

**WEBSTER FINANCIAL CORPORATION**

**Policy Statement on Shareholder Rights Plans**

Webster Financial Corporation will submit the adoption of any shareholder rights plan to a shareholder vote before it acts to adopt a rights plan; provided, however, that the Board may act on its own to adopt a rights plan without first submitting such action to a shareholder vote if the Board in the exercise of its fiduciary duties determines that, under the circumstances then existing, it would be in the best interests of Webster Financial Corporation and its shareholders to adopt a shareholder rights plan without prior shareholder approval.

If a shareholder rights plan is adopted without prior shareholder approval, the plan must either be ratified by shareholders or must expire, without being renewed or replaced, within 12 months following its adoption.