

Webster Financial Corporation

Basel III Pillar 3 Regulatory Capital Disclosure Report

December 31, 2025

WEBSTER FINANCIAL CORPORATION
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WEBSTER FINANCIAL CORPORATION KEY TO ACRONYMS AND TERMS

ACL	Allowance for credit losses
ACH	Automated Clearing House
Agency	A financial services corporation created by the United States Congress
Agency CMBS	Agency commercial mortgage-backed securities
Agency CMO	Agency collateralized mortgage obligations
Agency MBS	Agency mortgage-backed securities
ALCO	Asset Liability Committee
Ametros	Ametros Financial Corporation
AOCI / AOCL	Accumulated other comprehensive income (loss), net of tax
ASC	Accounting Standards Codification
ASU or the Update	Accounting Standards Update
ATM	Automated teller machine
Basel III Capital Rules ..	Capital rules under a global regulatory framework developed by the Basel Committee on Banking Supervision
BHC Act	Bank Holding Company Act of 1956, as amended
CECL	Current expected credit loss model, defined in ASC 326 “Financial Instruments – Credit Losses”
CET1	Common Equity Tier 1 Capital, defined by the Basel III Capital Rules
CET1 Risk-Based Capital	Ratio of CET1 capital to total risk-weighted assets, defined by the Basel III Capital Rules
CMBS	Non-agency commercial mortgage-backed securities
CODM	Chief Operating Decision Maker
CRA	Community Reinvestment Act of 1977
EAD	Exposure at default
FASB	Financial Accounting Standards Board
FDIC	Federal Deposit Insurance Corporation
FHLB	Federal Home Loan Bank
FICO	Fair Isaac Corporation
FRB	Federal Reserve Bank
FTE	Fully tax-equivalent
FTP	Funds Transfer Pricing, a matched maturity funding concept
GAAP	U.S. Generally Accepted Accounting Principles
Holding Company	Webster Financial Corporation
HSA	Health savings account
HSA Bank	HSA Bank, a division of Webster Bank, National Association
interSYNC	Interlink Insured Sweep LLC
LGD	Loss given default
LIHTC	Low income housing tax-credit
LTV	Loan-to-value
Marathon Asset Management	Marathon Asset Management MW Holding, LLC
MBS	Mortgage-backed securities
Moody’s	Moody’s Investor Services
NAICS	North American Industry Classification System
NAV	Net asset value
OCC	Office of the Comptroller of the Currency
PD	Probability of default
PPNR	Pre-tax, pre-provision net revenue
ROU	Right-of-use
S&P	Standard and Poor’s Rating Services
SEC	U.S. Securities and Exchange Commission
SOFR	Secured Overnight Financing Rate

Tier 1 Leverage Capital...	Ratio of Tier 1 capital to average tangible assets, defined by the Basel III Capital Rules
Tier 1 Risk-Based Capital	Ratio of Tier 1 capital to total risk-weighted assets, defined by the Basel III Capital Rules
Total Risk-Based Capital.	Ratio of total capital to total risk-weighted assets, defined by the Basel III Capital Rules
UPB	Unpaid principal balance
U.S.	United States of America
VIE / VOE	Variable interest entity / voting interest entity, defined in ASC 810-10 "Consolidation-Overall"
Webster Bank or the Bank	Webster Bank, National Association, a wholly-owned subsidiary of Webster Financial Corporation
Webster or the Company.	Webster Financial Corporation, collectively with its consolidated subsidiaries

Forward Looking Statements

This disclosure contains statements that constitute “forward-looking statements” within the meaning of, and subject to the protections of, the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as “achieve,” “anticipate,” “assume,” “could,” “believe,” “could,” “deliver,” “drive,” “could,” “enhance,” “estimate,” “expect,” “focus,” “future,” “goal,” “grow,” “guidance,” “intend,” “may,” “might,” “plan,” “position,” “potential,” “predict,” “project,” “opportunity,” “outlook,” “should,” “strategy,” “target,” “trajectory,” “trend,” “will,” “would,” and other similar words and expressions or the negative of such terms or other comparable terminology. Examples of forward-looking statements include, but are not limited to, statements about the Company’s business strategy, goals and objectives projected financial and operating results, including outlook for future growth, and future common share dividends, common share repurchases, and other uses of capital.

Forward-looking statements are based on the Company’s current expectations and assumptions regarding its business, the economy, and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict, and in many cases, are beyond the Company’s control. The Company’s actual results may differ materially from those contemplated by the forward-looking statements, which are neither statements of historical fact nor guarantees or assurances of future performance. Factors that could cause the Company’s actual results to differ from those discussed in any forward-looking statements include, but are not limited to:

- risks related to the proposed Transaction with Banco Santander including, among others, (1) the risk that the cost savings, synergies, and other benefits from the acquisition may not be fully realized or may take longer than anticipated to be realized, including as a result of changes in, or problems arising from, general economic and market conditions, interest and exchange rates, monetary policy, laws and regulations and their enforcement, and the degree of competition in the geographic and business areas in which Webster and Banco Santander operate; (2) the failure of the closing conditions in the Transaction Agreement by and among Webster, Banco Santander, and a wholly owned subsidiary of Webster providing for the Transaction to be satisfied, or any unexpected delay in closing the Transaction or the occurrence of any event, change, or other circumstances that could delay the Transaction or could give rise to the termination of the Transaction Agreement; (3) the outcome of any legal or regulatory proceedings or governmental inquiries or investigations that may be currently pending or later instituted against us, Banco Santander, or the combined company; (4) the possibility that the Transaction does not close when expected, or at all, because required regulatory, stockholder, or other approvals and other conditions to closing are not received or satisfied on a timely basis, or at all (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the proposed Transaction); (5) disruption to the parties’ businesses as a result of the announcement and pendency of the Transaction; (6) the costs associated with the anticipated length of time of the pendency of the Transaction, including the restrictions contained in the definitive Transaction Agreement on the ability of the Company to operate its business outside the ordinary course during the pendency of the Transaction; (7) risks related to management and oversight of the expanded business and operations of the combined company following the closing of the proposed Transaction; (8) the risk that the integration of our operations with Banco Santander’s will be materially delayed, or will be more costly or difficult than expected, or that the parties are otherwise unable to successfully integrate each party’s businesses into the other’s businesses; (9) the possibility that the Transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (10) reputational risk and potential adverse reactions of Webster’s or Banco Santander’s customers, employees, vendors, contractors, or other business partners, including those resulting from the announcement or completion of the Transaction; (11) the dilution caused by Banco Santander’s issuance of additional Ordinary Shares and corresponding ADSs in connection with the Transaction; (12) the possibility that any announcements relating to the Transaction could have adverse effects on the market price of Webster’s common stock, Ordinary Shares, and corresponding ADSs; (13) a material adverse change in Webster’s condition or Banco Santander’s condition; (14) the extent to which our or Banco Santander’s businesses perform consistent with management’s expectations; (15) Webster’s and Banco Santander’s ability to take advantage of growth opportunities and implement targeted initiatives in the timeframe and on the terms currently expected; (16) the possibility that the combined company is subject to additional regulatory requirements as a result of the proposed Transaction of expansion of the combined company’s business operations following the proposed Transaction;
- Webster’s ability to successfully execute its business plan and strategic initiatives, and manage any risks or uncertainties;
- continued regulatory changes or other risk mitigation efforts taken by government agencies in response to the risk to safety and soundness in the banking industry;
- volatility in Webster’s stock price due to investor sentiment and perception of the banking industry;
- local, regional, national, and international economic conditions or macroeconomic instability (including any economic slowdown or recession, inflation, monetary fluctuation, tariff increases, interest rate changes, credit loss trends, unemployment, changes in housing or securities markets, or other factors) and the impact of the same on Webster or its customers;

- volatility, disruption, or uncertainty in national and international financial markets, including as a result of geopolitical developments;
- the impact of realized and unrealized losses in Webster's financial instruments, including in Webster's available-for-sale securities portfolio and held-to-maturity securities portfolio;
- changes in laws and regulations, or existing laws and regulations that Webster becomes subject to, including those concerning banking, taxes, dividends, securities, insurance, cybersecurity, and healthcare administration, with which Webster must comply;
- adverse conditions in the securities markets that could lead to impairment in the value of Webster's securities portfolio;
- possible changes in governmental monetary and fiscal policies, or any leadership changes of those determining such policies, including, but not limited to, Federal Reserve policies in connection with continued inflationary pressures;
- the effects of any restructurings, staff reductions, or other disruptions in the U.S. federal government or in agencies regulating or otherwise impacting Webster's business;
- the direct or indirect impact of any new regulatory, policy, or enforcement developments resulting from the policies or actions of the current U.S. presidential administration, including trade deals, changes in tariffs and other protectionist trade policies, any reciprocal and/or retaliatory tariffs by foreign countries, and any uncertainties related thereto;
- the timely development and acceptance of any new products and services, and the perceived value of those products and services by customers;
- changes in deposit flows, consumer spending, borrowings, and savings habits;
- Webster's ability to implement new technologies and maintain secure and reliable information and technology systems;
- the effects, including reputational damage, of any cybersecurity threats, attacks or disruptions, fraudulent activity, or other data breaches or security events, including those involving Webster's third-party vendors and service providers;
- issues with the performance of Webster's counterparties and third-party vendors;
- Webster's ability to increase market share and control expenses;
- changes in the competitive environment among banks, financial holding companies, and other traditional and non-traditional financial service providers;
- Webster's ability to maintain adequate sources of funding and liquidity;
- possible downgrades in Webster's credit ratings;
- limitations on Webster's ability to receive dividends from its subsidiaries;
- Webster's ability to attract, develop, motivate, and retain skilled employees;
- changes in loan demand or real estate values;
- changes in the mix of loan geographies, sectors, or types and the level of non-performing assets, charge-offs, and delinquencies;
- changes in Webster's estimates of current expected credit losses based upon periodic review under relevant regulatory and accounting requirements;
- the effect of changes in accounting policies and practices applicable to Webster, including impacts of recently adopted accounting guidance;
- legal and regulatory developments, including any due to judicial decisions, the initiation or resolution of legal proceedings or regulatory or other governmental inquiries, the results of regulatory examinations or reviews, disruptions at regulatory agencies, government funding or other issues;
- Webster's ability to navigate differing environmental, social, governmental, and sustainability concerns among federal and state governmental administrations and judicial decisions, Webster's stakeholders, and other activists that may arise from Webster's business activities;
- Webster's ability to assess and monitor the effect of evolving uses of artificial intelligence on its business and operations;
- the occurrence of natural disasters, severe weather events, and public health crises, and any governmental or societal responses thereto; and
- the impact of any of the foregoing on the business or credit quality of Webster's customers.

Any forward-looking statement in this disclosure speaks only as of the date on which it is made. Factors or events that could cause the Company's actual results to differ may emerge from time to time, and it is not possible for the Company to predict all of them. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments, or otherwise, except as may be required by law.

Overview

Organization

Webster Financial Corporation (the Holding Company) is a bank holding company and financial holding company headquartered in Stamford, Connecticut. The terms "Webster," the "Company," "we," "us" and "our" as used herein mean collectively Webster Financial Corporation, a Delaware corporation, together with its subsidiaries when or where appropriate. As a registered bank holding company, Webster Financial Corporation is subject to regulation under the BHC Act and to inspection, examination, and supervision by its primary federal regulator, the Board of Governors of the Federal Reserve System. As a publicly-traded company, Webster is also subject to the disclosure and regulatory requirements of the Securities Act of 1933, as amended and the Securities Exchange Act of 1934 as amended, which are administered by the SEC. As a publicly-traded company with securities listed on the NYSE, Webster is subject to the rules of the NYSE.

Webster conducts its banking operations through its principal consolidated subsidiary, Webster Bank, National Association (the Bank), a national banking association under the National Bank Act, as amended, and is subject to the supervision of and regular examination by the OCC, its primary federal regulator, as well as by the FDIC, its deposit insurer. As a national banking association, the Bank derives its lending, investment, and other bank activity powers from the National Bank Act, as amended, and the regulations of the OCC promulgated thereunder.

Webster's non-bank subsidiaries are also subject to regulation by the Board of Governors of the Federal Reserve System and other applicable federal and state agencies.

Webster Bank is a commercial bank with a national bank charter focused on providing financial products and services to businesses, individuals, and families. While its core footprint spans the Northeast from the New York metropolitan area to Rhode Island and Massachusetts, certain businesses operate in extended geographies. Webster Bank offers three differentiated lines of business: Commercial Banking, Healthcare Financial Services, and Consumer Banking. Webster had total consolidated assets of approximately \$84.1 billion, total consolidated deposits of approximately \$68.8 billion and total consolidated stockholders' equity of approximately \$9.5 billion at December 31, 2025.

Proposed Transaction with Banco Santander

On February 3, 2026, Webster entered into a Transaction Agreement with Banco Santander and Webster Virginia Corporation, a wholly owned subsidiary of Webster incorporated in the State of Virginia. The Transaction Agreement provides that, upon the terms and subject to the conditions set forth therein, Banco Santander will acquire Webster in two steps. First, Webster will merge with and into Webster Virginia Corporation, with Webster Virginia Corporation continuing as the surviving corporation in such merger. Second, immediately following the completion of such merger, Banco Santander will acquire all outstanding shares of Webster Virginia Corporation through a statutory share exchange. Based on Banco Santander's closing stock price on February 2, 2026, the Transaction has an aggregate value of approximately \$12.3 billion.

Under the terms of the Transaction Agreement, holders of Webster common stock will receive \$48.75 in cash and 2.0548 ADSs (or Ordinary Shares in certain circumstances) for each share of Webster common stock that they own. The Transaction Agreement contains customary representations and warranties, covenants, and closing conditions. Completion of the Transaction remains subject to approval by the Federal Reserve and the European Central Bank, approval by the stockholders of each company, and other customary closing conditions. The Transaction is expected to close in the second half of 2026.

Regulatory Capital Standards and Disclosures

The Board of Governors of the Federal Reserve System, the OCC and the FDIC have adopted the regulatory capital standards in accordance with Basel III, as developed by the Basel Committee on Banking Supervision. The Basel III Capital Rules strengthened international capital adequacy standards by increasing institutions' minimum capital requirements and holdings of high-quality liquid assets, and decreasing bank leverage.

Failure to meet minimum capital requirements can initiate certain mandatory actions by regulators that could have a direct material affect on our consolidated financial statements. Under capital adequacy guidelines and/or the regulatory framework for prompt corrective action (applies to the Bank only), both the Company and the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items calculated pursuant to regulatory directives. Capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

A key strategic and risk management tool for Webster is its capital plan which includes certain stress tests and incorporates the economic models and information developed through its stress testing program into its risk management and capital planning activities.

The Board of Governors of the Federal Reserve System established enhanced prudential standards for larger bank holding companies based on size and certain risk-based indicators. On October 10, 2019, the Federal Reserve Board, along with other

federal bank regulatory agencies, tailored these prudential standards allowing bank holding companies with total consolidated assets of \$250 billion or less to be exempt from certain enhanced capital and liquidity prudential standards, including company-run stress testing, capital planning, liquidity coverage ratio, and resolution planning requirements, among others. Although the Holding Company's total consolidated assets are beneath the \$250 billion threshold, the Company performs certain stress tests internally and incorporates the economic models and information developed through its stress testing program into its risk management and capital planning activities, which continue to be subject to the regular supervisory processes of the Federal Reserve System and the OCC.

The transition to heightened supervision under enhanced prudential standards for large banks (e.g., crossing \$100 billion of assets, and thus becoming a Category IV institution under the tailoring framework) is a significant regulatory hurdle and involves additional liquidity risk management requirements, more onerous internal liquidity stress testing and liquidity buffer requirements, supervisory stress testing, the stress capital buffer, additional capital planning requirements, additional reporting to the Federal Reserve and more comprehensive resolution plan filings with the FDIC.

In addition, publicly-traded bank holding companies with \$50 billion or more in total consolidated assets are required to maintain a risk committee that is responsible for the oversight of enterprise risk management practices and that meets other statutory requirements. The Company maintains a standing Risk Committee of the Board of Directors that oversees its risk management program.

Capital Adequacy

Webster and Webster Bank are subject to various regulatory capital requirements administered by federal and state banking agencies under Basel III. This regulatory framework establishes two comprehensive methodologies for calculating regulatory capital and risk-weighted assets (RWA): a general standardized approach and a more risk-sensitive advanced approach. Webster currently follows the general standardized approach.

Under the standardized approach, RWA is generally based on supervisory risk-weightings which vary by counterparty type and asset class. Under the standardized approach, capital is required for credit risk RWA to cover the risk of unexpected losses due to failure of a customer or counterparty to meet its financial obligations in accordance with contractual terms. The advanced approach applies to entities with total consolidated assets greater than \$250 billion or balance sheet foreign exposures greater than \$10 billion. If trading assets and liabilities exceed certain thresholds, an entity is also subject to the market risk provision of Basel III (Market Risk Rule) and capital is also required for market risk RWA to cover the risk of losses due to adverse market movements or from positions specific factors.

Under the Basel III Capital Rules standardized approach, risk weights can range from 0% for U.S. government securities to 1,250% for certain tranches of complex securitization or equity exposures. Risk-weighted assets serve as the base against which regulatory capital is measured, and are used to calculate Webster's and the Bank's minimum capital ratios of CET1 capital to total risk-weighted assets (CET1 risk-based capital), Tier 1 capital to total risk-weighted assets (Tier 1 risk-based capital), Total capital to total risk-weighted assets (Total risk-based capital), and Tier 1 capital to average tangible assets (Tier 1 leverage capital), as defined in the regulations, which the Company is required to maintain. CET1 capital consists of common stockholders' equity less deductions for goodwill and other intangible assets, and certain deferred tax adjustments. At the time of initial adoption of the Basel III Capital Rules, the Company had elected to opt-out of the requirement to include certain components of AOCI in CET1 capital. Tier 1 capital consists of CET1 capital plus preferred stock. Total capital consists of Tier 1 capital and Tier 2 capital, as defined in the regulations. Tier 2 capital includes qualifying subordinated debt and the permissible portion of the ACL.

In addition, Basel III mandates that most deductions from or adjustments to regulatory capital be made to CET1 capital, not to the other components. For instance, under the simplified capital rule, the deduction of mortgage servicing assets, certain DTAs, and capital investments in unconsolidated financial institutions is required to the extent that any one such category exceeds 25% of CET1 capital.

Basel III also includes a capital conservation buffer comprised entirely of CET1 capital, which is considered in addition to the 4.5% CET1 capital ratio, and is equal to 2.5% of risk-weighted assets for both Webster and the Bank. This buffer is designed to absorb losses during periods of economic stress, and is generally required in order to avoid limitations on capital distributions and certain discretionary bonus payments to executive officers.

Disclosures

The qualitative and quantitative disclosures in this report regarding Webster's capital structure, capital adequacy, risk exposures, RWA and market risk (if applicable) are based on management's current understanding of Basel III as described in Title 12 Code of Federal Regulation (CFR) Subsections 61-63 and other factors, which may be subject to change as additional clarification and implementation guidance is received from regulators and the interpretation of the rule evolves over time. The disclosures were reviewed and approved in accordance with Webster's Basel III Disclosure Policy, which has been approved by Webster's Board of Directors.

These Regulatory Capital Disclosures should be read in conjunction with the 2025 Form 10-K, and the Consolidated Financial Statements for Holding Companies - FR Y-9C dated December 31, 2025. The Regulatory Capital Disclosures Matrix presented in Appendix 1 specifies where all disclosures required by the Basel III Rules are located.

Scope of Application

Basis of consolidation

Webster's basis of consolidation for both financial and regulatory reporting purposes conforms to U.S. GAAP. Additionally, where applicable, the policies conform to the accounting and reporting guidelines prescribed by bank regulatory authorities. Some of Webster's equity investments accounted for under either the proportional method, equity method or cost method are neither consolidated nor deducted from regulatory capital under Basel III, but instead are assigned an appropriate risk weight. For further information regarding Webster's basis of presentation and principles of consolidation, see Note 1, "Summary of Significant Accounting Policies" to the consolidated financial statements included in Webster's 2025 Form 10-K.

Restrictions on funds and capital transfers

Transactions with affiliates

Various federal laws limit borrowings by Webster and its nonbank subsidiaries from its affiliate insured banking subsidiaries, and also limit various other transactions between Webster and its nonbank subsidiaries, on the one hand and Webster's affiliate insured banking subsidiaries, on the other. For further information, refer to "Transactions with Affiliates and Insiders" in Part I, Item 1 of Webster's 2025 Form 10-K.

Capital in regulated subsidiaries

At December 31, 2025, none of the Company's subsidiaries that have a capital requirement had capital less than the minimum total capital requirement.

There are no entities at December 31, 2025, within Webster that are deconsolidated or whose capital is deducted for Basel III.

Webster has no insurance subsidiaries and therefore there is no aggregate surplus capital of insurance subsidiaries included in the total capital in the consolidated group.

Dividends

Dividends paid by the Bank are subject to various federal and state regulatory limitations. Express approval by the OCC is required if the effect of dividends declared would cause the regulatory capital of the Bank to fall below specified minimum levels or if the amount would exceed the net income for that year combined with the undistributed net income for the preceding two years. Webster Bank paid \$200.0 million in dividends for the three months ended December 31, 2025, for which no express approval from the OCC was required. For further information, see "Dividends" in Part I, Item 1 and Note 14, "Regulatory Capital and Restrictions" in Webster's 2025 Form 10-K.

Common stock repurchase program

The Company maintains a common stock repurchase program, which was approved by the Board of Directors on October 24, 2017, that permits management to repurchase shares of Webster common stock in open market or private transactions, through block trades, and pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the SEC, subject to the availability and trading price of stock, general market conditions, alternative uses for capital, regulatory considerations, and the Company's financial performance.

On April 30, 2025, the Board of Directors increased the Company's authority to repurchase shares of Webster common stock under the repurchase program by \$700.0 million. During the year ended December 31, 2025, the Company repurchased 10,933,584 shares under the repurchase program at a weighted-average price of \$54.30 per share, totaling \$593.7 million. At December 31, 2025, the Company's remaining purchase authority was \$334.3 million.

In accordance with the Merger Agreement with Santander, the Company paused repurchases under its stock repurchase program through the completion of the merger.

Cash restrictions

The Bank is required under Federal Reserve regulations to maintain cash reserve balances in the form of vault cash or deposits held at a FRB to ensure that it is able to meet customer demands. The reserve requirement ratio is subject to adjustment as economic conditions warrant. On March 26, 2020, the Federal Reserve reduced the reserve requirement ratios on all net transaction accounts to zero percent. As a result, the Bank has not been required to hold cash reserve balances since that date.

Capital Structure

Regulatory capital instruments

Webster has issued a variety of capital instruments to meet its regulatory capital requirements and business interests. These capital instruments include common stock that qualifies as CET1, noncumulative perpetual preferred stock that qualifies as additional Tier 1 capital and subordinated debt that qualifies as Tier 2 capital.

- For further information on the Company's capital instruments and regulatory requirements, see Note 10 "Borrowings", Note 13 "Regulatory Matters", Note 11 "Stockholders' Equity" and Note 12 "Accumulated Other Comprehensive (Loss) Income, Net of Tax" to the consolidated financial statements in Part II, Item 8 of the 2025 Form 10-K.

Regulatory capital components

Table 2: Reconciliation of stockholders' equity to total capital

The following table represents the amounts of CET1, Tier 1 capital and Total capital along with the related components and regulatory adjustments and deductions.

<i>December 31, 2025 (dollars in thousands)</i>	Webster Financial Corporation	Webster Bank
Common Equity Tier 1 Capital:		
Preferred stock	283,979	—
Common stock	1,828	1
Capital surplus	6,183,434	7,730,086
Accumulated other comprehensive loss	(350,844)	(350,844)
Retained earnings	4,477,744	2,394,887
Less cost of common stock in treasury	(1,103,905)	—
Total Shareholders' equity before adjustments and deductions	9,492,236	9,774,130
Less: Preferred stock	(283,979)	—
Total Common stockholders' equity	9,208,257	9,774,130
Less adjustments and deductions:		
Goodwill and Intangibles net of associated deferred tax liabilities	3,110,002	3,110,002
Deferred tax assets	7,660	7,620
AOCI-related adjustments	(350,845)	(350,844)
Total CET1 capital	6,441,440	7,007,352
Add: Preferred stock	283,979	—
Total Tier 1 capital	6,725,419	7,007,352
Qualifying subordinated debt	423,248	
Allowance for credit losses includable in Tier 2 capital	713,021	713,021
Tier 2 capital	1,136,269	713,021
Total capital	7,861,688	7,720,373

Further details about Webster's regulatory capital can be found in Schedule HC-R to the December 31, 2025 Consolidated Financial Statements for Holding Companies - Form FR Y-9C.

Capital Adequacy

Capital Management

Webster believes that the prudent management of capital is paramount in ensuring the Company’s continued ability to provide uninterrupted high quality service to the businesses and communities it serves. Webster believes that no single tool or model can sufficiently assess capital adequacy. As previously stated, Webster is not currently subject to most of the enhanced prudential standards under the Dodd-Frank Act, as implemented by tailoring rules of the Federal Banking Agencies (Tailoring Rules). The FDIC requires certain insured depository institutions with more than \$50 billion in total assets to periodically submit resolution plans to provide the FDIC with information about the bank that is essential to effective resolution planning and to support the execution of a resolution, if necessary. In June 2024, the FDIC amended its insured depository institution resolution plan rule, which requires the Bank, as a “Group B” insured depository institution with between \$50 billion and \$100 billion in total assets, to submit informational filings on a three-year cycle and provide limited interim supplements in each of the off-years. The final rule became effective October 1, 2024. The Bank’s initial information filing submission is due on or before April 1, 2026.

Risk-weighted assets

Table 3-1: Risk-Weighted Assets by Exposure Type

The following table presents components of the Company’s and the Bank’s risk-weighted assets calculated in accordance with the Basel III standardized approach as of December 31, 2025.

<i>As of December 31, 2025 (dollars in millions)</i>	Webster Financial Corporation	Webster Bank
Cash and balances due from depository institutions, fed funds sold and S.P.U.A.R.	\$ 16	\$ 16
Claims on U.S. Government sponsored entities	1,767	1,767
Exposures to state and local governments in the U.S.	196	196
Corporate exposures	351	351
Sovereign debt exposures	—	—
Other investment exposures	—	—
Residential mortgage exposures ⁽¹⁾	6,782	6,782
High Volatility commercial real estate loans	200	200
Past Due Loans	726	726
Other Loan exposure, including held-for-sale ⁽³⁾	37,428	37,428
Other assets ⁽⁴⁾	3,769	3,681
Separate account bank-owned life insurance	314	314
Securitization exposures ⁽²⁾	679	679
Total on-balance sheet exposures	52,228	52,140
Letters of credit	462	462
Unused and cancellable commitments ⁽³⁾	4,587	4,637
Derivatives	180	180
Securitization exposures ⁽²⁾	—	—
Other off-balance sheet items	58	58
Total off-balance sheet items	5,287	5,337
LESS: Allocated transfer risk reserve	—	—
Total Risk-Weighted Assets	\$ 57,515	\$ 57,477

⁽¹⁾ Loans collateralized by one-to-four family residential properties, consumer home equity loans and statutory multi-family loans.

⁽²⁾ See Table 8 for further presentation on Securitization exposures

⁽³⁾ Some loans and unused and cancellable commitments include eligible Guarantees included in Table 7

⁽⁴⁾ Equity exposures are included in other assets. Details on these exposures can be found in Table 9

Further details about the Company’s risk-weighted assets can be found in Schedule HC-R to the December 31, 2025 Consolidated Financial Statements for Holding Companies - Form FR Y-9C.

Risk-based capital ratios

Webster and Webster Bank are required to maintain minimum ratios of CET1, Tier 1 and Total capital to RWA, as well as minimum leverage ratios (defined as Tier 1 capital divided by adjusted average assets) to be considered “adequately capitalized.” Failure to meet minimum capital requirements could trigger certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company’s financial condition and results of operations.

Table 3-2: Minimum Required Capital Ratios

The following table summarizes the Basel III minimum and well-capitalized regulatory capital ratio requirements at December 31, 2025.

Ratio ⁽¹⁾	Minimum ⁽²⁾	Well-Capitalized ⁽³⁾
CET1 capital	4.5 %	6.5 %
Tier 1 risk-based capital	6.0 %	8.0 %
Total risk-based capital	8.0 %	10.0 %
Tier 1 leverage	4.0 %	5.0 %

⁽¹⁾ Tier 1 leverage ratio represents Tier 1 capital as a percentage of total average assets, after certain adjustments. All other ratios presented above represent the applicable capital measure as a percentage of RWA.

⁽²⁾ At December 31, 2025, Webster also must maintain a capital conservation buffer of CET1 capital in excess of minimum risk-based capital ratios by at least 2.5 percentage points to avoid limits on capital distributions and certain discretionary bonus payments to executive officers and similar employees.

⁽³⁾ Applies to the Bank only. For Webster to be a well-capitalized bank holding company and financial holding company, the Bank must be well-capitalized and Webster must not be subject to any written agreement, order, capital directive, or prompt corrective action directive issued by the Federal Reserve Board to meet and maintain a specific capital level for any capital measure.

Table 3-3: Summary of Capital Positions and Ratios

The following table presents the regulatory capital ratios for Webster and Webster Bank at December 31, 2025.

Regulatory Capital Ratios (<i>dollars in millions</i>)	Basel III	
	Webster Financial Corporation	Webster Bank
<i>As of December 31, 2025</i>		
CET1 capital	\$ 6,441	\$ 7,007
Tier 1 risk-based capital	6,725	7,007
Total risk-based capital	7,862	7,720
Eligible retained income ⁽¹⁾	\$ 250.7	\$ 256.8
Risk-weighted assets	\$ 57,515	\$ 57,477
Adjusted average assets ⁽²⁾	80,751	80,664
CET1 capital to risk-weighted assets	11.2 %	12.2 %
Tier 1 risk-based capital to risk-weighted assets	11.7	12.2
Total risk-based capital to risk-weighted assets	13.7	13.4
Capital conservation buffer ⁽³⁾	5.7	5.4
Tier 1 leverage to adjusted average assets	8.3	8.7

⁽¹⁾ Represents the amount to which restrictions on capital distributions and discretionary bonuses would apply if the capital conservation buffer falls below the required minimum. The Bank has ratios above the minimum requirements and therefore eligible retained income is the average of its previous four quarters of net income.

⁽²⁾ Adjusted average assets include total quarterly average assets (reflecting available-for-sale securities at amortized cost), less amounts deducted from CET1 capital and additional Tier 1 capital, plus assets derecognized as an adjustment to AOCI as part of the incremental effect of applying certain provisions in accounting for defined benefit postretirement plans.

⁽³⁾ The Company and the Bank are required to maintain a capital conservation buffer of 2.5% in order to avoid restrictions on capital distributions and discretionary bonuses. The capital conservation buffer is the lowest of (i)

CET1 ratio less minimum CET1 requirement, (ii) Tier 1 ratio less minimum Tier 1 requirement and (iii) Total capital ratio less minimum Total capital requirement.

As of December 31, 2025, Webster and Webster Bank exceeded the ratios required for an institution to be considered “well capitalized.” There have been no events since December 31, 2025, that management believes have changed the capital adequacy classification of the Company or the Bank.

Capital Conservation Buffer

Table 4-1: Capital Conservation Buffer

The following table presents the calculation of the capital conservation buffer:

<i>As of December 31, 2025</i>	Webster Financial Corporation	Webster Bank
CET1 capital	11.2 %	12.2 %
Less: minimum	4.5	4.5
	6.7	7.7
Tier 1	11.7 %	12.2 %
Less: minimum	6.0	6.0
	5.7	6.2
Total	13.7 %	13.4 %
Less: minimum	8.0	8.0
	5.7	5.4
Reportable capital conservation buffer (lowest of subtotals above)	5.7	5.4

Credit Risk: General Disclosures

As a publicly-traded bank holding company with \$50 billion or more in total consolidated assets, under federal banking laws, the Company is required to maintain a risk committee, led by an independent director, with at least one risk management expert, that is responsible for the oversight of its enterprise risk management framework and that meets other statutory and regulatory requirements set by the OCC. The Company maintains a standing Risk Committee of the Board of Directors that meets the OCC’s regulatory requirements to oversee its enterprise risk management framework. In addition, the Enterprise Risk Management Committee, which is the highest management-level risk committee, provides oversight of the risks inherent in Webster’s business and serves as an escalation point for risk topics and issues raised by its seven sub-committees.

At Webster, risk is defined as the potential that events, expected or unexpected, may have an adverse effect on the Company’s earnings, capital, and/or enterprise value. Webster’s enterprise risk management framework, which is aligned with the OCC’s Heightened Standards and the Handbook on Large Bank Supervision, reflects a structured and systematic approach to managing risks and controlling risk-taking activities across the organization.

Risk identification is a continuous process and occurs at various levels throughout the organization. The approaches used to identify risk include process and data analysis, risk metrics, and risk assessments. Risks are assessed across all risk categories required by the OCC guidance, and include an assessment of inherent risk and residual risk after taking into account the effectiveness of the control environment.

Risks are mitigated through the establishment of robust controls and documented policies and related procedures. A control is a specific activity, procedure, tool, or technical standard designed to satisfy the control objective and implemented within a business process to mitigate the impact and likelihood of associated inherent risk. For those risks that cannot be controlled, management may decide to accept these risks, reduce the level of business activity, share or transfer the risks, or withdraw from the activity altogether.

Impacts of risk can be both quantitative and qualitative. Webster maintains a Risk Appetite Statement, which provides the organization with guidance regarding the nature and level of residual risk that the Company is willing to accept in pursuit of its business strategy and financial plans. The Risk Appetite Statement establishes a risk appetite across Level 1 risk categories, which represent the top risks that drive the organization’s risk profile, and defines the level of risk appetite using a 5-point rating scale (minimal to critical). Further delineation and detail is provided at Level 2 and Level 3 to enable more precise risk identification, assessment, and response. Management determines whether the risks it assumes are warranted and within the boundaries expressed in the Risk Appetite Statement. A risk is warranted when it can be identified, understood, measured, monitored, and controlled as part of a deliberate risk/reward strategy. The Risk Appetite Statement contains a set of qualitative

risk statements and quantitative Board level metrics along with the Board level tolerances, which are approved by the Board annually. Breaches of approved tolerances are required to be escalated and actioned in a timely manner.

The Chief Executive Officer is ultimately responsible for all of Webster's risk-taking activities and for ensuring that an effective enterprise risk management framework is adopted, operationalized, and executed. The Chief Executive Officer sets the tone at the top and reinforces a strong risk culture that values risk self-identification and for holding executives accountable for their adherence to the enterprise risk management framework, appropriately assessing and effectively managing all of the risks associated with their activities and operating within the established risk appetite.

The Company has adopted the Three Line Model of enterprise risk management, in which the First Line manages risks, ensures compliance, performs control activities, and works in coordination with the Second Line, who provides additional expertise, support, and tools, and challenges risk management to enhance efficiency and effectiveness of the control environment. The Third Line provides an independent and objective assurance to management and the Board and assesses whether the First and Second Line functions are operating effectively. Detailed roles and responsibilities for each line are as follows:

Front Line Units, also referred to as First Line Functions, represent process owners that engage in activities designed to generate revenue and reduce expenses, provide operational and technology services, and provide operational support and servicing in the delivery of products or services. Since Front Line Unit activities inherently create risk, the Front Line Units are responsible for assessing and managing that risk.

Independent Risk Management, also referred to as the Second Line Function, is responsible for identifying, measuring, monitoring, or controlling risks independently from the Front Line Units and providing effective challenge to the Front Line Units. Independent Risk Management includes Enterprise Risk, Operational Risk, Corporate Compliance, Enterprise Financial Crime, and Credit Risk Review, which reports to the Chief Risk Officer, and Credit Risk Management which, reports to the Chief Credit Officer. The Chief Risk Officer and the Chief Credit Officer are Webster's Chief Risk Executives.

Internal Audit, also referred to as the Third Line Function, independently assesses Webster's risk management processes and controls using methodology developed from professional auditing standards and regulatory guidance. Internal Audit undertakes these responsibilities through periodic reviews of Webster's business activities, operations, and systems, and through special or retrospective reviews that may be specifically requested by the Audit Committee or management. Internal Audit is led by the Chief Audit Executive.

Credit Risk

Credit risk is the risk of loss resulting from the failure of a borrower or counterparty to honor its financial or contractual obligations to Webster. Credit risk arises in Webster's lending operations, and in its funding and investment activities where counterparties have repayment or other obligations to Webster. Credit risk can also arise from other solutions or services that involve customer obligations for the transfer of funds.

The overall focus of credit risk management is to identify, measure, monitor and control credit risk at the portfolio and enterprise level. Webster maintains underwriting standards consistent with our desired risk profile and robust credit processes. Webster's loan portfolio is balanced to include both commercial and consumer lending activity, while closely managing concentrations in borrowers, counterparties, industries, geographies, and collateral asset classes to avoid excessive correlated risk.

Diversification of the loan portfolio across commercial and industrial, commercial real estate, and consumer is important in managing credit risk. Accordingly, management aims to actively measure and manage concentrations by portfolio, industry sector and specific sub-sectors, geography, affiliated obligors, and common characteristics. Webster is primarily a relationship lender. In addition, Webster will only assume credit risk when it can be effectively managed from an infrastructure or operational perspective, and it has industry, product, and market expertise.

The Chief Credit Risk Officer is responsible for credit risk oversight. The Credit Risk Management Committee is also responsible for providing oversight and governance of credit risk for the Bank.

For further information related to credit risk management and practice, accounting policies and current exposures as reported under U.S. GAAP refer to the 2025 Form 10-K. See Appendix A for specific references.

Loans and Related Commitments

The Company categorizes its loan portfolio into two segments, which is the level at which it develops and documents a systematic methodology to determine the allowance for credit losses. The Company's two loan portfolio segments are commercial lending and consumer lending. Webster further disaggregates its loans into various classes based on their underlying risk characteristics. The classes within the commercial lending segment are commercial non-mortgage, asset-based lending, commercial real estate, multi-family, and equipment finance. The classes within the consumer lending segment are residential, home equity, and other consumer loans. The following tables present certain of the Company's on - and off-balance

sheet positions for which the Company is subject to credit risk exposure and are presented on a U.S. GAAP basis. These amounts do not include the effects of certain credit risk mitigation techniques (for example, netting not permitted under U.S. GAAP), equity investments or liability positions that also would be subject to credit risk capital calculations, and amounts related to items that are deducted from regulatory capital. For the tables below, the residential and home equity classes have been combined into “consumer real estate”.

- For further information on the Company’s loan portfolios, see the “Loans and Leases” sections of Management’s Discussion and Analysis in Part II, Item 7 of the 2025 Form 10-K and in Part I, Item 2 of the December 31, 2025 Form 10-K.

Table 5-1: Credit Risk Exposure of Loans and Leases by Geography

<i>As of December 31, 2025 (Dollars in thousands)</i>	Loans	Unused Commitments	Total Exposure ⁽¹⁾	Percent of Total
New York	\$ 16,153,635	\$ 2,249,584	\$ 18,403,219	27 %
Connecticut	5,959,747	1,830,014	7,789,761	11 %
Massachusetts	6,307,294	1,688,757	7,996,051	12 %
New Jersey	3,463,208	471,788	3,934,996	6 %
Pennsylvania	1,754,020	203,554	1,957,574	3 %
Rhode Island	806,490	245,624	1,052,114	2 %
Other ⁽²⁾	22,152,716	5,828,063	27,980,779	40 %
Total	\$ 56,597,110	\$ 12,517,384	\$ 69,114,494	100 %

(1) Excludes loan receivable held-for sale

(2) The Company’s loan portfolio has a national distribution profile, further breakdown of the other category results in a widespread distribution across a large number of additional states

Table 5-2.1: Total Credit Risk of Loans and Leases Exposure by Type and Contractual Maturity

<i>As of December 31, 2025 (Dollars in thousands)</i>	Loans				Total
	1 Year or Less	1 to 5 Years	5 - 15 Years	After 15 Years	
Commercial non-mortgage	\$ 4,355,667	\$ 9,572,494	\$ 4,859,912	\$ 1,617,164	\$ 20,405,237
Asset-based	404,315	826,916	—	—	1,231,231
Commercial real estate	3,140,207	8,614,783	2,950,466	620,551	15,326,007
Multi-family	986,776	4,654,723	1,250,560	116,780	7,008,839
Equipment financing	102,595	830,131	326,156	—	1,258,882
Residential	2,241	36,678	589,661	8,970,997	9,599,577
Home equity	5,487	25,577	227,328	1,112,121	1,370,513
Other consumer	21,619	326,014	49,160	31	396,824
Total	\$ 9,018,907	\$ 24,887,316	\$ 10,253,243	\$ 12,437,644	\$ 56,597,110

Table 5-2.2: Total Credit Risk of Unused Commitments by Type and Contractual Maturity

<i>As of December 31, 2025 (Dollars in thousands)</i>	Unused Commitments				Total
	1 Year or Less	1 to 5 Years	5 - 15 Years	After 15 Years	
Commercial non-mortgage	\$ 4,686,677	\$ 3,426,518	\$ 160,099	\$ 22,999	\$ 8,296,293
Asset-based	106,204	575,658	—	—	681,862
Commercial real estate	234,257	1,326,314	59,811	686	1,621,068
Multi-family	15,504	70,705	3,579	—	89,788
Residential	—	—	—	22,351	22,351
Home equity	984	—	6,064	1,683,167	1,690,215
Other consumer	62,451	52,973	296	87	115,807
Total	\$ 5,106,077	\$ 5,452,168	\$ 229,849	\$ 1,729,290	\$ 12,517,384

Table 5-3.1: Total Credit Risk of Loans and Leases Exposure by Type and Contractual Maturity by Industry

<i>As of December 31, 2025 (Dollars in thousands)</i>	Loans				
	1 Year or Less	1 to 5 Years	5 - 15 Years	After 15 Years	Total
Commercial	\$ 8,989,560	\$ 24,499,047	\$ 9,387,094	\$ 2,354,495	\$ 45,230,196
Consumer					
Real estate secured	7,728	62,255	816,989	10,083,118	10,970,090
Not secured by real estate	21,619	326,014	49,160	31	396,824
Total	\$ 9,018,907	\$ 24,887,316	\$ 10,253,243	\$ 12,437,644	\$ 56,597,110

Table 5-3.2: Total Credit Risk of Unused Commitments by Type and Contractual Maturity by Industry

<i>As of December 31, 2025 (Dollars in thousands)</i>	Unused Commitments				
	1 Year or Less	1 to 5 Years	5 - 15 Years	After 15 Years	Total
Commercial	\$ 5,042,642	\$ 5,399,195	\$ 223,489	\$ 23,684	\$ 10,689,010
Consumer					
Real estate secured	984	—	6,064	1,705,518	1,712,566
Not secured by real estate	62,451	52,973	296	88	115,808
Total	\$ 5,106,077	\$ 5,452,168	\$ 229,849	\$ 1,729,290	\$ 12,517,384

Table 5-4: Past due and Nonperforming by Geography

<i>As of December 31, 2025 (Dollars in thousands)</i>	30 - 89 Days Past Due and Accruing	90 or More Days Past Due and Accruing	Total Accruing	Less than 90 Days in Non- Accrual	90 or More Days Past Due in Non- accrual	Total Non Accrual
New York	\$ 23,917	\$ —	\$ 23,917	\$ 51,032	\$ 75,904	\$ 126,936
Connecticut	9,354	—	9,354	9,459	24,863	34,322
Massachusetts	5,319	—	5,319	1,832	17,048	18,880
New Jersey	1,552	—	1,552	461	34,754	35,215
Pennsylvania	4,950	—	4,950	15,658	30,252	45,910
Rhode Island	1,049	—	1,049	1,121	3,130	4,251
Other	20,519	—	20,519	121,895	113,005	234,900
Total	\$ 66,660	\$ —	\$ 66,660	\$ 201,458	\$ 298,956	\$ 500,414

Table 5-5: Past due and Nonperforming by Industry

<i>As of December 31, 2025 (Dollars in thousands)</i>	30 - 89 Days Past Due and Accruing	90 or More Days Past Due and Accruing	Total Accruing	Less than 90 Days in Non- Accrual	90 or More Days Past Due in Non- accrual	Total Non- Accrual
Commercial	\$ 41,495	\$ —	\$ 41,495	\$ 188,486	\$ 276,139	\$ 464,625
Consumer						
Real estate secured	22,965	—	22,965	12,895	22,035	34,930
Not secured by real estate	2,200	—	2,200	77	782	859
Total	\$ 66,660	\$ —	\$ 66,660	\$ 201,458	\$ 298,956	\$ 500,414

Allowance for Credit Losses

The allowance for credit losses represents management’s estimate of the allowance for loan losses and the reserve for unfunded credit commitments to cover expected credit losses over the contractual life of loans. Management’s measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. For periods beyond which Webster makes or obtains such reasonable and supportable forecasts, Webster reverts to historical credit loss information. Changes in the factors used by management to determine the appropriateness of the allowance or the availability of new information could cause the allowance to be increased or decreased in future periods. In addition, bank regulatory agencies, as part of their examination process, may require changes in the level of the allowance based on their judgments and estimates. Actual losses could vary from management’s estimates.

Webster determines its allowance in accordance with applicable accounting literature as well as regulatory guidance related to receivables and contingencies.

- Additional discussion of the methodology used to calculate the allowance is included in “Allowance for Credit Losses on Loans and Leases” in the “Loans and Leases” sections in Part II, Item 7 of the 2025 Form 10-K.

Charge-offs

The total gross and net charge-offs for the twelve months ended December 31, 2025 were \$189.7 million and \$179.6 million, respectively.

- Refer to Note 4 "Loans and Leases" to the consolidated financial statements in "Allowance for Credit Losses on Loans and Leases" of the 2025 Form 10-K for a roll forward of the allowance for credit losses and more information on total gross and net charge-offs

Corporate and Other Debt Securities

Through its Corporate Treasury function, the Company maintains and invests in debt securities that are primarily used to provide a source of liquidity for operating needs, to generate interest income, and as a means to manage the Company’s interest rate risk. The Company’s investment securities are classified into two major categories: AFS and HTM.

The ALCO manages the Company’s securities in accordance with regulatory guidelines and corporate policies, which include limitations on aspects such as concentrations in and types of investments, as well as minimum risk ratings per type of security. In addition, the OCC may further establish individual limits on certain types of investments if the concentration in such investment presents a safety and soundness concern.

Table 5-6: Corporate and Other Debt Securities by Counterparty and Type

<i>As of December 31, 2025 (dollars in thousands)</i>	Amount	Percent of Total
Available for sale		
U.S. Public Sector ¹	\$ 8,915,408	89.1 %
Corporate - securitized ²	756,464	7.6 %
Corporate	328,145	3.3 %
Foreign debt security	9,483	0.1 %
Total AFS	<u>\$ 10,009,500</u>	<u>100.0 %</u>
Held to maturity		
U.S. Public Sector ¹	\$ 7,904,702	99.2 %
Corporate - securitized ²	64,970	0.8 %
Total HTM	<u>\$ 7,969,672</u>	<u>100.0 %</u>
Total investment securities	<u><u>\$ 17,979,172</u></u>	

¹Includes balances with the U.S. government and its agencies, government-sponsored entities and states and municipalities.

² Risk weighted using SSFA RWA method under the standardized approach. Refer to Note 3 “Investment Securities” to the consolidated financial statements in Part II, Item 8 of the December 31, 2025 10-K for further break out of the investment portfolio.

Table 5-7: Corporate and Other Debt Securities Maturity by Counterparty

<i>As of December 31, 2025 (dollars in thousands)</i>	Less than 1 Year	1-5 Years	Greater than 5 Years	Total
Available for sale				
U.S. Public Sector	\$ 244	\$ 118,977	\$ 8,796,187	\$ 8,915,408
Corporate - Securitized	7,249	—	749,214	756,463
Corporate	—	141,942	186,203	328,145
Other	1	9,483	—	9,484
Total AFS	\$ 245	\$ 270,402	\$ 8,982,390	\$ 10,009,500
Held to maturity				
U.S. Public Sector	\$ 1,462	\$ 164,278	\$ 7,738,962	\$ 7,904,702
Corporate - Securitized	—	—	64,970	64,970
Total HTM	\$ 1,462	\$ 164,278	\$ 7,803,932	\$ 7,969,672
Total	\$ 1,707	\$ 434,680	\$ 16,786,322	\$ 17,979,172

Counterparty Credit Risk-Related Exposures

Counterparty credit risk is the risk that a counterparty to a financial contract or transaction could be unable or unwilling to fulfill its contractual obligation which could potentially lead to financial losses for the Company. This risk is inherent to activities in OTC derivatives, margin loans, and repo-style transactions. To aid in mitigating this risk, Webster utilizes various netting agreements including, but not limited to ISDA/CSAs and MRAs. These agreements provide the framework governing activities across a full range of OTC products and repo-style transactions, contractually binding both parties to apply close-out netting across all outstanding transactions covered by an agreement if either party defaults or other predetermined events occur.

Standard ISDA/CSAs and MRAs are required for all OTC derivative and repo-style transactions with financial institution counterparties. In addition to netting, these agreements provide for the exchange of collateral to further mitigate exposure. Webster has infrastructure in place to calculate net positions and manage collateral exchanges with financial counterparties on a daily basis. Eligible collateral types are documented in each master agreement or supporting annex within, and are managed under established credit policies. This collateral is and has primarily been cash, though certain fixed income securities may be exchanged as well on occasion. In the event of a material adverse change in the Bank's own credit rating, financial counterparties may require additional collateral (independent amount) to maintain the trading relationship resulting in additional exposure. At present, Webster does not engage in margin loans with any of its financial institution counterparties. At December 31, 2025, Webster had repo-style transactions with financial institution counterparties totaling \$494.4 million.

To reduce derivative counterparty credit exposure to individual counterparties, Webster centrally clears eligible transactions. OTC transactions are not centrally cleared and are therefore the only derivatives included in the table below. All exposures, including exposures related to centrally cleared transactions, are managed through internally established limits set by the Company's Counterparty Risk Management group. All OTC derivative financial institution counterparties must be reviewed and approved by Counterparty Risk Management. The approval of all counterparties and the subsequent setting of limits is based on in-depth analysis of each counterparty's creditworthiness and assessment of the credit exposure associated with a counterparty. Internal risk rating tools along with additional quantitative and qualitative assessments of the creditworthiness of a counterparty are utilized to assign a risk rating. Utilizing the internal risk rating along with an assessment of the risks associated with the specific type of exposure are then evaluated to set limits in accordance with Webster's risk tolerance.

Webster also enters into transactions possessing counterparty credit risk with corporate, institutional and real estate customers. These transactions are primarily designed to facilitate the customers' hedging exposures to interest rate, commodity price or foreign exchange rate movements. These transactions are usually not cleared through a clearinghouse; rather, Webster retains the credit exposure of the clients for the life of the trade. The credit risk in these transactions is usually underwritten in conjunction with a loan transaction for the customer, and, when the loan is collateralized, the derivative shares in the collateral which can be real estate, working capital assets, securities, contracts or other assets. The credit approval process for these transactions includes independent credit officers familiar with the underlying credit risk, working in conjunction with a Capital Markets credit officer experienced in derivatives and the underlying documentation. Webster enters into credit derivatives, including RPAs and index-based credit default swaps, in relation to hedging activities and for customer and other risk management purposes. Webster enters into RPAs to share interest rate derivative contracts with other counterparties or to take

on credit exposure with other counterparties for revenue generation purposes. Index-based credit default swaps are utilized to hedge spread risk related to Webster's commercial mortgage banking activities.

OTC Derivatives

The following table is presented on a U.S. GAAP basis and summarizes the netting and collateral positions of the Company's OTC derivatives transactions by exposure type. As defined, the gross current credit exposure is the greater of the positive fair value of the derivative or zero (asset derivatives). The collateral is comprised of \$84.1 million of cash.

Table 6-1: OTC Derivatives Exposure by Counterparty

As of December 31, 2025 (Dollars in thousands)

	Exposure	Percent of Total
Customer Derivatives		
Corporate	\$ 76,241	33 %
Consumer	—	— %
Banks	—	— %
Public	—	— %
Total Customer	\$ 76,241	33 %
Dealer hedges (non-customer)	\$ 153,702	67 %
Net current credit exposure	229,943	100 %
Collateral held	(84,056)	
Unsecured net credit exposure	<u>\$ 145,887</u>	

Table 6-2: OTC Derivatives Exposure by Geography

As of December 31, 2025 (Dollars in thousands)

	Exposure	Percent of Total
New York	\$ 35,979	16 %
Connecticut	4,337	2 %
Massachusetts	2,505	1 %
New Jersey	9,361	4 %
Rhode Island	643	1 %
All other	23,416	11 %
Total Customer	\$ 76,241	35 %
Dealer hedges (non-customer)	153,702	67 %
Net current credit exposure	\$ 229,943	102 %
Collateral held	(84,056)	
Unsecured net credit exposure	<u>145,887</u>	

Table 6-3: OTC Derivatives Exposure by Maturity

As of December 31, 2025 (Dollars in thousands)

	Less than 1 Year	1 - 5 Years	Greater than 5 Years	Grand Total
OTC Derivatives	\$ 12,543	\$ 105,648	\$ 111,752	\$ 229,943
Counterparty netting				(65,063)
Net current credit exposure				164,880
Collateral held				(84,056)
Unsecured net current credit exposure				<u>\$ 80,824</u>

Credit Derivatives

For a further discussion of the Company's credit derivatives refer to the following filings:

- Note 17 "Derivative Financial Instruments", to the consolidated financial statements in Part II, Item 8 of the Company's 2025 Form 10-K,
- Schedule HC-L, Derivatives and Off-Balance-Sheet Items, in the Company's Consolidated Financial Statements for Holding Companies - FR Y-9C dated December 31, 2025.

Credit Risk Mitigation

Credit risk mitigation techniques are primarily utilized in the loan portfolio and derivative transactions. Webster's objective for credit risk mitigation with respect to the loan portfolio is to maintain a credit portfolio that provides for stable credit costs with acceptable volatility through an economic cycle. Webster has a diversified loan portfolio with respect to product type, collateral and geography which helps to mitigate credit risk. Webster looks to enter into master netting agreements and collateral agreements with counterparties to meet its credit risk mitigation objectives for credit risk mitigation of derivative.

The amount and type of collateral supporting a loan impacts the level of credit risk related to that loan. During the underwriting process, the collateral is assessed as part of the overall credit evaluation of the loan. In support of loan collateral values, Webster obtains updated valuations for large commercial and investor real estate non-performing loans on at least an annual basis. For loans that are individually identified for impairment, those valuations are currently discounted as appropriate from the most recent appraisal to consider continued declines in values. The discounted valuations are utilized in the measurement of the level of impairment in the allowance calculation. For loans that are not individually identified for impairment and secured by collateral, Webster considers the impact of declines in valuations in the loss given default estimates within the allowance calculation.

As a matter of business practice, Webster may require some form of credit support as a mitigating factor, such as a guarantee. Guarantees are legally binding and entered into simultaneously with the primary loan agreements. Evaluation of guarantors' ability and willingness to pay is considered as part of the risk rating process, which provides the basis for the allowance for the commercial and investor real estate portfolios.

More information on credit risk management and mitigation can be found in the following filing:

- The "Critical Accounting Estimates and Related Policies - Allowance for Credit Losses", "Risk Management" and "Credit Risk" sections of the Management's Discussion and Analysis disclosures in Part II, Item 7 of the 2025 Form 10-K.

In connection with derivative activities, credit risk is mitigated by entering into legally enforceable master netting agreements. When there is more than one transaction with a counterparty and there is a legally enforceable master netting agreement in place, the exposure represents the net of the gain and loss positions with and collateral received from and/or posted to that counterparty. The majority of interest rate derivatives traded by Webster are subject to mandatory clearing. The counterparty risk for cleared trades effectively moves from the executing broker to the clearinghouse allowing Webster to benefit from the risk mitigation controls in place at the respective clearinghouse.

See the "Market Risk-Interest Rate Risk" section of the Management's Discussion and Analysis disclosures in Part II, Item 7 of the 2025 Form 10-K.

The Basel III Rules allow eligible financial collateral, eligible guarantees, and eligible credit derivatives to be recognized in the calculation of risk-weighted assets. The Company's use of credit risk mitigants related to Webster's major types of credit exposure in the calculation of risk-weighted assets is presented in the following tables. When financial collateral is obtained that qualifies as eligible collateral under the Basel III Rules, the eligible collateral can be substituted for the collateralized portion of the credit exposure in the risk-weighted asset calculation. The impact of any applicable collateral haircuts on the exposure amount secured by eligible collateral is immaterial. As illustrated below, the eligible financial collateral consists of cash and agency securities; the associated risk-weighted asset amounts are immaterial. Similarly, when an eligible guarantee is received, the risk weight applicable to the eligible guarantor would apply to the exposure covered by the guarantee.

Table 7: Eligible Guarantees

<i>As of December 31, 2025 (Dollars in thousands)</i>	Eligible Collateral ¹		Guarantees ²	
	Covered Exposure	Associated RWA Amount	Covered Exposure	Associated RWA Amount
Loans	\$ 31,682	\$ —	\$ 231,334	\$ 46,267
Unfunded commitments	—	—	40,656	8,131

¹ Loans in this category are 100% collateralized by cash

² Loans are guaranteed by the U.S. government, its agencies, or its government sponsored agencies under guarantee or insurance provisions. The balance includes approximately \$0.1 million of Federal government guaranteed Paycheck Protection Program loans.

In addition to the guaranteed loans above, at December 31, 2025 Webster had approximately \$0.1 million in Paycheck Protection Program loans. These loans are guaranteed by the Federal government and the guarantee is not separable from the loan, therefore they are risk-weighted at zero percent.

Securizations

Under the Basel III Capital Rule, a securitization is defined as:

- All or a portion of the credit risk of one or more underlying exposures is transferred to one or more third parties other than through the use of credit derivatives or guarantees;
- The credit risk associated with the underlying exposures has been separated into at least two tranches reflecting different levels of seniority;
- Performance of the securitization exposures depends upon the performance of the underlying exposures;
- All or substantially all of the underlying exposures are financial exposures (such as loans, commitments, credit derivatives, guarantees, receivables, asset-backed securities, mortgage-backed securities, other debt securities, or equity securities);
- The underlying exposures are not owned by an operating company or a small business investment company; and
- The underlying exposures are not owned by a firm, an investment in which qualifies as a community development investment.

Webster has not engaged in the securitization of its own assets ("originated securitizations") in several years. The remaining estimated fair value of originated securitization exposures is immaterial and is included in securities available for sale. Webster does however invest in products that meet the definition of a securitization. These securitization exposures consist of loans to SPEs secured by financial exposures and purchased tranches of non-agency securitizations (primarily commercial mortgage-backed securities) included in the securities held to maturity and available for sale portfolio. Currently, Webster does not own any re-securitization exposures or synthetic securitization exposures. Other on balance sheet securitization exposures include interest receivable for the aforementioned commercial mortgage backed securities. Off balance sheet securitization exposures primarily relate to unfunded commitments for loans and leases held for investment that are secured by qualifying financial collateral that meets the definition of a securitization exposures.

Securitization exposures can give rise to multiple types of risk including, but not limited to, credit risk, seller risk and market risk. Credit risk arises from the performance of the underlying asset pool (i.e. payment rates, dilution, write-offs/losses). Seller risk represents the portion of the unsecured credit exposure in a transaction with the seller. This exposure principally arises from recourse for losses, lack of cash control, or potential declines in the amount of securitized assets between settlement periods.

Webster's due diligence process is designed to provide an understanding of the features that may materially affect the performance of a securitization exposure. These procedures include analyzing and monitoring the quality of the positions, including information regarding performance of the underlying credit exposures and relevant market data and the structural and other enhancement features that may affect the credit quality of a securitization. Webster evaluates, reviews and updates the ongoing performance of each securitization exposure at least quarterly.

The Company uses the Simple Supervisory Formula Approach (SSFA) under the Basel III Standardized Approach to assign risk weights to securitization exposures. This approach is based on a formula that starts with a baseline derived from the capital requirements that apply to all exposures underlying the securitization and then assigns risk weights based on the subordination

level and the level of delinquencies of an exposure. The agencies designed the SSFA to apply relatively higher capital requirements to the more risky junior tranches of a securitization that are the first to absorb losses, and relatively lower requirements to the most senior exposures.

The tables below illustrate Webster’s securitization exposures, related capital requirements and risk-weighted asset impact. The available-for-sale securitization exposure amounts for purposes of risk-weighting are the carrying values of the securities less any unrealized gains on the exposure plus any unrealized losses on the exposure recognized in OCI.

Table 8: Securitization Exposure by Type and Risk Weighting

<i>As of December 31, 2025 (Dollars in thousands)</i>	Exposure Amount	RWA	RWA %	RWA Method
Exposure type:				
Commercial mortgage backed Securities HTM	\$ 64,970	\$ 12,994	20 %	SSFA
Commercial mortgage backed Securities AFS	756,464	151,773	20 %	SSFA
Loans to nondepository financial institutions	2,450,694	490,139	20 %	SSFA
Other on balance sheet securitization exposures	114,429	23,983	21 %	SSFA
Off balance sheet securitization exposures	169,345	33,869	20 %	SSFA
Off balance sheet securitization exposures	1,923	24,038	1250 %	1250 %
	<u>\$ 3,557,825</u>	<u>\$ 736,796</u>		

The capital impact of risk-weighted assets is calculated by multiplying each risk-weighted asset amount in the table above by the minimum total risk-based capital ratio of 8%.

Equity Exposures Not Subject to Market Risk Rule

The Company has total equity exposures of approximately \$2.2 billion, with \$0.6 billion in individual equities and \$1.7 billion in equity funds at December 31, 2025. The majority of the individual investments are related to the Company’s Community Reinvestment Act (CRA) activities, including tax-advantaged investments. The Company uses the simple risk-weight approach for its individual equity securities. The equity funds consist of BOLI, private equity, money market and other equity funds. The Company uses the full look-through approach for BOLI assets in separate accounts and other equity funds. Investment guidelines specify objectives and constraints for separate account BOLI investment funds, including permitted and non-permitted investments, concentration and diversification requirements, credit quality requirements and duration parameters. There were no unrealized gains not recognized through earnings included in Tier 2 capital for the year ended December 31, 2025.

Non-marketable equity securities are generally recorded either at historical cost or using the equity method. For further information refer to Note 1 “Summary of Significant Accounting Policies” in the Company’s Form 10-K for the year ended December 31, 2025.

Equity securities carried at cost and the related unrealized gains and losses were immaterial at December 31, 2025.

The following table summarizes the capital impact of equities which is calculated by multiplying each risk-weighted asset amount in the table below by the minimum total risk-based capital ratio of 8%.

Table 9: Equities Risk Weights and Capital Impact

<i>As of December 31, 2025 (Dollars in thousands)</i>	Exposure	RWA	Capital Impact of RWA
0% risk weight	\$ 231,223	\$ —	\$ —
20% risk weight	125,188	25,038	2,003
100% risk weight	1,526,342	1,526,342	122,107
400% risk weight	250	1,000	80
Full look through approach	360,870	313,790	25,103
Total	<u>\$ 2,243,873</u>	<u>\$ 1,552,380</u>	<u>\$ 124,190</u>
Public	\$ 360,870		
Nonpublic	1,883,003		
Total	<u>\$ 2,243,873</u>		

Interest Rate Risk for Non-Trading Activities

Information on interest rate risk, interest rate sensitivity analysis, and the reported level of interest rate risk carried by Webster's balance sheet, can be found in Part II under the section captioned "Asset/Liability Management and Market Risk" contained in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, and within Note 16: Derivative Financial Instruments in the December 2025 10-K.

Appendix 1 - Basel III Regulatory Capital Disclosure Matrix

Disclosure Requirement	Description	Disclosure Report	2025 Form 10-K
Scope of application	Name of the top corporate entity	7	1, 79
	Descriptions of differences in basis for consolidating entities	9	79
	Restrictions on transfers of funds or total capital within the group	9	7, 57, 124
	Aggregate amount of surplus capital of insurance subsidiaries	N/A	—
	Aggregate amount of total capital that is less than minimum capital	9	—
Capital Structure	Terms and conditions of capital instruments	10	116
	Capital components	11	119, 121, 123
Capital adequacy	Capital adequacy assessment process	12	5, 22, 60, 126
	Risk-weighted assets by exposure type	12	—
	Market risk weighted assets	N/A	—
	Risk weighted assets	12	4, 66
Capital ratios and capital conservation buffer	Capital ratios	13	60, 126
	Calculation of capital conservation buffer	13	5
	Calculation of eligible retained income	13	—
Credit risk: general disclosures	Policies and practices	14	12, 26, 61
	Credit risk exposures:		
	Loans and related commitments	15	16, 53, 100, 153
	Past due and nonperforming loans by industry	17	—
	Allowance disaggregated on the basis of impairment methodology	—	—
	Charge-offs during the period	18	101
	Reconciliation of changes in allowance	18	101
Corporate and Other Debt Securities	18	96	

Table Number	Disclosure Requirement	Description	Disclosures Report	2025 Form 10-K
6	Counterparty credit risk-related exposures	Policies and practices	19	82
		Counterparty risk exposure	20	12, 125
		Credit derivatives purchased and sold	20	82, 125
7	Credit risk mitigation	Policies and processes	21	65, 68
		Exposures covered by eligible financial collateral	22	—
		Exposures covered by guarantees/credit derivatives and related risk weighted assets	22	—
8	Securitization	Policies and practices	22	82
		Loans to SPEs and affiliated entities	22	—
		Accounting policies for securitization activities	22	—
		Exposures securitized by the bank and re-securitizations	22	—
		Securitization exposures	23	—
9	Equities not subject to the market risk rule	Policies and Practices	23	82, 129
		Amortized cost and fair value by type/nature and public versus nonpublic	23	—
		Realized and unrealized gains (losses)	23	—
		Capital requirements	23	—
10	Interest rate risk for non-trading activities	Nature, assumptions and frequency of measurement	24	65, 131
		Earnings sensitivity to rate movements	24	65
NA	Disclosure is not applicable to Webster			