



WebsterBank®

Financial Code of Ethics for Chief Executive Officer and Senior Financial Officers

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Purpose

This Financial Code of Ethics for Chief Executive Officer and Senior Financial Officers (this “Financial Code”) of Webster Financial Corporation (the “Company”) and Webster Bank, N.A. (the “Bank”, and, together with the Company, “Webster”) is a supplement to Webster’s Code of Business Conduct and Ethics (the “Ethics Code”). If you are the principal executive officer, principal financial officer or principal accounting officer / controller of Webster, or any person performing similar functions (each referred to in herein as a “Principal Officer”), you must comply with all provisions of the Ethics Code and this Financial Code. We encourage you to read the Ethics Code in its entirety, including the section titled “Speaking Up.”

Authority and Governance

This Financial Code is prepared by Legal and reviewed annually by the Audit Committee, which recommends any proposed changes to the Board for approval.

Applicability

This policy applies to the Company, the Bank and their subsidiaries.

Roles and Responsibilities

See key requirements

Key Requirements

The Principal Officers must take the following steps to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that Webster files with, or submits to, the U.S. Securities and Exchange Commission (the “SEC”), the Federal Reserve, the Federal Deposit Insurance Corporation and the Office of the Comptroller of the Currency (collectively, the “Regulatory Agencies”) and in public communications made by the Company:

1. Carefully review drafts of reports and documents the Company is required to file with the Regulatory Agencies before they are filed and the Company’s press releases or other public communications before they are released to the public, with particular focus on reconciling proposed disclosures to ensure alignment with information known to the Principal Officer.

2. Meet with members of senior management, division heads, accounting staff, the Company’s Disclosure Committee (“Disclosure Committee”) and others involved in the disclosure process to discuss their comments on the draft report, document, press release or public communication.
3. Establish, maintain, and follow Webster’s disclosure controls and procedures to ensure that material information is included in each report, document, press release or public communication in a timely fashion.
4. Consult with the Disclosure Committee and the Company’s Audit Committee (“Audit Committee”) on a regular basis to determine whether the Principal Officer has identified (a) any weaknesses, deficiencies or concerns with respect to internal controls or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in financial reporting, disclosures or internal controls.
5. When relevant, confirm that neither the Company’s internal auditors nor its independent accountants are aware of any material misstatements or omissions in the draft report or document, or have any concerns about the “Management’s Discussion and Analysis of Financial Condition” section of any report or document filed with the SEC.
6. Bring to the attention of the Audit Committee matters that you feel could compromise the integrity of the Company’s financial reports, disagreements on accounting matters, or violations of any part of this Financial Code, or any material violations of applicable laws, rules or regulations.

Ethics Hotline

Any report regarding concerns outlined in this Financial Code may be made through Webster’s Ethics Hotline. The Ethics Hotline is available 24/7. It is administered by a third-party vendor, and you can make reports anonymously.

You may contact the Ethics Hotline by:

- Calling Toll Free (844) 713-1175
- Reporting online through website submission at: <https://websterbank.ethicspoint.com>

Reports to the Ethics Hotline may be forwarded to Human Resources, the General Counsel, the Board, or other party for review and follow-up as applicable. However, you may nevertheless continue to remain anonymous if you wish to do so.

For additional information, please refer to the section of the Ethics Code titled “Speaking Up”.

Compliance

The Audit Committee will review alleged financial violations of this Financial Code with the Board and recommend to the Board appropriate action. The Board may designate appropriate persons to recommend appropriate action, and such action shall be reasonably designed to deter wrongdoing

and to promote accountability for adherence to this Financial Code. Failure to observe the terms of this Financial Code may result in disciplinary action, up to and including discharge from Webster. Violations of this Financial Code may also constitute violations of law and may result in civil and criminal penalties.

Policy Exceptions

Waiver of this Financial Code may be made only by the Audit Committee and any waiver shall be reported to the Board, and promptly publicly disclosed as required by law or stock exchange rule where the Company's shares are listed (currently, the NYSE).

Record Retention

Webster shall retain evidence of compliance with this Policy in accordance with the Company's Record Retention Schedule.