NBT Bancorp Inc.
Compensation and Benefits Committee Charter

Purpose of the Committee
The Compensation and Benefits Committee (the “Committee”) is empowered by the board of directors (the “Board”) of NBT Bancorp Inc. (the “Company”) to discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (“CEO”), directors and executive management team (“EMT”), and to consider, recommend, administer and implement the Company’s benefit plans, incentive-compensation plans and equity-based plans. The EMT is comprised of the CEO and Senior Executive Vice Presidents and Executive Vice Presidents of the Company.

The Committee is also responsible for preparing a report on executive compensation for inclusion in the Company’s annual meeting proxy statement, in accordance with applicable rules and regulations.

Committee Membership and Procedures
The Committee shall consist of no fewer than three independent members of the Board. The members of the Committee shall meet the independence requirements of the NASDAQ Stock Market, Inc. (“NASDAQ”) and any other legal requirements relevant to the proper administration of the Company’s compensation plans and programs, including requirements under the federal securities laws.

The Board, by majority vote, may from time to time appoint the members of the Committee, along with a chairperson of the Committee (the “Chair”) who shall preside over its meetings. The period and terms of the appointment shall be determined by the Board. The Chair, in conjunction with appropriate members of the Committee and management, shall set the agenda for each meeting. The Committee’s meeting calendar shall be set by the Board.
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A majority of the Committee members shall constitute a quorum for the transaction of business. The act of a majority of the Committee members present at any meeting at which a quorum is present, shall be the act of the Committee. In the absence of a quorum, a majority of the Committee members present may adjourn the meeting from time to time until a quorum be had.

Any action required to be taken at a meeting of the Committee members, or any action which may be taken at a meeting of the Committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed before such action by all members of the Committee. Such consent shall have the same force and effect as a unanimous vote.

Committee members may participate in a meeting of the Committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this paragraph shall constitute presence at such meeting.

Committee Powers, Authority, Duties and Responsibilities
The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as directed by the Board

or as appropriate under the circumstances to the extent permitted by applicable law or NASDAQ listing rules. The Committee shall have the following responsibilities:

1. The Committee shall have the sole authority to retain or obtain the advice of any compensation consultant, outside legal counsel, accounting or other advisor as it deems necessary, including the sole authority to terminate such advisor. The Committee shall have the sole authority to approve the fees and other retention terms and be directly responsible for oversight of any such advisor. The Company shall provide the appropriate funding, as determined by the Committee, for the payment of the reasonable compensation of any such advisor.

2. The Committee shall assess the independence of any compensation consultants, outside legal counsel, accounting or other advisors that provide advice to the Committee prior to selecting or receiving advice from such advisors, based upon the factors set forth in the applicable NASDAQ Stock Market listing standards.

3. The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years, and may consider other factors as it deems necessary or advisable.

4. The Committee shall annually, and at the time of any new hire, review and approve, for the CEO and other members of the EMT of the Company, (a) the annual base salary amount, (b) annual bonus arrangements, if any, (c) any long-term incentive compensation, (d) any employment agreements, severance arrangements, and change in control and similar agreements/provisions, and any amendments, supplements or waivers to the foregoing agreements, in each case as, when and if deemed necessary or advisable and (e) any perquisites, special or supplemental benefits.

5. To the extent appropriate or necessary to comply with any federal securities or tax law requirements, such as Rule 16b-3 of the Securities Exchange Act of 1934 ("Section 16b-3"), or Section 162 (m) of the Internal Revenue Code of 1986, the Board may delegate exclusive authority to the Committee to approve or ratify elements of compensation of the CEO and other members of the EMT.

6. The Committee shall consider, recommend, adopt, amend, administer and implement the Company's benefit plans, incentive compensation plans and equity-based plans in which directors, the CEO, other members of the EMT and other employees of the Company and its subsidiaries may be participants, including, but not limited to, (a) approving restricted stock units or other equity-based awards, (b) interpreting the plans, (c) adopting or amending Company benefit plans and incentive compensation plans; (d) ensuring compliance with rules and regulations relating to the plans, (e) modifying or canceling existing grants or awards and (f) imposing limitations, restrictions and conditions upon any grant or award as the Committee deems necessary or advisable.

7. The Committee shall annually assess the desirability of proposing and make recommendations to the Board with respect to any new equity-based plans and any increase in shares reserved for issuance under existing equity plans.

8. The Committee shall prepare a report on executive compensation for inclusion in the Company's annual meeting proxy statement, in accordance with applicable rules and regulations. The Committee shall review and discuss with management the Company's Compensation and Discussion Analysis ("CD&A") within the annual meeting proxy statement and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement.

9. The Committee may form and delegate authority to subcommittees if determined to be necessary or advisable, provided, however, that when appropriate to satisfy the requirements of Section 16b-3, any such subcommittee shall be composed solely of two or more members that have been determined to be "non-employee directors" within the meaning of Section 16b-3, and may delegate the authority to adopt, amend, administer and implement the Company's benefit plans to Company management to the extent permitted under the terms of the plan and applicable law. In this regard, the Committee's role is one of oversight and, except as the Committee otherwise expressly determines or applicable law otherwise expressly requires, the Committee shall not act as a fiduciary with respect to any benefit plans or programs under ERISA or otherwise.

10. The Committee shall meet as often as may be deemed necessary or appropriate in its judgement, but not less than two times per year. The Committee shall make reports to the Board at the next regularly scheduled meeting following the meeting of the Committee or at such times as the Committee deems appropriate.

11. The Committee shall review and reassess the adequacy of this Charter and its own performance annually and will communicate significant changes to the Board at the next meeting.

12. The CEO shall attend at least a portion of each meeting of the Committee. At the discretion of the Chairperson of the Committee, but at least during deliberation and voting related to CEO compensation, the members of the Committee shall meet in executive session.

13. The Committee shall periodically review the Company's progress in meeting diversity goals.

14. The Committee shall periodically review the succession plan for key executives; and review periodic reports from management on matters relating to the Company's personnel appointments and practices.

15. The Committee shall review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and assess whether any risks arising from the Company's compensation policies and practices for employees are reasonably likely to have a material adverse effect on the Company.

16. The Committee shall review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers and other employees and administer and enforce any clawback policy consistent with the terms of the policy.

17. The Committee shall establish stock ownership guidelines for the EMT of the Company and periodically monitor and enforce compliance with any such guidelines.

18. The Committee shall perform any other responsibilities within the scope of its functions as the Committee may determine, as may otherwise be required by law or regulation, and shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.