

Webster Financial Corporation and Webster Bank, National Association Audit Committee Charter

Statement of Policy

The Audit Committee (the “*Committee*”) for Webster Financial Corporation (the “*Company*”), which is composed solely of directors who are independent of management and free from any relationship that would interfere with the exercise of independent judgment, serves as the Committee of the Boards of the Company and Webster Bank, National Association (the “*Bank*” and, together with the Company, “*Webster*”).

The primary function of the Committee is to assist the Boards of Directors of the Company and the Bank (collectively, the “*Board*”) in fulfilling its oversight responsibilities to the stockholders, potential stockholders, and investment community by reviewing: Webster’s financial reports, other financial information and material disclosures; Webster’s systems of internal controls regarding finance, accounting, reporting, legal, compliance and ethics that management and the Board have established; compliance by Webster with legal and regulatory requirements and Webster’s auditing, accounting and financial reporting processes generally, and the qualifications and independence of the independent registered public accounting firm (the “*independent accountant*”). Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, Webster’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- Serve as an independent and objective party to review Webster’s financial reporting process and internal control system in all areas in the reporting period reviewed which required material judgement and estimates, including the allowance for credit losses.
- Oversee, review, and appraise the audit efforts of Webster’s independent accountant and internal audit department.
- Provide an open avenue of communication among the independent accountant, financial and senior management, the internal audit department, and the Board.

The Committee shall prepare the report required by the rules of the Securities and Exchange Commission to be included in Webster’s annual proxy statement. The independent accountant is ultimately accountable to the Board and the Committee.

Composition

The Committee shall be comprised of no fewer than three directors as determined by the Board, each of whom shall be an independent director, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The members of the Committee shall meet the independence, experience and expertise requirements of the Listed Company Manual for the New York Stock Exchange (the “*NYSE Rules*”), Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission promulgated thereunder. In addition, Webster, the Board, and the Committee shall comply with all applicable laws, rules, regulations and guidelines, including, without limitation, those contained in 12 USC Sec. 1831m, Part 363 of the rules and regulations of the Federal Deposit Insurance Corporation (“*FDIC*”), which establish criteria for an independent audit committee, including 12 CFR Part 363 promulgated thereunder (“*Part 363*”), along with any other standards, laws and regulations applicable to Webster or relating to the Committee’s duties and responsibilities.

All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Committee shall be deemed an “audit committee financial expert” as defined

by the Securities and Exchange Commission. Committee members may enhance their familiarity with finance, accounting, and risk management by participating in educational programs conducted or facilitated by members of management including the Company's Chief Audit Executive (the "*Chief Audit Executive*", also known as the Chief Audit Officer), or outside consultants and organizations. The members of the Committee should collectively possess sufficient knowledge of audit, finance, specific industry knowledge, governance, risk and internal controls. In addition, at least two members of the Committee shall, in the business judgment of the Board, have "banking or related financial management expertise".

No Committee member may serve simultaneously on the audit committees of more than three public companies, including Webster, unless the Board determines that such simultaneous service does not impair the efficacy of Board service and the Board publicly discloses such determination in its proxy statement or other public report as required by applicable laws or the NYSE Rules.

The members of the Committee, and its Chair, shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board at its annual organizational meeting, may be removed and replaced by the Board, and shall serve until their successors are duly appointed and qualified.

Meetings

The Committee shall meet at least four times annually (either in person or by remote means where all Committee members can participate and hear each another), or more frequently as circumstances dictate. In order to foster open communication, the Committee should meet at its discretion with the Chief Audit Executive, management (including but not limited to the Chief Financial Officer and Chief Accounting Officer), and the independent accountant in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately in order to ensure independent, direct communication.

A majority of standing members in attendance shall constitute a quorum and are empowered to act on behalf of the entire Committee. The Committee Chair shall preside at all Committee meetings with the support of the Chief Audit Executive and the Corporate Secretary and ensure that the Committee carries out its duties, as set forth in this Charter. The Chief Audit Executive will coordinate the preparation of an agenda for each regularly scheduled Committee meeting, in consultation with the Committee Chair, and provide the agenda to each Committee member prior to each regularly scheduled meeting. In the absence of the Chair of the Committee at any meeting of the Committee, the members of the Committee may designate one of the other members of the Committee to serve as Chair of the meeting.

The Committee may meet on with the Risk Committee of the Board and the Technology Committee of the Board to discuss areas of common interest and significant matters impacting Webster.

In lieu of a meeting, the Committee may act by a unanimous written consent setting forth the action so taken. Said consent may be in electronic form and signed electronically by all Committee members.

Practices

In carrying out its responsibilities, the Committee will adopt practices which will enable the Committee to best react to changing conditions and to ensure that the corporate accounting, reporting and disclosure practices, the system of internal controls, and the fiduciary activities conducted are in accordance with all requirements and are of the highest quality.

In performing its duties and responsibilities, the Committee is entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of Webster whom the Committee reasonably believes to be reliable and competent in the matters presented;
- Counsel, independent accountants, or other persons, as to matters which the Committee reasonably believes to be within the professional or expert competence of such person; or
- Another committee of the Board as to matters within its designated authority.

The Committee shall:

Committee Administration

1. Hold regular meetings as may be necessary, and special meetings as may be called by the Chair of the Committee or at the request of the independent accountant or the Chief Audit Executive.
2. Consult with management for input regarding the Committee's responsibilities, but may not delegate these responsibilities.
3. Form and delegate authority to subcommittees when appropriate.
4. Have the authority to investigate any matter brought to its attention, and shall have full access to all books, records, facilities, and personnel of Webster.
5. Retain independent counsel, independent accountants, or others where appropriate, without seeking Board approval, for any matters related to the discharge of the duties and responsibilities assigned to the Committee, including with respect to any investigations conducted by the Committee. As determined by the Committee, Webster shall provide appropriate funding for payment of compensation to any such advisors.
6. Annually attest that the Committee has sufficiently completed all applicable requirements of the Committee Charter.
7. Report through its Chair to the Board at the Board's next regularly scheduled meeting following the meeting of the Committee matters reviewed by the Committee.
8. Through an annual self-assessment, the Committee shall review the Committee's effectiveness, and the results of such review shall be shared with the full Board.
9. Perform any other activities consistent with this Charter, Webster's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

Independent Accountant and Financial Statement Matters

1. Have the independent accountant report directly to the Committee.
2. On an annual basis, receive from the independent accountant a formal written statement delineating all relationships between the independent accountant and Webster, consistent with applicable professional standards, discuss with the independent accountant the independent accountant's independence, actively engage in a dialogue with the independent accountant with respect to any disclosed relationships or services that may impact objectivity and independence

of the independent accountant, and take, or recommend that the full Board take, appropriate action to oversee the independence of the independent accountant.

3. Review the experience and qualifications of the senior members of the independent accountant's team and assure the regular rotation of the lead audit partner as required by law.
4. Obtain and review a report from the independent accountant, at least annually, describing (a) the independent accountant's internal quality-control procedures, (b) any material issues raised by the most recent quality-control review, including reviews conducted by the Public Company Accounting Oversight Board (the "PCAOB"), or peer review, of the independent accountant, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the independent accountant, and any steps taken to deal with any such issues, and (c) to assess the independent accountant's independence, all relationships between the independent accountant and Webster.
5. Approve exceptions or recommended changes to management's procedures and reporting over the hiring of employees or former employees of the independent accountant.
6. On no less frequently than a five-year cycle, the Committee shall consider whether it is appropriate or desirable to solicit from qualified accounting firms, formal proposals that include the scope, qualifications, and fees for performing the annual audit.
7. Review and pre-approve all audit engagement fees and terms and any non-audit engagements (to the extent permitted under applicable law) with the independent accountant.
8. Evaluate the performance of the independent accountant and make recommendations to the Board of Directors regarding the selection, appointment, replacement, or termination of the independent accountant. The independent accountant shall be ultimately accountable to the Board of Directors and the Committee, as representatives of stockholders. In making its determinations regarding whether to appoint or retain a particular firm as independent accountant, the Committee shall consider the vote of Webster's stockholders at the last annual stockholders' meeting of Webster with respect to the ratification by Webster's stockholders of the engagement of the independent accountant.
9. Confer with the independent accountant and management concerning the scope, strategy, and timing of their audits of Webster and review and approve the independent accountant's annual engagement letter and annual audit plan.
10. Review and discuss with Webster's General Counsel legal matters that may have a material impact on the financial statements, and any material reports or inquiries received from regulators or governmental agencies.
11. Obtain from the independent accountant assurance that Section 10A of the Private Securities Litigation Reform Act of 1995 has not been implicated.
12. Discuss with the independent accountant, its required communications under professional standards and 12 CFR Section 363.3(d). In particular:
 - (a) The independent accountant's evaluation of Webster's significant accounting policies, principles and practices, critical accounting estimates and significant unusual transactions, and identification of any alternative accounting treatments.

- (b) The independent accountant's evaluation of the quality of Webster's financial reporting.
 - (c) Any "management" letter, "internal control" letter, or material written communication issued, or proposed to be issued, by the independent accountant and Webster's response thereto.
 - (d) Any uncorrected or corrected misstatements resulting from audit procedures, and the implications that such misstatements might have on Webster's financial reporting process.
 - (e) Any difficulties encountered in the course of the audit work, including any restrictions on the independent accountant's scope of activities or access to requested information, and any significant disagreements with management.
13. Obtain and review, on at least an annual basis, an update from the independent accountant on Critical Audit Matters (CAMs), as defined by the PCAOB, that includes matters from the financial statements audit relating to accounts or disclosures that are material to the financial statements and involve especially challenging, subjective, or complex auditor judgement.
 14. Review and discuss with management and the independent accountant Webster's audited annual financial statements and the independent accountant's opinion rendered with respect to such financial statements.
 15. Review with financial management and the independent accountant Webster's annual and quarterly financial reports and disclosures, including Webster's disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations".
 16. Review with management and the independent accountant the effect of regulatory and accounting initiatives as well as off-balance sheet structures (if any) of Webster's financial statements.
 17. Review with management Webster's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP financial information, as well as financial information and earnings guidance provided to analysts and rating agencies.
 18. Coordinate with the Risk Committee of the Board regarding Webster's major financial risk exposures and the steps management has taken to monitor and control such exposure, and, if applicable, receive and review reports from the Risk Committee of the Board, as well as the Chief Risk Officer, the Chief Audit Executive, and the independent accountant.
 19. Make a recommendation to the Board as to whether the financial statements should be included in Webster's Annual Report on Form 10-K.
 20. Approve the report of the Committee to be included in the Company's Proxy Statement for its Annual Meeting of Stockholders.
 21. Review with the full Board any issues that arise with respect to the quality and integrity of Webster's financial statements.

Internal Audit

1. Have the Chief Audit Executive report directly to the Committee.

2. Review activities, action plans, organizational structure, staffing and qualifications of the internal audit department, annually approve the Audit Department Charter, and review and approve the appointment and replacement of the Chief Audit Executive.
3. Review and approve, at least annually, the annual audit plan, as well as any significant changes to the plan as they occur. Internal Audit defines significant changes as follows: changes in risk prioritization due to enterprise risk events, changes in strategic direction, and/or changes in resource capacity. Direct the internal auditors to specific matters or areas deemed by the Audit Committee to be of special significance.
4. Review a summary of the significant reports issued to management prepared by the internal auditing function. Internal Audit will report to the Audit Committee the root cause of material issues including an analysis of potential impact to Webster and determination of the effectiveness of first line units and independent risk management in identifying and resolving issues in a timely manner.
5. Review Internal Audit's annual opinion on the effectiveness of the Bank's risk governance framework and further discuss significant instances where front line units or independent risk management are not adhering to the risk governance framework.
6. Review and approve any significant internal audit outsourcing engagements. Authorize the performance of supplemental reviews or audits or significant audit staff augmentation (co-sourcing engagements), exceeding 10% of IA's financial budget.
7. Conduct an annual performance review of the Chief Audit Executive and approve the Chief Audit Executive's annual compensation.
8. Ensure there are no unjustified restrictions or limitations on the Chief Audit Executive's scope of activities, resources, or access to information.
9. Discuss with the independent accountant Webster's internal audit function and any recommended changes in the planned scope of the internal audit program.
10. Review with the full Board any issues that arise with respect to the performance of the internal audit function.
11. Review the Annual Compliance Report at least once during each calendar year.
12. Review the IA Professional Practices Quality Assurance Program results annually, and external assurance reviews at least every five years.

System of Internal Controls over Financial Reporting

1. Review and oversee the execution of the Sarbanes-Oxley Program, including any significant changes to such program; direct Sarbanes-Oxley Program management to specific matters or areas deemed by the Committee to be of special significance; and authorize the performance of supplemental reviews or audits, as the Committee may deem desirable.
2. Review the adequacy of the systems of internal controls by obtaining from the independent accountant and Sarbanes-Oxley Program management, their recommendations regarding internal controls and other matters relating to the accounting procedures of Webster and its subsidiaries and reviewing the correction of controls deemed to be deficient.
3. Review with management, the internal auditors and the independent accountant the adequacy and effectiveness of Webster's internal controls, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, Webster's internal controls, and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such internal controls. Review and discuss with management and the independent accountant disclosures relating to Webster's internal controls, the independent accountant's report on the effectiveness of Webster's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.
4. Review with management and the independent accountant the reports required to be submitted to the federal financial institution regulatory authorities under 12 USC Section 1831m, including the basis therefore and management's and the independent accountant's assessments of the adequacy and effectiveness of Webster's internal controls.

Regulatory Oversight Responsibilities

1. Approve significant Board level accounting policies, including with respect to allowance for loan and lease losses, annually approve the Disclosure Committee Charter, and annually review Webster's Financial Code of Ethics for Chief Executive Officer and Senior Financial Officers and recommend proposed changes for approval to the Board.
2. Assist Board oversight of Webster's compliance with legal and regulatory requirements as required by the NYSE Rules.
3. Review regulatory examination findings with respect to financial reporting matters. Discuss with management, the Chief Audit Executive, and the independent accountant, any correspondence with regulators or governmental agencies and any employee complaints or published reports, which raise material issues regarding Webster's financial statements or accounting policies.
4. Review procedures specific to the Office of the President for the receipt, retention and treatment of complaints received by Webster regarding accounting, internal accounting controls, or auditing matters.
5. Review reports specific to Financial and Ethics Concerns for the confidential, anonymous submission by employees of the Company or any subsidiary of concerns regarding questionable accounting or auditing matters.
6. Review and oversee regulatory reports as appropriate.

7. Obtain, on at least an annual basis, a summary of Webster's related party relationships and associated transactions as defined in Rule 1-02 of the SEC's Regulation S-X, and description of the process that management performed to compile a complete and accurate listing; review this listing to understand Webster's relationships and transactions with related parties and the significance to Webster; review with the full Board any issues that arise with respect thereof.

Environmental, Social and Governance (“ESG”) Disclosures

1. Periodically review and discuss with management, Webster's controls and procedures with respect to environmental, social, and governance metrics disclosed by Webster, including emissions and other climate-related data.

Fiduciary Activities

1. Ensure that, at least once during each calendar year, suitable audits of the Trust Department's affairs and fiduciary activities are performed. Such audits may be performed by the internal auditors, bank regulators, or by an independent accountant retained for such purpose. A summary of the written audit reports shall be presented to the Committee annually.
2. Discuss with the internal or independent accountant whether the Trust Department is operating in a sound condition, and whether adequate internal controls and procedures are being maintained, whether fiduciary powers have been administered according to law, Part 9 of the Regulations of the Comptroller of the Currency, and sound fiduciary principles.

Committee Charters

The Committee shall review and assess the adequacy of this Charter annually and recommend any changes to this Charter to the Board. The Committee may perform any other activities consistent with this Charter, Webster's Bylaws and governing law, as the Board may specifically delegate to the Committee.

The Committee shall also understand the charters of other Board committees and coordinate with Board committees on matters that directly or indirectly cross committee responsibilities.

Limitation of Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that Webster's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent accountant.

Adopted by the Board as of September 17, 2024.