

**Webster Financial Corporation
and
Webster Bank, National Association**

Qualification Guidelines for Board Members

The bylaws of Webster Financial Corporation (“Webster” or the “Corporation”) and Webster Bank, National Association set the number of directors and provide that at each annual meeting of shareholders the successors to all directors whose term shall then expire shall be elected to hold office for a term expiring at the next succeeding annual meeting and until their successors shall be elected and qualified.

Consistent with the “Webster Way”, directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the shareholders. They must also have an objective perspective and practical wisdom. We endeavor to have a Board representing diverse experience in business and in areas that are relevant to the Corporation.

Except in the case of vacancies and newly created directorships, directors shall be elected only by shareholders. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled in accordance with the bylaws by the concurring vote of a majority of the directors then in office, whether or not a quorum. Directors elected to fill vacancies and newly created directorships are elected for the unexpired term, and any director so chosen shall hold office until the next annual meeting and until such director’s successor shall have been elected and qualified.

When deciding on nominations for the board of directors, the Nominating and Corporate Governance Committee will consider the age of a director or a prospective director, as well as other qualifications for service as a board member, including skill, knowledge, broad business judgment, relevant specific industry experience, and diversity. A director or prospective director shall not be nominated by the Nominating and Corporate Governance Committee to a new term after reaching the age of 75. Directorship candidates shall be (i) the senior executive in a company, partnership, association, organization or other form of entity, or (ii) among the most senior executives in a larger entity, or (iii) a recently retired executive with experience and qualifications deemed highly desirable to Webster (in which case such retired executive may serve for a reasonable period of time), or (iv) a person who has served in a high level position in government or academia. In addition to depth and breadth of business and civic experience in leadership positions, a potential director’s ties to the Corporation’s and Webster Bank’s markets shall be considered in order to ensure diversity and broad geographic and demographic representation reflective of the markets served. A majority of the Corporation’s Board shall be independent of management, in fact and appearance, as determined by the Board. In assessing independence, the Board shall make an affirmative determination that the director satisfies the standard for an “independent director” as set forth by the New York Stock Exchange. No director shall serve on the board of more than four public companies (including Webster Financial Corporation and its subsidiaries).

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge

their responsibilities. It is understood that if a director has a significant change in his/her principal employment or occupation, has a material change in his/her employment responsibilities or a change in title, changes employer or occupation, or is unable to attend at least seventy-five percent of the regular board meetings and meetings of committees on which they serve in a given year, the director shall offer to resign. It is further understood that if a non-employee director no longer satisfies the standard for an "independent director" as set forth by the New York Stock Exchange, then the non-employee director shall offer to resign. The Nominating and Corporate Governance Committee shall take such offers under consideration and shall make a recommendation to the Board. Any director who is convicted of a violation of any law, rule, or regulation (other than a minor traffic violation or similar offense), or shall otherwise engage in an activity that brings disrepute to the Corporation, shall offer to resign from the Board. Any employee director whose employment is terminated by the Corporation and/or any subsidiary shall immediately tender his or her resignation from the Board. In the case of Webster Bank, more than three consecutive absences from regular meetings automatically constitutes a resignation, unless excused by a resolution of the board.

Any director may resign at any time by sending a written notice of such resignation to the chairman of the board. Unless otherwise specified therein, such a resignation will take effect upon receipt thereof by the chairman of the board.

A director of Webster may be removed only by a two-thirds vote of the total votes eligible to be cast by its shareholders at a duly constituted meeting called for such purpose, with the director being entitled to not less than 30 days' prior notice. In the case of Webster Bank, cause is required (Art III, Section 14), but the vote is a majority vote of the total votes eligible to be cast (or a higher vote under certain circumstances). Webster, as sole shareholder of Webster Bank, could amend the Bank's bylaws to eliminate the "for cause" requirement for removal, should it be deemed necessary.