

**WEBSTER FINANCIAL CORPORATION
WEBSTER BANK, N.A.
AND
THEIR SUBSIDIARIES AND AFFILIATES
(Collectively Webster)**

Code of Business Conduct and Ethics

Introduction

This Code of Business Conduct and Ethics covers a wide range of business practices and procedures and serves as a guide to ethical decision-making. As described in *The Webster Way*, Webster is committed to uncompromising integrity in all that we do and how we relate to each other and to persons outside of Webster. This Code does not cover every issue that may arise, but it sets out basic policies to guide directors, and employees of Webster and its subsidiaries and affiliates. This policy also includes procedures for employees and other persons to submit concerns regarding accounting and auditing matters, and to communicate with the Board of Directors. All directors and employees must conduct themselves in accordance with these policies and seek to avoid even the appearance of improper behavior. Webster's agents and representatives, including consultants, should also be provided with a copy of this Code.

If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

Those who violate the policies in this Code will be subject to disciplinary action, up to and including discharge from Webster. *If you are in a situation that you believe may violate or lead to a violation of this Code, you must report the situation as described in Sections 14 and 15 of this Code.*

1. Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is one of the foundations on which Webster's ethical policies are built. All directors and employees must respect and obey all applicable governmental laws, rules and regulations (including insider trading laws). Although not all directors and employees are expected to know the details of these laws, rules and regulations, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel such as your Human Resources representative or Webster's General Counsel.

Webster holds information and training sessions to promote compliance with applicable laws, rules and regulations, including regulations concerning transactions with insiders such as Federal Reserve Regulation O and insider trading laws.

Webster is committed to compliance with all anti-money laundering laws and regulations, and to guard against the use of Webster's products and services for money laundering or other illegal activity.

2. Conflicts of Interest

A "conflict of interest" occurs when a person's private interests interfere in any way – or even appears to interfere – with the interests of Webster as a whole. A conflict situation can arise when an employee or director takes actions or has interests that may make it difficult to perform his or her Webster work objectively and effectively. Conflicts of interest may also arise when an employee or director, or a member of his or her family, receives improper personal benefits as a result of his or her position at Webster. Loans to, other than those made in the ordinary course of business, or guarantees of obligations of, employees or directors or their family members may also create a conflict of interest.

Because it is almost always a conflict of interest for a Webster employee to work simultaneously for a competitor, customer or supplier, no Webster employee may work for, or serve as a consultant to, a competitor, customer or supplier. The best policy is to avoid any direct or indirect business connection with our customers, suppliers, or competitors, except on our behalf. If asked to serve as a director of another corporation or a governmental agency, you must seek advance approval from the Webster's General Counsel or the Executive Vice President of Human Resources.

Situations may arise where relationships with family members and friends create conflicts of interest. Generally, employees are prohibited from being in the position of supervising, reviewing or having any influence on the job evaluation or salary of their close relatives. Directors and employees who have family members or friends that work for businesses seeking to provide goods or services to Webster may not use their personal influence to affect negotiations. Employees who have relatives or friends that work for competitors, and where such relationships might result in a conflict of interest, should bring this fact to the attention of their immediate supervisors.

Conflicts of interest are prohibited as a matter of Webster policy. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor, manager or your Human Resources representative. Directors should consult with Webster's General Counsel. Any employee who becomes aware of a conflict or potential conflict should promptly bring it to the attention of a supervisor, manager or his or her Human Resources representative, or consult the procedures described in Sections 14 and 15 of this Code. Any director who becomes aware of a conflict or potential conflict should promptly bring it to the attention of Webster's General Counsel.

3. Transactions with Insiders

Webster from time to time may enter into transactions involving a Webster affiliate, director or employee, and immediate family member or a Webster director or employee, or business entities in which a Webster director or employee or an immediate family member of a Webster director or employee is an officer, director and/or controlling stockholder. It is Webster's policy that any transaction involving these insiders must be conducted at arm's length and that any consideration paid or received by Webster in connection with such a transaction shall be on terms no less favorable than terms available to an unaffiliated third party under the same or similar circumstances. In accordance with Federal Reserve Regulation O, the director's or officer's interest in any such transactions requiring Board of Director action shall be disclosed to the Board of Directors prior to any action being taken, and any such transactions not requiring Board of Director approval shall be reported to the Board of Directors at least annually. Extensions of credit from the bank to executive officers, directors, their related interests and other insiders identified in Regulation O are subject to various dollar limits, and may be required to be approved by or reported to the Board of Directors.

4. Insider Trading

Employees and directors who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about Webster or its customers should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. A more detailed discussion of the insider trading laws can be found in Webster's Policy on Insider Trading Compliance. If you have any questions, please consult Webster's General Counsel or the Director of Corporate Governance.

5. Corporate Opportunities

Employees and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position. No employee or director may use corporate property, information, or position for personal gain, and no employee or director may compete with Webster directly or indirectly. Employees and directors owe a duty to Webster to advance its legitimate interests when the opportunity to do so arises.

6. Competition and Fair Dealing

We seek to outperform our competition fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee and director should endeavor to respect the rights of, and to deal fairly with, Webster's customers, suppliers, competitors and employees. No employee or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Webster Employee or director, family member of an employee, director or agent unless it: (1) is consistent with customary business practices, (2) is not a cash gift, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations. There are also special rules relating to gifts applicable to certain employees of our broker-dealer subsidiaries, which are discussed in detail in the compliance manuals of each such subsidiary. Please discuss with your supervisor any gifts or proposed gifts which you are not certain are appropriate.

7. Discrimination and Harassment

The diversity of Webster's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.

8. Health and Safety

Webster strives to provide each employee with a safe and healthful work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

9. Record-Keeping

Webster requires honest and accurate recording and reporting of information in order to make responsible business decisions.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether reimbursement for a certain expense is permissible, ask your supervisor or the Finance Department.

All of Webster's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect Webster's transactions and must conform both to applicable legal requirements and to Webster's system of internal controls.

All employees are responsible to report to Webster any questionable accounting or auditing matters that may come to their attention. Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records and documents should always be retained or destroyed according to Webster's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult Webster's General Counsel.

10. Confidentiality

Employees and directors must maintain the confidentiality of confidential information entrusted to them by Webster or its customers, except when Webster's General Counsel authorizes disclosure or such disclosure is required by law. Confidential information includes all non-public information that might be of use to competitors, or harmful to Webster or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment with Webster ends.

It is Webster's policy to protect confidential information kept in our files and systems by controlling access to various information systems. All employees may only access or update systems and data according to their authorized access, and must protect the integrity of all systems and data subject to their authorized access. Any unauthorized access or use of Webster's systems or data is strictly prohibited.

11. Protection and Proper Use of Corporation Assets

All employees and directors should endeavor to protect Webster's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on Webster's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation to the General Auditor. All Webster assets should be used for legitimate business purposes and should not be used for non-Webster business, though incidental personal use may be permitted with the permission of your supervisor.

The obligation of employees and directors to protect Webster's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and product ideas, designs, databases, records, customer lists, customer trade data, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Webster policy; it could also be illegal and result in civil or even criminal penalties.

12. Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Webster policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. Webster's Legal Department can provide guidance to you in this area.

13. Rules for Principal Executive Officer and Senior Financial Officers of Webster Financial Corporation

In addition to complying with all other parts of this Code, if you are Webster Financial Corporation's principal executive officer, principal financial officer, principal accounting officer or controller, or any person performing similar functions (each referred to in this Code as a "Principal Officer"), you must take the following steps to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that Webster Financial Corporation files with, or submits to, the Securities and Exchange Commission ("SEC") and in other public communications made by Webster Financial Corporation:

(a) Carefully review drafts of reports and documents Webster Financial Corporation is required to file with the SEC before they are filed and Webster Financial Corporation's press releases or other public communications before they are released to the public, with particular focus on disclosures each Principal Officer does not understand or agree with and on information known to the Principal Officer that is not reflected in the report, document, press release or public communication.

(b) Meet with members of senior management, division heads, accounting staff and others involved in the disclosure process to discuss their comments on the draft report, document, press release or public communication.

(c) Establish and maintain disclosure controls and procedures that ensure that material information is included in each report, document, press release or public communication in a timely fashion.

(d) Consult with the Audit Committee on a regular basis to determine whether it has identified any weaknesses or concerns with respect to internal controls.

(e) When relevant, confirm that neither Webster Financial Corporation'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 a report or document.

(f) Bring to the attention of the Audit Committee matters that you feel could compromise the integrity of Webster Financial Corporation's financial reports, disagreements on accounting matters, or violations of any part of this Code.

14. Waivers of or Changes in the Code of Business Conduct and Ethics

Any waiver of this Code for, or changes to this Code that apply to executive officers or directors, may be made only by Webster Financial Corporation's Board or a Board committee and will be promptly disclosed as required by law, regulation of the SEC and stock exchange requirement.

15. Reporting any Illegal or Unethical Behavior

When in doubt of the best course of action in a particular situation, employees are encouraged to talk promptly to supervisors, managers or their Human Resources representatives. It is the policy of Webster not to allow retaliation for reports of misconduct by others made in good faith by employees. Employees are expected to fully cooperate in investigations of misconduct.

16. Compliance Standards and Procedures

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations there may be "gray areas" for which it may be difficult to know the right thing to do. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are some steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Webster resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor or where you do not feel comfortable approaching your supervisor with your question, discuss it with Webster's Executive Vice President - Human Resources or Webster's General Counsel.

- Your report of violations of this Code may be made in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. Webster does not permit retaliation of any kind against employees for good faith reports of violations of this Code or questionable accounting or auditing matters. “Good faith” does not mean that you have to be right – but it does mean that you believe that you are providing truthful information. The important thing is that you bring your question or concern to our attention through one of the available channels.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

17. Employee Complaints on Accounting and Audit Matters

Webster has established a confidential procedure for employees to file complaints regarding accounting and auditing matters, in the rare cases that it would not be appropriate to discuss their concerns directly with their supervisors, managers or the General Auditor. A third party vendor supported hot line (providing both voice and Web access) program predicated on confidentiality and anonymity has been established.

Financial and Ethics Concerns Hotline
<https://Websterbank.alertline.com> or Toll Free 866-654-7901

The Audit Committee chairperson and the Chief Audit Officer are the only individuals notified by the third party vendor. The Audit Committee Chairperson will report regularly to the Audit Committee on complaints received and the results of any investigations.

18. Communications with the Board of Directors

The Board of Directors has established a process to communicate with the Board. Any communication to the Board should be addressed to:

Lead Director of the Board of Directors
Webster Financial Corporation
P.O. Box 1986
Waterbury, CT 06722

The Lead Director of the Board of Directors will automatically send all communications to the full Board.