.6	1.67	740.5	0.90
After 6 months but within 1 year	2,511.5	1.83	1,354.9	1.14
After 1 but within 2 years	1,275.5	1.98	1,060.0	1.42

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After 2 but within 3 years	153.5	1.97	358.9	1.73
After 3 but within 4 years	102.1	1.63	62.0	1.03
After 4 but within 5 years	18.0	1.29	92.6	1.62
After 5 years (1)		1.01	0.1	0.86
<b>Total</b>	<b>6,916.2</b>	<b>1.78</b>	<b>5,454.3</b>	<b>1.17</b>
Total deposits	\$ 36,159.0	0.83%	\$ 33,056.3	0.47%

(1) Amount totaled less than \$0.1 million at December 31, 2018.

Time deposits issued in amounts that exceed \$250,000 totaled \$1.1 billion and \$1.0 billion at December 31, 2018 and 2017, respectively. Overdrafts of non-interest-bearing deposit accounts totaling \$2.7 million and \$2.2 million at December 31, 2018 and 2017, respectively, have been classified as loans.

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**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements**

Interest expense on deposits is summarized as follows:

Years ended December 31 (in millions)	2018	2017	2016
Savings	\$ 7.2	\$ 9.7	\$ 9.6
Interest-bearing checking and money market	120.2	70.4	43.4
Time	88.7	50.6	47.9
Total	\$ 216.1	\$ 130.7	\$ 100.9

**NOTE 10 Borrowings**

People's United's borrowings are summarized as follows:

As of December 31 (dollars in millions)	2018		2017	
	Amount	Weighted Average Rate	Amount	Weighted Average Rate
Fixed-rate FHLB advances maturing:				
Within 1 month	\$ 2,270.3	2.59%	\$ 1,863.0	1.49%
After 1 month but within 1 year	61.0	1.76	891.5	1.86
After 1 but within 2 years	54.2	1.75		
After 2 but within 3 years	6.8	2.11	15.1	1.76
After 3 but within 4 years	1.3	0.52		
After 4 but within 5 years	0.6	0.05	0.9	0.75
After 5 years	10.3	1.64	3.9	1.50
Total FHLB advances	2,404.5	2.54	2,774.4	1.61
Federal funds purchased maturing:				
Within 1 month	845.0	2.53	820.0	1.47
Total federal funds purchased	845.0	2.53	820.0	1.47
Customer repurchase agreements maturing:				
Within 1 month	332.9	0.61	301.6	0.19
Total customer repurchase agreements	332.9	0.61	301.6	0.19

## Other borrowings maturing:

Within 1 year	11.0	2.40	2.4	1.33
After 5 years			205.4	2.58
<b>Total other borrowings</b>	<b>11.0</b>	<b>2.40</b>	<b>207.8</b>	<b>2.57</b>
<b>Total borrowings</b>	<b>\$ 3,593.4</b>	<b>2.36%</b>	<b>\$ 4,103.8</b>	<b>1.53%</b>

At December 31, 2018, the Bank's total borrowing capacity from (i) the FHLB of Boston and the FRB-NY for advances and (ii) repurchase agreements was \$10.9 billion based on the level of qualifying collateral available for these borrowings. In addition, the Bank had unsecured borrowing capacity of \$1.0 billion at that date. FHLB advances are secured by the Bank's investment in FHLB stock and by a security agreement that requires the Bank to maintain, as collateral, sufficient qualifying assets not otherwise pledged (principally single-family residential mortgage loans, home equity lines of credit and loans, and commercial real estate loans). At December 31, 2017, other borrowings included one remaining securitization totaling \$205.4 million assumed in the LEAF acquisition, which was repaid without penalty in June 2018 (see Note 2).

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Interest expense on borrowings consists of the following:

Years ended December 31 (in millions)	2018	2017	2016
FHLB advances	\$ 54.5	\$ 31.5	\$ 19.3
Federal funds purchased	13.6	7.1	2.9
Customer repurchase agreements	1.0	0.6	0.6
Other borrowings	1.8	2.1	
<b>Total</b>	<b>\$ 70.9</b>	<b>\$ 41.3</b>	<b>\$ 22.8</b>

Information concerning People's United's borrowings is presented below:

As of and for the years ended December 31 (dollars in millions)	2018	2017	2016
<b>FHLB advances:</b>			
Balance at year end	\$ 2,404.5	\$ 2,774.4	\$ 3,061.1
Average outstanding during the year	2,653.6	2,677.5	3,093.7
Maximum outstanding at any month end	3,510.1	3,130.8	3,562.5
Average interest rate during the year	2.05%	1.17%	0.62%
<b>Federal funds purchased:</b>			
Balance at year end	\$ 845.0	\$ 820.0	\$ 617.0
Average outstanding during the year	682.2	643.5	568.1
Maximum outstanding at any month end	855.0	820.0	872.0
Average interest rate during the year	2.00%	1.11%	0.50%
<b>Customer repurchase agreements:</b>			
Balance at year end	\$ 332.9	\$ 301.6	\$ 343.3
Carrying amount of collateral securities at year end	342.3	307.7	350.2
Average outstanding during the year	252.7	311.0	337.2
Maximum outstanding at any month end	332.9	331.6	427.2
Average interest rate during the year	0.40%	0.19%	0.19%
<b>Other borrowings:</b>			
Balance at year end	\$ 11.0	\$ 207.8	\$ 35.4
Average outstanding during the year	104.5	132.0	2.8
Maximum outstanding at any month end	207.6	237.4	35.4
Average interest rate during the year	1.66%	1.60%	0.66%

**NOTE 11 Notes and Debentures**

Notes and debentures are summarized as follows:

As of December 31 (in millions)	2018	2017
People's United Financial, Inc.:		
3.65% senior notes due 2022	\$ 497.7	\$ 497.1
People's United Bank:		
4.00% subordinated notes due 2024	398.1	404.5
<b>Total notes and debentures</b>	<b>\$ 895.8</b>	<b>\$ 901.6</b>

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**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements**

The 3.65% senior notes represent fixed-rate unsecured and unsubordinated obligations of People's United with interest payable semi-annually. The Company may redeem the senior notes at its option, in whole or in part, at any time prior to September 6, 2022, at a redemption price equal to the greater of (i) 100% of the principal amount of the senior notes to be redeemed or (ii) a make-whole amount, plus in either case accrued and unpaid interest to the redemption date. In addition, the Company may redeem the senior notes at its option, in whole or in part, at any time on or following September 6, 2022, at a redemption price equal to 100% of the principal amount of the senior notes to be redeemed, plus accrued and unpaid interest to the redemption date.

The 4.00% subordinated notes represent fixed-rate unsecured and subordinated obligations of the Bank with interest payable semi-annually. The Bank may redeem the notes, in whole or in part, on or after April 16, 2024 at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. The Bank may redeem the notes in whole, but not in part, at its option at a redemption price equal to 100% of the principal amount of the notes together with accrued but unpaid interest to, but excluding, the date fixed for redemption, within 90 days of the occurrence of a regulatory event (as defined). Pursuant to capital regulations of the OCC, effective January 1, 2015, the Bank may not redeem the notes prior to maturity without the prior approval of the OCC. The Bank has entered into a pay floating/receive fixed interest rate swap to hedge the change in fair value of the subordinated notes due to changes in interest rates (see Note 21). For regulatory capital purposes, subordinated note issuances qualify, up to certain limits, as Tier 2 capital for both People's United and the Bank's Total risk-based capital (see Note 14).

**NOTE 12 Income Taxes**

The following is a summary of total income tax expense:

Years ended December 31 (in millions)	2018	2017	2016
Income tax expense applicable to pre-tax income	\$ 108.2	\$ 129.9	\$ 128.5
Deferred income tax (benefit) expense applicable to items reported in total other comprehensive (loss) income (note 16)	(12.2)	8.3	(10.6)
<b>Total</b>	<b>\$ 96.0</b>	<b>\$ 138.2</b>	<b>\$ 117.9</b>

The components of income tax expense applicable to pre-tax income are summarized as follows:

Years ended December 31 (in millions)	2018	2017	2016
<b>Current tax expense:</b>			
Federal	\$ 83.0	\$ 88.9	\$ 109.7

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State	23.3	15.2	15.1
Total current tax expense	106.3	104.1	124.8
Deferred tax expense (1)	1.9	25.8	3.7
Total income tax expense	\$ 108.2	\$ 129.9	\$ 128.5

(1) Includes the effect of increases (decreases) in the valuation allowance for state deferred tax assets of \$0.3 million, \$(0.6) million and \$(1.3) million in 2018, 2017 and 2016, respectively.

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The following is a reconciliation of expected income tax expense, computed at the U.S. federal statutory rate of 21% in 2018 and 35% in both 2017 and 2016, to actual income tax expense:

Years ended December 31 (dollars in millions)	2018		2017		2016	
	Amount	Rate	Amount	Rate	Amount	Rate
Expected income tax expense	\$ 121.0	21.0%	\$ 163.5	35.0%	\$ 143.3	35.0%
State income tax, net of federal tax effect	23.2	4.1	12.2	2.6	10.0	2.5
Non-deductible FDIC insurance premiums	6.5	1.1				
Tax-exempt interest	(19.4)	(3.4)	(26.6)	(5.7)	(20.0)	(4.9)
Federal income tax credits	(12.3)	(2.1)	(11.6)	(2.5)	(5.3)	(1.3)
Tax-exempt income from BOLI	(1.5)	(0.3)	(2.2)	(0.5)	(2.0)	(0.5)
Tax benefits realized in connection with:						
The Tax Cuts and Jobs Act	(9.2)	(1.6)	(6.5)	(1.4)		
Equity-based compensation	(1.3)	(0.2)	(1.1)	(0.2)		
Other, net	1.2	0.2	2.2	0.5	2.5	0.6
<b>Actual income tax expense</b>	<b>\$ 108.2</b>		<b>\$ 129.9</b>		<b>\$ 128.5</b>	
Effective income tax rate		18.8%		27.8%		31.4%

The Tax Cuts and Jobs Act (the Act) was enacted on December 22, 2017. The most significant provision of the Act applicable to the Company served to reduce the U.S. federal corporate income tax rate, effective January 1, 2018, from 35% to 21%. In connection with its accounting for enactment of the Act, the Company recognized an income tax benefit of \$6.5 million during the quarter ended December 31, 2017. This benefit, which served to reduce income tax expense, reflected the revaluation of certain deferred tax assets (\$58.0 million) and deferred tax liabilities (\$64.5 million) based on the rates at which they are expected to reverse in the future (generally 21%). During the quarter ended December 31, 2018, the Company recognized an income tax benefit of \$9.2 million related, primarily, to voluntary employer contributions totaling \$50 million made to the Company's defined benefit pension plans in February 2018 and deducted (as permitted) on the Company's 2017 federal income tax return (see Note 17).

Under GAAP, the effect of a change in tax law is recorded discretely as a component of the income tax provision related to continuing operations in the period of enactment. This is true even if the deferred taxes being revalued were established through a financial statement component other than continuing operations (e.g. accumulated other comprehensive income). Adjusting the deferred taxes for temporary differences that arose from items of income or loss that were originally recorded in accumulated other comprehensive income through continuing operations may result in a disproportionate tax effect lodged in accumulated other comprehensive income. In other words, the original deferred tax amount recorded through accumulated other comprehensive income at the old tax rate will remain in accumulated other comprehensive income despite the fact that its related deferred tax asset/liability will be reduced through continuing operations to reflect the new tax rate. The amounts lodged in accumulated other comprehensive income are often referred to as stranded tax effects.

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In February 2018, as a result of the enactment of the Act, the FASB issued new accounting guidance providing entities with the option to reclassify, from accumulated other comprehensive income to retained earnings, certain stranded tax effects resulting from application of the Act. The guidance is effective for all organizations for fiscal years beginning after December 15, 2018 (January 1, 2019 for People's United), including interim periods within those fiscal years, and early adoption is permitted. The Company elected to early adopt this amendment effective January 1, 2018 (see Note 1).

People's United holds ownership interests in limited partnerships formed to develop and operate affordable housing units for lower income tenants throughout its franchise area. The underlying partnerships, which are considered VIEs, are not consolidated into the Company's Consolidated Financial Statements. These investments have historically played a role in enabling the Bank to meet its Community Reinvestment Act requirements while, at the same time, providing federal income tax credits.

Affordable housing investments, including all legally binding commitments to fund future investments, are included in other assets in the Consolidated Statements of Condition (\$304.1 million and \$250.7 million at December 31, 2018 and 2017, respectively). Included in other liabilities in the Consolidated Statements of Condition is a liability for all legally binding unfunded commitments to fund future investments (\$119.7 million and \$99.6 million at those dates). The cost of the Company's investments is amortized on a straight-line basis over the period during which the related federal income tax credits are realized (generally ten years). Amortization expense, which is included as a component of income tax expense in the Consolidated Statements of Income, totaled \$19.1 million, \$16.7 million and \$12.6 million for the years ended December 31, 2018, 2017 and 2016, respectively.

In 1998, the Bank formed a passive investment company, People's Mortgage Investment Company (PMIC), in accordance with Connecticut tax laws, which permit transfers of mortgage loans to such subsidiaries on or after January 1, 1999. The related earnings of PMIC, and any dividends it pays to the Bank, are not subject to Connecticut income tax. As a result of the exclusion of such earnings and dividends from Connecticut taxable income beginning in 1999, the Bank has established a valuation allowance for the full amount of its Connecticut deferred tax asset attributable to net temporary differences and state net operating loss carryforwards. Connecticut tax net operating loss carryforwards totaled \$1.3 billion at December 31, 2018 and expire between 2020 and 2032.

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The tax effects of temporary differences that give rise to People's United's deferred tax assets and liabilities are as follows:

As of December 31 (in millions)	2018	2017
<b>Deferred tax assets:</b>		
State tax net operating loss carryforwards, net of federal tax effect	\$ 79.4	\$ 80.9
Allowance for loan losses and non-accrual interest	62.3	61.0
Equity-based compensation	15.6	12.4
Unrealized loss on debt securities available-for-sale	15.4	9.2
Acquisition-related deferred tax assets	13.3	
Unrealized loss on debt securities transferred to held-to-maturity	4.7	6.2
Pension and other postretirement benefits		3.7
Other deductible temporary differences	28.5	21.3
<b>Total deferred tax assets</b>	<b>219.2</b>	<b>194.7</b>
Less: valuation allowance for state deferred tax assets	(80.1)	(79.8)
<b>Total deferred tax assets, net of the valuation allowance</b>	<b>139.1</b>	<b>114.9</b>
<b>Deferred tax liabilities:</b>		
Leasing activities	(82.0)	(71.7)
Book over tax income recognized on consumer loans	(17.5)	(13.0)
Mark-to-market and original issue discounts for tax purposes	(10.4)	(9.0)
Pension and other postretirement benefits	(9.7)	
Temporary differences related to merchant services joint venture	(3.7)	(3.9)
Acquisition-related deferred tax liabilities		(21.0)
Deferred cancellation-of-indebtedness income		(3.0)
Other taxable temporary differences	(4.4)	(4.6)
<b>Total deferred tax liabilities</b>	<b>(127.7)</b>	<b>(126.2)</b>
<b>Net deferred tax asset (liability)</b>	<b>\$ 11.4</b>	<b>\$ (11.3)</b>

Based on People's United's recent historical and anticipated future pre-tax earnings and the reversal of taxable temporary differences, management believes it is more likely than not that People's United will realize its total deferred tax assets, net of the valuation allowance.

People's United's current income tax receivable at December 31, 2018 and 2017 totaled \$31.4 million and \$68.7 million, respectively.

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The following is a reconciliation of the beginning and ending balances of People's United's unrecognized income tax benefits related to uncertain tax positions:

Years ended December 31 (in millions)	2018	2017	2016
Balance at beginning of year	\$ 2.7	\$ 2.8	\$ 2.7
Additions for tax positions taken in prior years	2.5	0.1	0.1
Reductions for tax positions taken in prior years			
Reductions attributable to audit settlements/lapse of statute of limitations		(0.2)	
Balance at end of year	\$ 5.2	\$ 2.7	\$ 2.8

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If recognized, the unrecognized income tax benefits at December 31, 2018 would minimally affect People's United's annualized income tax rate. Accrued interest expense related to the unrecognized income tax benefits totaled \$0.9 million and \$0.8 million at December 31, 2018 and 2017, respectively. People's United recognizes accrued interest related to unrecognized income tax benefits and penalties, if incurred, as components of income tax expense in the Consolidated Statements of Income. The amount of total unrecognized income tax benefits is not expected to change significantly within the next twelve months. People's United files a consolidated U.S. federal income tax return and various state income tax returns and is no longer subject to federal or state income tax examinations through 2011.

**NOTE 13 Stockholders' Equity and Dividends**

People's United is authorized to issue (i) 50.0 million shares of preferred stock, par value of \$0.01 per share, of which 10.0 million shares were outstanding at December 31, 2018, and (ii) 1.95 billion shares of common stock, par value of \$0.01 per share, of which 466.3 million shares were issued at December 31, 2018.

Treasury stock includes (i) common stock repurchased by People's United, either directly or through agents, in the open market at prices and terms satisfactory to management in connection with stock repurchases authorized by its Board of Directors (86.4 million shares at December 31, 2018) and (ii) common stock purchased in the open market by a trustee with funds provided by People's United and originally intended for awards under the People's United Financial, Inc. 2007 Recognition and Retention Plan (the "RRP") (2.6 million shares at December 31, 2018). Following shareholder approval of the People's United Financial, Inc. 2014 Long-Term Incentive Plan (the "2014 Plan") in 2014, no new awards may be granted under the RRP (see Note 18).

In April 2007, People's United established an Employee Stock Ownership Plan (the "ESOP") (see Note 17). At that time, People's United loaned the ESOP \$216.8 million to purchase 10.5 million shares of People's United common stock in the open market. Shares of People's United common stock are held by the ESOP and allocated to eligible participants annually based upon a percentage of each participant's eligible compensation. At December 31, 2018, 6.3 million shares of People's United common stock, with a contra-equity balance of \$130.1 million, have not been allocated or committed to be released.

Common dividends declared and paid per common share totaled \$0.6975, \$0.6875 and \$0.6775 for the years ended December 31, 2018, 2017 and 2016, respectively. People's United's common dividend payout ratio (common dividends paid as a percentage of net income available to common shareholders) was 53.7%, 70.6% and 73.7% for the years ended December 31, 2018, 2017 and 2016, respectively.

In the ordinary course of business, People's United (parent company) is dependent upon dividends from the Bank to provide funds for the payment of dividends to shareholders and other general corporate purposes. People's United's ability to pay cash dividends is governed by federal law, regulations and related guidance. The Bank's ability to pay cash dividends directly or indirectly to People's United also is governed by federal law and regulations. These provide that the Bank must receive OCC approval to declare a dividend if the total amount of all dividends (common and preferred), including the proposed dividend, declared by the Bank in any current year exceeds the total of the Bank's

net income for the current year to date, combined with its retained net income for the previous two years, less the sum of any transfers required by the OCC and any transfers required to be made to a fund for the retirement of any preferred stock. The term retained net income as defined by federal regulations means the Bank's net income for a specified period less the total amount of all dividends declared in that period.

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The Bank may not pay dividends to People's United if, after paying those dividends, it would fail to meet the required minimum levels under risk-based capital guidelines or if the OCC has notified the Bank that it is in need of more than normal supervision. See Note 14 for a discussion of regulatory capital requirements. Under the Federal Deposit Insurance Act, an insured depository institution such as the Bank is prohibited from making capital distributions, including the payment of dividends, if, after making such distribution, the institution would become undercapitalized (as such term is used in the Federal Deposit Insurance Act). Payment of dividends by the Bank also may be restricted at any time at the discretion of the appropriate regulator if it deems the payment to constitute an unsafe and unsound banking practice.

In 2018, 2017 and 2016, the Bank paid a total of \$342.0 million, \$292.0 million and \$271.0 million, respectively, in cash dividends to People's United (parent company). At December 31, 2018, the Bank's retained net income, as defined by federal regulations, totaled \$201.8 million.

**NOTE 14 Regulatory Capital Requirements**

Bank holding companies and banks are subject to various regulations regarding capital requirements administered by U.S. banking agencies. The FRB (in the case of a bank holding company) and the OCC (in the case of a bank) may initiate certain actions if a bank holding company or a bank fails to meet minimum capital requirements. In addition, under its prompt corrective action regulations, the OCC is required to take certain supervisory actions (and may take additional discretionary actions) with respect to an undercapitalized bank. These actions could have a direct material effect on a bank's financial statements. People's United and the Bank are subject to regulatory capital requirements administered by the FRB and the OCC, respectively.

On January 1, 2015, both People's United and the Bank became subject to new capital rules (the Basel III capital rules) issued by U.S. banking agencies. The Basel III capital rules, among other things: (i) introduced as a new capital measure Common Equity Tier 1 (CET 1) capital; (ii) specified that Tier 1 capital consists of CET 1 capital and Additional Tier 1 Capital instruments meeting specified requirements; (iii) defined CET 1 capital narrowly by requiring that most adjustments to regulatory capital measures be made to CET 1 capital and not to the other components of capital; and (iv) expanded the scope of the adjustments as compared to prior regulations.

When fully phased-in on January 1, 2019, the Basel III capital rules will require U.S. financial institutions to maintain: (i) a minimum ratio of CET 1 capital to total risk-weighted assets of at least 4.5%, plus a 2.5% capital conservation buffer (which is added to the 4.5% CET 1 risk-based capital ratio as that buffer is phased-in beginning in 2016, effectively resulting in a minimum CET 1 risk-based capital ratio of 7.0% upon full implementation); (ii) a minimum ratio of Tier 1 capital to total risk-weighted assets of at least 6.0%, plus the capital conservation buffer (which is added to the 6.0% Tier 1 risk-based capital ratio as that buffer is phased-in beginning in 2016, effectively resulting in a minimum Tier 1 risk-based capital ratio of 8.5% upon full implementation); (iii) a minimum ratio of Total (that is, Tier 1 plus Tier 2) capital to total risk-weighted assets of at least 8.0%, plus the capital conservation buffer (which is added to the 8.0% Total risk-based capital ratio as that buffer is phased-in beginning in 2016, effectively resulting in a minimum Total risk-based capital ratio of 10.5% upon full implementation); and (iv) a minimum Tier 1 Leverage



capital ratio of at least 4.0%, calculated as the ratio of Tier 1 capital to average total assets, as defined.

In order to avoid limitations on distributions, including dividend payments, and certain discretionary bonus payments, a financial institution must hold a capital conservation buffer above its minimum risk-based capital requirements. For 2017 and 2018, the capital conservation buffer was 1.25% and 1.875%, respectively, and increases to 2.5% in 2019, the final year of the phase-in period.

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The foregoing capital ratios are based in part on specific quantitative measures of assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting guidelines. Capital amounts and classifications are also subject to qualitative judgments by federal regulators about capital components, risk weightings and other factors.

Management believes that, as of December 31, 2018, both People's United and the Bank met all capital adequacy requirements to which each is subject. Further, the most recent regulatory notification categorized the Bank as a well-capitalized institution under the prompt corrective action regulations. Since that notification, no conditions or events have occurred that have caused management to believe any change in the Bank's capital classification would be warranted.

The following is a summary of People's United's and the Bank's regulatory capital amounts and ratios under the Basel III capital rules. The minimum capital required amounts as of December 31, 2018 and 2017 are based on the capital conservation buffer phase-in provisions (as applicable for each year) of the Basel III capital rules. In connection with the adoption of the Basel III capital rules, both the Company and the Bank elected to opt-out of the requirement to include most components of AOCL in CET 1 capital. At December 31, 2018, People's United's and the Bank's total risk-weighted assets, as defined, were both \$35.9 billion, compared to \$33.3 billion and \$33.2 billion, respectively, at December 31, 2017. As discussed in Note 1, regulatory capital increased in 2018 by \$37.9 million as a result of the reclassification of certain tax effects from AOCL, which resulted in an approximate 11 basis point increase in the risk-based capital ratios of both the Company and the Bank.

(dollars in millions)	As of December 31, 2018		Minimum Capital Required Basel III Phase-In (2018)		Classification as Well-Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>Tier 1 Leverage Capital (1):</b>						
People's United	\$ 3,927.2	8.7%	\$ 1,806.0	4.0%	N/A	N/A
Bank	4,076.0	9.0	1,805.4	4.0	\$ 2,256.8	5.0%
<b>CET 1 Risk-Based Capital (2):</b>						
People's United	3,683.1	10.3	2,289.3	6.375	N/A	N/A
Bank	4,076.0	11.4	2,287.1	6.375	2,331.9	6.5
<b>Tier 1 Risk-Based Capital (3):</b>						
People's United	3,927.2	10.9	2,827.9	7.875	2,154.6	6.0
Bank	4,076.0	11.4	2,825.2	7.875	2,870.0	8.0
<b>Total Risk-Based Capital (4):</b>						
People's United	4,505.7	12.5	3,546.1	9.875	3,591.0	10.0
Bank	4,719.1	13.2	3,542.7	9.875	3,587.5	10.0



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(dollars in millions)	As of December 31, 2017		Minimum Capital Required Basel III Phase-In (2017)		Classification as Well-Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>Tier 1 Leverage Capital (1):</b>						
People's United	\$ 3,474.1	8.3%	\$ 1,666.6	4.0%	N/A	N/A
Bank	3,543.0	8.5	1,663.0	4.0	\$ 2,078.7	5.0%
<b>CET 1 Risk-Based Capital (2):</b>						
People's United	3,230.0	9.7	1,912.2	5.750	N/A	N/A
Bank	3,543.0	10.7	1,909.1	5.750	2,158.2	6.5
<b>Tier 1 Risk-Based Capital (3):</b>						
People's United	3,474.1	10.4	2,411.1	7.250	1,995.4	6.0
Bank	3,543.0	10.7	2,407.2	7.250	2,656.2	8.0
<b>Total Risk-Based Capital (4):</b>						
People's United	4,057.7	12.2	3,076.2	9.250	3,325.6	10.0
Bank	4,179.7	12.6	3,071.2	9.250	3,320.2	10.0

- (1) Tier 1 Leverage Capital ratio represents CET 1 Capital plus Additional Tier 1 Capital instruments (together, Tier 1 Capital) divided by Average Total Assets (less goodwill, other acquisition-related intangibles and other deductions from CET 1 Capital).
- (2) CET 1 Risk-Based Capital ratio represents equity capital, as defined, less: (i) after-tax net unrealized gains (losses) on certain securities classified as available-for-sale; (ii) after-tax net unrealized gains (losses) on securities transferred to held-to-maturity; (iii) goodwill and other acquisition-related intangible assets; and (iv) the amount recorded in AOCL relating to pension and other postretirement benefits divided by Total Risk-Weighted Assets.
- (3) Tier 1 Risk-Based Capital ratio represents Tier 1 Capital divided by Total Risk-Weighted Assets.
- (4) Total Risk-Based Capital ratio represents Tier 1 Capital plus subordinated notes and debentures, up to certain limits, and the allowance for loan losses, up to 1.25% of Total Risk-Weighted Assets, divided by Total Risk-Weighted Assets.

**NOTE 15 Earnings Per Common Share**

The following is an analysis of People's United's basic and diluted EPS, reflecting the application of the two-class method, as described in Note 1:

Years ended December 31 (in millions, except per common share data)	2018	2017	2016
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Net income available to common shareholders	\$ 454.0	\$ 323.1	\$ 279.2
Dividends paid on and undistributed earnings allocated to participating securities	(0.2)	(0.5)	(0.9)
Earnings attributable to common shareholders	\$ 453.8	\$ 322.6	\$ 278.3
Weighted average common shares outstanding for basic EPS	348.1	330.3	303.1
Effect of dilutive equity-based awards	3.6	2.6	0.9
Weighted average common shares and common-equivalent shares for diluted EPS	351.7	332.9	304.0
EPS:			
Basic	\$ 1.30	\$ 0.98	\$ 0.92
Diluted	1.29	0.97	0.92

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All unallocated ESOP common shares and all common shares accounted for as treasury shares have been excluded from the calculation of basic and diluted EPS. Anti-dilutive equity-based awards totaling 6.8 million shares, 8.9 million shares and 13.6 million shares for the years ended December 31, 2018, 2017 and 2016, respectively, have also been excluded from the calculation of diluted EPS.

**NOTE 16 Comprehensive Income**

Comprehensive income represents the sum of net income and items of other comprehensive income or loss, including (on an after-tax basis): (i) net actuarial gains and losses, prior service credits and costs, and transition assets and obligations related to People's United's pension and other postretirement plans; (ii) net unrealized gains and losses on debt securities available-for-sale; (iii) net unrealized gains and losses on debt securities transferred to held-to-maturity; and (iv) net unrealized gains and losses on derivatives accounted for as cash flow hedges. People's United's total comprehensive income for the years ended December 31, 2018, 2017 and 2016 is reported in the Consolidated Statements of Comprehensive Income.

The following is a summary of the changes in the components of AOCL, which are included in People's United's stockholders' equity on an after-tax basis:

(in millions)	Pension and Other Postretirement Plans	Net Unrealized Gains (Losses) on Debt Securities Available-for-Sale	Net Unrealized Gains (Losses) on Debt Securities Transferred to Held-to-Maturity	Net Unrealized Gains (Losses) on Derivatives Accounted for as Cash Flow Hedges	Total AOCL
Balance at December 31, 2015	\$ (140.0)	\$ (17.7)	\$ (19.5)	\$	\$ (177.2)
Other comprehensive income (loss) before reclassifications	(9.6)	(18.3)		(0.1)	(28.0)
Amounts reclassified from AOCL (1)	4.0	3.7	2.1	0.4	10.2
Current period other comprehensive income (loss)	(5.6)	(14.6)	2.1	0.3	(17.8)
Balance at December 31, 2016	(145.6)	(32.3)	(17.4)	0.3	(195.0)

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Other comprehensive income (loss) before reclassifications	(2.8)	(5.3)		(0.6)	(8.7)
Amounts reclassified from AOCL (1)	4.3	16.0	2.3	(0.6)	22.0
Current period other comprehensive income (loss)	1.5	10.7	2.3	(1.2)	13.3
Balance at December 31, 2017	(144.1)	(21.6)	(15.1)	(0.9)	(181.7)
Other comprehensive income (loss) before reclassifications	(24.7)	(29.0)		(1.3)	(55.0)
Amounts reclassified from AOCL (1)	6.3	7.5	3.0	0.4	17.2
Current period other comprehensive income (loss)	(18.4)	(21.5)	3.0	(0.9)	(37.8)
Transition adjustments related to adoption of new accounting standards (2)	(30.0)	(3.9)	(3.2)	(0.2)	(37.3)
Balance at December 31, 2018	\$ (192.5)	\$ (47.0)	\$ (15.3)	\$ (2.0)	\$ (256.8)

(1) See the following table for details about these reclassifications.

(2) See Note 1.

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The following is a summary of the amounts reclassified from AOCL:

Years ended December 31 (in millions)	Amounts Reclassified from AOCL			Affected Line Item in the Statement Where
	2018	2017	2016	Net Income is Presented
<b>Details about components of AOCL:</b>				
Amortization of pension and other postretirement plans items:				
Net actuarial loss	\$ (8.6)	\$ (9.3)	\$ (7.2)	(1)
Prior service credit	0.3	0.8	0.8	(1)
	(8.3)	(8.5)	(6.4)	Income before income tax expense
	2.0	4.2	2.4	Income tax expense
	(6.3)	(4.3)	(4.0)	Net income
Reclassification adjustment for net realized losses on debt securities available-for-sale				
	(9.9)	(25.4)	(5.9)	Income before income tax expense (2)
	2.4	9.4	2.2	Income tax expense
	(7.5)	(16.0)	(3.7)	Net income
Amortization of unrealized losses on debt securities transferred to held-to-maturity				
	(3.9)	(3.7)	(3.3)	Income before income tax expense (3)
	0.9	1.4	1.2	Income tax expense
	(3.0)	(2.3)	(2.1)	Net income
Amortization of unrealized gains and losses on cash flow hedges:				
Interest rate swaps	(0.6)	0.8	(0.8)	(4)
Interest rate locks	0.1	0.1	0.1	(4)
	(0.5)	0.9	(0.7)	Income before income tax expense
	0.1	(0.3)	0.3	Income tax expense



	(0.4)	0.6	(0.4)	Net income
Total reclassifications for the period	\$ (17.2)	\$ (22.0)	\$ (10.2)	

- (1) Included in the computation of net periodic benefit income (expense) reflected in other non-interest expense (see Note 17 for additional details).
- (2) Included in non-interest income.
- (3) Included in interest and dividend income securities.
- (4) Included in interest expense notes and debentures.

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Deferred income taxes applicable to the components of AOCL are as follows:

As of December 31 (in millions)	2018	2017	2016
Net actuarial loss and other amounts related to pension and other postretirement plans	\$ 59.4	\$ 83.5	\$ 85.0
Net unrealized loss on debt securities available-for-sale	14.7	12.7	18.8
Net unrealized loss on debt securities transferred to held-to-maturity	4.7	8.8	10.2
Net unrealized loss (gain) on derivatives accounted for as cash flow hedges	0.6	0.5	(0.2)
<b>Total deferred income taxes</b>	<b>\$ 79.4</b>	<b>\$ 105.5</b>	<b>\$ 113.8</b>

The following is a summary of the components of People's United's total other comprehensive income (loss):

Year ended December 31, 2018 (in millions)	Pre-Tax Amount	Tax Effect	After-Tax Amount
<b>Net actuarial gains and losses on pension and other postretirement plans:</b>			
Net actuarial loss arising during the year	\$ (32.6)	\$ 7.9	\$ (24.7)
Reclassification adjustment for net actuarial loss included in net income	8.6	(2.1)	6.5
<b>Net actuarial loss</b>	<b>(24.0)</b>	<b>5.8</b>	<b>(18.2)</b>
<b>Prior service credit on pension and other postretirement plans:</b>			
Reclassification adjustment for prior service credit included in net income	(0.3)	0.1	(0.2)
<b>Net actuarial loss and prior service credit</b>	<b>(24.3)</b>	<b>5.9</b>	<b>(18.4)</b>
<b>Net unrealized gains and losses on debt securities available-for-sale:</b>			
Net unrealized holding losses arising during the year	(38.3)	9.3	(29.0)
Reclassification adjustment for net realized losses included in net income	9.9	(2.4)	7.5
<b>Net unrealized losses</b>	<b>(28.4)</b>	<b>6.9</b>	<b>(21.5)</b>
<b>Net unrealized gains and losses on debt securities transferred to held-to-maturity:</b>			
Reclassification adjustment for amortization of unrealized losses on debt securities transferred to held-to-maturity included in net income	3.9	(0.9)	3.0
<b>Net unrealized gains</b>	<b>3.9</b>	<b>(0.9)</b>	<b>3.0</b>

Net unrealized gains and losses on derivatives accounted for as cash flow hedges:			
Net unrealized losses arising during the year	(1.7)	0.4	(1.3)
Reclassification adjustment for net realized losses included in net income	0.5	(0.1)	0.4
Net unrealized losses	(1.2)	0.3	(0.9)
Total other comprehensive loss	\$ (50.0)	\$ 12.2	\$ (37.8)

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Year ended December 31, 2017 (in millions)	Pre-Tax Amount	Tax Effect	After-Tax Amount
<b>Net actuarial gains and losses on pension and other postretirement plans:</b>			
Net actuarial loss arising during the year	\$ (5.5)	\$ 2.7	\$ (2.8)
Reclassification adjustment for net actuarial loss included in net income	9.3	(4.6)	4.7
Net actuarial gain	3.8	(1.9)	1.9
<b>Prior service credit on pension and other postretirement plans:</b>			
Reclassification adjustment for prior service credit included in net income	(0.8)	0.4	(0.4)
Net actuarial gain and prior service credit	3.0	(1.5)	1.5
<b>Net unrealized gains and losses on debt securities available-for-sale:</b>			
Net unrealized holding losses arising during the year	(8.6)	3.3	(5.3)
Reclassification adjustment for net realized losses included in net income	25.4	(9.4)	16.0
Net unrealized gains	16.8	(6.1)	10.7
<b>Net unrealized gains and losses on debt securities transferred to held-to-maturity:</b>			
Reclassification adjustment for amortization of unrealized losses on debt securities transferred to held-to-maturity included in net income	3.7	(1.4)	2.3
Net unrealized gains	3.7	(1.4)	2.3
<b>Net unrealized gains and losses on derivatives accounted for as cash flow hedges:</b>			
Net unrealized losses arising during the year	(1.0)	0.4	(0.6)
Reclassification adjustment for net realized gains included in net income	(0.9)	0.3	(0.6)
Net unrealized losses	(1.9)	0.7	(1.2)
<b>Total other comprehensive income</b>	<b>\$ 21.6</b>	<b>\$ (8.3)</b>	<b>\$ 13.3</b>

Year ended December 31, 2016 (in millions)	Pre-Tax Amount	Tax Effect	After-Tax Amount
<b>Net actuarial gains and losses on pension and other postretirement plans:</b>			
Net actuarial loss arising during the year	\$ (15.5)	\$ 5.9	\$ (9.6)
Reclassification adjustment for net actuarial loss included in net income	7.2	(2.7)	4.5
Net actuarial loss	(8.3)	3.2	(5.1)

Prior service credit on pension and other postretirement plans:			
Reclassification adjustment for prior service credit included in net income	(0.8)	0.3	(0.5)
Net actuarial loss and prior service credit	(9.1)	3.5	(5.6)
Net unrealized gains and losses on debt securities available-for-sale:			
Net unrealized holding losses arising during the year	(29.0)	10.7	(18.3)
Reclassification adjustment for net realized losses included in net income	5.9	(2.2)	3.7
Net unrealized losses	(23.1)	8.5	(14.6)
Net unrealized gains and losses on debt securities transferred to held-to-maturity:			
Reclassification adjustment for amortization of unrealized losses on debt securities transferred to held-to-maturity included in net income	3.3	(1.2)	2.1
Net unrealized gains	3.3	(1.2)	2.1
Net unrealized gains and losses on derivatives accounted for as cash flow hedges:			
Net unrealized losses arising during the year	(0.2)	0.1	(0.1)
Reclassification adjustment for net realized losses included in net income	0.7	(0.3)	0.4
Net unrealized gains	0.5	(0.2)	0.3
Total other comprehensive loss	\$ (28.4)	\$ 10.6	\$ (17.8)

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**NOTE 17 Employee Benefit Plans**

***People's United Employee Pension and Other Postretirement Plans***

People's United maintains a qualified noncontributory defined benefit pension plan (the People's Qualified Plan) that covers substantially all full-time and part-time employees who (i) meet certain age and length of service requirements and (ii) were employed by the Bank prior to August 14, 2006. Benefits are based upon the employee's years of credited service and either the average compensation for the last five years or the average compensation for the five consecutive years of the last ten years that produce the highest average.

New employees of the Bank starting on or after August 14, 2006 are not eligible to participate in the People's Qualified Plan. Instead, the Bank makes contributions on behalf of these employees to a qualified defined contribution plan in an annual amount equal to 3% of the employee's eligible compensation. Employee participation in this plan is restricted to employees who (i) are at least 18 years of age and (ii) worked at least 1,000 hours in a year. Both full-time and part-time employees are eligible to participate as long as they meet these requirements.

In July 2011, the Bank amended the People's Qualified Plan to freeze, effective December 31, 2011, the accrual of pension benefits for People's Qualified Plan participants. As such, participants will not earn any additional benefits after that date. Instead, effective January 1, 2012, the Bank began making contributions on behalf of these participants to a qualified defined contribution plan in an annual amount equal to 3% of the employee's eligible compensation.

In addition to the People's Qualified Plan, prior to October 1, 2018, People's United maintained qualified defined benefit pension plans that covered former Chittenden Corporation employees who meet certain eligibility requirements (the Chittenden Qualified Plan) and former Suffolk employees who meet certain eligibility requirements (the Suffolk Qualified Plan). Effective October 1, 2018, both plans were merged into the People's Qualified Plan. People's United continues to maintain a qualified defined benefit pension plan that covers former First Connecticut employees who meet certain eligibility requirements (the First Connecticut Qualified Plan). All benefits under this plan were frozen effective February 28, 2013.

People's United also maintains (i) unfunded, nonqualified supplemental plans to provide retirement benefits to certain senior officers (the People's Supplemental Plans) and (ii) an unfunded plan that provides retirees with optional medical, dental and life insurance benefits (the People's Postretirement Plan). People's United accrues the cost of these postretirement benefits over the employees' years of service to the date of their eligibility for such benefit. People's United also continues to maintain for certain eligible former First Connecticut employees (i) an unfunded, nonqualified supplemental retirement plan (the First Connecticut Supplemental Plan) and (ii) unfunded plans that provide medical, dental and life insurance benefits (the First Connecticut Postretirement Plans).

An employer is required to recognize an asset or a liability for the funded status of pension and other postretirement plans. The funded status is measured as the difference between the fair value of plan assets and the applicable benefit obligation, which is the projected benefit obligation for a pension plan and the accumulated postretirement benefit

obligation for another postretirement plan. Plan assets and benefit obligations are required to be measured as of the date of the employer's fiscal year-end.

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The following table summarizes changes in the benefit obligations and plan assets of (i) the People's Qualified Plan (including the Chittenden Qualified Plan and the Suffolk Qualified Plan), the First Connecticut Qualified Plan, the Supplemental Plans and the First Connecticut Supplemental Plan (together the Pension Plans) and (ii) the People's Postretirement Plan and the First Connecticut Postretirement Plans (together the Other Postretirement Plans). The table also shows the funded status (or the difference between benefit obligations and plan assets) recognized in the Consolidated Statements of Condition. All plans have a December 31 measurement date.

(in millions)	Pension Plans		Other Postretirement Plans	
	2018	2017	2018	2017
<b>Benefit obligations: (1)</b>				
Beginning of year	\$ 584.8	\$ 489.3	\$ 14.6	\$ 13.6
Service cost			0.3	0.2
Interest cost	20.2	19.1	0.5	0.6
Actuarial (gain) loss	(51.0)	50.7	(1.7)	1.2
Benefits paid	(21.4)	(19.5)	(0.8)	(1.0)
Settlements	(2.7)	(6.5)		
Acquisitions (2)	35.2	51.7	2.4	
Plan revaluations (3)	(2.4)			
End of year	562.7	584.8	15.3	14.6
<b>Fair value of plan assets:</b>				
Beginning of year	584.9	478.0		
Actual return on assets	(40.9)	84.3		
Employer contributions	52.7	5.9	0.8	1.0
Benefits paid	(21.4)	(19.5)	(0.8)	(1.0)
Settlements	(2.7)	(6.5)		
Acquisitions (2)	23.8	42.7		
End of year	596.4	584.9		
Funded status at end of year	\$ 33.7	\$ 0.1	\$ (15.3)	\$ (14.6)
<b>Amounts recognized in the Consolidated Statements of Condition:</b>				
Other assets	\$ 78.0	\$ 46.4	\$	\$
Other liabilities	(44.3)	(46.3)	(15.3)	(14.6)
Funded status at end of year	\$ 33.7	\$ 0.1	\$ (15.3)	\$ (14.6)



- (1) Represents the projected benefit obligation for the Pension Plans and the accumulated benefit obligation for the Other Postretirement Plans.
- (2) Represents the benefit obligations and plan assets of the First Connecticut Qualified Plan as of October 1, 2018, the Suffolk Qualified Plan as of April 1, 2017 and the benefit obligation of the First Connecticut Postretirement Plans as of October 1, 2018.
- (3) Represents the revaluations of the Chittenden Qualified Plan and the Suffolk Qualified Plan, effective October 1, 2018, upon merging into the People's Qualified Plan.

Plan assets for the People's Qualified Plan and the First Connecticut Qualified Plan (together the Qualified Plans) were \$575.1 million and \$21.3 million, respectively, as of December 31, 2018. The related projected benefit obligation of each plan was \$497.1 million and \$21.6 million, respectively, at the same date.

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Although the People's Supplemental Plans and the First Connecticut Supplemental Plan (together the Supplemental Plans) hold no assets, People's United has funded trusts to provide benefit payments to the extent such benefits are not paid directly by People's United. Trust assets of \$39.9 million as of December 31, 2018 (which are included in other assets in the Consolidated Statements of Condition) were exceeded by the related projected benefit obligation (\$44.0 million) at that date.

The following table summarizes the accumulated and projected benefit obligations for the Pension Plans at the respective measurement dates:

As of December 31 (in millions)	Pension Plans	
	2018	2017
Accumulated benefit obligations:		
Qualified Plans	\$ 518.7	\$ 547.0
Supplemental Plans	43.6	37.8
Total	\$ 562.3	\$ 584.8
Projected benefit obligations:		
Qualified Plans	\$ 518.7	\$ 547.0
Supplemental Plans	44.0	37.8
Total	\$ 562.7	\$ 584.8

Components of net periodic benefit (income) expense and other amounts recognized in other comprehensive income (loss) are as follows:

Years ended December 31 (in millions)	Pension Plans			Other Postretirement Plans		
	2018	2017	2016	2018	2017	2016
Net periodic benefit (income) expense:						
Interest cost	\$ 20.2	\$ 19.1	\$ 18.6	\$ 0.8	\$ 0.8	\$ 0.9
Expected return on plan assets	(44.3)	(37.9)	(34.6)			
Recognized net actuarial loss	7.3	6.5	6.1	0.3	0.2	0.2
Recognized prior service credit	(0.3)	(0.8)	(0.8)			
Settlements (1)	1.0	2.6	0.8			
Net periodic benefit (income) expense (2)	(16.1)	(10.5)	(9.9)	1.1	1.0	1.1

Other changes in plan assets and benefit obligations  
 recognized in other comprehensive (loss) income:

Net actuarial loss (gain)	26.0	(4.8)	8.7	(2.0)	1.0	(0.4)
Prior service credit	0.3	0.8	0.8			

Total pre-tax changes recognized in other comprehensive (loss) income	26.3	(4.0)	9.5	(2.0)	1.0	(0.4)
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Total recognized in net periodic benefit expense (income) and other comprehensive (loss) income	\$ 10.2	\$ (14.5)	\$ (0.4)	\$ (0.9)	\$ 2.0	\$ 0.7
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- (1) Settlement charges are a result of lump-sum benefit payments in excess of the sum of a plan's annual interest and service costs. When an employer settles the full amount of its obligation for vested benefits with respect to some of a plan's participants, the employer is required to recognize in income a pro-rata portion of the aggregate gain or loss recorded in AOCL.
- (2) As discussed in Note 1, amounts are included in other non-interest expense for all years presented.

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The pre-tax amounts in AOCL that have not been recognized as components of net periodic benefit (income) expense are as follows:

As of December 31 (in millions)	Pension Plans		Other Postretirement Plans	
	2018	2017	2018	2017
Net actuarial loss	\$ 249.0	\$ 223.1	\$ 2.8	\$ 4.8
Prior service credit		(0.3)		
<b>Total pre-tax amounts included in AOCL</b>	<b>\$ 249.0</b>	<b>\$ 222.8</b>	<b>\$ 2.8</b>	<b>\$ 4.8</b>

The Company uses a corridor approach in the valuation of its Qualified Plans, which results in the deferral of actuarial gains and losses resulting from differences between actual results and actuarial assumptions. Amortization of actuarial gains and losses occurs when the accumulated unrecognized gain or loss balance, as of the beginning of the year, exceeds 10% of the greater of the projected benefit obligation or the market-related value of plan assets. The excess unrecognized gain or loss balance is amortized over the average remaining life expectancy of plan participants for the People's Qualified Plan (approximately 27 years) and over the average working lifetime of active participants for the First Connecticut Qualified Plan (approximately 11 years) as of December 31, 2018.

The following assumptions were used in determining the benefit obligations and net periodic benefit (income) expense as of and for the periods indicated:

	Qualified Plans			Other Postretirement Plans		
	2018	2017	2016	2018	2017	2016
Weighted-average assumptions used to determine benefit obligations at December 31:						
Discount rate:						
People's Qualified Plan	4.41%	3.74%	4.41%	4.40%	3.70%	4.40%
First Connecticut Qualified Plan	4.41			n/a		
Chittenden Qualified Plan (1)	n/a	3.62	4.16	n/a	n/a	n/a
Suffolk Qualified Plan (1)	n/a	3.72		n/a	n/a	
Rate of compensation increase	n/a	n/a	n/a	n/a	n/a	n/a
Weighted-average assumptions used to determine net periodic benefit (income) expense for the years ended December 31:						
Discount rate:						
People's Qualified Plan (2)	3.74%/4.34%	4.41%	4.64%	3.70%	4.40%	4.60%

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First Connecticut Qualified Plan	4.35			n/a		
Chittenden Qualified Plan (1)	n/a	4.16	4.45	n/a	n/a	n/a
Suffolk Qualified Plan (1)	n/a	4.24		n/a	n/a	
Expected return on plan assets						
People's Qualified Plan	7.25	7.25	7.25	n/a	n/a	n/a
First Connecticut Qualified Plan	6.00			n/a	n/a	n/a
Rate of compensation increase	n/a	n/a	n/a	n/a	n/a	n/a
Assumed health care cost trend rates at						
December 31:						
Health care cost trend rate assumed for next year	n/a	n/a	n/a	6.00%	6.20%	6.50%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	n/a	n/a	n/a	4.50	4.50	4.50
Year that the rate reaches the ultimate trend rate	n/a	n/a	n/a	2037	2037	2037

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n/a not applicable

(1) Effective October 1, 2018, the Chittenden Qualified Plan and the Suffolk Qualified Plan were merged into the People's Qualified Plan.

(2) Rate of 3.74% through September 30, 2018 and 4.34% thereafter.

The discount rates used to determine the benefit obligation of the Supplemental Plans at December 31, 2018 ranged from 4.00% to 4.40%, while the discount rate used to determine net periodic benefit (income) expense for 2018 ranged from 3.32% to 4.30%. The discount rates used to determine the benefit obligation of the People's Supplemental Plans at December 31, 2017 ranged from 3.32% to 3.70%, while the discount rate used to determine net periodic benefit (income) expense for 2017 ranged from 3.60% to 4.60%.

The discount rates reflect the then current rates available on long-term high-quality fixed-income debt instruments, and are reset annually on the measurement date. To determine the discount rates, People's United reviews, along with its independent actuary, spot interest rate yield curves based upon yields from a broad population of high-quality bonds adjusted to match the timing and amounts of expected benefit payments.

Effective January 1, 2016, People's United changed the method used to estimate the interest cost component of net periodic benefit income for the People's Qualified Plan, the Chittenden Qualified Plan and the People's Postretirement Plan. Instead of using spot interest rate yield curves as discussed above, People's United elected to use a full yield curve approach to estimate this component of benefit income by applying the specific spot rates along the yield curve, used in the determination of the benefit obligations, to the relevant projected cash flows. This change is expected to improve the correlation between projected benefit cash flows and the corresponding yield curve spot rates and to provide a more precise measurement of interest cost. This change did not affect the measurement of People's United's total benefit obligations as the change in interest cost is completely offset by the actuarial gain or loss recognized. People's United considered this a change in accounting estimate and, accordingly, accounted for it prospectively beginning in 2016.

The impact in 2016 of the change in accounting estimate for the Qualified Plans was as follows:

(dollars in millions)	People's Qualified Plan	Chittenden Qualified Plan
Discount rates used to measure net periodic benefit income in 2016:		
Interest cost	4.03%	3.70%
Discount rates that would have been used to measure net periodic benefit income under prior actuarial methodology:		
Interest cost	4.64	4.45
Increase in net periodic benefit income in 2016 using specific spot rates:		

Interest cost	\$	2.5	\$	0.3
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The impact in 2016 of the change in accounting estimate for the People's Supplemental Plans and the People's Postretirement Plan was \$0.3 million.

In developing an expected long-term rate of return on asset assumption for the Qualified Plans for purposes of determining 2018 net periodic benefit income, People's United considered the historical returns and the future expectations for returns within each asset class, as well as the target asset allocation of the pension portfolio. This resulted in an expected long-term rate of return assumption of 7.25% for the People's Qualified Plan and 6.00% for the First Connecticut Qualified Plan. This was intended to reflect expected asset returns over the life of the related pension benefits expected to be paid.

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In 2019, \$20.4 million in net periodic benefit income is expected to be recognized related to the Qualified Plans. This amount was determined using the following assumptions: (i) expected long-term rates of return of 7.25% and 6.00% for the People's Qualified Plan and the First Connecticut Qualified Plan, respectively; (ii) a discount rate of 4.41% (based on the full yield curve approach discussed above); and (iii) updated mortality tables issued by the Society of Actuaries in the fourth quarter of 2018. The mortality rate is a key assumption used in valuing retirement benefit obligations as it reflects the probability of future benefit payments that are contingent upon the longevity of plan participants and their beneficiaries. Adoption of updated mortality tables resulted in a decrease in the related benefit obligation of \$1.7 million for the Qualified Plans.

People's United's funding policy is to contribute the amounts required by applicable regulations, although additional amounts may be contributed from time to time. In February 2018, People's United made voluntary employer contributions of \$40 million to the People's Qualified Plan and \$10 million to the Chittenden Qualified Plan (none to the Suffolk Qualified Plan) in response to tax reform (see Note 12). Employer contributions for the Supplemental Plans and the Other Postretirement Plans in 2019 are expected to total \$14.9 million, representing net benefit payments expected to be paid under these plans.

Expected future net benefit payments for the Pension Plans as of December 31, 2018 are: \$42.3 million in 2019; \$31.9 million in 2020; \$34.1 million in 2021; \$34.0 million in 2022; \$36.4 million in 2023; and an aggregate of \$202.5 million in 2024 through 2028. As of December 31, 2018, expected future net benefit payments for the Other Postretirement Plans are: (i) \$0.8 million in each of the years 2019 through 2023 and (ii) an aggregate of \$3.6 million in 2024 through 2028.

The investment strategy of the Qualified Plans is to develop a diversified portfolio, representing a variety of asset classes of varying duration, in order to effectively fund expected near-term and long-term benefit payments. All investment decisions are governed by an established policy that contains the following asset allocation guidelines:

	Asset Class	
	Policy Target %	Policy Range %
Cash equivalents	1	0-20
Equity securities	75	55-95
Fixed income securities	24	10-40

Equity securities are required to be diversified among industries and economic sectors and may include convertible securities. Limitations have been established on the overall allocation to any individual security representing more than 3% of the market value of total plan assets. A limit of 50% of equity holdings may be invested in international equities. Short sales, margin purchases and similar speculative transactions are prohibited.

Fixed income securities are oriented toward risk-averse, investment-grade securities rated A or higher. A limit of up to 30% of the fixed income holdings may be purchased and held indirectly in issues rated below Baa3 by Moody's or BBB- by Standard & Poor's, if the higher investment risk is compensated for by the prospect of a positive incremental investment return. With the exception of U.S. government securities, in which the Qualified Plans may invest the



entire fixed income allocation, fixed income securities require diversification among individual securities and sectors. Limitations have been established on the overall investment in securities of a single issuer to no more than 2.5% of the market value of total plan assets. There is no limit on the maximum maturity of securities held. Short sales, margin purchases and similar speculative transactions are prohibited.

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The following table summarizes the percentages of fair value for the major categories of assets in the Qualified Plans as of the respective measurement dates:

	Plan Assets				
	2018	2018	2017	2017	2017
	People's Qualified Plan	First Connecticut Qualified Plan	People's Qualified Plan	Chittenden Qualified Plan	Suffolk Qualified Plan
As of December 31					
Equity securities	70%	73%	69%	69%	70%
Cash and fixed income securities	30	27	31	31	30
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

The following tables present the Qualified Plans' assets measured at fair value:

As of December 31, 2018 (in millions)	Fair Value Measurements Using				Total
	Level 1	Level 2	Level 3		
Cash and cash equivalents	\$ 15.2	\$	\$		\$ 15.2
Equity securities:					
Corporate	216.6				216.6
Mutual funds		201.1			201.1
Fixed income securities:					
Corporate		68.5			68.5
U.S. Treasury and municipals		58.6			58.6
Mutual funds		32.9			32.9
Other		3.5			3.5
<b>Total</b>	<b>\$ 231.8</b>	<b>\$ 364.6</b>	<b>\$</b>	<b>\$</b>	<b>\$ 596.4</b>

As of December 31, 2017 (in millions)	Fair Value Measurements Using				Total
	Level 1	Level 2	Level 3		
Cash and cash equivalents	\$ 17.7	\$	\$		\$ 17.7
Equity securities:					
Corporate	229.8				229.8
Mutual funds		174.4			174.4
Fixed income securities:					

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Corporate	88.3	88.3	
Mutual funds	34.8	34.8	
U.S. Treasury and municipals	34.4	34.4	
Other	5.5	5.5	
Total	\$ 247.5	\$ 337.4	\$ 584.9

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**People's United Financial, Inc. and Subsidiaries**

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***Employee Stock Ownership Plan***

In April 2007, People's United established an ESOP. At that time, People's United loaned the ESOP \$216.8 million to purchase 10,453,575 shares of People's United common stock in the open market. In order for the ESOP to repay the loan, People's United expects to make annual cash contributions of approximately \$18.8 million until 2036. Such cash contributions may be reduced by the cash dividends paid on unallocated ESOP shares, which totaled \$4.6 million in 2018, \$4.8 million in 2017 and \$5.0 million in 2016. At December 31, 2018, the loan balance totaled \$176.5 million.

Employee participation in this plan is restricted to those employees who (i) are at least 18 years of age and (ii) worked at least 1,000 hours within 12 months of their hire date or any plan year (January 1 to December 31) after their date of hire. Employees meeting the aforementioned eligibility criteria during the plan year must continue to be employed as of the last day of the plan year in order to receive an allocation of shares for that plan year.

Shares of People's United common stock are held by the ESOP and allocated to eligible participants annually based upon a percentage of each participant's eligible compensation. Since the ESOP was established, a total of 4,181,430 shares of People's United common stock have been allocated or committed to be released to participants' accounts. At December 31, 2018, 6,272,145 shares of People's United common stock, with a fair value of \$90.5 million at that date, have not been allocated or committed to be released.

Compensation expense related to the ESOP is recognized at an amount equal to the number of common shares committed to be released by the ESOP for allocation to participants' accounts multiplied by the average fair value of People's United's common stock during the reporting period. The difference between the fair value of the shares of People's United's common stock committed to be released and the cost of those common shares is recorded as a credit to additional paid-in capital (if fair value exceeds cost) or, to the extent that no such credits remain in additional paid-in capital, as a charge to retained earnings (if fair value is less than cost). Expense recognized for the ESOP totaled \$6.2 million, \$6.4 million and \$5.5 million for the years ended December 31, 2018, 2017 and 2016, respectively.

***Employee Savings Plans***

People's United sponsors an employee savings plan that qualifies as a 401(k) plan under the Internal Revenue Code. Employees may contribute up to 50% of their pre-tax compensation up to certain limits, and People's United makes a matching contribution equal to 100% of a participant's contributions up to 4% of pre-tax compensation. Participants vest immediately in their own contributions and after one year in People's United's contributions. A supplemental savings plan has also been established for certain senior officers and the Company has funded a trust to provide benefit payments to the extent such benefits are not paid directly by People's United. People's United also continues to maintain, for former First Connecticut participants who met certain eligibility requirements, a funded plan that provides supplemental retirement benefits. Combined trust assets of \$16.5 million as of December 31, 2018 (which are included in other assets in the Consolidated Statements of Condition) were exceeded by the related combined benefit obligations of \$42.6 million at that date. Expense recognized for these employee savings plans totaled \$29.1 million, \$25.4 million and \$22.9 million for the years ended December 31, 2018, 2017 and 2016, respectively.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**NOTE 18 Stock-Based Compensation Plans**

***Long-Term Incentive Plan***

People's United's 2014 Plan, as amended and restated in 2017, and the predecessor 2008 Long-Term Incentive Plan and the 1998 Long-Term Incentive Plan (together the Incentive Plans) provide for awards to officers and employees in the form of: (i) incentive stock options that may afford tax benefits to recipients; (ii) non-statutory stock options that do not afford tax benefits to recipients but may provide tax benefits to People's United; and (iii) stock appreciation rights, restricted stock and performance shares. A total of 75,850,000 shares of People's United common stock are reserved for issuance under the 2014 Plan. The number of shares of common stock reserved under the 2014 Plan is depleted by one share for each option or stock appreciation right, by 5.32 shares for each restricted stock award and by 7.98 shares for each performance share. At December 31, 2018, a total of 42,754,315 reserved shares remain available for future awards.

Non-statutory stock options have been granted under the Incentive Plans at exercise prices equal to the fair value of People's United common stock at the grant dates. Option expiration dates are fixed at the grant date, with a maximum term of ten years. Prior to 2013, options granted under the Incentive Plans generally vested 50% after two years, 75% after three years and 100% after four years. Beginning in 2013, options granted under the Incentive Plans vest 33% after one year, 66% after two years and 100% after three years. Unvested options become fully exercisable in the event of a change of control, as defined in the Incentive Plans.

People's United has also granted restricted stock awards under the Incentive Plans. Employees become fully vested in these shares generally after a three-year period, with requisite service conditions and no performance-based conditions to such vesting. During the vesting period, dividends are paid on the restricted stock (for grants occurring prior to February 2017) or accrued to the employees' benefit (for grants occurring in or after February 2017) and the recipients are entitled to vote these restricted shares. The fair value of all restricted stock awards is measured at the grant date based on quoted market prices. Unvested restricted stock awards become fully vested in the event of a change in control, as defined in the Incentive Plans.

Beginning in 2016, People's United granted performance shares under the 2014 Plan. A performance share represents the right to receive a share of People's United common stock contingent upon the Company achieving certain pre-established performance goals and the employee satisfying requisite service conditions. Employees become fully vested in these performance shares upon completion of a three-year performance period beginning with the year in which the performance shares are granted. At the end of the three-year performance period, if performance goals have been achieved, the number of performance shares earned by each employee is determined by the level of achievement against the pre-established performance goals. During the performance period, dividend equivalents are accrued to the employees' benefit. Such dividends are paid out at the end of the performance period based on the number of performance shares earned. Unvested performance shares and dividend equivalents become fully vested in the event of a change in control, as defined in the Incentive Plans.

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**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements***Performance Shares Awarded*

The following is a summary of performance share activity under the 2014 Plan:

	Shares	Weighted-Average Grant Date Fair Value
Unvested performance shares outstanding at December 31, 2015		\$
Granted	568,596	15.22
Forfeited	(15,664)	15.22
Vested	(947)	15.22
Unvested performance shares outstanding at December 31, 2016	551,985	15.22
Granted	466,923	18.61
Forfeited	(34,073)	16.28
Unvested performance shares outstanding at December 31, 2017	984,835	16.80
Granted	532,740	19.78
Forfeited	(62,124)	17.82
Vested	(2,079)	16.70
Unvested performance shares outstanding at December 31, 2018	1,453,372	\$ 17.85

Expense related to unvested performance shares is recognized on a straight-line basis, generally over the applicable service period, and totaled \$10.5 million, \$7.0 million and \$2.1 million for the years ended December 31, 2018, 2017 and 2016, respectively. Unamortized cost for unvested performance shares, which reflects an estimated forfeiture rate of 5% per year over the vesting period, totaled \$9.7 million at December 31, 2018, and is expected to be recognized over the remaining weighted-average vesting period of 1.8 years. The fair value of performance shares vested during the years ended December 31, 2018 and 2016 totaled less than \$0.1 million in each year.

***Recognition and Retention Plan and Stock Option Plan***

Following shareholder approval of the 2014 Plan in 2014, no new awards may be granted under the 2008 Long-Term Incentive Plan, the 2007 Stock Option Plan (the "SOP") or the RRP (together the "Prior Plans"). All awards granted under the Prior Plans and the 1998 Long-Term Incentive Plan that were unvested (in the case of stock options and restricted stock awards) or unexercised (in the case of stock options) as of the date of shareholder approval of the 2014 Plan continue to be governed by the terms of the plan under which such awards were granted and the applicable grant agreements.



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The RRP and SOP (together the 2007 Plans ) provided for awards to directors, officers and employees in the form of: (i) incentive stock options that may afford tax benefits to recipients; (ii) non-statutory stock options that do not afford tax benefits to recipients but may provide tax benefits to People s United; and (iii) restricted stock. Shares of People s United common stock were purchased in the open market in October 2007 by a trustee with funds provided by People s United for the maximum number of shares available to be awarded in the form of restricted stock.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

Previously, non-statutory stock options were granted under the SOP at exercise prices equal to the fair value of People's United's common stock at the grant date based on quoted market prices. The fair value of all restricted stock awarded under the RRP was measured at the grant date based on quoted market prices. Prior to 2014, most restricted stock awards and stock options granted under the 2007 Plans were scheduled to vest in 20% annual increments over a five-year period with requisite service conditions and no performance-based conditions to such vesting. Beginning in 2014, awards made under the 2007 Plans in 2014 are scheduled to vest in one-third annual increments over a three-year period with requisite service conditions and no performance-based conditions to such vesting. During the vesting period, dividends are paid on the restricted stock and the recipients are entitled to vote these restricted shares. All restricted stock awards and stock options become fully vested and exercisable, respectively, in the event of a change of control, as defined in the 2007 Plans.

*Stock Options Granted*

People's United granted a total of 2,450,861 stock options in 2018, 2,261,586 stock options in 2017 and 3,187,500 stock options in 2016 under the Incentive Plans. The estimated weighted-average grant-date fair value of all stock options granted in 2018, 2017 and 2016 was \$2.31 per option, \$1.97 per option and \$1.33 per option, respectively, using the Black-Scholes option-pricing model with assumptions as follows: dividend yield of 3.5% in 2018, 3.6% in 2017 and 4.6% in 2016; expected volatility rate of 18% in both 2018 and 2017, and 20% in 2016; risk-free interest rate of 2.6% in 2018, 1.9% in 2017 and 1.3% in 2016; and expected option life of approximately four years in both 2018 and 2017, and five years in 2016.

In arriving at the grant date fair value of stock options using the Black-Scholes option-pricing model, expected volatilities were based on the historical volatilities of People's United traded common stock. The expected term of stock options represents the period of time that options granted are expected to be outstanding. People's United used historical data to estimate voluntary suboptimal (early) exercises by continuing employees, and estimates of post-vest option exercise or forfeiture by terminated employees. Suboptimal exercise data and employee termination estimates are incorporated into Monte Carlo simulations of People's United common stock prices to calculate the expected term. The risk-free interest rate approximated the U.S. Treasury rate curve matched to the expected option term at the time of the grant.

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The following is a summary of stock option activity under the Incentive Plans and the SOP:

	Shares Subject To Option	Weighted Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (1) (in millions)
Options outstanding at December 31, 2015	19,677,424	\$ 15.13		
Granted	3,187,500	14.57		
Forfeited	(632,869)	15.65		
Exercised	(5,676,130)	15.60		
Options outstanding at December 31, 2016	16,555,925	14.84		
Granted	2,261,586	19.14		
Forfeited	(459,576)	17.87		
Exercised	(3,920,294)	15.97		
Options outstanding at December 31, 2017	14,437,641	15.11		
Granted	2,450,861	19.61		
Forfeited	(294,474)	17.87		
Exercised	(1,916,961)	14.55		
Options outstanding at December 31, 2018	14,677,067	\$ 15.87	6.3	\$ 3.5
Options exercisable at December 31, 2018	10,155,649	\$ 14.72	5.3	\$ 3.5

(1) Reflects only those stock options with intrinsic value at December 31, 2018.

Expense relating to stock options granted is recognized on a straight-line basis, generally over the applicable service period, and totaled \$5.2 million, \$5.5 million and \$5.7 million for the years ended December 31, 2018, 2017 and 2016, respectively. Unamortized cost for unvested stock options, which reflects an estimated forfeiture rate of 5.0% per year over the vesting period, totaled \$5.0 million at December 31, 2018, and is expected to be recognized over the remaining weighted-average vesting period of 1.5 years. The total intrinsic value of stock options exercised was \$8.7 million, \$11.2 million and \$15.6 million for the years ended December 31, 2018, 2017 and 2016, respectively.

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Additional information concerning options outstanding and options exercisable at December 31, 2018 is summarized as follows:

Exercise Price Range	Options Outstanding			Options Exercisable		
	Number	Weighted Average Remaining Life (in years)	Exercise Price	Number	Weighted Average Exercise Price	
\$11.52 - \$14.01	3,650,777	4.4	\$ 13.49	3,642,149	\$ 13.49	
14.02 - 14.79	2,782,312	6.9	14.51	1,848,360	14.49	
14.80 - 18.68	3,913,035	5.3	15.08	3,875,877	15.07	
18.69 - 19.71	4,330,943	8.4	19.45	789,263	19.21	

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**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements***Restricted Stock Awarded*

The following is a summary of restricted stock award activity under the Incentive Plans and the RRP:

	Shares	Weighted-Average Grant Date Fair Value
Unvested restricted shares outstanding at December 31, 2015	1,232,317	\$ 14.14
Granted	344,812	14.66
Forfeited	(41,684)	14.34
Vested	(649,363)	13.79
Unvested restricted shares outstanding at December 31, 2016	886,082	14.59
Granted	303,090	18.84
Forfeited	(31,828)	15.56
Vested	(485,023)	14.49
Unvested restricted shares outstanding at December 31, 2017	672,321	16.53
Granted	489,789	18.50
Forfeited	(29,426)	17.81
Vested	(402,134)	16.04
Unvested restricted shares outstanding at December 31, 2018	730,550	\$ 18.03

Expense relating to unvested restricted stock awards is recognized on a straight-line basis, generally over the applicable service period, and totaled \$5.8 million, \$6.4 million and \$6.5 million for the years ended December 31, 2018, 2017 and 2016, respectively. Unamortized cost for unvested restricted stock awards, which reflects an estimated forfeiture rate of 5.0% per year over the vesting period, totaled \$7.6 million at December 31, 2018, and is expected to be recognized over the remaining weighted-average vesting period of 1.6 years. The total fair value of restricted stock awards vested during the years ended December 31, 2018, 2017 and 2016 was \$7.5 million, \$9.3 million and \$9.8 million, respectively.

During 2018, 2017 and 2016, employees of People's United tendered a total of 136,426 shares, 216,969 shares and 289,992 shares of common stock, respectively, in satisfaction of their related tax withholding obligations upon the vesting of restricted stock awards granted in prior periods and/or in payment of the exercise price and satisfaction of their related tax withholding obligations upon the exercise of stock options granted in prior periods. There is no limit on the number of shares that may be tendered by employees of People's United in the future for these purposes. Shares acquired in payment of the stock option exercise price or in satisfaction of tax withholding obligations are not eligible for reissuance in connection with any subsequent grants made pursuant to equity compensation plans maintained by People's United. Rather, all shares acquired in this manner are retired by People's United, resuming the status of

authorized but unissued shares of People's United's common stock. The total cost of shares repurchased and retired applicable to restricted stock awards during the years ended December 31, 2018, 2017 and 2016 was \$2.5 million, \$3.3 million and \$3.4 million, respectively.

***Directors' Equity Compensation Plan***

The People's United Financial, Inc. Directors' Equity Compensation Plan (the "Directors' Plan") provides for an annual award of shares of People's United common stock with a fair value of approximately \$95,000 to each non-employee director immediately following each annual meeting of shareholders. Shares of People's United common stock issued pursuant to the Directors' Plan are subject to a one-year vesting period, with no post-vesting transfer restrictions. A total of 1,192,500 shares of People's United common stock are reserved for issuance under the Directors' Plan.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

In 2018, 2017 and 2016, directors were granted a total of 51,680 shares, 49,050 shares and 58,020 shares, respectively, of People's United common stock, with grant date fair values of \$18.21 per share, \$17.65 per share and \$16.24 per share, respectively, at those dates. Expense totaling \$0.9 million for the Directors' Plan was recognized for each of the years ended December 31, 2018, 2017 and 2016. At December 31, 2018, a total of 92,321 shares remain available for issuance.

**NOTE 19 Fair Value Measurements**

Described below are the valuation methodologies used by People's United and the resulting fair values for those financial instruments measured at fair value on both a recurring and a non-recurring basis. For those financial instruments not measured at fair value either on a recurring or non-recurring basis, disclosure of each instrument's carrying amount and estimated fair value has been provided.

***Recurring Fair Value Measurements***

***Trading Debt Securities, Equity Securities and Debt Securities Available-For-Sale***

When available, People's United uses quoted market prices for identical securities received from an independent, nationally-recognized, third-party pricing service (as discussed further below) to determine the fair value of investment securities such as U.S. Treasury and agency securities and equity securities that are included in Level 1. When quoted market prices for identical securities are unavailable, People's United uses prices provided by the independent pricing service based on recent trading activity and other observable information including, but not limited to, market interest rate curves, referenced credit spreads and estimated prepayment rates where applicable. These investments include certain U.S. and government agency debt securities, corporate and municipal debt securities and GSE mortgage-backed securities, all of which are included in Level 2.

The Company's available-for-sale debt securities are primarily comprised of GSE mortgage-backed securities. The fair value of these securities is based on prices obtained from the independent pricing service. The pricing service uses various techniques to determine pricing for the Company's mortgage-backed securities, including option pricing and discounted cash flow analysis. The inputs include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids, offers, reference data, monthly payment information and collateral performance. At both December 31, 2018 and 2017, the entire available-for-sale mortgage-backed securities portfolio was comprised of 10- and 15-year GSE securities. An active market exists for securities that are similar to the Company's GSE mortgage-backed securities, making observable inputs readily available.

Changes in the prices obtained from the pricing service are analyzed from month to month, taking into consideration changes in market conditions including changes in mortgage spreads, changes in U.S. Treasury security yields and changes in generic pricing of securities with similar duration. As a further point of validation, the Company generates its own month-end fair value estimate for all mortgage-backed securities, and state and municipal securities. While the Company has not adjusted the prices obtained from the independent pricing service, any notable differences between

those prices and the Company's estimates are subject to further analysis. This additional analysis may include a review of prices provided by other independent parties, a yield analysis, a review of average life changes using Bloomberg analytics and a review of historical pricing for the particular security. Based on management's review of the prices provided by the pricing service, the fair values incorporate observable market inputs used by market participants at the measurement date and, as such, are classified as Level 2 securities.

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**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements***Other Assets*

As discussed in Note 17, certain unfunded, nonqualified supplemental plans have been established to provide retirement benefits to certain senior officers. People's United has funded two trusts to provide benefit payments to the extent such benefits are not paid directly by People's United, the assets of which are included in other assets in the Consolidated Statements of Condition. When available, People's United determines the fair value of the trust assets using quoted market prices for identical securities received from a third-party nationally recognized pricing service.

*Derivatives*

People's United values its derivatives using internal models that are based on market or observable inputs, including interest rate curves and forward/spot prices for selected currencies. Derivative assets and liabilities included in Level 2 represent interest rate swaps and caps, foreign exchange contracts, risk participation agreements, forward commitments to sell residential mortgage loans and interest rate-lock commitments on residential mortgage loans.

The following tables summarize People's United's financial instruments that are measured at fair value on a recurring basis:

As of December 31, 2018 (in millions)	Fair Value Measurements			Total
	Level 1	Using Level 2	Level 3	
<b>Financial assets:</b>				
<b>Trading debt securities:</b>				
U.S. Treasury	\$ 8.4	\$	\$	\$ 8.4
<b>Debt securities available-for-sale:</b>				
U.S. Treasury and agency	678.0			678.0
GSE mortgage-backed securities		2,443.0		2,443.0
Equity securities	8.1			8.1
<b>Other assets:</b>				
Exchange-traded funds	35.5			35.5
Mutual funds	20.6			20.6
Fixed income securities		0.3		0.3
Interest rate swaps		98.9		98.9
Interest rate caps		3.1		3.1
Foreign exchange contracts		0.9		0.9
Forward commitments to sell residential mortgage loans		0.1		0.1
<b>Total</b>	<b>\$ 750.6</b>	<b>\$ 2,546.3</b>	<b>\$</b>	<b>\$ 3,296.9</b>

**Financial liabilities:**

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Interest rate swaps	\$	\$ 135.0	\$	\$ 135.0
Interest rate caps		3.1		3.1
Risk participation agreements (1)				
Foreign exchange contracts		0.8		0.8
Interest rate-lock commitments on residential mortgage loans		0.1		0.1
<b>Total</b>	<b>\$</b>	<b>\$ 139.0</b>	<b>\$</b>	<b>\$ 139.0</b>

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**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements**

As of December 31, 2017 (in millions)	Fair Value Measurements			Total
	Level 1	Using Level 2	Level 3	
<b>Financial assets:</b>				
<b>Trading debt securities:</b>				
U.S. Treasury	\$ 8.2	\$	\$	\$ 8.2
<b>Debt securities available-for-sale:</b>				
U.S. Treasury and agency	668.8			668.8
GSE mortgage-backed securities		2,456.5		2,456.5
Equity securities	8.7			8.7
<b>Other assets:</b>				
Exchange-traded funds	36.5			36.5
Mutual funds	3.5			3.5
Fixed income securities		1.3		1.3
Interest rate swaps		74.8		74.8
Interest rate caps		2.8		2.8
Foreign exchange contracts		0.1		0.1
Forward commitments to sell residential mortgage loans		0.2		0.2
<b>Total</b>	<b>\$ 725.7</b>	<b>\$ 2,535.7</b>	<b>\$</b>	<b>\$ 3,261.4</b>
<b>Financial liabilities:</b>				
Interest rate swaps	\$	\$ 84.9	\$	\$ 84.9
Interest rate caps		2.8		2.8
Risk participation agreements (1)				
Foreign exchange contracts		0.4		0.4
Interest rate-lock commitments on residential mortgage loans		0.2		0.2
<b>Total</b>	<b>\$</b>	<b>\$ 88.3</b>	<b>\$</b>	<b>\$ 88.3</b>

(1) At both December 31, 2018 and 2017, the fair value of risk participation agreements totaled less than \$0.1 million (see Note 21).

***Non-Recurring Fair Value Measurements******Loans Held-for-Sale***

Residential mortgage loans held-for-sale are recorded at the lower of cost or fair value and are therefore measured at fair value on a non-recurring basis. When available, People's United uses observable secondary market data, including pricing on recent closed market transactions for loans with similar characteristics. Accordingly, such loans are classified as Level 2 measurements. When observable data is unavailable, valuation methodologies using current

market interest rate data adjusted for inherent credit risk are used, and such loans are included in Level 3.

*Impaired Loans*

Loan impairment is deemed to exist when full repayment of principal and interest according to the contractual terms of the loan is no longer probable. Impaired loans are reported based on one of three measures: (i) the present value of expected future cash flows discounted at the loan's original effective interest rate; (ii) the loan's observable market price; or (iii) the fair value of the collateral (less estimated cost to sell) if the loan is collateral dependent. Accordingly, certain impaired loans may be subject to measurement at fair value on a non-recurring basis.

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People's United has estimated the fair values of these assets using Level 3 inputs, such as discounted cash flows based on inputs that are largely unobservable and, instead, reflect management's own estimates of the assumptions a market participant would use in pricing such loans and/or the fair value of collateral based on independent third-party appraisals for collateral-dependent loans. Such appraisals are based on the market and/or income approach to value and are subject to a discount (to reflect estimated cost to sell) that generally approximates 10%.

*REO and Repossessed Assets*

REO and repossessed assets are recorded at the lower of cost or fair value, less estimated selling costs, and are therefore measured at fair value on a non-recurring basis. People's United has estimated the fair values of these assets using Level 3 inputs, such as independent third-party appraisals and price opinions. Such appraisals are based on the market and/or income approach to value and are subject to a discount (to reflect estimated cost to sell) that generally approximates 10%. Assets that are acquired through loan default are recorded as held-for-sale initially at the lower of the recorded investment in the loan or fair value (less estimated selling costs) upon the date of foreclosure/repossession. Subsequent to foreclosure/repossession, valuations are updated periodically and the carrying amounts of these assets may be reduced further.

The following tables summarize People's United's assets that are measured at fair value on a non-recurring basis:

As of December 31, 2018 (in millions)	Fair Value Measurements Using			
	Level 1	Level 2	Level 3	Total
Loans held-for-sale (1)	\$	\$ 19.5	\$	\$ 19.5
Impaired loans (2)			55.2	55.2
REO and repossessed assets (3)			18.1	18.1
Total	\$	\$ 19.5	\$ 73.3	\$ 92.8

As of December 31, 2017 (in millions)	Fair Value Measurements Using			
	Level 1	Level 2	Level 3	Total
Loans held-for-sale (1)	\$	\$ 16.6	\$	\$ 16.6
Impaired loans (2)			59.6	59.6
REO and repossessed assets (3)			19.4	19.4
Total	\$	\$ 16.6	\$ 79.0	\$ 95.6

(1) Consists of residential mortgage loans; no fair value adjustments were recorded for the years ended December 31, 2018 and 2017.

- (2) Represents the recorded investment in originated impaired loans with a related allowance for loan losses measured in accordance with applicable accounting guidance. The total consists of \$44.8 million of Commercial loans and \$10.4 million of Retail loans at December 31, 2018. The provision for loan losses on impaired loans totaled \$8.6 million and \$5.0 million for the years ended December 31, 2018 and 2017, respectively.
- (3) Represents: (i) \$8.7 million of commercial REO; (ii) \$5.5 million of residential REO; and (iii) \$3.9 million of repossessed assets at December 31, 2018. Charge-offs to the allowance for loan losses related to loans that were transferred to REO or repossessed assets totaled \$1.7 million and \$2.6 million for the years ended December 31, 2018 and 2017, respectively. Write downs and net loss on sale of foreclosed/repossessed assets charged to non-interest expense totaled \$0.2 million and \$0.5 million for the same periods.

**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements*****Financial Assets and Financial Liabilities Not Measured At Fair Value***

The following tables summarize the carrying amounts, estimated fair values and placement in the fair value hierarchy of People's United's financial instruments that are not measured at fair value either on a recurring or non-recurring basis:

As of December 31, 2018 (in millions)	Carrying Amount	Estimated Fair Value Measurements Using			Total
		Level 1	Level 2	Level 3	
<b>Financial assets:</b>					
Cash and due from banks	\$ 665.7	\$ 665.7	\$	\$	\$ 665.7
Short-term investments	266.3		266.3		266.3
Debt securities held-to-maturity	3,792.3		3,774.4	1.5	3,775.9
FHLB and FRB stock	303.4		303.4		303.4
Total loans, net (1)	34,945.8		7,806.1	26,800.2	34,606.3
<b>Financial liabilities:</b>					
Time deposits	6,916.2		6,884.0		6,884.0
Other deposits	29,242.8		29,242.8		29,242.8
FHLB advances	2,404.5		2,404.5		2,404.5
Federal funds purchased	845.0		845.0		845.0
Customer repurchase agreements	332.9		332.9		332.9
Other borrowings	11.0		11.0		11.0
Notes and debentures	895.8		893.4		893.4

(1) Excludes impaired loans totaling \$55.2 million measured at fair value on a non-recurring basis.

As of December 31, 2017 (in millions)	Carrying Amount	Estimated Fair Value Measurements Using			Total
		Level 1	Level 2	Level 3	
<b>Financial assets:</b>					
Cash and due from banks	\$ 505.1	\$ 505.1	\$	\$	\$ 505.1
Short-term investments	377.5		377.5		377.5
Debt securities held-to-maturity	3,588.1		3,632.2	1.5	3,633.7
FHLB and FRB stock	312.3		312.3		312.3
Total loans, net (1)	32,281.3		6,632.2	25,495.3	32,127.5
<b>Financial liabilities:</b>					
Time deposits	5,454.3		5,441.1		5,441.1
Other deposits	27,602.0		27,602.0		27,602.0

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FHLB advances	2,774.4	2,775.3	2,775.3
Federal funds purchased	820.0	820.0	820.0
Customer repurchase agreements	301.6	301.6	301.6
Other borrowings	207.8	207.2	207.2
Notes and debentures	901.6	910.1	910.1

(1) Excludes impaired loans totaling \$59.6 million measured at fair value on a non-recurring basis.

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**NOTE 20 Legal Proceedings and Lease Commitments**

People's United has various outstanding commitments and contingent liabilities that are not required to be and, therefore, have not been reflected in the consolidated financial statements.

***Legal Proceedings***

In the normal course of business, People's United is subject to various legal proceedings. Management has discussed with legal counsel the nature of these legal proceedings and, based on the advice of counsel and the information currently available, believes that the eventual outcome of these legal proceedings will not have a material adverse effect on People's United's financial condition, results of operations or liquidity.

***Lease Commitments***

At December 31, 2018, People's United was obligated under various noncancelable operating leases for office space, which expire on various dates through 2054. Certain leases contain renewal options and provide for increased rentals based principally on the consumer price index and fair market rental value provisions. Future minimum rental commitments under operating leases in excess of one year at December 31, 2018 were: \$65.4 million in 2019; \$60.1 million in 2020; \$56.4 million in 2021; \$37.8 million in 2022; \$26.1 million in 2023; and an aggregate of \$88.5 million in 2024 through 2054. Rent expense under operating leases included in occupancy and equipment in the Consolidated Statements of Income totaled \$64.2 million, \$62.5 million and \$59.8 million for the years ended December 31, 2018, 2017 and 2016, respectively.

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In the normal course of business, People's United is a party to both on-balance-sheet and off-balance-sheet financial instruments involving, to varying degrees, elements of credit risk and IRR in addition to the amounts recognized in the Consolidated Statements of Condition. The contractual amounts of off-balance-sheet instruments reflect the extent of People's United's involvement in particular classes of financial instruments.

A summary of the contractual or notional amounts of People's United's lending-related and derivative financial instruments follows:

As of December 31 (in millions)	2018	2017
<b>Lending-Related Financial Instruments: (1)</b>		
Loan origination commitments and unadvanced lines of credit:		
Commercial and industrial	\$ 4,937.1	\$ 4,282.4
Home equity and other consumer	2,646.6	2,472.9
Commercial real estate	1,095.4	890.9
Equipment financing	459.7	369.4
Residential mortgage	78.7	40.8
Letters of credit:		
Stand-by	139.4	138.8
Commercial	5.0	4.5
<b>Derivative Financial Instruments: (2)</b>		
Interest rate swaps:		
For market risk management	585.0	585.0
For commercial customers:		
Customer	7,455.9	5,769.1
Institutional counterparties	7,161.3	5,775.9
Interest rate caps:		
For commercial customers:		
Customer	329.1	649.2
Institutional counterparties	329.1	649.2
Risk participation agreements	576.5	439.4
Foreign exchange contracts	145.2	46.5
Forward commitments to sell residential mortgage loans	9.5	16.4
Interest rate-lock commitments on residential mortgage loans	13.6	18.3

(1)

The contractual amounts of these financial instruments represent People's United's maximum potential exposure to credit loss, assuming (i) the instruments are fully funded at a later date; (ii) the borrower does not meet contractual repayment obligations; and (iii) any collateral or other security proves to be worthless.

- (2) The contractual or notional amounts of these financial instruments are substantially greater than People's United's maximum potential exposure to credit loss.

***Lending-Related Financial Instruments***

The contractual amounts of People's United's lending-related financial instruments do not necessarily represent future cash requirements since certain of these instruments may expire without being funded and others may not be fully drawn upon. These instruments are subject to People's United's credit approval process, including an evaluation of the customer's creditworthiness and related collateral requirements. Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee by the customer. The geographic distribution of People's United's lending-related financial instruments is similar to the distribution of its loan portfolio as described in Note 5.

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People's United issues both stand-by and commercial letters of credit. Stand-by letters of credit are conditional commitments issued by People's United to guarantee the performance of a customer to a third party. The letter of credit is generally extended for an average term of one year and is secured in a manner similar to existing extensions of credit. For each letter of credit issued, if the customer fails to perform under the terms of the agreement, People's United would have to fulfill the terms of the letter of credit. The credit risk involved in issuing stand-by letters of credit is essentially the same as that involved in extending loan facilities to customers.

A commercial letter of credit is normally a short-term instrument issued by a financial institution on behalf of its customer. The letter of credit authorizes a beneficiary to draw drafts on the financial institution or one of its correspondent banks, provided the terms and conditions of the letter of credit have been met. In issuing a commercial letter of credit, the financial institution has substituted its credit standing for that of its customer. After drafts are paid by the financial institution, the customer is charged or an obligation is created under an existing reimbursement agreement. An advance under a reimbursement agreement is recorded as a loan by the financial institution and is subject to terms and conditions similar to other commercial obligations.

The fair value of People's United's obligations relating to its unfunded loan commitments and letters of credit was \$2.7 million and \$2.3 million at December 31, 2018 and 2017, respectively, and is included in other liabilities in the Consolidated Statements of Condition.

***Derivative Financial Instruments and Hedging Activities***

People's United uses derivative financial instruments as components of its market risk management (principally to manage IRR). Certain other derivatives are entered into in connection with transactions with commercial customers. Derivatives are not used for speculative purposes.

By using derivatives, People's United is exposed to credit risk to the extent that counterparties to the derivative contracts do not perform as required. Should a counterparty fail to perform under the terms of a derivative contract, the Company's counterparty credit risk is equal to the amount reported as a derivative asset in the Consolidated Statements of Condition. In accordance with the Company's balance sheet offsetting policy (see Note 1), amounts reported as derivative assets represent derivative contracts in a gain position, without consideration for derivative contracts in a loss position with the same counterparty (to the extent subject to master netting arrangements) and posted collateral. People's United seeks to minimize counterparty credit risk through credit approvals, limits, monitoring procedures, execution of master netting arrangements and obtaining collateral, where appropriate. Counterparties to People's United's derivatives include major financial institutions and exchanges that undergo comprehensive and periodic internal credit analysis as well as maintain investment grade credit ratings from the major credit rating agencies. As such, management believes the risk of incurring credit losses on derivative contracts with those counterparties is remote and losses, if any, would be immaterial.

Certain of People's United's derivative contracts contain provisions establishing collateral requirements (subject to minimum collateral posting thresholds) based on the Company's external credit rating. If the Company's senior unsecured debt rating were to fall below the level generally recognized as investment grade, the counterparties to such derivative contracts could require additional collateral on those derivative transactions in a net liability position (after

considering the effect of master netting arrangements and posted collateral). There were no derivative instruments with such credit-related contingent features in a net liability position at December 31, 2018.

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The following sections further discuss each class of derivative financial instrument used by People's United, including management's principal objectives and risk management strategies.

*Interest Rate Swaps*

People's United may, from time to time, enter into interest rate swaps that are used to manage IRR associated with certain interest-earning assets and interest-bearing liabilities.

The Bank has entered into pay floating/receive fixed interest rate swaps to reduce its IRR exposure to the variability in interest cash flows on certain floating-rate commercial loans. The Bank has agreed with the swap counterparties to exchange, at specified intervals, the difference between fixed-rate and floating-rate interest amounts calculated based on notional amounts totaling \$210 million. The floating-rate interest payments made under the swaps are calculated using the same floating rate received on the commercial loans. The swaps effectively convert the floating-rate one-month LIBOR interest payments received on the commercial loans to a fixed rate and consequently reduce the Bank's exposure to variability in short-term interest rates. These swaps are accounted for as cash flow hedges.

The Bank has entered into a pay floating/receive fixed interest rate swap to hedge the change in fair value due to changes in interest rates of the Bank's \$400 million subordinated notes. The Bank has agreed with the swap counterparty to exchange, at specified intervals, the difference between fixed-rate and floating-rate interest amounts calculated based on a notional amount of \$375 million. The fixed-rate interest payments received on the swap will essentially offset the fixed-rate interest payments made on these notes, notwithstanding the notional difference between these notes and the swap. The floating-rate interest amounts paid under the swap are calculated based on three-month LIBOR plus 126.5 basis points. The swap effectively converts the fixed-rate subordinated notes to a floating-rate liability. This swap is accounted for as a fair value hedge.

*Customer Derivatives*

People's United enters into interest rate swaps and caps with certain of its commercial customers. In order to minimize its risk, these customer interest rate swaps (pay floating/receive fixed) and caps have been offset with essentially matching interest rate swaps (pay fixed/receive floating) and caps with People's United's institutional counterparties. Hedge accounting has not been applied for these derivatives. Accordingly, changes in the fair value of all such interest rate swaps and caps are recognized in current earnings.

*Foreign Exchange Contracts*

Foreign exchange contracts are commitments to buy or sell foreign currency on a future date at a contractual price. People's United uses these instruments on a limited basis to (i) eliminate its exposure to fluctuations in currency exchange rates on certain of its commercial loans that are denominated in foreign currencies and (ii) provide foreign exchange contracts on behalf of commercial customers within credit exposure limits. Gains and losses on foreign exchange contracts substantially offset the translation gains and losses on the related loans.



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*Risk Participation Agreements*

People's United enters into risk participation agreements under which it may either assume or sell credit risk associated with a borrower's performance under certain interest rate derivative contracts. In those instances in which People's United has assumed credit risk, it is not a party to the derivative contract and has entered into the risk participation agreement because it is also a party to the related loan agreement with the borrower. In those instances in which People's United has sold credit risk, it is a party to the derivative contract and has entered into the risk participation agreement because it sold a portion of the related loan. People's United manages its credit risk under risk participation agreements by monitoring the creditworthiness of the borrower, based on its normal credit review process. The notional amounts of the risk participation agreements reflect People's United's pro-rata share of the derivative contracts, consistent with its share of the related loans.

*Forward Commitments to Sell Residential Mortgage Loans and Related Interest Rate-Lock Commitments*

People's United enters into forward commitments to sell adjustable-rate and fixed-rate residential mortgage loans (all to be sold servicing released) in order to reduce the market risk associated with originating loans for sale in the secondary market. In order to fulfill a forward commitment, People's United delivers originated loans at prices or yields specified by the contract. The risks associated with such contracts arise from the possible inability of counterparties to meet the contract terms or People's United's inability to originate the necessary loans. Gains and losses realized on the forward contracts are reported in the Consolidated Statements of Income as a component of the net gains on sales of residential mortgage loans. In the normal course of business, People's United will commit to an interest rate on a mortgage loan application at the time of application, or anytime thereafter. The risks associated with these interest rate-lock commitments arise if market interest rates change prior to the closing of these loans. Both forward sales commitments and interest rate-lock commitments made to borrowers on held-for-sale loans are accounted for as derivatives, with changes in fair value recognized in current earnings.

*Interest Rate Locks*

In connection with its planned issuance of senior notes in the fourth quarter of 2012, People's United entered into U.S. Treasury forward interest rate locks ( T-locks ) to hedge the risk that the 10-year U.S. Treasury yield component of the underlying coupon of the fixed-rate senior notes would rise prior to establishing the fixed interest rate on the senior notes. Upon pricing the senior notes, the T-locks were terminated and the unrealized gain of \$0.9 million was included (on a net-of-tax basis) as a component of AOCL. The gain is being recognized as a reduction of interest expense over the ten-year period during which the hedged item (\$500 million senior note issuance) affects earnings. The portion of the unrecognized gain at December 31, 2018 that is expected to be recognized over the next 12 months totals approximately \$0.1 million.



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The table below provides a summary of the notional amounts and fair values (presented on a gross basis) of derivatives outstanding:

As of December 31 (in millions)	Type of Hedge	Notional Amounts		Fair Values (1)			
		2018	2017	Assets		Liabilities	
		2018	2017	2018	2017	2018	2017
<b>Derivatives Not Designated as Hedging Instruments:</b>							
Interest rate swaps:							
Commercial customers	N/A	\$ 7,455.9	\$ 5,769.1	\$ 76.3	\$ 64.7	\$ 102.6	\$ 61.2
Institutional counterparties	N/A	7,161.3	5,775.9	22.6	10.1	32.4	23.7
Interest rate caps:							
Commercial customers	N/A	329.1	649.2	0.6		2.5	2.8
Institutional counterparties	N/A	329.1	649.2	2.5	2.8	0.6	
Risk participation agreements (2)	N/A	576.5	439.4				
Foreign exchange contracts	N/A	145.2	46.5	0.9	0.1	0.8	0.4
Forward commitments to sell residential mortgage loans	N/A	9.5	16.4	0.1	0.2		
Interest rate-lock commitments on residential mortgage loans	N/A	13.6	18.3			0.1	0.2
<b>Total</b>				<b>103.0</b>	<b>77.9</b>	<b>139.0</b>	<b>88.3</b>
<b>Derivatives Designated as Hedging Instruments:</b>							
Interest rate swaps:							
Subordinated notes	Fair value	375.0	375.0				
Loans	Cash flow	210.0	210.0				
<b>Total</b>							
<b>Total fair value of derivatives</b>				<b>\$ 103.0</b>	<b>\$ 77.9</b>	<b>\$ 139.0</b>	<b>\$ 88.3</b>

(1) Assets are recorded in other assets and liabilities are recorded in other liabilities.

(2) Fair value totaled less than \$0.1 million at both dates.

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The following table summarizes the impact of People's United's derivatives on pre-tax income and AOCL:

Years ended December 31 (in millions)	Type of Hedge	Amount of Pre-Tax Gain (Loss) Recognized in Earnings (1)			Amount of Pre-Tax Gain (Loss) Recognized in AOCL		
		2018	2017	2016	2018	2017	2016
<b>Derivatives Not Designated as Hedging Instruments:</b>							
<b>Interest rate swaps:</b>							
Commercial customers	N/A	\$ (3.6)	\$ 5.3	\$ (8.7)	\$	\$	\$
Institutional counterparties	N/A	17.1	6.1	22.7			
<b>Interest rate caps:</b>							
Commercial customers	N/A	1.1	0.7	(2.4)			
Institutional counterparties	N/A	(1.0)	(0.3)	2.1			
Foreign exchange contracts	N/A	0.9	0.5	(0.6)			
Risk participation agreements	N/A	0.2		0.5			
Forward commitments to sell residential mortgage loans	N/A	(0.1)	(0.2)	(0.2)			
Interest rate-lock commitments on residential mortgage loans	N/A	0.1	0.3	0.3			
<b>Total</b>		<b>14.7</b>	<b>12.4</b>	<b>13.7</b>			
<b>Derivatives Designated as Hedging Instruments:</b>							
Interest rate swaps	Fair value	2.1	5.9	7.5			
Interest rate swaps	Cash flow	(0.6)	0.8	(0.8)	(1.7)	(1.0)	(0.2)
Interest rate locks	Cash flow	0.1	0.1	0.1			
<b>Total</b>		<b>1.6</b>	<b>6.8</b>	<b>6.8</b>	<b>(1.7)</b>	<b>(1.0)</b>	<b>(0.2)</b>
<b>Total</b>		<b>\$ 16.3</b>	<b>\$ 19.2</b>	<b>\$ 20.5</b>	<b>\$ (1.7)</b>	<b>\$ (1.0)</b>	<b>\$ (0.2)</b>

(1) Amounts recognized in earnings are recorded in interest income, interest expense or other non-interest income for derivatives designated as hedging instruments and in other non-interest income for derivatives not designated as hedging instruments.

**NOTE 22 Balance Sheet Offsetting**

The Chicago Mercantile Exchange ( CME ) legally characterizes variation margin payments for over-the-counter derivatives that clear as settlements rather than collateral. Accordingly, the Company s accounting policies classify, for accounting and presentation purposes, variation margin payments deemed to be legal settlements as a single unit of account with the related derivative(s). At both December 31, 2018 and 2017, this presentation impacted one of the Company s institutional counterparties. As such, People s United has, subject to the corresponding enforceable master netting arrangement, netted the institutional counterparty s CME derivative position and offset the counterparty s variation margin payments in the Consolidated Statement of Condition as of both dates.

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The following tables provide a gross presentation, the effects of offsetting, and a net presentation of the Company's financial instruments that are eligible for offset in the Consolidated Statements of Condition. The collateral amounts in these tables are limited to the outstanding balances of the related asset or liability (after netting is applied) and, therefore, instances of overcollateralization are not presented. In the tables below, the Net Amount Presented of the derivative assets and liabilities can be reconciled to the fair value of the Company's derivative financial instruments in Note 21. The Company's derivative contracts with commercial customers and customer repurchase agreements are not subject to master netting arrangements and, therefore, have been excluded from the tables below.

As of December 31, 2018 (in millions)	Gross Amount Recognized	Gross Amount Offset	Net Amount Presented	Gross Amounts Financial Instruments	Amounts Not Offset Collateral	Net Amount
<b>Financial assets:</b>						
<b>Interest rate swaps/caps:</b>						
Counterparty A	\$ 3.1	\$	\$ 3.1	\$ (1.4)	\$ (1.7)	\$
Counterparty B	2.5		2.5	(2.5)		
Counterparty C	4.8		4.8	(3.7)	(1.1)	
Counterparty D	3.6		3.6	(2.7)	(0.1)	0.8
Counterparty E						
Other counterparties	11.1		11.1	(5.4)	(5.7)	
Foreign exchange contracts	0.9		0.9			0.9
<b>Total</b>	<b>\$ 26.0</b>	<b>\$</b>	<b>\$ 26.0</b>	<b>\$ (15.7)</b>	<b>\$ (8.6)</b>	<b>\$ 1.7</b>
<b>Financial liabilities:</b>						
<b>Interest rate swaps/caps:</b>						
Counterparty A	\$ 1.4	\$	\$ 1.4	\$ (1.4)	\$	\$
Counterparty B	3.8		3.8	(2.5)	(1.2)	0.1
Counterparty C	3.7		3.7	(3.7)		
Counterparty D	2.7		2.7	(2.7)		
Counterparty E	16.0		16.0			16.0
Other counterparties	5.4		5.4	(5.4)		
Foreign exchange contracts	0.8		0.8			0.8
<b>Total</b>	<b>\$ 33.8</b>	<b>\$</b>	<b>\$ 33.8</b>	<b>\$ (15.7)</b>	<b>\$ (1.2)</b>	<b>\$ 16.9</b>

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As of December 31, 2017 (in millions)	Gross Amount Recognized	Gross Amount Offset	Net Amount Presented	Gross Amounts Financial Instruments	Amounts Not Offset Collateral	Net Amount
<b>Financial assets:</b>						
<b>Interest rate swaps/caps:</b>						
Counterparty A	\$ 2.6	\$	\$ 2.6	\$ (2.5)	\$	\$ 0.1
Counterparty B	1.6		1.6	(1.6)		
Counterparty C	2.6		2.6	(2.6)		
Counterparty D	3.5		3.5	(3.5)		
Counterparty E						
Other counterparties	2.6		2.6	(0.2)	(2.4)	
Foreign exchange contracts	0.1		0.1			0.1
<b>Total</b>	<b>\$ 13.0</b>	<b>\$</b>	<b>\$ 13.0</b>	<b>\$ (10.4)</b>	<b>\$ (2.4)</b>	<b>\$ 0.2</b>
<b>Financial liabilities:</b>						
<b>Interest rate swaps/caps:</b>						
Counterparty A	\$ 2.5	\$	\$ 2.5	\$ (2.5)	\$	\$
Counterparty B	5.6		5.6	(1.6)	(4.0)	
Counterparty C	2.8		2.8	(2.6)	(0.2)	
Counterparty D	4.7		4.7	(3.5)	(1.2)	
Counterparty E	7.3		7.3			7.3
Other counterparties	0.8		0.8	(0.2)	(0.6)	
Foreign exchange contracts	0.4		0.4			0.4
<b>Total</b>	<b>\$ 24.1</b>	<b>\$</b>	<b>\$ 24.1</b>	<b>\$ (10.4)</b>	<b>\$ (6.0)</b>	<b>\$ 7.7</b>

The following tables show the extent to which assets and liabilities exchanged under resale and repurchase agreements have been offset in the Consolidated Statements of Condition. These agreements: (i) are entered into simultaneously with the same financial institution counterparty; (ii) have the same principal amounts and inception/maturity dates; and (iii) are subject to a master netting arrangement that contains a conditional right of offset upon default. At December 31, 2018 and 2017, the Company posted as collateral marketable securities with fair values of \$461.3 million and \$453.8 million, respectively, and, in turn, accepted as collateral marketable securities with fair values of \$457.2 million and \$461.9 million, respectively.

As of December 31, 2018 (in millions)	Gross Amount Recognized	Gross Amount Offset	Net Amount Presented
Total resale agreements	\$ 450.0	\$ (450.0)	\$

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Total repurchase agreements	\$ 450.0	\$ (450.0)	\$
	Gross Amount Recognized	Gross Amount Offset	Net Amount Presented
As of December 31, 2017 (in millions)			
Total resale agreements	\$ 450.0	\$ (450.0)	\$
Total repurchase agreements	\$ 450.0	\$ (450.0)	\$

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**NOTE 23 Segment Information**

Public companies are required to report (i) certain financial and descriptive information about reportable operating segments, as defined, and (ii) certain enterprise-wide financial information about products and services, geographic areas and major customers. Operating segment information is reported using a management approach that is based on the way management organizes the segments for purposes of making operating decisions and assessing performance.

People's United's operations are divided into three primary operating segments that represent its core businesses: Commercial Banking; Retail Banking; and Wealth Management. In addition, the Treasury area manages People's United's securities portfolio, short-term investments, brokered deposits, wholesale borrowings and the funding center.

The Company's operating segments have been aggregated into two reportable segments: Commercial Banking and Retail Banking. These reportable segments have been identified and organized based on the nature of the underlying products and services applicable to each segment, the type of customers to whom those products and services are offered and the distribution channel through which those products and services are made available. With respect to the Company's traditional wealth management activities, this presentation results in the allocation of the Company's insurance business and certain trust activities to the Commercial Banking segment, and the allocation of the Company's brokerage business and certain other trust activities to the Retail Banking segment.

*Commercial Banking* consists principally of commercial real estate lending, commercial and industrial lending, and commercial deposit gathering activities. This segment also includes equipment financing operations, as well as cash management, correspondent banking, municipal banking, institutional trust services, corporate trust, commercial insurance services provided through PUIA and private banking.

*Retail Banking* includes, as its principal business lines, consumer lending (including residential mortgage and home equity lending) and consumer deposit gathering activities. This segment also includes brokerage, financial advisory services, investment management services and life insurance provided by PSI and non-institutional trust services.

People's United's segment disclosure is based on an internal profitability reporting system, which generates information by operating segment based on a series of management estimates and allocations regarding funds transfer pricing (FTP), the provision for loan losses, non-interest expense and income taxes. These estimates and allocations, some of which are subjective in nature, are subject to periodic review and refinement. Any changes in estimates and allocations that may affect the reported results of any segment will not affect the consolidated financial position or results of operations of People's United as a whole.

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FTP, which is used in the calculation of each operating segment's net interest income, measures the value of funds used in and provided by an operating segment. The difference between the interest income on earning assets and the interest expense on funding liabilities, and the corresponding FTP charge for interest income or credit for interest expense, results in net spread income. For fixed-term assets and liabilities, the FTP rate is assigned at the time the asset or liability is originated by reference to the Company's FTP yield curve, which is updated daily. For non-maturity-term assets and liabilities, the FTP rate is determined based upon the underlying characteristics, or behavior, of each particular product and results in the use of a historical rolling average FTP rate determined over a period that is most representative of the average life of the particular asset or liability. While the Company's FTP methodology serves to remove IRR from the operating segments and better facilitate pricing decisions, thereby allowing management to assess the longer-term profitability of an operating segment more effectively, it may, in sustained periods of low and/or high interest rates, result in a measure of operating segment net interest income that is not reflective of current interest rates.

A five-year rolling average net charge-off rate is used as the basis for the provision for loan losses for the respective operating segment in order to present a level of portfolio credit cost that is representative of the Company's historical experience, without presenting the potential volatility from year-to-year changes in credit conditions. While this method of allocation allows management to assess the longer-term profitability of an operating segment more effectively, it may result in a measure of an operating segment's provision for loan losses that does not reflect actual incurred losses for the periods presented.

People's United allocates a majority of non-interest expenses to each operating segment using a full-absorption costing process (i.e. all expenses are fully-allocated to the segments). Direct and indirect costs are analyzed and pooled by process and assigned to the appropriate operating segment and corporate overhead costs are allocated to the operating segments. Income tax expense is allocated to each operating segment using a constant rate, based on an estimate of the consolidated effective income tax rate for the year. Average total assets and average total liabilities are presented for each reportable segment due to management's reliance, in part, on such average balances for purposes of assessing segment performance. Average total assets of each reportable segment include allocated goodwill and intangible assets, both of which are reviewed for impairment at least annually.

The Other category includes the residual financial impact from the allocation of revenues and expenses (including the provision for loan losses) and certain revenues and expenses not attributable to a particular segment; assets and liabilities not attributable to a particular segment; reversal of the FTE adjustment since net interest income for each segment is presented on an FTE basis; and the FTP impact from excess capital. The Other category also includes (i) \$10.0 million of security losses for the years ended December 31, 2018 and 2017 incurred in response to tax reform-related benefits recognized in each period, and certain gains totaling \$7.5 million for the year ended December 31, 2016 (all included in non-interest income) and (ii) merger-related expenses totaling \$11.4 million, \$30.6 million and \$4.7 million for the years ended December 31, 2018, 2017 and 2016, respectively (included in non-interest expense).



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The following tables provide selected financial information for People's United's reportable segments:

Year ended December 31, 2018 (in millions)	Commercial Banking	Retail Banking	Total Reportable Segments	Treasury	Other	Total Consolidated
Net interest income (loss)	\$ 699.2	\$ 467.2	\$ 1,166.4	\$ 93.0	\$ (23.4)	\$ 1,236.0
Provision for loan losses	38.7	9.0	47.7		(17.7)	30.0
Total non-interest income	177.8	186.7	364.5	8.3	(6.4)	366.4
Total non-interest expense	383.7	565.3	949.0	17.8	29.3	996.1
Income (loss) before income tax expense (benefit)	454.6	79.6	534.2	83.5	(41.4)	576.3
Income tax expense (benefit)	85.0	14.9	99.9	15.8	(7.5)	108.2
Net income (loss)	\$ 369.6	\$ 64.7	\$ 434.3	\$ 67.7	\$ (33.9)	\$ 468.1
Average total assets	\$ 25,956.7	\$ 10,103.3	\$ 36,060.0	\$ 7,955.8	\$ 1,013.9	\$ 45,029.7
Average total liabilities	9,305.0	20,699.1	30,004.1	8,544.3	444.1	38,992.5

Year ended December 31, 2017 (in millions)	Commercial Banking	Retail Banking	Total Reportable Segments	Treasury	Other	Total Consolidated
Net interest income (loss)	\$ 631.0	\$ 403.9	\$ 1,034.9	\$ 107.4	\$ (41.8)	\$ 1,100.5
Provision for loan losses	43.7	13.4	57.1		(31.1)	26.0
Total non-interest income	165.0	183.4	348.4	11.2	(6.7)	352.9
Total non-interest expense	357.1	547.0	904.1	15.6	40.6	960.3
Income (loss) before income tax expense (benefit)	395.2	26.9	422.1	103.0	(58.0)	467.1
Income tax expense (benefit)	110.0	7.5	117.5	28.6	(16.2)	129.9
Net income (loss)	\$ 285.2	\$ 19.4	\$ 304.6	\$ 74.4	\$ (41.8)	\$ 337.2
Average total assets	\$ 24,533.9	\$ 9,695.1	\$ 34,229.0	\$ 7,512.1	\$ 840.5	\$ 42,581.6
Average total liabilities	7,938.6	20,202.8	28,141.4	8,450.6	398.0	36,990.0

Year ended December 31, 2016 (in millions)	Commercial Banking	Retail Banking	Total Reportable	Treasury	Other	Total Consolidated
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	Segments					
Net interest income (loss)	\$ 566.5	\$ 347.5	\$ 914.0	\$ 87.6	\$ (29.4)	\$ 972.2
Provision for loan losses	39.3	13.0	52.3		(15.7)	36.6
Total non-interest income	156.4	169.0	325.4	9.2	8.1	342.7
Total non-interest expense	322.8	508.9	831.7	9.8	27.3	868.8
Income (loss) before income tax expense (benefit)	360.8	(5.4)	355.4	87.0	(32.9)	409.5
Income tax expense (benefit)	113.4	(1.7)	111.7	27.5	(10.7)	128.5
Net income (loss)	\$ 247.4	\$ (3.7)	\$ 243.7	\$ 59.5	\$ (22.2)	\$ 281.0
Average total assets	\$ 22,691.1	\$ 8,945.8	\$ 31,636.9	\$ 7,443.1	\$ 704.3	\$ 39,784.3
Average total liabilities	6,733.7	19,207.3	25,941.0	8,628.7	355.2	34,924.9

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**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****NOTE 24 Parent Company Financial Information**

Condensed financial information of People's United (parent company only) is presented below:

**CONDENSED STATEMENTS OF CONDITION**

As of December 31 (in millions)	2018	2017
<b>Assets:</b>		
Cash at bank subsidiary	\$ 291.6	\$ 378.6
<b>Total cash and cash equivalents</b>	<b>291.6</b>	<b>378.6</b>
Equity securities, at fair value	8.1	8.7
<b>Investments in subsidiaries:</b>		
Bank subsidiary	6,485.3	5,690.8
Non-bank subsidiaries	2.8	1.6
Goodwill	197.1	197.1
Due from bank subsidiary	5.5	8.4
Other assets	45.9	35.6
<b>Total assets</b>	<b>\$ 7,036.3</b>	<b>\$ 6,320.8</b>
<b>Liabilities and Stockholders' Equity:</b>		
Notes and debentures	\$ 497.7	\$ 497.1
Other liabilities	4.7	3.8
Stockholders' equity	6,533.9	5,819.9
<b>Total liabilities and stockholders' equity</b>	<b>\$ 7,036.3</b>	<b>\$ 6,320.8</b>

**CONDENSED STATEMENTS OF INCOME**

Years ended December 31 (in millions)	2018	2017	2016
<b>Revenues:</b>			
<b>Interest income:</b>			
Securities	\$ 0.4	\$ 1.1	\$ 3.4
Advances to bank subsidiary			1.0

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Total interest income	0.4	1.1	4.4
Dividend income from bank subsidiary	342.0	292.0	271.0
Net security losses		(1.2)	
Other non-interest income	2.3	16.9	14.8
<b>Total revenues</b>	<b>344.7</b>	<b>308.8</b>	<b>290.2</b>
Expenses:			
Interest on notes and debentures	18.7	19.0	22.5
Non-interest expense	11.4	13.9	9.6
<b>Total expenses</b>	<b>30.1</b>	<b>32.9</b>	<b>32.1</b>
Income before income tax benefit and subsidiaries undistributed income	314.6	275.9	258.1
Income tax benefit	(5.5)	(5.7)	(5.0)
Income before subsidiaries undistributed income	320.1	281.6	263.1
Subsidiaries undistributed income	148.0	55.6	17.9
<b>Net income</b>	<b>\$ 468.1</b>	<b>\$ 337.2</b>	<b>\$ 281.0</b>

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**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****CONDENSED STATEMENTS OF COMPREHENSIVE INCOME**

Years ended December 31 (in millions)	2018	2017	2016
Net income	\$ 468.1	\$ 337.2	\$ 281.0
Other comprehensive (loss) income, net of tax:			
Net unrealized losses on securities available-for-sale		(0.1)	(0.1)
Net unrealized gains on derivatives accounted for as cash flow hedges			0.3
Other comprehensive (loss) income of bank subsidiary	(37.8)	13.4	(18.0)
Total other comprehensive (loss) income, net of tax	(37.8)	13.3	(17.8)
Total comprehensive income	\$ 430.3	\$ 350.5	\$ 263.2

**CONDENSED STATEMENTS OF CASH FLOWS**

Years ended December 31 (in millions)	2018	2017	2016
Cash Flows from Operating Activities:			
Net income	\$ 468.1	\$ 337.2	\$ 281.0
Adjustments to reconcile net income to net cash provided by operating activities:			
Subsidiaries undistributed income	(148.0)	(55.6)	(17.9)
Net security losses		1.2	
Net change in other assets and other liabilities	23.1	20.1	(21.5)
Net cash provided by operating activities	343.2	302.9	241.6
Cash Flows from Investing Activities:			
Proceeds from sales of equity securities	2.3		
Proceeds from principal repayments and maturities of debt securities available-for-sale			1.4
Proceeds from sales of debt securities available-for-sale		75.6	200.4
Purchases of debt securities available-for-sale			(76.0)
Increase in investment in bank subsidiary	(200.0)		(450.0)
Decrease in advances to bank subsidiary			100.0
Net cash (used in) provided by investing activities	(197.7)	75.6	(224.2)

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Cash Flows from Financing Activities:			
Repayment of notes and debentures		(125.0)	
Proceeds from issuance of preferred stock, net			244.1
Cash dividends paid on common stock	(243.8)	(227.9)	(205.7)
Cash dividends paid on preferred stock	(14.1)	(14.1)	(1.8)
Common stock repurchases	(2.5)	(3.4)	(3.4)
Proceeds from stock options exercised	27.9	61.8	87.9
Net cash (used in) provided by financing activities	(232.5)	(308.6)	121.1
Net (decrease) increase in cash and cash equivalents	(87.0)	69.9	138.5
Cash and cash equivalents at beginning of year	378.6	308.7	170.2
Cash and cash equivalents at end of year	\$ 291.6	\$ 378.6	\$ 308.7

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**People's United Financial, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**NOTE 25 Subsequent Events**

***Completed Acquisition***

Effective January 2, 2019, the Bank completed its acquisition of VAR Technology Finance ( VAR ), a leasing and financing company headquartered in Mesquite, Texas. The fair value of the consideration transferred in the VAR acquisition consisted of \$60.0 million in cash.

***Pending Acquisition***

On November 27, 2018, People's United announced the signing of a definitive agreement to acquire BSB Bancorp, Inc. ( BSB Bancorp ) based in Belmont, Massachusetts. Under the terms of the definitive agreement, each share of BSB Bancorp common stock will be converted into the right to receive 2.0 shares of People's United common stock, with a total transaction value, as of December 31, 2018, of approximately \$296 million. At December 31, 2018, BSB Bancorp had total assets of \$3.0 billion, total deposits of \$2.0 billion and operated six branches in the greater Boston area.

The acquisition, which is subject to regulatory approval, was approved by the shareholders of BSB Bancorp on February 27, 2019, and is expected to close early in the second quarter of 2019. People's United shareholder approval is not required for the acquisition. Merger-related expenses recorded in 2018 relating to this transaction totaled \$0.5 million.

**Table of Contents****People's United Financial, Inc. and Subsidiaries****Notes to Consolidated Financial Statements****NOTE 26 Selected Quarterly Financial Data (Unaudited)**

The following table presents People's United's quarterly financial data for 2018 and 2017:

	2018 (1)				2017 (1)			
(dollars in millions, except per common share data)	First	Second	Third	Fourth	First	Second	Third	Fourth
Interest and dividend income	\$ 359.1	\$ 375.4	\$ 390.0	\$ 431.8	\$ 290.5	\$ 322.0	\$ 339.2	\$ 350.6
Interest expense	63.3	74.2	83.6	99.2	41.9	47.1	54.6	58.3
Net interest income	295.8	301.2	306.4	332.6	248.6	274.9	284.6	292.3
Provision for loan losses	5.4	6.5	8.2	9.9	4.4	7.1	7.0	7.5
Net interest income after provision for loan losses	290.4	294.7	298.2	322.7	244.2	267.8	277.6	284.8
Non-interest income	90.4	94.9	92.3	88.7	84.7	91.6	89.3	87.3
Non-interest expense	243.5	248.6	241.3	262.7	226.1	257.3	237.1	239.7
Income before income tax expense	137.3	141.0	149.2	148.7	102.8	102.1	129.8	132.4
Income tax expense	29.4	30.8	32.2	15.8	32.0	32.8	39.0	26.2
Net income	107.9	110.2	117.0	132.9	70.8	69.3	90.8	106.2
Preferred stock dividend	3.5	3.5	3.5	3.5	3.5	3.5	3.5	3.5
Net income available to common shareholders	\$ 104.4	\$ 106.7	\$ 113.5	\$ 129.4	\$ 67.3	\$ 65.8	\$ 87.3	\$ 102.7
<b>Common Share Data:</b>								
<b>EPS:</b>								
Basic	\$ 0.31	\$ 0.31	\$ 0.33	\$ 0.35	\$ 0.22	\$ 0.20	\$ 0.26	\$ 0.30
Diluted	0.30	0.31	0.33	0.35	0.22	0.19	0.26	0.30
Common dividends paid	58.8	59.9	60.0	65.1	52.7	58.3	58.3	58.6
Dividends paid per common share	0.1725	0.1750	0.1750	0.1750	0.17	0.1725	0.1725	0.1725
	56.3%	56.2%	52.9%	50.3%	78.3%	88.6%	66.8%	57.1%



Common dividend payout ratio								
Stock price:								
High	\$ 20.26	\$ 19.37	\$ 19.00	\$ 17.46	\$ 19.85	\$ 18.21	\$ 18.26	\$ 19.50
Low	18.18	18.00	16.95	13.66	17.47	16.44	15.97	17.58
Weighted average common shares outstanding (in millions):								
Basic	339.76	340.64	341.43	370.22	308.85	336.58	336.93	338.53
Diluted	344.00	344.47	345.04	372.83	311.08	338.51	338.82	341.11

(1) The sum of the quarterly amounts for certain line items do not equal the full-year amounts due to rounding.

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## INDEX TO EXHIBITS

<b>Designation</b>	<b>Description</b>
21	Subsidiaries
23	Consent of KPMG LLP
31.1	Rule 13a-14(a)/15d-14(a) Certifications
31.2	Rule 13a-14(a)/15d-14(a) Certifications
32	Section 1350 Certifications
99.1	Impact of Inflation
101.1	The following financial information from People's United Financial, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2018 formatted in XBRL: (i) Consolidated Statements of Condition as of December 31, 2018 and 2017; (ii) Consolidated Statements of Income for the years ended December 31, 2018, 2017 and 2016; (iii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016; (iv) Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2018, 2017 and 2016; (v) Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016; and (vi) Notes to Consolidated Financial Statements.