

Nominating and Corporate Governance Committee Charter

STATEMENT OF POLICY

The Nominating and Corporate Governance Committee of the Board of Directors of Webster Financial Corporation (the "Corporation"), which is composed solely of directors who are independent of management and meet the independence requirements of the New York Stock Exchange (NYSE), serves as the Nominating and Corporate Governance Committee of the Corporation and its subsidiary, Webster Bank, National Association (the "Bank").

The Nominating and Corporate Governance Committee has overall responsibility for recommending corporate governance process and board operations for the Corporation and the Bank. The Committee considers and makes recommendations to the Board concerning the appropriate size and needs of the Board and frequency of meetings. The Nominating and Corporate Governance Committee identifies director candidates, reviews the qualifications and experience of each person considered as a nominee for election or reelection as a director in accordance with the Board's Qualification Guidelines for Board Members, and recommends director nominees to fill vacancies on the Board and for approval by the Board and the shareholders. The Nominating and Corporate Governance Committee annually reviews the compensation for directors, and makes recommendations to the Board.

The Committee also makes recommendations to the boards of directors of the Corporation and the Bank with respect to the roles and responsibilities of the committees of the boards, the appointment of committee members and chairs, and the performance criteria for directors. The Committee is also charged with the responsibility for corporate governance recommendations for the Corporation and the Bank and reviewing and providing recommendations with respect to CEO succession planning for the Corporation and the Bank, and overseeing a review by the Board of its and the Board's committees performance.

Composition

The Nominating and Corporate Governance Committee shall comprise no fewer than three directors as determined by the Board of Directors of the Corporation, each of whom shall be independent directors, 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 Nominating and Corporate Committee shall meet the independence requirements of the NYSE and shall meet any other standards of independence as may be prescribed for purposes of any federal securities laws relating to the Committee's duties and responsibilities.

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

Practices

In carrying out its responsibilities, the Nominating and Corporate Governance Committee will adopt practices which will enable the Committee to best react to changing conditions and to

ensure that the Corporation's corporate governance principles are sound and remain consistent with any legal, regulatory or NYSE requirements.

In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of the Corporation or the Bank whom the Committee member reasonably believes to be reliable and competent in the matters presented;
- Counsel, independent auditors, or other persons as to matters which the Committee member 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 which committee the Committee member reasonably believes to merit confidence.

The Nominating and Corporate Governance Committee shall:

1. Identify potential candidates for nomination as directors on an ongoing basis, in such manner as the Committee deems appropriate.
2. Recommend to the Board the number of directors to be elected and a slate of nominees for election as directors at the Corporation's annual meeting of shareholders.
3. Recommend to the Board persons to be appointed as directors in the interval between annual meetings of the Corporation's shareholders.
4. Recommend to the Board standards for determining outside director independence consistent with the requirements of the NYSE and other legal or regulatory corporate governance requirements and review and assess these standards on an ongoing basis.
5. Review the qualifications and independence of the members of the Board and its various committees on a regular periodic basis and make any recommendations the Committee may deem appropriate from time to time concerning any recommended changes in the composition of the Board and its committees.
6. Annually review the compensation for outside, non-employee directors, and make recommendations to the Board with respect thereto.
7. Recommend to the Board such changes to the Board's committee structure and committee functions, as the Committee deems advisable.
8. Confirm that each standing committee of the Board has a charter in effect that that such charter is reviewed at least annually by its committee.
9. Review and assess the adequacy of the Corporation's Corporate Governance Policy and recommend any proposed changes to the Board for approval.

10. Review and assess the Corporation's compliance with the corporate governance requirements established by the NYSE and the requirements established under the Sarbanes-Oxley Act and by applicable laws and regulations.
11. Recommend to the Board for its approval the annual self-assessment process of the Board and its committees. The Nominating and Corporate Governance Committee shall be responsible for overseeing the annual self-assessments.
12. Have the authority to retain any search firm engaged to assist in identifying director candidates, and have complete access to the Corporation's legal, financial, and other advisors, and have the power to hire, at the expense of the Corporation, independent legal, financial and other advisors, as they may deem necessary or desirable.
13. Have the authority to form and delegate any of its responsibilities to subcommittees of one or more Committee members as the Committee may deem appropriate in its sole discretion.
14. Report its actions and recommendations to the Board at the next regularly scheduled meeting of the Board following each Committee meeting.
15. Conduct and present to the Board an annual performance evaluation of the Committee.
16. Review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.