

WEBSTER FINANCIAL CORP

Form 10-Q

August 06, 2014

Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2014

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number: 001-31486

WEBSTER FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

06-1187536

(I.R.S. Employer Identification No.)

145 Bank Street (Webster Plaza), Waterbury, Connecticut 06702

(Address and zip code of principal executive offices)

(203) 578-2202

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule

12b-2). Yes No

The number of shares of common stock, par value \$.01 per share, outstanding as of July 31, 2014 was 90,265,020

| | Page No. |
|--|-----------|
| <u>INDEX</u> | |
| <u>PART I – FINANCIAL INFORMATION</u> | |
| Item 1. <u>Financial Statements</u> | <u>1</u> |
| Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u> | <u>55</u> |
| Item 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u> | <u>88</u> |
| Item 4. <u>Controls and Procedures</u> | <u>88</u> |
| <u>PART II – OTHER INFORMATION</u> | |
| Item 1. <u>Legal Proceedings</u> | <u>89</u> |
| Item 1A. <u>Risk Factors</u> | <u>89</u> |
| Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | <u>89</u> |
| Item 3. <u>Defaults Upon Senior Securities</u> | <u>89</u> |
| Item 4. <u>Mine Safety Disclosures</u> | <u>89</u> |
| Item 5. <u>Other Information</u> | <u>89</u> |
| Item 6. <u>Exhibits</u> | <u>90</u> |
| <u>SIGNATURES</u> | <u>91</u> |
| <u>EXHIBIT INDEX</u> | <u>92</u> |

Table of Contents

PART I. – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

| | June 30, 2014 | December 31, 2013 |
|---|------------------|----------------------|
| (In thousands, except share data) | (Unaudited) | |
| Assets: | | |
| Cash and due from banks | \$287,917 | \$223,616 |
| Interest-bearing deposits | 18,620 | 23,674 |
| Securities available-for-sale, at fair value | 2,980,031 | 3,106,931 |
| Securities held-to-maturity (fair value of \$3,552,498 and \$3,370,912) | 3,478,803 | 3,358,721 |
| Federal Home Loan Bank and Federal Reserve Bank stock | 168,595 | 158,878 |
| Loans held for sale | 31,671 | 20,802 |
| Loans and leases | 13,275,380 | 12,699,776 |
| Allowance for loan and lease losses | (154,868 |) (152,573 |
| Loans and leases, net | 13,120,512 | 12,547,203 |
| Deferred tax asset, net | 57,671 | 65,109 |
| Premises and equipment, net | 119,840 | 121,605 |
| Goodwill | 529,887 | 529,887 |
| Other intangible assets, net | 3,515 | 5,351 |
| Cash surrender value of life insurance policies | 436,445 | 430,535 |
| Accrued interest receivable and other assets | 290,830 | 260,687 |
| Total assets | \$21,524,337 | \$20,852,999 |
| Liabilities and shareholders' equity: | | |
| Deposits: | | |
| Non-interest-bearing | \$3,249,996 | \$3,128,152 |
| Interest-bearing | 11,952,849 | 11,726,268 |
| Total deposits | 15,202,845 | 14,854,420 |
| Securities sold under agreements to repurchase and other borrowings | 1,401,259 | 1,331,662 |
| Federal Home Loan Bank advances | 2,217,324 | 2,052,421 |
| Long-term debt | 226,178 | 228,365 |
| Accrued expenses and other liabilities | 192,253 | 176,943 |
| Total liabilities | 19,239,859 | 18,643,811 |
| Shareholders' equity: | | |
| Preferred stock, \$.01 par value; Authorized - 3,000,000 shares: | | |
| Series A issued and outstanding - 28,939 shares | 28,939 | 28,939 |
| Series E issued and outstanding - 5,060 shares | 122,710 | 122,710 |
| Common stock, \$.01 par value; Authorized - 200,000,000 shares: | | |
| Issued - 93,381,269 and 93,366,673 shares | 934 | 934 |
| Paid-in capital | 1,128,300 | 1,125,584 |
| Retained earnings | 1,143,189 | 1,080,488 |
| Treasury stock, at cost (3,316,513 and 3,407,256 shares) | (109,599 |) (100,918 |
| Accumulated other comprehensive loss | (29,995 |) (48,549 |
| Total shareholders' equity | 2,284,478 | 2,209,188 |
| Total liabilities and shareholders' equity | \$21,524,337 | \$20,852,999 |
| See accompanying Notes to Condensed Consolidated Financial Statements. | | |

Table of Contents

WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

| | Three months ended June | | Six months ended June | |
|---|-------------------------|------------|-----------------------|------------|
| | 30, | 2013 | 30, | 2013 |
| (In thousands, except per share data) | 2014 | | 2014 | |
| Interest Income: | | | | |
| Interest and fees on loans and leases | \$ 125,771 | \$ 121,313 | \$ 249,781 | \$ 242,005 |
| Taxable interest and dividends on securities | 47,252 | 42,770 | 96,093 | 85,598 |
| Non-taxable interest on securities | 4,259 | 5,459 | 9,010 | 11,385 |
| Loans held for sale | 215 | 551 | 392 | 1,188 |
| Total interest income | 177,497 | 170,093 | 355,276 | 340,176 |
| Interest Expense: | | | | |
| Deposits | 10,851 | 12,024 | 21,495 | 24,874 |
| Securities sold under agreements to repurchase and other borrowings | 5,082 | 5,184 | 10,287 | 10,239 |
| Federal Home Loan Bank advances | 4,002 | 4,007 | 7,849 | 8,546 |
| Long-term debt | 2,440 | 1,817 | 5,222 | 3,660 |
| Total interest expense | 22,375 | 23,032 | 44,853 | 47,319 |
| Net interest income | 155,122 | 147,061 | 310,423 | 292,857 |
| Provision for loan and lease losses | 9,250 | 8,500 | 18,250 | 16,000 |
| Net interest income after provision for loan and lease losses | 145,872 | 138,561 | 292,173 | 276,857 |
| Non-interest Income: | | | | |
| Deposit service fees | 26,302 | 24,622 | 51,014 | 48,616 |
| Loan related fees | 4,890 | 5,505 | 9,372 | 10,090 |
| Wealth and investment services | 8,829 | 8,920 | 17,667 | 16,686 |
| Mortgage banking activities | 513 | 5,888 | 1,288 | 12,919 |
| Increase in cash surrender value of life insurance policies | 3,296 | 3,448 | 6,554 | 6,832 |
| Net gain on sale of investment securities | — | 333 | 4,336 | 439 |
| Impairment loss recognized in earnings | (73 |)— | (161 |)— |
| Other income | 3,839 | 3,535 | 7,354 | 4,947 |
| Total non-interest income | 47,596 | 52,251 | 97,424 | 100,529 |
| Non-interest Expense: | | | | |
| Compensation and benefits | 65,711 | 65,768 | 132,082 | 131,818 |
| Occupancy | 11,491 | 11,837 | 24,250 | 24,716 |
| Technology and equipment | 15,737 | 15,495 | 30,747 | 30,848 |
| Intangible assets amortization | 669 | 1,242 | 1,837 | 2,484 |
| Marketing | 4,249 | 3,817 | 7,429 | 8,628 |
| Professional and outside services | 1,269 | 1,527 | 3,971 | 3,677 |
| Deposit insurance | 5,565 | 5,524 | 10,876 | 10,698 |
| Other expense | 17,894 | 18,394 | 36,010 | 36,270 |
| Total non-interest expense | 122,585 | 123,604 | 247,202 | 249,139 |
| Income before income tax expense | 70,883 | 67,208 | 142,395 | 128,247 |
| Income tax expense | 23,027 | 20,835 | 44,116 | 39,757 |
| Net income | 47,856 | 46,373 | 98,279 | 88,490 |
| Preferred stock dividends | (2,639 |)(2,639 |)(5,278 |)(5,525 |
| Net income available to common shareholders | \$ 45,217 | \$ 43,734 | \$ 93,001 | \$ 82,965 |
| Net income per common share: | | | | |
| Basic | \$ 0.50 | \$ 0.49 | \$ 1.03 | \$ 0.94 |

| | | | | |
|---------|------|------|------|------|
| Diluted | 0.50 | 0.48 | 1.02 | 0.92 |
|---------|------|------|------|------|

See accompanying Notes to Condensed Consolidated Financial Statements.

2

Table of Contents

WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

| | Three months ended June 30, | | Six months ended June 30, | |
|--|--------------------------------|-----------|------------------------------|-----------|
| (In thousands) | 2014 | 2013 | 2014 | 2013 |
| Net income | \$47,856 | \$46,373 | \$98,279 | \$88,490 |
| Other comprehensive income (loss), net of tax | 13,696 | (34,228) | 18,554 | (32,873) |
| Comprehensive income | \$61,552 | \$12,145 | \$116,833 | \$55,617 |
| See accompanying Notes to Condensed Consolidated Financial Statements. | | | | |

Table of ContentsWEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (Unaudited)

| (In thousands, except per share data) | Preferred Stock | Common Stock | Paid-In Capital | Retained Earnings | Treasury Stock | Accumulated Other Comprehensive Loss | Total Equity |
|--|-----------------|--------------|-----------------|-------------------|----------------|--------------------------------------|--------------|
| Balance at December 31, 2013 | \$ 151,649 | \$ 934 | \$ 1,125,584 | \$ 1,080,488 | \$(100,918) | \$(48,549) | \$ 2,209,188 |
| Net income | — | — | — | 98,279 | — | — | 98,279 |
| Other comprehensive income, net of tax | — | — | — | — | — | 18,554 | 18,554 |
| Dividends on common stock and dividend equivalents declared \$0.35 per share | — | — | 23 | (31,585) | — | — | (31,562) |
| Dividends on Series A preferred stock \$42.50 per share | — | — | — | (1,230) | — | — | (1,230) |
| Dividends on Series E preferred stock \$800.00 per share | — | — | — | (4,048) | — | — | (4,048) |
| Exercise of stock options | — | — | (1,174) | — | 2,726 | — | 1,552 |
| Common stock repurchased | — | — | — | — | (10,741) | — | (10,741) |
| Shares acquired related to employee share-based compensation plans | — | — | — | — | (2,196) | — | (2,196) |
| Stock-based compensation, net of tax impact | — | — | 3,431 | 1,285 | 1,530 | — | 6,246 |
| Common stock issued | — | — | 436 | — | — | — | 436 |
| Balance at June 30, 2014 | \$ 151,649 | \$ 934 | \$ 1,128,300 | \$ 1,143,189 | \$(109,599) | \$(29,995) | \$ 2,284,478 |

| (In thousands, except per share data) | Preferred Stock | Common Stock | Paid-In Capital | Retained Earnings | Treasury Stock | Accumulated Other Comprehensive Loss | Total Equity |
|--|-----------------|--------------|-----------------|-------------------|----------------|--------------------------------------|--------------|
| Balance at December 31, 2012 | \$ 151,649 | \$ 907 | \$ 1,145,620 | \$ 1,000,427 | \$(172,807) | \$(32,266) | \$ 2,093,530 |
| Net income | — | — | — | 88,490 | — | — | 88,490 |
| Other comprehensive loss, net of tax | — | — | — | — | — | (32,873) | (32,873) |
| Dividends on common stock and dividend equivalents declared \$0.25 per share | — | — | — | (21,899) | — | — | (21,899) |
| Dividends on Series A preferred stock \$42.50 per share | — | — | — | (1,230) | — | — | (1,230) |
| Dividends on Series E preferred stock \$848.89 per share | — | — | — | (4,295) | — | — | (4,295) |
| Common stock warrants repurchased | — | — | (30) | — | — | — | (30) |
| Exercise of stock options | — | — | (182) | — | 559 | — | 377 |
| Shares acquired related to employee share-based compensation plans | — | — | — | — | (169) | — | (169) |

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| | | | | | | | |
|---|-----------|--------|-------------|-------------|-------------|-----------|---------------|
| Stock-based compensation, net of tax impact | — | — | 1,752 | (1,995 |) 5,648 | — | 5,405 |
| Common stock issued | — | 26 | (21,299 |)(36,255 |) 57,697 | — | 169 |
| Balance at June 30, 2013 | \$151,649 | \$ 933 | \$1,125,861 | \$1,023,243 | \$(109,072) | \$(65,139 |) \$2,127,475 |

See accompanying Notes to Condensed Consolidated Financial Statements.

4

Table of ContentsWEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

| | Six months ended June 30, | |
|---|---------------------------|-------------|
| (In thousands) | 2014 | 2013 |
| Operating Activities: | | |
| Net income | \$98,279 | \$88,490 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan and lease losses | 18,250 | 16,000 |
| Deferred tax expense | 2,658 | 13,614 |
| Depreciation and amortization | 16,330 | 18,449 |
| Amortization of earning assets and funding premium/discount, net | 23,701 | 34,270 |
| Stock-based compensation | 5,550 | 5,595 |
| Gain on sale, net of write-down, on foreclosed and repossessed assets | (834) | (534) |
| Loss (gain) on sale, net of write-down, on premises and equipment | 364 | (160) |
| Impairment loss recognized in earnings | 161 | — |
| Loss on fair value adjustment of alternative investments | 232 | 284 |
| Loss (gain) on fair value adjustment of derivative instruments | 286 | (160) |
| Net gain on the sale of investment securities | (4,336) | (439) |
| Increase in cash surrender value of life insurance policies | (6,554) | (6,832) |
| Gain from life insurance policies | — | (1,070) |
| Gain on sale of loans held for sale | (1,288) | (12,919) |
| Proceeds from sale of loans held for sale | 122,219 | 470,323 |
| Originations of loans held for sale | (131,835) | (435,315) |
| Net (increase) decrease in accrued interest receivable and other assets | (49,472) | 79,951 |
| Net increase (decrease) in accrued expenses and other liabilities | 8,639 | (23,552) |
| Net cash provided by operating activities | 102,350 | 245,995 |
| Investing Activities: | | |
| Net decrease in interest-bearing deposits | 5,054 | 22,834 |
| Purchases of available-for-sale securities | (52,836) | (631,271) |
| Proceeds from maturities and principal payments of available-for-sale securities | 194,468 | 426,129 |
| Proceeds from sales of available-for-sale securities | 21,695 | 36,521 |
| Purchases of held-to-maturity securities | (421,995) | (446,497) |
| Proceeds from maturities and principal payments of held-to-maturity securities | 290,671 | 414,444 |
| Net purchase of Federal Home Loan Bank stock | (9,717) | (3,248) |
| Net increase in loans | (593,327) | (252,613) |
| Proceeds from life insurance policies | 644 | 1,768 |
| Proceeds from the sale of foreclosed properties and repossessed assets | 5,138 | 4,056 |
| Proceeds from the sale of premises and equipment | — | 1,169 |
| Purchases of premises and equipment | (14,024) | (4,816) |
| Net cash used for investing activities | (574,229) | (431,524) |
| Financing Activities: | | |
| Net increase in deposits | 348,425 | 304,740 |
| Proceeds from Federal Home Loan Bank advances | 2,715,000 | 1,925,000 |
| Repayments of Federal Home Loan Bank advances | (2,550,085) | (2,125,083) |
| Net increase in securities sold under agreements to repurchase and other borrowings | 69,597 | 137,189 |
| Issuance of long-term debt | 150,000 | — |
| Repayment of long-term debt | (150,000) | (102,579) |
| Dividends paid to common shareholders | (31,460) | (21,868) |

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|--|---------|---------|---|
| Dividends paid to preferred shareholders | (5,278 |)(5,525 |) |
| Exercise of stock options | 1,552 | 377 | |
| Excess tax benefits from stock-based compensation | 930 | 93 | |
| Common stock issued | 436 | 169 | |
| Common stock repurchased | (10,741 |)— | |
| Shares acquired related to employee share-based compensation plans | (2,196 |)(169 |) |
| Common stock warrants repurchased | — | (30 |) |
| Net cash provided by financing activities | 536,180 | 112,314 | |
| See accompanying Notes to Condensed Consolidated Financial Statements. | | | |

5

Table of Contents

WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited), continued

| | Six months ended June | |
|---|-----------------------|-----------|
| | 30, | 2013 |
| (In thousands) | 2014 | 2013 |
| Net increase (decrease) in cash and due from banks | 64,301 | (73,215) |
| Cash and due from banks at beginning of period | 223,616 | 252,283 |
| Cash and due from banks at end of period | \$287,917 | \$179,068 |
| Supplemental disclosure of cash flow information: | | |
| Interest paid | \$52,472 | \$48,081 |
| Income taxes paid | 40,411 | 21,620 |
| Noncash investing and financing activities: | | |
| Transfer of loans and leases, net to foreclosed properties and repossessed assets | \$2,351 | \$3,988 |
| See accompanying Notes to Condensed Consolidated Financial Statements. | | |

Table of Contents

NOTE 1: Summary of Significant Accounting Policies

Nature of Operations. Webster Financial Corporation (collectively, with its consolidated subsidiaries, “Webster” or the “Company”) is a financial holding company under the Bank Holding Company Act of 1956, as amended, incorporated under the laws of Delaware in 1986 and headquartered in Waterbury, Connecticut. At June 30, 2014, Webster Financial Corporation's principal asset is all of the outstanding capital stock of Webster Bank, National Association (“Webster Bank”).

Webster, through Webster Bank and various non-banking financial services subsidiaries, delivers financial services to individuals, families and businesses throughout southern New England and into Westchester County, New York.

Webster provides business and consumer banking, mortgage lending, financial planning, trust and investment services through banking offices, ATMs, telephone banking, mobile banking and its Internet website (www.websterbank.com).

Webster also offers equipment financing, commercial real estate lending, and asset-based lending across the Northeast. Webster Bank offers, through its HSA Bank division, health savings accounts on a nationwide basis.

Basis of Presentation. The Condensed Consolidated Financial Statements include the accounts of Webster Financial Corporation and all other entities in which it has a controlling financial interest. All significant intercompany balances and transactions have been eliminated in consolidation. Webster's accounting and financial reporting policies conform, in all material respects, to U.S. generally accepted accounting principles (“GAAP”) and to general practices within the financial services industry.

The Company determines whether it has a controlling financial interest in an entity by first evaluating whether the entity is a voting interest entity or a variable interest entity (“VIE”) under GAAP. Voting interest entities are entities in which the total equity investment at risk is sufficient to enable the entity to finance itself independently and provides the equity holder with the obligation to absorb losses, the right to receive residual returns and the right to make decisions about the entity’s activities. The Company consolidates voting interest entities in which it has all, or at least a majority, of the voting interest. VIEs are entities that lack one or more of the characteristics of a voting interest entity. A controlling financial interest in a VIE is present when the Company has both the power and ability to direct the activities of the VIE that most significantly impact the VIE's economic performance and an obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

The Company owns the common stock of a trust which has issued trust preferred securities. The trust is a VIE in which the Company is not the primary beneficiary and, therefore, is not consolidated. The trust's only assets are junior subordinated debentures issued by the Company, which were acquired by the trust using the proceeds from the issuance of the trust preferred securities and common stock. The junior subordinated debentures are included in long-term debt and the Company’s equity interest in the trust is included in other assets in the accompanying Condensed Consolidated Balance Sheets. Interest expense on the junior subordinated debentures is reported in interest expense on long-term debt in the accompanying Condensed Consolidated Statements of Income.

Certain prior period amounts have been reclassified to conform to the current year's presentation. These reclassifications had no impact on the Company's consolidated financial position, results of operations or net change in cash or cash equivalents.

Use of Estimates. The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of these Condensed Consolidated Financial Statements.

Actual results could differ from those estimates. The allowance for loan and lease losses, the fair value measurements of financial instruments and evaluation of investments for other-than-temporary impairment (“OTTI”), the valuation of goodwill, the deferred tax asset valuation allowance, and pension and other postretirement benefits, as well as the status of contingencies, are particularly subject to change.

Cash Equivalents and Cash Flows. For the purposes of the Condensed Consolidated Statements of Cash Flows, cash equivalents include cash on hand and due from banks and, interest-bearing deposits at the Federal Reserve. Cash equivalents have a maturity of three months or less.

Cash flows from loans, either originated or acquired, are classified at that time according to management's original intent to either sell or hold the loan for the foreseeable future. When management's intent is to sell the loan, the cash flows of that loan are presented as operating cash flows. When management's intent is to hold the loan for the

foreseeable future, the cash flows of that loan are presented as investing cash flows.

7

Table of Contents

Investment Securities. Investment securities are classified at the time of purchase as available-for-sale or held-to-maturity. Classification is determined at purchase and any subsequent changes to classification are reviewed for compliance with corporate objectives and accounting policy. Debt securities classified as held-to-maturity are those which Webster has the ability and intent to hold to maturity. Securities in the held-to-maturity portfolio are recorded at amortized cost net of unamortized premiums and discounts. Discount accretion income and premium amortization expense is recognized in investment securities interest income according to a constant yield methodology. Securities classified as available-for-sale are recorded at fair value with unrealized gains and losses, net of taxes, recorded as a separate component of other comprehensive income ("OCI"). Securities transferred from available-for-sale to held-to-maturity are recorded at fair value at the time of transfer. The respective gain or loss is reclassified as a separate component of OCI and amortized as an adjustment to interest income over the remaining life of the security.

All securities classified as available-for-sale or held-to-maturity that are in an unrealized loss position are evaluated for other-than-temporary impairment on a quarterly basis. The evaluation considers several qualitative factors including the period of time the security has been in a loss position, in addition to the amount of the unrealized loss. If the Company intends to sell the security or it is more than likely the Company will be required to sell the security prior to recovery of its amortized cost basis, the security is written down to fair value and the loss is recorded in non-interest income in the accompanying Condensed Consolidated Statements of Income. If the Company does not intend to sell the security and it is more likely than not that the Company will not be required to sell the security prior to recovery of its amortized cost basis, only the credit component of any impairment charge of a debt security would be recognized as a loss in non-interest income in the accompanying Condensed Consolidated Statements of Income. The remaining loss component would be recorded in accumulated other comprehensive income ("AOCI"). A decline in the value of an equity security that is considered OTTI is recorded as a loss in non-interest income in the accompanying Condensed Consolidated Statements of Income.

The specific identification method is used to determine realized gains and losses on sales of securities.

Loans Held for Sale. Loans typically are assigned this classification upon origination based on management's intent to sell such loans. Loans held for sale are carried at the lower of cost or fair value. Non-residential mortgage loans held for sale are carried at the lower of cost or fair value and are valued on an individual asset basis. Any cost amount in excess of fair value is recorded as a valuation allowance and recognized as a reduction of other income. Gains or losses on the sale of loans held for sale are included in non-interest income in the accompanying Condensed Consolidated Statements of Income. Direct loan origination costs and fees are deferred and are recognized at the time of sale.

Loans. Loans are stated at the principal amounts outstanding, net of charged off amounts and unamortized premiums and discounts and net of deferred loan fees and/or costs which are recognized as yield adjustments using the interest method. These yield adjustments are amortized over the contractual life of the related loans adjusted for estimated prepayments when applicable. Interest on loans is credited to interest income as earned based on the interest rate applied to principal amounts outstanding.

Loans are placed on non-accrual status when collection of principal and interest in accordance with contractual terms is doubtful. A loan is transferred to a non-accrual basis generally when principal or interest payments become 90 days delinquent, unless the loan is well secured and in process of collection, or sooner if management concludes circumstances indicate that the borrower may be unable to meet contractual principal or interest payments. Residential real estate and consumer loans are placed on non-accrual status at 90 days past due, or at the date when the Company is notified that the borrower is discharged in bankruptcy. A charge-off is recorded at 180 days if the loan balance exceeds the fair value of the collateral less costs to sell. Commercial, commercial real estate, and equipment finance loans are subject to a detailed review when 90 days past due to determine accrual status, or when payment is uncertain and a specific consideration is made to put a loan or lease on non-accrual status.

When a loan is placed on non-accrual status, the accrual of interest is discontinued and any unpaid accrued interest is reversed and charged against interest income. If ultimate repayment of a non-accrual loan is expected, any payments received are applied in accordance with contractual terms. If ultimate repayment is not expected on commercial, commercial real estate, and equipment finance loans, any payment received on a non-accrual loan is applied to

principal until the unpaid balance has been fully recovered. Any excess is then credited to interest income when received. If the Company determines, through a current valuation analysis, that principal can be repaid on residential real estate and consumer loans, interest payments may be taken into income as received or on a cash basis. Except for loans discharged under Chapter 7 under the Bankruptcy Code, loans are removed from non-accrual status when they become current as to principal and interest or demonstrate a period of performance under contractual terms and, in the opinion of management, are fully collectible as to principal and interest. Pursuant to regulatory guidance, a Chapter 7 discharged bankruptcy loan is removed from non-accrual status when the bank expects full repayment of the remaining pre-discharged contractual principal and interest, is a closed-end amortizing loan, fully collateralized, and post-discharge had at least six consecutive months of current payments.

Table of Contents

Allowance for Loan and Lease Losses. The allowance for loan and lease losses ("ALLL") is a reserve established through a provision for loan and lease losses charged to expense and represents management's best estimate of probable losses that may be incurred within the existing loan and lease portfolio as of the balance sheet date. The level of the allowance reflects management's view of trends in losses, current portfolio quality, and present economic, political, and regulatory conditions. Portions of the allowance may be allocated for specific loans and leases; however, the entire allowance is available for any loan or lease that is charged off. A charge-off is recorded on a case-by-case basis when all or a portion of the loan or lease is deemed to be uncollectible. Back-testing is performed to compare original estimated losses and actual observed losses, resulting in ongoing refinements. While management utilizes its best judgment based on the information available at the time, the ultimate adequacy of the allowance is dependent upon a variety of factors that are beyond the Company's control, which include the performance of the Company's portfolio, economic conditions, interest rate sensitivity, and the view of the regulatory authorities regarding loan classifications.

The allowance for loan and lease losses consists of three elements: (i) specific valuation allowances established for probable losses on impaired loans and leases; (ii) quantitative valuation allowances calculated using loss experience for like loans and leases with similar characteristics and trends, adjusted, as necessary, to reflect the impact of current conditions; and (iii) qualitative factors determined based on general economic conditions and other factors that may be internal or external to the Company.

Loans and leases are considered impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated on a pooled basis for smaller-balance homogeneous residential and consumer loans. Commercial, commercial real estate, and equipment financing loans and leases over a specific dollar amount and all troubled debt restructurings ("TDR") are evaluated individually for impairment. A loan identified as a TDR is considered an impaired loan for the entire term of the loan, with few exceptions. If a loan is impaired, a specific valuation allowance may be established, and the loan is reported net, at the present value of estimated future cash flows using the loan's original interest rate or at the fair value of collateral less cost to sell if repayment is expected from collateral liquidation. Interest payments on non-accruing impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible. Factors considered by management in determining impairment include payment status, collateral value, discharged bankruptcy, and the likelihood of collecting scheduled principal and interest payments. Consumer modified loans are analyzed for re-default probability, which is considered when determining the impaired reserve for ALLL. The current or weighted average (for multiple notes within a commercial borrowing arrangement) interest rate of the loan is used as the discount rate when the interest rate floats with a specified index. A change in terms or payments would be included in the impairment calculation.

Reserve for Unfunded Commitments. The reserve for unfunded commitments provides for probable losses inherent with funding the unused portion of legal commitments available to lend. The unfunded reserve calculation includes factors that are consistent with ALLL methodology for funded loans using the loss given default, probability of default and a draw down factor applied to the underlying borrower risk and facility grades. Changes in the reserve for unfunded credit commitments, within other liabilities, are reported as a component of other expense in the accompanying Condensed Consolidated Statements of Income.

Troubled Debt Restructurings. A modified loan is considered a TDR when two conditions are met: (i) the borrower is experiencing financial difficulties and (ii) the modification constitutes a concession. The Company considers all aspects of the restructuring in determining whether a concession has been granted, including the debtor's ability to access funds at a market rate. In general, a concession exists when the modified terms of the loan are more attractive to the borrower than standard market terms. Modified terms are dependent upon the financial position and needs of the individual borrower. The Company does not employ modification programs for temporary or trial periods. The most common types of modifications include covenant modifications, forbearance and/or other concessions. If the modification agreement is violated, the loan is reevaluated to determine if it should be handled by the Company's Restructuring and Recovery group for resolution, which may result in foreclosure. Loans for which the borrower has

been discharged under Chapter 7 bankruptcy are considered collateral dependent TDRs, impaired at the date of discharge, and charged down to the fair value of collateral less cost to sell.

The Company's policy is to place consumer loan TDRs, except those that were performing prior to TDR status, on non-accrual status for a minimum period of 6 months. Commercial TDRs are evaluated on a case-by-case basis for determination of whether or not to place on non-accrual status. Loans qualify for return to accrual status once they have demonstrated performance with the restructured terms of the loan agreement for a minimum of 6 months. Initially, all TDRs are reported as impaired. Generally, TDRs are classified as impaired loans and reported as TDRs for the remaining life of the loan. Impaired and TDR classification may be removed if the borrower demonstrates compliance with the modified terms for a minimum of 6 months and through one fiscal year-end and the restructuring agreement specifies a market rate of interest equal to that which would be provided to a borrower with similar credit at the time of restructuring. In the limited circumstance that a loan is removed from TDR classification it is the Company's policy to continue to base its measure of loan impairment on the contractual terms specified by the loan agreement.

Table of Contents

Transfers and Servicing of Financial Assets. Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is generally considered to have been surrendered when (i) the transferred assets are legally isolated from the Company or its consolidated affiliates, even in bankruptcy or other receivership, (ii) the transferee has the right to pledge or exchange the assets with no conditions that constrain the transferee and provide more than a trivial benefit to the Company, and (iii) the Company does not maintain the obligation or unilateral ability to reclaim or repurchase the assets.

The Company sells financial assets in the normal course of business, the majority of which are residential mortgage loan sales primarily to government-sponsored enterprises through established programs, commercial loan sales through participation agreements, and other individual or portfolio loan and securities sales. In accordance with accounting guidance for asset transfers, the Company considers any ongoing involvement with transferred assets in determining whether the assets can be derecognized from the balance sheet. With the exception of servicing and certain performance-based guarantees, the Company's continuing involvement with financial assets sold is minimal and generally limited to market customary representation and warranty clauses.

When the Company sells financial assets, it may retain servicing rights and/or other interests in the financial assets. The gain or loss on sale depends on the previous carrying amount of the transferred financial assets and the consideration received and any liabilities incurred in exchange for the transferred assets. Upon transfer, any servicing assets and other interests held by the Company are carried at the lower of cost or fair value.

Recently Adopted Accounting Standards Updates

ASU No. 2013-11 - Income Taxes (Topic 740) - "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists (a consensus of the FASB Emerging Issues Task Force)." The ASU requires an entity to present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, as applicable. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit shall be presented in the financial statements as a liability and shall not be combined with deferred tax assets. This update was adopted effective January 1, 2014 and will be applied prospectively; however, its netting provisions are consistent with the Company's previous presentation, as applicable, and as a result do not require additional disclosures.

Recently Issued Accounting Standards Updates

ASU No. 2014-01 - Investments - Equity Method and Joint Ventures (Topic 323) - "Accounting for Investments in Qualified Affordable Housing Projects (a consensus of the FASB Emerging Issues Task Force)." The ASU permits an entity to make an accounting policy election to account for its investment in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Under the proportionate amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense (benefit). The decision to apply the proportionate amortization method of accounting should be applied consistently to all qualifying affordable housing project investments. A reporting entity that uses the effective yield or other method to account for its investments in qualified affordable housing projects before the date of adoption may continue to apply such method to those preexisting investments. The amendments are effective for annual and interim periods beginning after January 1, 2015. The Company does not expect the application of this guidance to have a material impact on the Company's financial statements.

ASU No. 2014-04, Receivables - Troubled Debt Restructurings by Creditors (Subtopic 310-40) - "Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure (a consensus of the FASB Emerging Issues Task Force)." The ASU clarifies that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (i) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (ii) the borrower conveying all interest in the residential real estate property to the

creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar agreement. In addition, the amendments require disclosure of both the amount of foreclosed residential real estate property held by the creditor and the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure in accordance with local requirements of the applicable jurisdiction. An entity can elect to adopt the amendments using either a modified retrospective method or a prospective transition method. The amendments are effective for annual and interim periods beginning after January 1, 2015. The Company does not expect the application of this guidance to have a material impact on the Company's financial statements.

Table of Contents

ASU No. 2014-09 - Revenue from Contracts with Customers (Topic 606). The ASU establishes a single comprehensive model for an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled, and will supersede nearly all existing revenue recognition guidance, to clarify and converge revenue recognition principles under US GAAP and IFRS. The update outlines five steps to recognizing revenue: (i) identify the contracts with the customer; (ii) identify the separate performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the separate performance obligations; (v) recognize revenue when each performance obligation is satisfied. The update requires more comprehensive disclosures, relating to quantitative and qualitative information for amounts, timing, the nature and uncertainty of revenue, and cash flows arising from contracts with customers, which will mainly impact construction and high-tech industries. The most significant potential impact to banking entities relates to less prescriptive derecognition requirements on the sale of OREO property. The amendments are effective for annual and interim periods beginning after January 1, 2017. An entity may elect either a full retrospective or a modified retrospective application. The Company does not expect the application of this guidance to have a material impact on the Company's financial statements.

ASU No. 2014-11 - Transfers and Servicing (Topic 860) - "Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures." The ASU requires two accounting changes: (i) the accounting for repurchase-to-maturity transactions are to be accounted for as secured borrowings; (ii) repurchase financing arrangements, separate accounting is required for a transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty, which will result in secured borrowing accounting for the repurchase agreement. Additionally, disclosure requirements have been expanded to include a disaggregation of collateral used for secured borrowings, and contractual maturity disclosure has been expanded to interim periods. The amendments are effective for annual and interim periods beginning after January 1, 2015. The Company does not expect the application of this guidance to have a material impact on the Company's financial statements.

ASU No. 2014-12, Compensation-Stock Compensation (Topic 718) - "Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (a consensus of the FASB Emerging Issues Task Force)." The ASU provides explicit guidance to account for a performance target that could be achieved after the requisite service period as a performance condition. For awards within the scope of this Update, the Task Force decided that an entity should apply existing guidance in Topic 718 as it relates to share-based payments with performance conditions that affect vesting. Consistent with that guidance, performance conditions that affect vesting should not be reflected in estimating the fair value of an award at the grant date. Compensation cost should be recognized when it is probable that the performance target will be achieved and should represent the compensation cost attributable to the period for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite service period, the remaining unrecognized compensation cost should be recognized prospectively over the remaining requisite service period. The total amount of compensation cost recognized during and after the requisite service period should reflect the number of awards that are expected to vest and should be adjusted to reflect those awards that ultimately vest. The amendments are effective for annual and interim periods beginning after January 1, 2016. The Company does not expect the application of this guidance to have a material impact on the Company's financial statements.

Table of Contents

NOTE 2: Investment Securities

Summaries of the amortized cost, carrying value, and fair value of Webster's investment securities are presented below:

| (In thousands) | At June 30, 2014 | | | | | | |
|---|------------------|------------------------|-------------------------|----------------|------------------------|-------------------------|-------------|
| | Amortized Cost | Recognized in OCI | | | Not Recognized in OCI | | Fair Value |
| | | Gross Unrealized Gains | Gross Unrealized Losses | Carrying Value | Gross Unrealized Gains | Gross Unrealized Losses | |
| Available-for-sale: | | | | | | | |
| U.S. Treasury Bills | \$525 | \$— | \$— | \$525 | \$— | \$— | \$525 |
| Agency collateralized mortgage obligations ("CMO") | 682,716 | 13,816 | (723) | 695,809 | — | — | 695,809 |
| Agency mortgage-backed securities ("MBS") | 1,174,246 | 13,492 | (20,611) | 1,167,127 | — | — | 1,167,127 |
| Agency commercial mortgage-backed securities ("ACMBS") | 81,046 | 45 | (111) | 80,980 | — | — | 80,980 |
| Commercial mortgage-backed securities ("CMBS") | 484,018 | 27,042 | (24) | 511,036 | — | — | 511,036 |
| Collateralized loan obligations ("CLO") ⁽¹⁾ | 357,433 | 449 | — | 357,882 | — | — | 357,882 |
| Pooled trust preferred securities ⁽²⁾ | 14,551 | — | (3,216) | 11,335 | — | — | 11,335 |
| Single issuer trust preferred securities | 41,892 | 78 | (3,137) | 38,833 | — | — | 38,833 |
| Corporate debt securities | 107,738 | 5,088 | — | 112,826 | — | — | 112,826 |
| Equity securities - financial institutions ⁽³⁾ | 2,314 | 1,364 | — | 3,678 | — | — | 3,678 |
| Total available-for-sale | \$2,946,479 | \$61,374 | \$(27,822) | \$2,980,031 | \$— | \$— | \$2,980,031 |
| Held-to-maturity: | | | | | | | |
| Agency CMO | \$317,408 | \$— | \$— | \$317,408 | \$9,096 | \$(453) | \$326,051 |
| Agency MBS | 2,204,891 | — | — | 2,204,891 | 59,881 | (19,924) | 2,244,848 |
| Agency CMBS | 279,926 | — | — | 279,926 | 585 | (232) | 280,279 |
| Municipal bonds and notes | 380,268 | — | — | 380,268 | 15,047 | (71) | 395,244 |
| CMBS | 289,090 | — | — | 289,090 | 11,238 | (1,609) | 298,719 |
| Private Label MBS | 7,220 | — | — | 7,220 | 137 | — | 7,357 |
| Total held-to-maturity | \$3,478,803 | \$— | \$— | \$3,478,803 | \$95,984 | \$(22,289) | \$3,552,498 |
| Total investment securities | \$6,425,282 | \$61,374 | \$(27,822) | \$6,458,834 | \$95,984 | \$(22,289) | \$6,532,529 |

(1) Amortized cost is net of \$2.8 million of other-than-temporary impairments at June 30, 2014.

(2) Amortized cost is net of \$7.0 million of other-than-temporary impairments at June 30, 2014.

(3) Amortized cost is net of \$20.4 million of other-than-temporary impairments at June 30, 2014.

Table of Contents

At December 31, 2013

| (In thousands) | Amortized Cost | Recognized in OCI | | | Not Recognized in OCI | | Fair Value |
|---|--------------------|------------------------|-------------------------|--------------------|------------------------|-------------------------|--------------------|
| | | Gross Unrealized Gains | Gross Unrealized Losses | Carrying Value | Gross Unrealized Gains | Gross Unrealized Losses | |
| Available-for-sale: | | | | | | | |
| U.S. Treasury Bills | \$325 | \$— | \$— | \$325 | \$— | \$— | \$325 |
| Agency CMO | 794,397 | 14,383 | (1,868) | 806,912 | — | — | 806,912 |
| Agency MBS | 1,265,276 | 9,124 | (47,698) | 1,226,702 | — | — | 1,226,702 |
| Agency CMBS | 71,759 | — | (782) | 70,977 | — | — | 70,977 |
| CMBS | 436,872 | 28,398 | (996) | 464,274 | — | — | 464,274 |
| CLOs ⁽¹⁾ | 357,326 | 315 | — | 357,641 | — | — | 357,641 |
| Pooled trust preferred securities ⁽²⁾ | 31,900 | — | (3,410) | 28,490 | — | — | 28,490 |
| Single issuer trust preferred securities | 41,807 | — | (6,872) | 34,935 | — | — | 34,935 |
| Corporate debt securities | 108,936 | 4,155 | — | 113,091 | — | — | 113,091 |
| Equity securities - financial institutions ⁽³⁾ | 2,314 | 1,270 | — | 3,584 | — | — | 3,584 |
| Total available-for-sale | \$3,110,912 | \$57,645 | \$(61,626) | \$3,106,931 | \$— | \$— | \$3,106,931 |
| Held-to-maturity: | | | | | | | |
| Agency CMO | \$365,081 | \$— | \$— | \$365,081 | \$10,135 | \$(1,009) | \$374,207 |
| Agency MBS | 2,130,685 | — | — | 2,130,685 | 43,315 | (53,188) | 2,120,812 |
| Agency CMBS | 115,995 | — | — | 115,995 | 44 | (818) | 115,221 |
| Municipal bonds and notes | 448,405 | — | — | 448,405 | 11,104 | (1,228) | 458,281 |
| CMBS | 290,057 | — | — | 290,057 | 8,635 | (4,975) | 293,717 |
| Private Label MBS | 8,498 | — | — | 8,498 | 176 | — | 8,674 |
| Total held-to-maturity | \$3,358,721 | \$— | \$— | \$3,358,721 | \$73,409 | \$(61,218) | \$3,370,912 |
| Total investment securities | \$6,469,633 | \$57,645 | \$(61,626) | \$6,465,652 | \$73,409 | \$(61,218) | \$6,477,843 |

(1) Amortized cost is net of \$2.6 million of other-than-temporary impairments at December 31, 2013.

(2) Amortized cost is net of \$14.0 million of other-than-temporary impairments at December 31, 2013.

(3) Amortized cost is net of \$20.4 million of other-than-temporary impairments at December 31, 2013.

The amortized cost and fair value of debt securities at June 30, 2014, by contractual maturity, are set forth below:

| (In thousands) | Available-for-Sale | | Held-to-Maturity | |
|---------------------------------------|--------------------|--------------------|--------------------|--------------------|
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| Due in one year or less | \$15,513 | \$15,586 | \$15 | \$16 |
| Due after one year through five years | 107,904 | 112,992 | 76,845 | 80,553 |
| Due after five through ten years | 254,326 | 254,743 | 75,060 | 78,411 |
| Due after ten years | 2,566,422 | 2,593,032 | 3,326,883 | 3,393,518 |
| Total debt securities | \$2,944,165 | \$2,976,353 | \$3,478,803 | \$3,552,498 |

For the maturity schedule above, mortgage-backed securities and collateralized loan obligations, which are not due at a single maturity date, have been categorized based on the maturity date of the underlying collateral. Actual principal cash flows may differ from this maturity date presentation because borrowers have the right to prepay obligations with or without prepayment penalties. At June 30, 2014, the Company had a carrying value of \$813.9 million in callable securities in its CMBS, CLO, and municipal bond portfolios. The Company considers these factors in the evaluation of its effective duration and interest rate risk profile.

Securities with a carrying value totaling \$2.7 billion at June 30, 2014 and \$2.7 billion at December 31, 2013 were pledged to secure public funds, trust deposits, repurchase agreements and for other purposes, as required or permitted by law. At June 30, 2014 and December 31, 2013, the Company had no investments in obligations of individual states, counties, or municipalities which exceeded 10% of consolidated shareholders' equity.

Table of Contents

The following tables provide information on the gross unrealized losses and fair value of the Company's investment securities with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment security type and length of time that individual investment securities have been in a continuous unrealized loss position:

| (Dollars in thousands) | At June 30, 2014 | | | | | | |
|--|------------------|-------------------|-------------|-------------------|---------------|------------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | # of Holdings | Total Fair Value | Unrealized Losses |
| Available-for-sale: | | | | | | | |
| Agency CMO | \$23,805 | \$(38) | \$42,979 | \$(685) | 7 | \$66,784 | \$(723) |
| Agency MBS | 28,323 | (51) | 689,531 | (20,560) | 68 | 717,854 | (20,611) |
| Agency CMBS | 44,365 | (111) | — | — | 2 | 44,365 | (111) |
| CMBS | — | — | 9,382 | (24) | 2 | 9,382 | (24) |
| Pooled trust preferred securities | — | — | 11,335 | (3,216) | 2 | 11,335 | (3,216) |
| Single issuer trust preferred securities | — | — | 34,583 | (3,137) | 7 | 34,583 | (3,137) |
| Total available-for-sale in an unrealized loss position | \$96,493 | \$(200) | \$787,810 | \$(27,622) | 88 | \$884,303 | \$(27,822) |
| Held-to-maturity: | | | | | | | |
| Agency CMO | \$17,636 | \$(413) | \$9,494 | \$(40) | 2 | \$27,130 | \$(453) |
| Agency MBS | 112,994 | (254) | 697,179 | (19,670) | 51 | 810,173 | (19,924) |
| Agency CMBS | 109,610 | (232) | — | — | 5 | 109,610 | (232) |
| Municipal bonds and notes | 5,084 | (21) | 5,621 | (50) | 10 | 10,705 | (71) |
| CMBS | — | — | 73,750 | (1,609) | 7 | 73,750 | (1,609) |
| Total held-to-maturity in an unrealized loss position | \$245,324 | \$(920) | \$786,044 | \$(21,369) | 75 | \$1,031,368 | \$(22,289) |
| Total investment securities in an unrealized loss position | \$341,817 | \$(1,120) | \$1,573,854 | \$(48,991) | 163 | \$1,915,671 | \$(50,111) |

| (Dollars in thousands) | At December 31, 2013 | | | | | | |
|---|----------------------|-------------------|------------|-------------------|---------------|------------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | # of Holdings | Total Fair Value | Unrealized Losses |
| Available-for-sale: | | | | | | | |
| Agency CMO | \$149,894 | \$(1,713) | \$9,011 | \$(155) | 15 | \$158,905 | \$(1,868) |
| Agency MBS | 616,286 | (29,537) | 279,680 | (18,161) | 88 | 895,966 | (47,698) |
| Agency CMBS | 70,977 | (782) | — | — | 3 | 70,977 | (782) |
| CMBS | 52,340 | (996) | — | — | 7 | 52,340 | (996) |
| Pooled trust preferred securities | — | — | 11,141 | (3,410) | 2 | 11,141 | (3,410) |
| Single issuer trust preferred securities | 3,777 | (381) | 31,158 | (6,491) | 8 | 34,935 | (6,872) |
| Total available-for-sale in an unrealized loss position | \$893,274 | \$(33,409) | \$330,990 | \$(28,217) | 123 | \$1,224,264 | \$(61,626) |
| Held-to-maturity: | | | | | | | |
| Agency CMO | \$53,789 | \$(1,009) | \$— | \$— | 4 | \$53,789 | \$(1,009) |
| Agency MBS | 1,045,693 | (42,181) | 170,780 | (11,007) | 94 | 1,216,473 | (53,188) |
| Agency CMBS | 90,218 | (818) | — | — | 4 | 90,218 | (818) |
| Municipal bonds and notes | 46,587 | (1,193) | 2,166 | (35) | 51 | 48,753 | (1,228) |

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| | | | | | | | |
|---|-------------|-------------|------------|-------------|-----|-------------|-------------|
| CMBS | 106,527 | (4,059) | 14,832 | (916) | 11 | 121,359 | (4,975) |
| Total held-to-maturity in an unrealized loss position | \$1,342,814 | \$(49,260) | \$ 187,778 | \$(11,958) | 164 | \$1,530,592 | \$(61,218) |
| Total investment securities in an unrealized loss position | \$2,236,088 | \$(82,669) | \$ 518,768 | \$(40,175) | 287 | \$2,754,856 | \$(122,844) |

14

Table of Contents

Available-for-Sale Securities

The following discussion summarizes, by investment security type, the basis for evaluating if the applicable investment securities within the Company's available-for-sale portfolio were other-than-temporarily impaired at June 30, 2014. Unless otherwise noted for an investment security type, management does not intend to sell these investments and has determined, based upon available evidence, that it is more likely than not that the Company will not be required to sell these securities before the recovery of its amortized cost.

Agency collateralized mortgage obligations (CMO) – There were \$0.7 million in unrealized losses in the Company's investment in agency CMOs at June 30, 2014 compared to \$1.9 million at December 31, 2013. Unrealized losses decreased due to lower market rates which resulted in higher prices since December 31, 2013. The contractual cash flows for these investments are performing as expected and there has been no change in the underlying credit quality. As such, the Company does not consider these securities to be other-than-temporarily impaired at June 30, 2014.

Agency mortgage-backed securities (MBS) – There were \$20.6 million in unrealized losses in the Company's investment in residential mortgage-backed securities issued by government agencies at June 30, 2014, compared to \$47.7 million at December 31, 2013. The decrease in unrealized losses was primarily due to lower market rates which resulted in higher security prices since December 31, 2013. The contractual cash flows for these investments are performing as expected. The Company does not consider these securities to be other-than-temporarily impaired at June 30, 2014.

Agency commercial mortgage-backed securities (ACMBS) - There were \$0.1 million in unrealized losses in the Company's investment in commercial mortgage-backed securities issued by government agencies at June 30, 2014, compared to \$0.8 million at December 31, 2013. Unrealized losses decreased due to lower market rates which resulted in higher prices since December 31, 2013. The Company does not consider these securities to be other-than-temporarily impaired at June 30, 2014.

Commercial mortgage-backed securities (CMBS) – The unrealized losses on the Company's investment in commercial mortgage-backed securities issued by entities other than government agencies decreased to \$24 thousand at June 30, 2014, from \$1.0 million at December 31, 2013. Unrealized losses decreased due to lower market rates which resulted in higher prices since December 31, 2013. Internal and external metrics are considered when evaluating potential OTTI. Internal stress tests are performed on individual bonds to monitor potential losses under stress scenarios. In addition, market analytics are performed to validate internal results. Contractual cash flows for the bonds continue to perform as expected. The Company does not consider these securities to be other-than-temporarily impaired at June 30, 2014.

Collateralized loan obligations (CLO) – There were no unrealized losses on the Company's investment in collateralized loan obligations at June 30, 2014 or December 31, 2013. The Company continues to recognize the full write down of CLO positions to market value based if they meet the definition of a covered fund under the Volcker Rule effective December 10, 2013.

Pooled trust preferred securities – This portfolio consists of two non-investment grade pooled trust preferred securities containing primarily bank collateral. The unrealized losses in the Company's investment in pooled trust preferred securities were \$3.2 million at June 30, 2014, a decrease of \$0.2 million from \$3.4 million at December 31, 2013. The decrease in unrealized loss is related to an improvement in pricing driven by tighter credit spreads, improved collateral performance, ratings and higher forward LIBOR rates. An internal model is used to value the pooled trust preferred securities as similar rated holdings continue to reflect an inactive market. The Company employs an internal valuation model for projection of future cash flows and discounting those cash flows to a net present value. Based on the valuation analysis, the Company does not consider the remaining two securities with unrealized losses to be other-than-temporarily impaired at June 30, 2014.

Table of Contents

The following table summarizes information that was also considered by management in its overall OTTI evaluation of the Pooled Trust Preferred Securities portfolio at or for the three months ended June 30, 2014:

| (Dollars in thousands) | Amortized Cost ⁽¹⁾ | Gross Unrealized Losses | Fair Value | Lowest Credit Ratings as of June 30, 2014 ⁽²⁾ | Total OTTI through June 30, 2014 | % of Performing Bank Issuers | Deferrals/ Defaults (As a % of Current Collateral) |
|-----------------------------------|-------------------------------|-------------------------|------------|--|----------------------------------|------------------------------|--|
| Deal Name: | | | | | | | |
| Security K | \$7,468 | \$(1,246) | \$6,222 | CCC | \$(2,040) | 75.0 | 29.3 % |
| Security M | 7,083 | (1,970) | 5,113 | D | (4,926) | 65.2 | 32.6 % |
| Pooled trust preferred securities | \$14,551 | \$(3,216) | \$11,335 | | \$(6,966) | | |

(1) For the securities previously deemed impaired, the amortized cost is reflective of previous OTTI recognized in earnings.

(2) The Company utilized credit ratings provided by Moody's and S&P in its evaluation of issuers.

Single issuer trust preferred securities - The unrealized losses in the Company's investment in single issuer trust preferred securities were \$3.1 million at June 30, 2014, a decrease of \$3.7 million from \$6.9 million at December 31, 2013. Unrealized losses decreased due to lower market spreads which resulted in higher prices since December 31, 2013. The single issuer portfolio consists of four investments issued by three large capitalization money center financial institutions, which continue to service the debt. Based on the review of the qualitative and quantitative factors presented above, the Company does not consider these securities to be other-than-temporarily impaired at June 30, 2014.

The following table summarizes the lowest credit rating information that was considered by management in evaluating OTTI for the Single Issuer Trust Preferred Securities portfolio at or for the three months ended June 30, 2014:

| (Dollars in thousands) | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value | Lowest Credit Ratings as of June 30, 2014 ⁽¹⁾ |
|--|----------------|------------------------|-------------------------|------------|--|
| Deal Name: | | | | | |
| Security B | \$6,951 | \$— | \$(576) | \$6,375 | BB |
| Security C | 8,738 | — | (392) | 8,346 | BBB |
| Security E | 11,843 | 78 | (569) | 11,352 | BBB |
| Security F | 14,360 | — | (1,600) | 12,760 | BBB |
| Single issuer trust preferred securities | \$41,892 | \$78 | \$(3,137) | \$38,833 | |

(1) The Company utilized credit ratings provided by Moody's and S&P in its evaluation of issuers.

Corporate debt securities – There were no unrealized losses on the Company's investment in corporate debt securities at June 30, 2014 and December 31, 2013. These securities are currently performing as expected at June 30, 2014.

Equity securities - financial institutions – There were no unrealized losses on the Company's investment in equity securities at June 30, 2014 and December 31, 2013. This portfolio consists primarily of investments in the common stock of small capitalization financial institutions based in New England. When estimating the recovery period for equity securities in an unrealized loss position, management utilizes analyst forecasts, earnings assumptions, and other company-specific financial performance metrics. In addition, this assessment incorporates general market data, industry and sector cycles, and related trends to determine a reasonable recovery period. The Company evaluates the near-term prospects of the issuers in relation to the severity and duration of the impairment. These securities are currently performing as expected at June 30, 2014.

Available-for-Sale - Impairment

On December 10, 2013, Federal banking agencies jointly adopted final regulations to implement Section 619 of the Dodd-Frank Act, commonly known as the Volcker Rule. The Volcker Rule restricts the ability of banking entities to engage in proprietary trading or have an ownership interest in transactions with Covered Funds. Under the final rule, a

Covered Fund includes investments such as certain CLO and CDO investments that are permitted to hold collateral other than loans. In accordance with GAAP, OTTI is immediately triggered if it becomes more likely than not that a company would be required to divest of a security with a current unrealized loss before achieving full recovery of cost. Unlike credit-driven OTTI, when only the credit portion of the impairment is charged against earnings, a required divestiture situation requires a full write-down to market value in the current period. Refer to Supervision and Regulation and the Management's Discussion and Analysis of Financial Condition and Results of Operations sections in the Company's 2013 Form 10-K for further information on the Volcker Rule.

Table of Contents

The Company anticipates it is more likely than not that it will be required to divest its Covered Fund investments in accordance with the conformance period defined in the Final Rule. Non-Volcker compliant CDOs were sold during the quarter ended March 31, 2014. Certain non-Volcker compliant CLO investments, as of June 30, 2014, were in an unrealized loss position prior to other-than-temporary impairment, which was primarily attributable to increased market spreads since time of purchase. See OTTI Summary section below.

Held-to-Maturity Securities

The following discussion summarizes, by investment type, the basis for the conclusion that the applicable investment securities within the Company's held-to-maturity portfolio were not other-than-temporarily impaired at June 30, 2014. Unless otherwise noted under an investment security type, management does not intend to sell these investments and has determined, based upon available evidence, that it is more likely than not that the Company will not be required to sell these securities before the recovery of its amortized cost. There were no significant credit downgrades on held-to-maturity securities during the period ended June 30, 2014.

Agency CMOs – There were unrealized losses of \$0.5 million on the Company's investment in agency CMOs at June 30, 2014, compared to \$1.0 million at December 31, 2013. Unrealized losses decreased due to lower market rates which resulted in higher prices since December 31, 2013. The Company does not consider these securities to be other-than-temporarily impaired at June 30, 2014.

Agency mortgage-backed securities – There were unrealized losses on the Company's investment in residential mortgage-backed securities issued by government agencies of \$19.9 million at June 30, 2014, compared to \$53.2 million at December 31, 2013. Unrealized losses decreased due to lower market rates which resulted in higher prices since December 31, 2013. The contractual cash flows for these investments are performing as expected. The Company does not consider these securities to be other-than-temporarily impaired at June 30, 2014.

Agency commercial mortgage-backed securities - There were unrealized losses on the Company's investment in commercial mortgage-backed securities issued by government agencies of \$0.2 million at June 30, 2014, compared to \$0.8 million at December 31, 2013. Unrealized losses decreased due to lower market rates which resulted in higher prices since December 31, 2013. The Company does not consider these securities to be other-than-temporarily impaired at June 30, 2014.

Municipal bonds and notes – There were unrealized losses of \$71 thousand on the Company's investment in municipal bonds and notes at June 30, 2014 compared to \$1.2 million at December 31, 2013. Unrealized losses decreased due to lower market rates which resulted in higher prices since December 31, 2013. The municipal portfolio is primarily comprised of bank qualified bonds, over 99.3% with credit ratings of A or better. In addition, the portfolio is comprised of 86.1% general obligation bonds, 13.4% revenue bonds, and 0.5% other bonds. The Company does not consider these securities to be other-than-temporarily impaired at June 30, 2014.

Commercial mortgage-backed securities – There were unrealized losses of \$1.6 million on the Company's investment in commercial mortgage-backed securities issued by entities other than government agencies at June 30, 2014 compared to \$5.0 million unrealized losses at December 31, 2013. Unrealized losses decreased due to lower market rates which resulted in higher prices since December 31, 2013. The contractual cash flows for these investments are performing as expected. The Company does not consider these securities to be other-than-temporarily impaired at June 30, 2014.

Private Label MBS - There were no unrealized losses on the Company's investment in private label residential mortgage-backed securities issued by entities other than government agencies at June 30, 2014 and December 31, 2013. These securities are currently performing as expected at June 30, 2014.

OTTI Summary

There were additions to OTTI of \$73 thousand and \$161 thousand for the three and six months ended June 30, 2014, respectively, and no additions for the three and six months ended June 30, 2013. The cumulative OTTI related to previously impaired securities was reduced due to the sale of four trust preferred securities during the first quarter of 2014. To the extent that changes in interest rates, credit movements, and other factors that influence the fair value of investments occur, the Company may be required to record impairment charges for other-than-temporary impairment in future periods.

Table of Contents

The following is a roll forward of the amount of OTTI related to debt securities:

| (In thousands) | Three months ended June 30, | | Six months ended June 30, | |
|--|--------------------------------|----------|------------------------------|----------|
| | 2014 | 2013 | 2014 | 2013 |
| Balance of OTTI, beginning of period | \$9,665 | \$10,460 | \$16,633 | \$10,460 |
| Reduction for securities sold | — | — | (7,056) | — |
| Additions for OTTI not previously recognized | 73 | — | 161 | — |
| Balance of OTTI, end of period | \$9,738 | \$10,460 | \$9,738 | \$10,460 |

The following table summarizes the proceeds from the sale of available-for-sale securities:

| (In thousands) | Three months ended June 30, | | Six months ended June 30, | |
|--|--------------------------------|----------|------------------------------|----------|
| | 2014 | 2013 | 2014 | 2013 |
| Agency MBS | \$— | \$— | \$— | \$11,771 |
| CMBS | — | 24,750 | — | 24,750 |
| CLOs | — | — | — | — |
| Pooled trust preferred securities | — | — | 21,695 | — |
| Proceeds from sales of available-for-sale securities | \$— | \$24,750 | \$21,695 | \$36,521 |

The following table summarizes the impact of realized gains and losses from the sale of available-for-sale securities and the impact of the recognition of other-than-temporary impairments for the periods presented:

| (In thousands) | Three months ended June 30, 2014 | | | | 2013 | | | |
|-----------------------------------|-------------------------------------|--------|-----------------|---------|-------|--------|-----------------|-------|
| | Gains | Losses | OTTI Charges | Net | Gains | Losses | OTTI Charges | Net |
| Agency MBS | \$— | \$— | \$— | \$— | \$— | \$— | \$— | \$— |
| CMBS | — | — | — | — | 333 | — | — | 333 |
| CLOs | — | — | (73) | (73) | — | — | — | — |
| Pooled trust preferred securities | — | — | — | — | — | — | — | — |
| Total (loss) gain | \$— | \$— | \$(73) | \$(73) | \$333 | \$— | \$— | \$333 |
| (In thousands) | Six months ended June 30, 2014 | | | | 2013 | | | |
| | Gains | Losses | OTTI Charges | Net | Gains | Losses | OTTI Charges | Net |
| Agency MBS | \$— | \$— | \$— | \$— | \$106 | \$— | \$— | \$106 |
| CMBS | — | — | — | — | 333 | — | — | 333 |
| CLOs | — | — | (161) | (161) | — | — | — | — |
| Pooled trust preferred securities | 4,336 | — | — | 4,336 | — | — | — | — |
| Total gain (loss) | \$4,336 | \$— | \$(161) | \$4,175 | \$439 | \$— | \$— | \$439 |

Table of Contents

NOTE 3: Loans and Leases

Recorded Investment in Loans and Leases. The following tables summarize the recorded investment in loans and leases by portfolio segment:

| At June 30, 2014 | | | | | | |
|---|--------------|--------------|--------------|----------------------------------|------------------------|---------------|
| (In thousands) | Residential | Consumer | Commercial | Commercial Real Estate (1) | Equipment Financing | Total (2) |
| Recorded Investment: | | | | | | |
| Individually evaluated for impairment | \$ 141,158 | \$ 51,480 | \$ 44,067 | \$ 104,038 | \$ 166 | \$ 340,909 |
| Collectively evaluated for impairment | 3,235,181 | 2,505,617 | 3,571,110 | 3,196,014 | 464,782 | 12,972,704 |
| Recorded investment in loans and leases | 3,376,339 | 2,557,097 | 3,615,177 | 3,300,052 | 464,948 | 13,313,613 |
| Less: Accrued interest | 10,248 | 7,789 | 12,035 | 8,161 | — | 38,233 |
| Loans and leases | \$ 3,366,091 | \$ 2,549,308 | \$ 3,603,142 | \$ 3,291,891 | \$ 464,948 | \$ 13,275,380 |
| At December 31, 2013 | | | | | | |
| (In thousands) | Residential | Consumer | Commercial | Commercial Real Estate (1) | Equipment Financing | Total (2) |
| Recorded Investment: | | | | | | |
| Individually evaluated for impairment | \$ 142,871 | \$ 52,179 | \$ 52,199 | \$ 105,046 | \$ 210 | \$ 352,505 |
| Collectively evaluated for impairment | 3,228,688 | 2,492,353 | 3,241,045 | 2,961,378 | 460,240 | 12,383,704 |
| Recorded investment in loans and leases | 3,371,559 | 2,544,532 | 3,293,244 | 3,066,424 | 460,450 | 12,736,209 |
| Less: Accrued interest | 10,134 | 7,844 | 10,393 | 8,062 | — | 36,433 |
| Loans and leases | \$ 3,361,425 | \$ 2,536,688 | \$ 3,282,851 | \$ 3,058,362 | \$ 460,450 | \$ 12,699,776 |

(1) Includes certain loans individually evaluated for impairment under the Company's loan policy that were deemed not to be impaired at both June 30, 2014 and December 31, 2013.

(2) Loans and leases include net deferred fees and unamortized premiums of \$12.6 million and \$13.3 million at June 30, 2014 and December 31, 2013, respectively.

At June 30, 2014, the Company had pledged \$5.4 billion of eligible loan collateral to support available borrowing capacity at the Federal Home Loan Bank of Boston ("FHLB") and the Federal Reserve Bank of Boston.

Table of Contents

Loans and Leases Portfolio Aging. The following tables summarize the aging of the recorded investment in loans and leases by portfolio class:

| (In thousands) | At June 30, 2014 | | | | Total Past Due and Non-accrual | Current | Total Loans and Leases |
|--------------------------------|----------------------------------|----------------------------------|---------------------------------|-------------------|--------------------------------|----------------------|------------------------|
| | 30-59 Days Past Due and Accruing | 60-89 Days Past Due and Accruing | > 90 Days Past Due and Accruing | Non-accrual | | | |
| Residential: | | | | | | | |
| 1-4 family ⁽¹⁾ | \$ 11,721 | \$ 6,379 | \$ — | \$ 68,056 | \$ 86,156 | \$ 3,231,294 | \$ 3,317,450 |
| Construction | 2 | — | — | 499 | 501 | 58,326 | 58,827 |
| Consumer: | | | | | | | |
| Home equity ⁽¹⁾ | 13,655 | 4,950 | — | 36,395 | 55,000 | 2,324,204 | 2,379,204 |
| Liquidating-home equity | 1,610 | 536 | — | 5,500 | 7,646 | 93,072 | 100,718 |
| Other consumer | 445 | 180 | — | 204 | 829 | 76,408 | 77,237 |
| Commercial: | | | | | | | |
| Commercial non-mortgage | 1,287 | 3,807 | 189 | 14,184 | 19,467 | 2,969,417 | 2,988,884 |
| Asset-based | — | — | — | — | — | 626,293 | 626,293 |
| Commercial real estate: | | | | | | | |
| Commercial real estate | 1,001 | 646 | 968 | 15,134 | 17,749 | 3,083,914 | 3,101,663 |
| Commercial construction | — | — | — | 3,919 | 3,919 | 194,470 | 198,389 |
| Equipment financing | 217 | 73 | — | 863 | 1,153 | 463,795 | 464,948 |
| Total | \$ 29,938 | \$ 16,571 | \$ 1,157 | \$ 144,754 | \$ 192,420 | \$ 13,121,193 | \$ 13,313,613 |

(1) A total of \$17.6 million residential and consumer loans was reclassified from non-accrual to accrual status in the three months ended March 31, 2014 as a result of updated regulatory guidance issued in the first quarter of 2014.

| (In thousands) | At December 31, 2013 | | | | Total Past Due and Non-accrual | Current | Total Loans and Leases |
|--------------------------------|----------------------------------|----------------------------------|---------------------------------|-------------------|--------------------------------|----------------------|------------------------|
| | 30-59 Days Past Due and Accruing | 60-89 Days Past Due and Accruing | > 90 Days Past Due and Accruing | Non-accrual | | | |
| Residential: | | | | | | | |
| 1-4 family | \$ 11,721 | \$ 6,476 | \$ — | \$ 81,133 | \$ 99,330 | \$ 3,226,077 | \$ 3,325,407 |
| Construction | — | 363 | — | 387 | 750 | 45,402 | 46,152 |
| Consumer: | | | | | | | |
| Home equity | 13,892 | 4,696 | — | 45,517 | 64,105 | 2,312,874 | 2,376,979 |
| Liquidating-home equity | 1,440 | 424 | — | 6,271 | 8,135 | 98,079 | 106,214 |
| Other consumer | 462 | 193 | — | 140 | 795 | 60,543 | 61,338 |
| Commercial: | | | | | | | |
| Commercial non-mortgage | 3,208 | 984 | 4,305 | 10,946 | 19,443 | 2,712,870 | 2,732,313 |
| Asset-based | — | — | — | — | — | 560,931 | 560,931 |
| Commercial real estate: | | | | | | | |
| Commercial real estate | 4,387 | 587 | 235 | 13,456 | 18,665 | 2,842,637 | 2,861,302 |
| Commercial construction | — | — | — | 4,237 | 4,237 | 200,886 | 205,123 |
| Equipment financing | 299 | 63 | — | 1,141 | 1,503 | 458,947 | 460,450 |
| Total | \$ 35,409 | \$ 13,786 | \$ 4,540 | \$ 163,228 | \$ 216,963 | \$ 12,519,246 | \$ 12,736,209 |

Interest on non-accrual loans and leases that would have been recorded as additional interest income for the three and six months ended June 30, 2014 and 2013, had the loans and leases been current in accordance with their original terms, totaled \$3.0 million and \$6.3 million and \$5.7 million and \$8.6 million, respectively.

Table of Contents

Allowance for Loan and Lease Losses. The following tables summarize the ALLL by portfolio segment:

At or for the three months ended June 30, 2014

| (In thousands) | Residential | Consumer | Commercial | Commercial Real Estate | Equipment Financing | Unallocated | Total |
|--|-------------|----------|------------|---------------------------|------------------------|-------------|-----------|
| Allowance for loan and lease losses: | | | | | | | |
| Balance, beginning of period | \$19,419 | \$35,289 | \$53,110 | \$31,130 | \$3,889 | \$10,763 | \$153,600 |
| Provision (benefit) charged to expense | 968 | 2,662 | 1,086 | 3,392 | 1,273 | (131) |)9,250 |
| Losses charged off | (1,840) |)(5,286) |)(3,685) |)(447) |)(20) |)— | (11,278) |
| Recoveries | 507 | 1,202 | 1,121 | 69 | 397 | — | 3,296 |
| Balance, end of period | \$19,054 | \$33,867 | \$51,632 | \$34,144 | \$5,539 | \$10,632 | \$154,868 |
| Individually evaluated for impairment | \$11,258 | \$4,065 | \$1,947 | \$3,084 | \$7 | \$— | \$20,361 |
| Collectively evaluated for impairment | \$7,796 | \$29,802 | \$49,685 | \$31,060 | \$5,532 | \$10,632 | \$134,507 |

At or for the three months ended June 30, 2013

| (In thousands) | Residential | Consumer | Commercial | Commercial Real Estate | Equipment Financing | Unallocated | Total |
|--|-------------|----------|------------|---------------------------|------------------------|-------------|-----------|
| Allowance for loan and lease losses: | | | | | | | |
| Balance, beginning of period | \$27,891 | \$50,369 | \$44,050 | \$30,894 | \$3,636 | \$11,000 | \$167,840 |
| Provision (benefit) charged to expense | 657 | 4,360 | 4,895 | (479) |)(933) |)— | 8,500 |
| Losses charged off | (2,112) |)(7,331) |)(6,156) |)(2,510) |)(4) |)— | (18,113) |
| Recoveries | 440 | 2,261 | 1,058 | 552 | 904 | — | 5,215 |
| Balance, end of period | \$26,876 | \$49,659 | \$43,847 | \$28,457 | \$3,603 | \$11,000 | \$163,442 |
| Individually evaluated for impairment | \$14,010 | \$3,506 | \$880 | \$3,522 | \$— | \$— | \$21,918 |
| Collectively evaluated for impairment | \$12,866 | \$46,153 | \$42,967 | \$24,935 | \$3,603 | \$11,000 | \$141,524 |

At or for the six months ended June 30, 2014

| (In thousands) | Residential | Consumer | Commercial | Commercial Real Estate | Equipment Financing | Unallocated | Total |
|--|-------------|-----------|------------|---------------------------|------------------------|-------------|-----------|
| Allowance for loan and lease losses: | | | | | | | |
| Balance, beginning of period | \$20,580 | \$39,551 | \$47,706 | \$29,883 | \$3,912 | \$10,941 | \$152,573 |
| Provision (benefit) charged to expense | 705 | 2,173 | 8,665 | 6,565 | 451 | (309) |)18,250 |
| Losses charged off | (2,998) |)(10,172) |)(6,833) |)(2,852) |)(20) |)— | (22,875) |
| Recoveries | 767 | 2,315 | 2,094 | 548 | 1,196 | — | 6,920 |
| Balance, end of period | \$19,054 | \$33,867 | \$51,632 | \$34,144 | \$5,539 | \$10,632 | \$154,868 |
| Individually evaluated for impairment | \$11,258 | \$4,065 | \$1,947 | \$3,084 | \$7 | \$— | \$20,361 |
| Collectively evaluated for impairment | \$7,796 | \$29,802 | \$49,685 | \$31,060 | \$5,532 | \$10,632 | \$134,507 |

At or for the six months ended June 30, 2013

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| (In thousands) | Residential | Consumer | Commercial | Commercial Real Estate | Equipment Financing | Unallocated | Total |
|--|-------------|----------|------------|---------------------------|------------------------|-------------|-----------|
| Allowance for loan and lease losses: | | | | | | | |
| Balance, beginning of period | \$29,474 | \$54,254 | \$46,566 | \$30,834 | \$4,001 | \$12,000 | \$177,129 |
| Provision (benefit) charged to expense | 1,760 | 9,060 | 5,119 | 3,100 | (2,039) | (1,000) | 16,000 |
| Losses charged off | (5,048) | (17,738) | (10,495) | (6,270) | (91) | — | (39,642) |
| Recoveries | 690 | 4,083 | 2,657 | 793 | 1,732 | — | 9,955 |
| Balance, end of period | \$26,876 | \$49,659 | \$43,847 | \$28,457 | \$3,603 | \$11,000 | \$163,442 |
| Individually evaluated for impairment | \$14,010 | \$3,506 | \$880 | \$3,522 | \$— | \$— | \$21,918 |
| Collectively evaluated for impairment | \$12,866 | \$46,153 | \$42,967 | \$24,935 | \$3,603 | \$11,000 | \$141,524 |

Table of Contents

Impaired Loans and Leases. The following tables summarize impaired loans and leases by portfolio class:

| (In thousands) | At June 30, 2014 | | | | |
|-------------------------|--------------------------|---------------------------|----------------------------------|------------------------------------|-----------------------------|
| | Unpaid Principal Balance | Total Recorded Investment | Recorded Investment No Allowance | Recorded Investment With Allowance | Related Valuation Allowance |
| Residential: | | | | | |
| 1-4 family | \$ 156,185 | \$ 141,156 | \$ 24,098 | \$ 117,058 | \$ 11,258 |
| Construction | 446 | 2 | 2 | — | — |
| Consumer: | | | | | |
| Home equity | 51,597 | 45,147 | 23,222 | 21,925 | 3,480 |
| Liquidating-home equity | 8,020 | 6,333 | 3,659 | 2,674 | 585 |
| Commercial: | | | | | |
| Commercial non-mortgage | 50,970 | 44,067 | 17,736 | 26,331 | 1,947 |
| Commercial real estate: | | | | | |
| Commercial real estate | 93,791 | 91,652 | 37,451 | 54,201 | 3,009 |
| Commercial construction | 9,439 | 8,232 | 3,438 | 4,794 | 75 |
| Equipment financing | 165 | 166 | — | 166 | 7 |
| Totals: | | | | | |
| Residential | 156,631 | 141,158 | 24,100 | 117,058 | 11,258 |
| Consumer | 59,617 | 51,480 | 26,881 | 24,599 | 4,065 |
| Commercial | 50,970 | 44,067 | 17,736 | 26,331 | 1,947 |
| Commercial real estate | 103,230 | 99,884 | 40,889 | 58,995 | 3,084 |
| Equipment financing | 165 | 166 | — | 166 | 7 |
| Total | \$370,613 | \$336,755 | \$ 109,606 | \$ 227,149 | \$20,361 |
| | At December 31, 2013 | | | | |
| (In thousands) | Unpaid Principal Balance | Total Recorded Investment | Recorded Investment No Allowance | Recorded Investment With Allowance | Related Valuation Allowance |
| Residential: | | | | | |
| 1-4 family | \$ 157,915 | \$ 142,869 | \$ 23,987 | \$ 118,882 | \$ 10,534 |
| Construction | 446 | 2 | 1 | 1 | — |
| Consumer: | | | | | |
| Home equity | 54,991 | 45,577 | 23,622 | 21,955 | 3,926 |
| Liquidating-home equity | 8,895 | 6,602 | 3,701 | 2,901 | 669 |
| Commercial: | | | | | |
| Commercial non-mortgage | 59,279 | 52,199 | 23,138 | 29,061 | 1,878 |
| Commercial real estate: | | | | | |
| Commercial real estate | 95,013 | 90,976 | 42,774 | 48,202 | 3,444 |
| Commercial construction | 11,725 | 10,625 | 10,625 | — | — |
| Equipment financing | 249 | 210 | 210 | — | — |
| Totals: | | | | | |
| Residential | 158,361 | 142,871 | 23,988 | 118,883 | 10,534 |
| Consumer | 63,886 | 52,179 | 27,323 | 24,856 | 4,595 |
| Commercial | 59,279 | 52,199 | 23,138 | 29,061 | 1,878 |
| Commercial real estate | 106,738 | 101,601 | 53,399 | 48,202 | 3,444 |
| Equipment financing | 249 | 210 | 210 | — | — |
| Total | \$388,513 | \$349,060 | \$ 128,058 | \$ 221,002 | \$20,451 |

Table of Contents

The following table summarizes the average recorded investment and interest income recognized for impaired loans and leases by portfolio class:

| (In thousands) | June 30, 2014 | Three months ended June 30, 2014 | Cash Basis Interest Income | Six months ended June 30, 2014 | Cash Basis Interest Income | June 30, 2013 | Three months ended June 30, 2013 | Cash Basis Interest Income | Six months ended June 30, 2013 | Cash Basis Interest Income |
|--------------------------------|-----------------------------------|--|-------------------------------------|--------------------------------------|-------------------------------------|-------------------------------|--|-------------------------------------|--------------------------------------|-------------------------------------|
| | Average Recorded Investment | Accrued Interest Income | Accrued Interest Income | Accrued Interest Income | Average Recorded Investment | Accrued Interest Income | Accrued Interest Income | Accrued Interest Income | Accrued Interest Income | |
| Residential: | | | | | | | | | | |
| 1-4 family | \$ 142,013 | \$ 1,146 | \$ 283 | \$ 2,338 | \$ 607 | \$ 146,088 | \$ 1,085 | \$ 478 | \$ 2,081 | \$ 956 |
| Construction | 2 | — | — | — | — | 261 | — | — | 2 | — |
| Consumer: | | | | | | | | | | |
| Home equity | 45,362 | 310 | 237 | 628 | 500 | 47,794 | 221 | 357 | 422 | 727 |
| Liquidating-home equity | 6,468 | 48 | 62 | 100 | 123 | 6,957 | 37 | 81 | 75 | 161 |
| Commercial: | | | | | | | | | | |
| Commercial non-mortgage | 48,133 | 542 | — | 1,170 | — | 66,415 | 685 | — | 1,393 | — |
| Commercial real estate: | | | | | | | | | | |
| Commercial real estate | 91,314 | 851 | — | 1,652 | — | 130,631 | 1,165 | — | 2,566 | — |
| Commercial construction | 9,429 | 59 | — | 141 | — | 19,993 | 162 | — | 321 | — |
| Equipment financing | 188 | 3 | — | 6 | — | 1,811 | (7) | — | — | — |
| Totals: | | | | | | | | | | |
| Residential | 142,015 | 1,146 | 283 | 2,338 | 607 | 146,349 | 1,085 | 478 | 2,083 | 956 |
| Consumer | 51,830 | 358 | 299 | 728 | 623 | 54,751 | 258 | 438 | 497 | 889 |
| Commercial | 48,133 | 542 | — | 1,170 | — | 66,415 | 685 | — | 1,393 | — |
| Commercial real estate | 100,743 | 910 | — | 1,793 | — | 150,624 | 1,327 | — | 2,887 | — |
| Equipment financing | 188 | 3 | — | 6 | — | 1,811 | (7) | — | 13 | — |
| Total | \$ 342,909 | \$ 2,959 | \$ 582 | \$ 6,035 | \$ 1,230 | \$ 419,950 | \$ 3,348 | \$ 916 | \$ 6,873 | \$ 1,845 |

Credit Risk Management. The Company has certain credit policies and procedures in place designed to maximize loan income within an acceptable level of risk. Management reviews and approves these policies and procedures on a regular basis and reviews reports related to loan production, loan quality, concentration of delinquencies, and non-performing and potential problem loans.

Commercial loans are underwritten after evaluating and understanding the borrower's ability to operate profitably. Underwriting standards are designed to promote relationships rather than transactional banking. Once it is determined that the borrower's management possesses sound ethics and solid business acumen, the Company's management examines current and projected cash flows to determine the ability of the borrower to repay obligations as agreed. Commercial and industrial loans are primarily made based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial and industrial loans are secured by the assets being financed and may incorporate personal guarantees of the principals. Commercial real estate loans are subject to underwriting standards and processes similar to commercial and industrial loans, in addition to those specific to real estate loans. These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Repayment of these loans is largely dependent on the successful operation of the property securing the loan, the market in which the property is located, and the tenants that conduct business at the property securing the loan. Commercial real estate loans may be adversely affected by conditions in the real estate markets or in the general economy. The properties securing the Company's commercial real estate portfolio are diverse

in terms of type and geographic location, which reduces the Company's exposure to adverse economic events that may affect a particular market. Management monitors and evaluates commercial real estate loans based on collateral, geography, and risk grade criteria. The Company also utilizes third-party experts to provide insight and guidance about economic conditions and trends affecting its commercial real estate loan portfolio.

Construction loans on commercial properties have unique risk characteristics and are provided to experienced developers/sponsors with strong track records of successful completion and sound financial condition and are underwritten utilizing feasibility studies, independent appraisals, sensitivity analysis of absorption and lease rates, and financial analysis of the developers and property owners. Construction loans are generally based upon estimates of costs and value associated with the complete project. These estimates may be subject to change as the construction project proceeds. Sources of repayment for these types of loans may be pre-committed permanent loans from approved long-term lenders, sales of developed property, or an interim loan commitment from the Company until permanent financing is obtained. These loans are closely monitored by on-site inspections by third-party professionals and the internal staff.

Table of Contents

To monitor and manage consumer loan risk, policies and procedures are developed and modified, as needed, jointly by line and Risk Management personnel. Policies and procedures, coupled with relatively small loan amounts, and predominately collateralized structures spread across many individual borrowers, minimize risk. Trend and outlook reports are reviewed by management on a regular basis. Underwriting factors for mortgage and home equity loans include the borrower's FICO score, the loan amount relative to property value, and the borrower's debt to income level and are also influenced by regulatory requirements. Additionally, Webster Bank originates both qualified mortgage (QM) and non-QM loans as defined by the Consumer Financial Protection Bureau rules that went into effect on January 10, 2014, with appropriate policies, procedures, and underwriting guidelines that include ability-to-repay standards.

Credit Quality Indicators. To measure credit risk for the commercial, commercial real estate, and equipment financing portfolios, the Company employs a dual grade credit risk grading system for estimating the probability of borrower default and the loss given default. The credit risk grade system assigns a rating to each borrower and to the facility, which together form a Composite Credit Risk Profile ("CCRP"). The credit risk grade system categorizes borrowers by common financial characteristics that measure the credit strength of borrowers and facilities by common structural characteristics. The CCRP has 10 grades, with each grade corresponding to a progressively greater risk of default. Grades 1 through 6 are considered pass ratings, and 7 through 10 are criticized as defined by the regulatory agencies. Risk ratings, assigned to differentiate risk within the portfolio, are reviewed on an ongoing basis and revised to reflect changes in the borrowers' current financial positions and outlooks, risk profiles, and the related collateral and structural positions. Loan officers review updated financial information on at least an annual basis for all pass rated loans to assess the accuracy of the risk grade. All criticized loans undergo frequent review and enhanced monitoring of the underlying borrower.

A "Special Mention" (7) credit has the potential weakness that, if left uncorrected, may result in deterioration of the repayment prospects for the asset. "Substandard" (8) assets have a well defined weakness that jeopardizes the full repayment of the debt. An asset rated "Doubtful" (9) has all of the same weaknesses as a substandard credit with the added characteristic that the weakness makes collection or liquidation in full, given current facts, conditions, and values, improbable. Assets classified as "Loss" (10) in accordance with regulatory guidelines are considered uncollectible and charged off.

The recorded investment in commercial and commercial real estate loans and equipment financing leases segregated by risk rating exposure is as follows:

| (In thousands) | Commercial | | Commercial Real Estate | | Equipment Financing | |
|---------------------|---------------------|----------------------------|------------------------|----------------------------|---------------------|----------------------------|
| | At June 30, 2014 | At December 31, 2013 | At June 30, 2014 | At December 31, 2013 | At June 30, 2014 | At December 31, 2013 |
| (1) - (6) Pass | \$3,416,031 | \$3,091,154 | \$3,168,118 | \$2,947,116 | \$444,401 | \$437,033 |
| (7) Special Mention | 60,658 | 87,451 | 18,965 | 20,901 | 1,362 | 7,979 |
| (8) Substandard | 138,137 | 114,199 | 112,394 | 97,822 | 19,185 | 15,438 |
| (9) Doubtful | 351 | 440 | 575 | 585 | — | — |
| (10) Loss | — | — | — | — | — | — |
| Total | \$3,615,177 | \$3,293,244 | \$3,300,052 | \$3,066,424 | \$464,948 | \$460,450 |

For residential and consumer loans, the Company considers factors such as updated FICO scores, employment status, home prices, loan to value, geography, loans discharged in bankruptcy, and the status of first lien position loans on second lien position loans as credit quality indicators. On an ongoing basis for portfolio monitoring purposes, the Company estimates the current value of property secured as collateral for both home equity and residential first mortgage lending products. The estimate is based on home price indices compiled by the S&P/Case-Shiller Home Price Indices. The Case-Shiller data indicates trends for Metropolitan Statistical Areas. The trend data is applied to the loan portfolios taking into account the age of the most recent valuation and geographic area.

Table of Contents

Troubled Debt Restructurings. The following table summarizes information for TDRs:

| (Dollars in thousands) | At June 30, 2014 | At December 31, 2013 |
|---|---------------------|----------------------------|
| Recorded investment of TDRs: | | |
| Accrual status ⁽¹⁾ | \$238,411 | \$238,926 |
| Non-accrual status ⁽¹⁾ | 86,800 | 102,972 |
| Total recorded investment of TDRs | \$325,211 | \$341,898 |
| Accruing TDRs performing under modified terms more than one year | 67.5 | % 58.2 |
| Specific reserves for TDRs included in the balance of allowance for loan and lease losses | \$19,802 | \$20,360 |
| Additional funds committed to borrowers in TDR status | 1,381 | 1,262 |

(1) A total of \$17.6 million residential and consumer loans was reclassified from non-accrual to accrual status in the three months ended March 31, 2014 as a result of updated regulatory guidance issued in the first quarter of 2014. For the three and six months ended June 30, 2014 and 2013, Webster charged off \$2.0 million and \$8.1 million and \$9.0 million and \$14.1 million, respectively, for the portion of TDRs deemed to be uncollectible.

The following table provides information on loans and leases modified as TDRs:

| (Dollars in thousands) | Three months ended June 30, 2014 | | | | 2013 | | | |
|-------------------------|-------------------------------------|--|---|----------------|----------------------------------|--|---|----------------|
| | Number of Loans and Leases | Pre- Modification Recorded Investment | Post-Modification Recorded Investment | Coupon Rate | Number of Loans and Leases | Pre- Modification Recorded Investment | Post-Modification Recorded Investment | Coupon Rate |
| Residential: | | | | | | | | |
| 1-4 family | 19 | \$ 2,634 | \$2,634 | 3.7 | % 40 | \$ 7,845 | \$7,845 | 3.9% |
| Consumer: | | | | | | | | |
| Home equity | 17 | 802 | 802 | 4.4 | 28 | 1,581 | 1,581 | 4.3 |
| Liquidating-home equity | 1 | 66 | 66 | 3.0 | 4 | 345 | 345 | 4.4 |
| Commercial: | | | | | | | | |
| Commercial non-mortgage | 12 | 7,114 | 7,114 | 5.3 | 7 | 7,300 | 7,300 | 7.4 |
| Commercial real estate: | | | | | | | | |
| Commercial real estate | — | — | — | — | 1 | 38 | 38 | 4.5 |
| Total | 49 | \$ 10,616 | \$10,616 | 4.8 | % 80 | \$ 17,109 | \$17,109 | 5.4 |

| (Dollars in thousands) | Six months ended June 30, 2014 | | | | 2013 | | | |
|-------------------------|-----------------------------------|--|---|----------------|----------------------------------|--|---|----------------|
| | Number of Loans and Leases | Pre- Modification Recorded Investment | Post-Modification Recorded Investment | Coupon Rate | Number of Loans and Leases | Pre- Modification Recorded Investment | Post-Modification Recorded Investment | Coupon Rate |
| Residential: | | | | | | | | |
| 1-4 family | 45 | \$ 8,233 | \$8,233 | 4.3 | % 72 | \$ 14,258 | \$14,258 | 3.9 |
| Construction | — | — | — | — | | | | |
| Consumer: | | | | | | | | |
| Home equity | 57 | 2,960 | 2,960 | 4.6 | 65 | 3,978 | 3,978 | 4.2 |
| Liquidating-home equity | 2 | 128 | 128 | 4.0 | 9 | 434 | 434 | 5.0 |
| Commercial: | | | | | | | | |
| Commercial non-mortgage | 21 | 7,559 | 7,559 | 5.4 | 10 | 8,188 | 8,188 | 7.1 |

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Commercial real estate:

| | | | | | | | | | |
|------------------------|-----|-----------|----------|-----|-------|-----------|----------|-----|---|
| Commercial real estate | — | — | — | — | 3 | 11,713 | 11,713 | 2.7 | |
| Total | 125 | \$ 18,880 | \$18,880 | 4.8 | % 161 | \$ 38,760 | \$38,760 | 4.3 | % |

TDRs may be modified by means of extended maturity, below market adjusted interest rates, a combination of rate and maturity, or other means, including covenant modifications, forbearance, loans discharged under Chapter 7 bankruptcy, or other concessions.

Table of Contents

The following table provides information on how loans and leases were modified as TDRs:

| (In thousands) | Three months ended June 30, 2014 | | | | 2013 | | | |
|-------------------------|-------------------------------------|-------------------------------|----------------------|----------|----------------------|-------------------------------|----------------------|---------|
| | Extended Maturity | Adjusted Interest Rates | Rate and Maturity | Other | Extended Maturity | Adjusted Interest Rates | Rate and Maturity | Other |
| Residential: | | | | | | | | |
| 1-4 family | \$1,102 | \$118 | \$658 | \$756 | \$1,615 | \$493 | \$2,722 | \$3,015 |
| Consumer: | | | | | | | | |
| Home equity | 298 | — | 47 | 457 | 467 | — | 133 | 981 |
| Liquidating-home equity | — | — | — | 66 | 80 | — | — | 265 |
| Commercial: | | | | | | | | |
| Commercial non-mortgage | 302 | 25 | 391 | 6,396 | 7,018 | — | 282 | — |
| Commercial real estate: | | | | | | | | |
| Commercial real estate | — | — | — | — | 38 | — | — | — |
| Total | \$1,702 | \$143 | \$1,096 | \$7,675 | \$9,218 | \$493 | \$3,137 | \$4,261 |
| (In thousands) | Six months ended June 30, 2014 | | | | 2013 | | | |
| | Extended Maturity | Adjusted Interest Rates | Rate and Maturity | Other | Extended Maturity | Adjusted Interest Rates | Rate and Maturity | Other |
| Residential: | | | | | | | | |
| 1-4 family | \$1,808 | \$345 | \$3,247 | \$2,833 | \$2,520 | \$1,234 | \$6,071 | \$4,433 |
| Consumer: | | | | | | | | |
| Home equity | 768 | 51 | 302 | 1,839 | 575 | 154 | 1,217 | 2,032 |
| Liquidating-home equity | — | — | — | 128 | 80 | — | — | 354 |
| Commercial: | | | | | | | | |
| Commercial non-mortgage | 356 | 25 | 632 | 6,546 | 7,520 | — | 629 | 39 |
| Commercial real estate: | | | | | | | | |
| Commercial real estate | — | — | — | — | 38 | — | 11,675 | — |
| Commercial construction | — | — | — | — | 189 | — | — | — |
| Total | \$2,932 | \$421 | \$4,181 | \$11,346 | \$10,922 | \$1,388 | \$19,592 | \$6,858 |

The Company's loan and lease portfolio at June 30, 2014 included six loans with an A Note/B Note structure, with a combined recorded investment of \$24.7 million. The loans were restructured into A Note/B Note structures as a result of evaluating the cash flow of the borrowers to support repayment. Webster immediately charged off the balance of B Notes totaling \$10.4 million. TDR classification has been removed from two A Notes with a recorded investment of \$4.0 million, as the borrowers have passed the minimum compliance with the modified terms requirements. The restructuring agreements specify a market interest rate equal to that which would be provided to a borrower with similar credit at the time of restructuring. The A Notes are paying under the terms of the modified loan agreements. All six A Notes are on accrual status, as the borrowers are paying under the terms of the loan agreements prior to and subsequent to the modification.

Table of Contents

The following table provides information on loans and leases modified as TDRs within the previous 12 months and for which there was a payment default during the periods presented:

| (Dollars in thousands) | Three months ended June 30, 2014 | | 2013 | | Six months ended June 30, 2014 | | 2013 | |
|-------------------------|-------------------------------------|------------------------|----------------------------------|------------------------|-----------------------------------|------------------------|----------------------------------|------------------------|
| | Number of Loans and Leases | Recorded Investment | Number of Loans and Leases | Recorded Investment | Number of Loans and Leases | Recorded Investment | Number of Loans and Leases | Recorded Investment |
| Residential: | | | | | | | | |
| 1-4 family | 2 | \$977 | 3 | \$622 | 6 | \$1,204 | 5 | \$989 |
| Consumer: | | | | | | | | |
| Home equity | — | — | — | — | 4 | 218 | 3 | 38 |
| Liquidating-home equity | — | — | 2 | 81 | — | — | 2 | 81 |
| Commercial: | | | | | | | | |
| Commercial non-mortgage | 1 | 46 | — | — | 2 | 91 | — | — |
| Commercial real estate: | | | | | | | | |
| Commercial real estate | — | — | 1 | 2,561 | — | — | 1 | 2,561 |
| Total | 3 | \$1,023 | 6 | \$3,264 | 12 | \$1,513 | 11 | \$3,669 |

The recorded investment in commercial, commercial real estate, and equipment financing TDRs segregated by risk rating exposure is as follows:

| (In thousands) | At June 30, 2014 | At December 31, 2013 |
|---------------------|---------------------|----------------------------|
| (1) - (6) Pass | \$47,639 | \$55,973 |
| (7) Special Mention | — | — |
| (8) Substandard | 84,529 | 90,461 |
| (9) Doubtful | 405 | 414 |
| (10) Loss | — | — |
| Total | \$132,573 | \$146,848 |

NOTE 4: Transfers of Financial Assets and Mortgage Servicing Assets

Transfers of Financial Assets

The Company sells financial assets in the normal course of business, the majority of which are residential mortgage loans primarily to government-sponsored enterprises through established programs, commercial loans through participation agreements, and other individual or portfolio loans and securities. In accordance with the accounting guidance for asset transfers, the Company considers any ongoing involvement with transferred assets in determining whether the assets can be derecognized from the balance sheet. For loans sold under participation agreements, the Company also considers the terms of the loan participation agreement and whether they meet the definition of a participating interest, and thus, qualify for derecognition.

With the exception of servicing rights and certain performance-based guarantees, the Company's continuing involvement with financial assets sold is minimal and limited to customary market representations and warranties covering certain characteristics of the mortgage loans sold and the Company's origination process, which the Company makes in the sale agreements. The Company may be required to repurchase a loan in the event of certain breaches of these representations and warranties or in the event of default of the borrower within 90 days of sale. The gain or loss on loans sold depends on the previous carrying amount of the transferred financial assets, the consideration received, and any liabilities incurred in exchange for the transferred assets, and is included as mortgage banking activities in the accompanying Condensed Consolidated Statements of Income.

Table of Contents

A reserve for loan repurchases provides for estimated losses associated with the repurchase of loans sold in connection with the Company's mortgage banking operations. The reserve reflects management's monthly evaluation of loss experience and the quality of loan originations. It also reflects management's expectation of losses from repurchase requests for which management has not yet been notified. Factors considered in the evaluation process for establishing the reserves include the identity of counterparty, the vintage of the loans sold, the amount of open repurchase requests, specific loss estimates for each open request, current level of loan losses in similar vintages held in the residential loan portfolio, and estimated recoveries on the underlying collateral. While management uses its best judgment and information available, the adequacy of this reserve is dependent upon factors outside the Company's control including the performance of loans sold and the quality of the servicing provided by the acquirer. The provision recorded at the time of loan sale is netted from the gain or loss recorded in mortgage banking activities, while any incremental provision, post loan sale, is recorded in other non-interest expense in the accompanying Condensed Consolidated Statements of Income.

The following table provides a summary of activity in the reserve for loan repurchases:

| (In thousands) | Three months ended June 30, | | Six months ended June 30, | |
|---|--------------------------------|---------|------------------------------|---------|
| | 2014 | 2013 | 2014 | 2013 |
| Beginning balance | \$1,901 | \$2,094 | \$2,254 | \$2,617 |
| (Benefit) provision | (213 |)557 | (523 |)1,015 |
| Loss on repurchased loans and settlements | (113 |) (3 |) (156 |) (984 |
| Ending balance | \$1,575 | \$2,648 | \$1,575 | \$2,648 |

The following table provides detail of activity related to loan sales:

| (In thousands) | Three months ended June 30, | | Six months ended June 30, | |
|--|--------------------------------|-----------|------------------------------|-----------|
| | 2014 | 2013 | 2014 | 2013 |
| Residential mortgage loans: | | | | |
| Proceeds from the sale of loans held for sale | \$56,576 | \$223,588 | \$122,219 | \$457,638 |
| Net gain on sale included as mortgage banking activities | 513 | 6,539 | 1,288 | 13,234 |
| Loans sold with servicing rights retained | 52,329 | 210,074 | 114,933 | 430,267 |
| Commercial loans: | | | | |
| Proceeds from the sale of loans held for sale | — | 2,349 | — | 12,685 |
| Net loss on sale included as mortgage banking activities | — | (651 |) — | (315 |
| Mortgage Servicing Assets | | | | |

The Company has retained servicing rights on consumer loans totaling \$2.4 billion at both June 30, 2014 and December 31, 2013, resulting in mortgage servicing assets of \$19.8 million at June 30, 2014 and \$21.0 million at December 31, 2013, which are carried at the lower of cost or fair value. See Note 14 - Fair Value Measurements for a further discussion on the fair value of mortgage servicing assets.

Loan servicing fees, net of mortgage servicing rights amortization, were \$0.3 million and \$0.8 million and \$0.7 million and \$2.1 million for the three and six months ended June 30, 2014 and 2013, respectively, and are included as a component of loan related fees in the accompanying Condensed Consolidated Statements of Income.

Table of Contents

NOTE 5: Goodwill and Other Intangible Assets

The following table presents the carrying value for goodwill allocated to the segments:

| (In thousands) | At June 30, 2014 | At December 31, 2013 |
|-------------------|---------------------|----------------------------|
| Segment: | | |
| Community Banking | \$516,560 | \$516,560 |
| Other | 13,327 | 13,327 |
| Goodwill | \$529,887 | \$529,887 |

Webster uses a valuation methodology that addresses market concerns and Basel III to fully allocate capital. Capital allocation for segment reporting is based on regulatory targets aimed at risk-weighted assets, tangible assets, and deposits. Actual regulatory targets are applied to each of the asset bases and an implied target is used for deposits. The methodology creates two asset bases, risk-weighted assets and tangible assets, as well as a deposit base, intangibles, and management assessment.

Webster tests its goodwill for impairment annually as of August 31 (the "Measurement Date"). In performing Step 1 of the goodwill impairment testing process, the Company primarily relies on the income approach to arrive at an indicated range of fair value for the reporting units, which is then corroborated with the market approach comparable company method, and the market capitalization reconciliation. The income approach consists of discounting projected long-term future cash flows, which are derived from internal forecasts and economic expectations, for the respective reporting units. The internal forecasts are developed for each reporting unit by considering several key business drivers such as new business initiatives, market share changes, anticipated loan and deposit growth, forward interest rates, historical performance, and industry and economic trends, among other considerations.

The projected future cash flows are discounted using estimated rates based on the Capital Asset Pricing Model, which considers the risk-free interest rate, market risk premium, beta, and unsystematic risk and size premium adjustments specific to the reporting unit. As the results of our goodwill impairment analysis are dependent upon estimates and assumptions related to discount rates, future projected earnings, and other factors, if actual results are not achieved with these estimates and assumptions, there is a risk that future impairment of goodwill may occur.

There was no impairment indicated as a result of the Step 1 test performed as of August 31, 2013. Key changes in the market and our operations were monitored from our impairment test date of August 31, 2013 to June 30, 2014, in order to determine if circumstances necessitating further testing for impairment were evident. No such changes were evident that would require reassessment of the carrying value of goodwill.

The gross carrying amount and accumulated amortization of other intangible assets (core deposits) allocated to the business segments are as follows:

| (In thousands) | At June 30, 2014 | | | At December 31, 2013 | | |
|-------------------|--------------------------|-----------------------------|------------------------|--------------------------|-----------------------------|------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Community Banking | \$49,420 | \$(45,905) | \$3,515 | \$49,420 | \$(44,069) | \$5,351 |

Amortization of intangible assets for the three and six months ended June 30, 2014 and 2013, totaled \$0.7 million and \$1.8 million and \$1.2 million and \$2.5 million, respectively. Future estimated annual amortization expense is summarized below:

| (In thousands) | |
|---------------------------|-------|
| Years ending December 31: | |
| Remainder of 2014 | \$848 |
| 2015 | 1,524 |
| 2016 | 1,143 |

Table of Contents

NOTE 6: Deposits

A summary of deposits by type follows:

| (In thousands) | At June 30, 2014 | At December 31, 2013 |
|-------------------------|---------------------|----------------------------|
| Non-interest-bearing: | | |
| Demand | \$3,249,996 | \$3,128,152 |
| Interest-bearing: | | |
| Checking | 2,073,652 | 1,934,291 |
| Health savings accounts | 1,754,986 | 1,533,310 |
| Money market | 1,844,014 | 2,167,593 |
| Savings | 3,973,109 | 3,863,930 |
| Time deposits | 2,307,088 | 2,227,144 |
| Total interest-bearing | 11,952,849 | 11,726,268 |
| Total deposits | \$15,202,845 | \$14,854,420 |

Demand deposit overdrafts reclassified as loan balances

\$1,186

\$1,455

At June 30, 2014, the scheduled maturities of time deposits are as follows:

| (In thousands) | Years ending December 31: |
|----------------|------------------------------|
| 2014 | \$755,522 |
| 2015 | 800,457 |
| 2016 | 263,690 |
| 2017 | 96,570 |
| 2018 | 146,359 |
| Thereafter | 244,490 |
| Time deposits | \$2,307,088 |

The following table presents additional information about the Company's brokered deposits:

| (In thousands) | At June 30, 2014 | At December 31, 2013 |
|--|---------------------|----------------------------|
| Interest-bearing checking obtained through brokers | \$56,778 | \$57,817 |
| Time deposits obtained through brokers | 278,080 | 148,117 |
| Total brokered deposits | \$334,858 | \$205,934 |

Table of Contents

NOTE 7: Securities Sold Under Agreements to Repurchase and Other Borrowings

The following table summarizes securities sold under agreements to repurchase and other borrowings:

| (In thousands) | At June 30, 2014 | At December 31, 2013 |
|---|---------------------|----------------------------|
| Securities sold under agreements to repurchase: | | |
| Original maturity of one year or less | \$459,259 | \$359,662 |
| Original maturity of greater than one year, non-callable | 550,000 | 550,000 |
| Callable at the option of the counterparty ⁽¹⁾ | — | 100,000 |
| | 1,009,259 | 1,009,662 |

Other borrowings:

| | | |
|---|-------------|-------------|
| Federal funds purchased | 392,000 | 322,000 |
| Securities sold under agreements to repurchase and other borrowings | \$1,401,259 | \$1,331,662 |

There are \$100 million of securities sold under agreements to repurchase that had callable options for June 23, 2014 and were classified as callable at the option of the counterparty at December 31, 2013. The callable options ⁽¹⁾ were not exercised as of the call date and were reclassified as original maturity of greater than one year, non-callable at June 30, 2014.

Repurchase agreements are used as a source of borrowed funds and are collateralized by U.S. Government agency mortgage-backed securities which are delivered to broker/dealers. Repurchase agreements with counterparties are limited to primary dealers in government securities or commercial and municipal customers through Webster's Treasury Sales desk. Repurchase agreements with dealer counterparties have the right to pledge, transfer, or hypothecate purchased securities during the term of the transaction. The Company has right of offset with respect to all repurchase agreement assets and liabilities. At June 30, 2014, the Company has a gross repurchase agreement liability of \$1.0 billion.

NOTE 8: Federal Home Loan Bank Advances

The following table summarizes Federal Home Loan Bank advances:

| (Dollars in thousands) | At June 30, 2014 | | | At December 31, 2013 | | |
|---------------------------------|----------------------|---|---|----------------------|---|---|
| | Total Outstanding | Weighted- Average Contractual Coupon Rate | | Total Outstanding | Weighted- Average Contractual Coupon Rate | |
| FHLB advances maturing: | | | | | | |
| Within 1 year | \$1,715,000 | 0.22 | % | \$1,550,000 | 0.25 | % |
| After 1 but within 2 years | 45,934 | 2.49 | | — | — | |
| After 2 but within 3 years | 100,000 | 1.48 | | 145,934 | 1.80 | |
| After 3 but within 4 years | 50,500 | 1.10 | | 500 | 5.66 | |
| After 4 but within 5 years | 150,000 | 1.46 | | 200,000 | 1.36 | |
| After 5 years | 155,841 | 1.23 | | 155,926 | 1.25 | |
| | 2,217,275 | 0.50 | % | 2,052,360 | 0.54 | % |
| Unamortized premiums | 49 | | | 61 | | |
| Federal Home Loan Bank advances | \$2,217,324 | | | \$2,052,421 | | |

At June 30, 2014, Webster Bank had pledged loans with an aggregate carrying value of \$5.0 billion as collateral for borrowings and had additional borrowing capacity from the FHLB of approximately \$1.1 billion, as well as an unused line of credit of approximately \$5.0 million. At December 31, 2013, Webster Bank had pledged loans with an aggregate carrying value of \$4.8 billion as collateral for borrowings and had additional borrowing capacity from the FHLB of approximately \$1.0 billion, as well as an unused line of credit of approximately \$5.0 million. At June 30, 2014 and December 31, 2013, Webster Bank was in compliance with FHLB collateral requirements.

Table of Contents

NOTE 9: Long-Term Debt

The following table summarizes long-term debt:

| (Dollars in thousands) | At June 30, 2014 | At December 31, 2013 |
|--|---------------------|----------------------------|
| 4.375% senior fixed-rate notes due 2024 ⁽¹⁾ | \$150,000 | \$— |
| 5.125% senior fixed-rate notes due 2014 | — | 150,000 |
| Junior subordinated debt Webster Statutory Trust I floating-rate notes due 2033 ⁽²⁾ | 77,320 | 77,320 |
| Total notes and subordinated debt | 227,320 | 227,320 |
| Unamortized discount, net ⁽³⁾ | (1,142 |) (21 |
| Hedge accounting adjustments ⁽³⁾ | — | 1,066 |
| Long-term debt | \$226,178 | \$228,365 |

On February 11, 2014, Webster completed an underwritten public offering of \$150.0 million aggregate principal amount of 4.375% senior notes maturing February 15, 2024. Webster received net proceeds of \$148.0 million from the public offering

(1) The interest rate on Webster Statutory Trust I floating-rate notes, which varies quarterly based on 3-month LIBOR plus 2.95%, was 3.182% at June 30, 2014 and 3.194% at December 31, 2013

(2) Related to senior fixed-rate notes due 2024 at June 30, 2014 and senior fixed-rate notes due 2014 at December 31, 2013

Table of Contents

NOTE 10: Other Comprehensive Income

The following tables summarize the changes in accumulated other comprehensive income (loss) by component:

| (In thousands) | Three months ended June 30, 2014 | | | |
|---|---|---------------------------|--|-------------|
| | Available For Sale and Transferred Securities | Derivative Instruments | Defined Benefit Pension and Postretirement Benefit Plans | Total |
| Beginning balance | \$5,505 | \$ (21,932) | \$ (27,264) | \$(43,691) |
| Other comprehensive income (loss) before reclassifications | 15,704 | (3,876) | 468 | 12,296 |
| Amounts reclassified from accumulated other comprehensive income (loss) | 47 | 1,358 | (5) | 1,400 |
| Net current-period other comprehensive income (loss), net of tax | 15,751 | (2,518) | 463 | 13,696 |
| Ending balance | \$21,256 | \$ (24,450) | \$ (26,801) | \$(29,995) |
| (In thousands) | Three months ended June 30, 2013 | | | |
| | Available For Sale and Transferred Securities | Derivative Instruments | Defined Benefit Pension and Postretirement Benefit Plans | Total |
| Beginning balance | \$41,191 | \$ (25,961) | \$ (46,141) | \$(30,911) |
| Other comprehensive (loss) income before reclassifications | (38,248) | 1,581 | 572 | (36,095) |
| Amounts reclassified from accumulated other comprehensive (loss) income | (214) | 1,508 | 573 | 1,867 |
| Net current-period other comprehensive (loss) income, net of tax | (38,462) | 3,089 | 1,145 | (34,228) |
| Ending balance | \$2,729 | \$ (22,872) | \$ (44,996) | \$(65,139) |
| (In thousands) | Six months ended June 30, 2014 | | | |
| | Available For Sale and Transferred Securities | Derivative Instruments | Defined Benefit Pension and Postretirement Benefit Plans | Total |
| Beginning balance | \$(2,617) | \$ (18,206) | \$ (27,726) | \$(48,549) |
| Other comprehensive income (loss) before reclassifications | 26,553 | (9,027) | 935 | 18,461 |
| Amounts reclassified from accumulated other comprehensive (loss) income | (2,680) | 2,783 | (10) | 93 |
| Net current-period other comprehensive income (loss), net of tax | 23,873 | (6,244) | 925 | 18,554 |
| Ending balance | \$21,256 | \$ (24,450) | \$ (26,801) | \$(29,995) |
| (In thousands) | Six months ended June 30, 2013 | | | |
| | Available For Sale and Transferred Securities | Derivative Instruments | Defined Benefit Pension and Postretirement Benefit Plans | Total |
| Beginning balance | \$42,741 | \$ (27,902) | \$ (47,105) | \$(32,266) |
| Other comprehensive (loss) income before reclassifications | (39,730) | 1,880 | 1,056 | (36,794) |
| Amounts reclassified from accumulated other comprehensive (loss) income | (282) | 3,150 | 1,053 | 3,921 |
| Net current-period other comprehensive (loss) income, net of tax | (40,012) | 5,030 | 2,109 | (32,873) |

| | | | | |
|----------------|---------|--------------|--------------|--------------|
| Ending balance | \$2,729 | \$ (22,872) | \$ (44,996) | \$ (65,139) |
|----------------|---------|--------------|--------------|--------------|

Table of Contents

The following tables summarize the reclassifications out of accumulated other comprehensive income (loss):

| Accumulated Other Comprehensive Income (Loss) Components | Three months ended June 30, | | Associated Line Item in the Condensed Consolidated Statements Of Income |
|--|--|--|---|
| | 2014 | 2013 | |
| | Amount Reclassified From Accumulated Other Comprehensive Income (Loss) | Amount Reclassified From Accumulated Other Comprehensive Income (Loss) | |
| (In thousands) | | | |
| Available-for-sale and transferred securities: | | | |
| Unrealized gains on available-for-sale securities | \$— | \$ 333 | Net gain on sale of investment securities |
| Unrealized gains on available-for-sale securities | (73 |)— | Impairment loss recognized in earnings |
| Tax benefit (expense) | 26 | (119 |) Income tax expense |
| Net of tax | \$(47 |)\$ 214 | |
| Derivative instruments: | | | |
| Cash flow hedges | \$(2,115 |)\$ (2,349 |) Total interest expense |
| Tax benefit | 757 | 841 | Income tax expense |
| Net of tax | \$(1,358 |)\$ (1,508 |) |
| Defined benefit pension and postretirement benefit plans: | | | |
| Amortization of net loss | \$26 | \$ (875 |) Compensation and benefits |
| Prior service costs | (18 |)(18 |) Compensation and benefits |
| Tax (expense) benefit | (3 |)320 | Income tax expense |
| Net of tax | \$5 | \$ (573 |) |
| Accumulated Other Comprehensive Income (Loss) Components | Six months ended June 30, | | Associated Line Item in the Condensed Consolidated Statements Of Income |
| | 2014 | 2013 | |
| | Amount Reclassified From Accumulated Other Comprehensive Income (Loss) | Amount Reclassified From Accumulated Other Comprehensive Income (Loss) | |
| (In thousands) | | | |
| Available-for-sale and transferred securities: | | | |
| Unrealized gains (losses) on available-for-sale securities | \$4,336 | \$ 439 | Net gain on sale of investment securities |
| Unrealized gains (losses) on available-for-sale securities | (161 |)— | Impairment loss recognized in earnings |
| Tax expense | (1,495 |)(157 |) Income tax expense |
| Net of tax | \$2,680 | \$ 282 | |
| Derivative instruments: | | | |
| Cash flow hedges | \$(4,336 |)\$ (4,907 |) Total interest expense |

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| | | | |
|---|----------|------------|-----------------------------|
| Tax benefit | 1,553 | 1,757 | Income tax expense |
| Net of tax | \$(2,783 |)\$ (3,150 |) |
| Defined benefit pension and postretirement benefit plans: | | | |
| Amortization of net loss | \$52 | \$ (1,604 |) Compensation and benefits |
| Prior service costs | (36 |) (36 |) Compensation and benefits |
| Tax (expense) benefit | (6 |) 587 | Income tax expense |
| Net of tax | \$10 | \$ (1,053 |) |

34

Table of Contents

NOTE 11: Regulatory Matters

Regulatory Capital Requirements. Banks and bank holding companies are subject to various regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations involve quantitative measures of assets, liabilities, and certain off-balance sheet items calculated under regulatory accounting practices. These quantitative measures, to ensure capital adequacy, require minimum amounts and ratios.

As defined in the regulations, the Total risk-based and Tier 1 capital ratios are calculated by dividing the respective capital amounts by risk-weighted assets. Risk-weighted assets are calculated based on regulatory requirements and include total assets, excluding goodwill and other intangible assets, allocated by risk-weight category, and certain off-balance sheet items, primarily loan commitments. As defined in the regulations, the Tier 1 leverage capital ratio is calculated by dividing Tier 1 capital by adjusted quarterly average total assets. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk-weighting, and other factors.

The following table provides information on the capital ratios for Webster Financial Corporation and Webster Bank, N.A.:

| (Dollars in thousands) | Capital Actual | | Capital Requirements | | | |
|-------------------------------|----------------|-------|----------------------|-------|-------------------------|--------|
| | Amount | Ratio | Minimum Amount | Ratio | Well Capitalized Amount | Ratio |
| At June 30, 2014 | | | | | | |
| Webster Financial Corporation | | | | | | |
| Total risk-based capital | \$2,026,230 | 14.1 | % \$1,150,525 | 8.0 | % \$1,438,156 | 10.0 % |
| Tier 1 capital | 1,865,999 | 13.0 | 575,262 | 4.0 | 862,894 | 6.0 |
| Tier 1 leverage capital | 1,865,999 | 9.0 | 828,312 | 4.0 | 1,035,390 | 5.0 |
| Webster Bank, N.A. | | | | | | |
| Total risk-based capital | \$1,876,692 | 13.1 | % \$1,148,263 | 8.0 | % \$1,435,329 | 10.0 % |
| Tier 1 capital | 1,717,075 | 12.0 | 574,132 | 4.0 | 861,198 | 6.0 |
| Tier 1 leverage capital | 1,717,075 | 8.3 | 827,260 | 4.0 | 1,034,074 | 5.0 |
| At December 31, 2013 | | | | | | |
| Webster Financial Corporation | | | | | | |
| Total risk-based capital | \$1,965,171 | 14.2 | % \$1,106,203 | 8.0 | % \$1,382,754 | 10.0 % |
| Tier 1 capital | 1,807,642 | 13.1 | 553,101 | 4.0 | 829,652 | 6.0 |
| Tier 1 leverage capital | 1,807,642 | 9.0 | 801,535 | 4.0 | 1,001,919 | 5.0 |
| Webster Bank, N.A. | | | | | | |
| Total risk-based capital | \$1,815,423 | 13.2 | % \$1,104,200 | 8.0 | % \$1,380,250 | 10.0 % |
| Tier 1 capital | 1,658,466 | 12.0 | 552,100 | 4.0 | 828,150 | 6.0 |
| Tier 1 leverage capital | 1,658,466 | 8.3 | 800,063 | 4.0 | 1,000,079 | 5.0 |

Webster is subject to regulatory capital requirements administered by the Federal Reserve, while Webster Bank is subject to regulatory capital requirements administered by the Office of the Comptroller of the Currency ("OCC"). Regulatory authorities can initiate certain mandatory actions if Webster or Webster Bank fail to meet minimum capital requirements, which could have a direct material effect on the Company's financial statements.

Dividend Restrictions. In the ordinary course of business, Webster is dependent upon dividends from Webster Bank to provide funds for its cash requirements, including payments of dividends to shareholders. Banking regulations may limit the amount of dividends that may be paid. Approval by regulatory authorities is required if the effect of dividends declared would cause the regulatory capital of Webster Bank to fall below specified minimum levels, or if dividends declared exceed the net income for that year combined with the undistributed net income for the preceding two years. In addition, the OCC has discretion to prohibit any otherwise permitted capital distribution on general safety and soundness grounds. Dividends paid by Webster Bank to Webster totaled \$50.0 million during both of the six month periods ended June 30, 2014 and 2013.

Trust Preferred Securities. The Company owns the common stock of a trust which has issued trust preferred securities. The trust is a VIE of which the Company is not the primary beneficiary and, therefore, is not consolidated. At June 30,

2014 and December 31, 2013, \$75.0 million of trust preferred securities have been included in the Tier 1 capital of Webster for regulatory reporting purposes pursuant to the Federal Reserve's capital adequacy guidelines. Certain provisions of the Basel III capital framework require the Company to phase out trust preferred securities from Tier 1 capital beginning January 1, 2015. Excluding trust preferred securities from the Tier 1 capital will not affect Webster's ability to meet all capital adequacy requirements to which it is subject.

Table of Contents

NOTE 12: Earnings Per Common Share

The calculation of basic and diluted earnings per common share follows:

| (In thousands, except per share data) | Three months ended June 30, | | Six months ended June 30, | |
|---|-----------------------------|----------|---------------------------|----------|
| | 2014 | 2013 | 2014 | 2013 |
| Earnings for basic and diluted earnings per common share: | | | | |
| Net income available to common shareholders | \$45,217 | \$43,734 | \$93,001 | \$82,965 |
| Less: Dividends to participating shares | (74 |)(56 |)(122 |)(88 |
| Income allocated to participating shares | (113 |)(129 |)(237 |)(247 |
| Net income allocated to common shareholders | \$45,030 | \$43,549 | \$92,642 | \$82,630 |
| Shares: | | | | |
| Weighted-average common shares outstanding - basic | 89,776 | 89,645 | 89,831 | 87,585 |
| Effect of dilutive securities: | | | | |
| Stock options and restricted stock | 471 | 290 | 479 | 308 |
| Warrants - Series A1 and A2 | — | — | — | 1,917 |
| Warrants - other | 281 | 152 | 274 | 143 |
| Weighted-average common shares outstanding - diluted | 90,528 | 90,087 | 90,584 | 89,953 |
| Earnings per common share: | | | | |
| Basic | \$0.50 | \$0.49 | \$1.03 | \$0.94 |
| Diluted | 0.50 | 0.48 | 1.02 | 0.92 |

Stock Options

Options to purchase 0.8 million shares for both the three and six months ended June 30, 2014, respectively, and 1.6 million shares for the three and six months ended June 30, 2013, respectively, were excluded from the calculation of diluted earnings per share because the options' exercise prices were greater than the average market price of Webster's common stock for the respective periods presented.

Restricted Stock

Non-participating restricted stock awards of 183 thousand shares and 185 thousand shares for the three and six months ended June 30, 2014, respectively, and 254 thousand shares and 253 thousand shares for the three and six months ended June 30, 2013, respectively, whose issuance is contingent upon the satisfaction of certain performance conditions, were deemed to be anti-dilutive and, therefore, are excluded from the calculation of diluted earnings per share for the respective periods presented.

Warrants

Series A1 and A2: The Series A1 and A2 warrants issued in connection with the Warburg investment were exchanged in a cashless exercise on March 22, 2013. The weighted-average dilutive effect of these warrants prior to the exchange is included in the calculation of diluted earnings per share for the six months ended June 30, 2013 because the exercise price of the warrants was less than the average market price of Webster's common stock for the respective periods presented.

Other: Warrants initially issued to the U.S. Treasury and sold in a secondary public offering on June 8, 2011 represent 0.7 million potential issuable shares of common stock at both June 30, 2014 and 2013. The weighted-average dilutive effect of these warrants is included in the calculation of diluted earnings per share for the three and six months ended June 30, 2014 and 2013 because the exercise price of the warrants was less than the average market price of Webster's common stock for the respective periods presented.

Series A Preferred Stock

The Series A Preferred Stock represents potential issuable common stock at June 30, 2014 and 2013. The weighted-average effect of 1.1 million shares of common stock associated with the Series A Preferred Stock was deemed to be anti-dilutive and, therefore, is excluded from the calculation of diluted earnings per share for the three and six months ended June 30, 2014 and 2013.

Table of Contents

NOTE 13: Derivative Financial Instruments

Risk Management Objective of Using Derivatives

Webster manages economic risks, including interest rate, liquidity, and credit risk, primarily by managing the amount, sources, and duration of its debt funding and the use of derivative financial instruments. Specifically, Webster enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. Cash flow or fair value hedge designation, for accounting, depends on the specific risk being hedged. Webster uses fair value hedges to mitigate changes in fair values due to fixed rates or prices, while changes in cash flows due to variable rates or prices may be reduced or eliminated by cash flow hedges.

Cash Flow Hedges of Interest Rate Risk

Webster's primary objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, Webster uses interest rate swaps and caps as part of its interest rate risk management strategy. Interest rate swaps and caps designated as cash flow hedges are designed to manage the risk associated with a forecasted event or an uncertain variable rate cash flow. The change in fair value of interest rate swaps and caps is recorded in accumulated other comprehensive income ("AOCI") during the term of the cash flow hedge.

Webster uses forward-settle interest rate swaps to protect the Company against adverse fluctuations in interest rates by reducing its exposure to variability in cash flows relating to interest payments on forecasted debt issuances.

Forward-settle swaps are typically terminated and cash settled to coincide with a debt issuance. Upon the termination of a swap at the time of debt issuance, the gain or loss that has been recorded in AOCI is amortized into interest expense over the life of the debt.

The table below presents information for Webster's forward-settle interest rate swaps, which are structured as pay fixed-receive 1-month LIBOR, outstanding at June 30, 2014:

(Dollars in thousands)

| Number of Instruments | Total Notional Amount | Trade Date | Effective Date | Maturity Date | Debt Issuance Expected |
|-----------------------|-----------------------|--------------------------------|--|--|----------------------------|
| 2 | \$50,000 | August 2013 and September 2013 | June 30, 2014 | June 30, 2019 | April 2014 - March 2015 |
| 4 | \$100,000 | October 2013 and November 2013 | October 16, 2014 and November 18, 2014 | October 16, 2019 and November 18, 2019 | July 2014 - May 2015 |
| 2 | \$50,000 | January 2014 | January 31, 2015 | January 31, 2020 | October 2014 - July 2015 |
| 2 | \$50,000 | April 2014 and May 2014 | June 16, 2015 | June 16, 2020 | March 2015 - December 2015 |

Webster uses interest rate swaps and caps to protect the Company from exposure to variability in cash flows relating to interest payments on floating-rate funding instruments. The swaps and caps are structured to offset fluctuations in interest rates on floating-rate debt during the life of the funding instrument.

The table below presents information for Webster's interest rate swaps and caps outstanding at June 30, 2014:

(Dollars in thousands)

| Number of Instruments | Total Notional Amount | Instrument Type | Trade Date | Strike Rate Indexed to 3-Month LIBOR | Hedged Debt | Maturity Date |
|-----------------------|-----------------------|-----------------|--|--------------------------------------|--|---------------|
| 6 | \$150,000 | Cap | April 2013, January 2014, February 2014, | 3.0% | \$150 million 3-month LIBOR indexed floating-rate FHLB advance | December 2021 |

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| | | | | | | |
|---|----------|------|------------|---|--|---------------------------|
| | | | April 2014 | | | |
| 3 | \$75,000 | Swap | June 2014 | - | \$75 million 28 day rolling FHLB advance for a 5 year term | July 2019 and August 2019 |

37

Table of Contents

The table below presents the notional amount and fair value for Webster's interest rate derivatives designated as cash flow hedges as well as their classification in the accompanying Condensed Consolidated Balance Sheets:

| (Dollars in thousands) | At June 30, 2014 | | | At December 31, 2013 | | |
|-----------------------------------|------------------------------|------------------|------------------------------|----------------------|-----------------|------------|
| | Balance Sheet Classification | # of Instruments | Notional Amount / Fair Value | # of Instruments | Notional Amount | Fair Value |
| Forward-settle interest rate swap | Other assets | — | \$— \$— | 8 | \$200,000 | \$3,027 |
| Forward-settle interest rate swap | Other liabilities | 13 | 325,000 (4,556) | 5 | 125,000 | (622) |
| Interest rate cap | Other assets | 6 | 150,000 6,512 | 2 | 50,000 | 3,554 |

AOCI related to cash flow hedges
The changes in fair value of derivatives designated as cash flow hedges are recorded in AOCI. These amounts are reclassified to interest expense as interest payments are made on the Company's variable-rate debt. At June 30, 2014, the change in fair value resulted in a \$6.5 million gain. An unamortized premium balance of \$8.0 million will be reclassified to interest expense over the term of the cap according to a predetermined cap value schedule. Over the next twelve months, the Company estimates that \$3.7 million will be reclassified from AOCI as an increase to interest expense.

Webster records swap gains and losses related to forward-settle terminations in AOCI with the amortization impacting earnings over the respective term of the associated debt instruments. Hedge ineffectiveness amounted to a loss of \$107 thousand for the three and six months ended June 30, 2014, and for the three and six months ended June 30, 2013, there was no hedge ineffectiveness. At June 30, 2014, the remaining unamortized loss on the termination of cash flow hedges is \$32.0 million. Over the next twelve months, the Company estimates that \$7.4 million will be reclassified from AOCI as an increase to interest expense.

The increase/(reduction) to interest expense on borrowings related to cash flow hedges is presented below:

| (In thousands) | Three months ended June 30, | | | |
|---|-----------------------------|------------------------|------------------|------------------------|
| | 2014 | Amount | 2013 | Amount |
| | Interest Expense | Reclassified From AOCI | Interest Expense | Reclassified From AOCI |
| Interest rate swaps on FHLB advances | \$— | \$1,352 | \$118 | \$1,519 |
| Interest rate swaps on senior fixed-rate notes | — | 77 | — | — |
| Interest rate swaps on junior subordinated debt | — | — | — | — |
| Interest rate swaps on repurchase agreements | — | 673 | — | 830 |
| Interest rate swaps on brokered CDs | — | 13 | — | — |
| Net increase to interest expense on borrowings | \$— | \$2,115 | \$118 | \$2,349 |
| (In thousands) | Six months ended June 30, | | | |
| | 2014 | Amount | 2013 | Amount |
| | Interest Expense | Reclassified From AOCI | Interest Expense | Reclassified From AOCI |
| Interest rate swaps on FHLB advances | \$— | \$2,705 | \$498 | \$3,251 |
| Interest rate swaps on senior fixed-rate notes | — | 115 | — | — |
| Interest rate swaps on junior subordinated debt | — | — | — | (3) |
| Interest rate swaps on repurchase agreements | — | 1,503 | — | 1,660 |
| Interest rate swaps on brokered CDs | — | 13 | — | — |
| Net increase to interest expense on borrowings | \$— | \$4,336 | \$498 | \$4,908 |

Fair Value Hedges of Interest Rate Risk

Webster is exposed to changes in the fair value of certain of its fixed-rate obligations due to changes in benchmark interest rates. Webster uses interest rate swaps to manage its exposure to changes in fair value on these obligations attributable to changes in the benchmark interest rates. Interest rate swaps designated as fair value hedges involve the

receipt of fixed-rate amounts from a counterparty in exchange for Webster making variable-rate payments over the life of the agreements without the exchange of the underlying notional amount. Webster did not have any derivative financial instruments designated as fair value hedges as of June 30, 2014 and December 31, 2013.

Table of Contents

For a qualifying derivative designated as a fair value hedge, the gain or loss on the derivative, as well as the offsetting gain or loss on the hedged item attributable to the hedged risk, is recognized in interest expense. Webster includes the gain or loss from the period end mark-to-market (“MTM”) adjustments on the hedged items in the same line item as the offsetting gain or loss on the related derivatives. The impact of derivative net settlements, hedge ineffectiveness, basis amortization adjustments, and amortization of deferred hedge terminations are also recognized in interest expense. As of June 30, 2014, a gain related to the termination of a senior fixed-rate note fair value hedge has been fully amortized as of the maturity of the senior fixed-rate notes on April 15, 2014.

The reduction to interest expense on borrowings related to fair value hedges is presented below:

| (In thousands) | Three months ended | | Six months ended June | |
|---|--------------------|----------|-----------------------|------------|
| | June 30, 2014 | 2013 | 30, 2014 | 2013 |
| Interest rate swaps on senior fixed-rate notes | \$(267) | \$(800) | \$(1,066) | \$(1,599) |
| Interest rate swaps on junior subordinated debt | — | — | — | (207) |
| Net reduction to interest expense on borrowings | \$(267) | \$(800) | \$(1,066) | \$(1,806) |

Non-Hedge Accounting Derivatives / Non-designated Hedges

Derivatives that do not meet the hedge accounting requirements of ASC Topic 815, “Derivatives and Hedging,” are not speculative and are used to manage the Company’s exposure to interest rate movements and other identified risks. Changes in the fair value of these instruments are recorded as a component of non-interest income in the accompanying Condensed Consolidated Statements of Income.

Webster had the following outstanding interest rate swaps and caps that were not designated for hedge accounting:

At June 30, 2014

| (Dollars in thousands) | Balance Sheet Classification | # of Instruments | Notional Amount | Fair Value | | |
|---|---------------------------------|---------------------|--------------------|------------|------------|----------|
| | | | | Gain | Loss | Net |
| Webster with customer position: | | | | | | |
| Commercial loan interest rate derivatives | Other assets | 191 | \$1,181,750 | \$38,848 | \$— | \$38,848 |
| Commercial loan interest rate derivatives | Other liabilities | 59 | 580,769 | — | (4,392) | (4,392) |
| Total customer position | | 250 | \$1,762,519 | \$38,848 | \$(4,392) | \$34,456 |

Webster with counterparty position:

| | | | | | | |
|---|-------------------|-----|--------------|---------|-------------|-------------|
| Commercial loan interest rate derivatives | Other assets | 27 | \$267,043 | \$1,792 | \$(1,188) | \$604 |
| Commercial loan interest rate derivatives | Other liabilities | 217 | 1,495,414 | 5,993 | (26,968) | (20,975) |
| Fed Funds futures | Other liabilities | 13 | 9,810,000 | 19 | (271) | (252) |
| Total counterparty position | | 257 | \$11,572,457 | \$7,804 | \$(28,427) | \$(20,623) |

At December 31, 2013

| (Dollars in thousands) | Balance Sheet Classification | # of Instruments | Notional Amount | Fair Value | | |
|---|---------------------------------|---------------------|--------------------|------------|-------------|-----------|
| | | | | Gain | Loss | Net |
| Webster with customer position: | | | | | | |
| Commercial loan interest rate derivatives | Other assets | 159 | \$915,272 | \$29,004 | \$— | \$29,004 |
| Commercial loan interest rate derivatives | Other liabilities | 76 | 648,456 | — | (11,175) | (11,175) |
| Total customer position | | 235 | \$1,563,728 | \$29,004 | \$(11,175) | \$17,829 |

Webster with counterparty position:

| | | | | | | |
|---|-------------------|-----|--------------|----------|-------------|------------|
| Commercial loan interest rate derivatives | Other assets | 111 | \$914,044 | \$8,944 | \$(2,766) | \$6,178 |
| Commercial loan interest rate derivatives | Other liabilities | 118 | 649,623 | 8,118 | (20,094) | (11,976) |
| Fed Funds futures | Other liabilities | 14 | 11,200,000 | 32 | (259) | (227) |
| Total counterparty position | | 243 | \$12,763,667 | \$17,094 | \$(23,119) | \$(6,025) |

Table of Contents

Webster reported the changes in the fair value of non-hedge accounting derivatives as a component of other non-interest income in the accompanying Condensed Consolidated Statements of Income as follows:

| (In thousands) | Three months ended | | Six months ended June | |
|---|--------------------|---------|-----------------------|---------|
| | June 30, 2014 | 2013 | 30, 2014 | 2013 |
| Non-hedge derivatives, net | \$1,453 | \$981 | 3,566 | 1,633 |
| Fed funds futures contracts | (11 |) 108 | (286 |) 160 |
| Net increase to other non-interest income | \$1,442 | \$1,089 | \$3,280 | \$1,793 |

Offsetting Derivatives

Webster has entered into transactions with counterparties that are subject to a master netting agreement. Hedge accounting positions are recorded on a gross basis in other assets for a gain position and in other liabilities for a loss position, while non-hedge accounting net positions are recorded in other assets for a net gain or in other liabilities for a net loss position in the accompanying Condensed Consolidated Balance Sheets.

The tables below present the financial assets and liabilities for non-customer derivative positions, including futures contracts, summarized by dealer counterparty or Derivative Clearing Organization ("DCO"):

At June 30, 2014

| (In thousands) | Notional Amount | Hedge Accounting Positions | | Non-Hedge Accounting Positions | | Total MTM(Loss) Gain | Cash Collateral Posted (Received) | Net Exposure (1) |
|-------------------------|--------------------|-------------------------------|-----------|-----------------------------------|------------|----------------------------|--|------------------------|
| | | MTM Gain | MTM Loss | MTM Gain | MTM Loss | | | |
| Dealer A | \$427,920 | \$— | \$(228) | \$2,594 | \$(8,783) | \$(6,417) | \$6,400 | \$— |
| Dealer B | 337,171 | 2,171 | — | 1,769 | (8,183) | (4,243) | 3,970 | — |
| Dealer C | 14,093 | — | — | — | (1,149) | (1,149) | — | — |
| Dealer D | 292,043 | 1,085 | — | 1,792 | (1,188) | 1,689 | (1,700) | — |
| Dealer E | 384,971 | 3,256 | — | 1,492 | (1,918) | 2,830 | (2,790) | — |
| Dealer F ⁽²⁾ | 10,591,259 | — | (4,328) | 157 | (7,206) | (11,377) | 23,271 | 11,894 |
| Total | \$12,047,457 | \$6,512 | \$(4,556) | \$7,804 | \$(28,427) | \$(18,667) | \$29,151 | |

At December 31, 2013

| (In thousands) | Notional Amount | Hedge Accounting Positions | | Non-Hedge Accounting Positions | | Total MTM (Loss) Gain | Cash Collateral Posted (Received) | Net Exposure (1) |
|-------------------------|--------------------|-------------------------------|----------|-----------------------------------|------------|--------------------------------|--|------------------------|
| | | MTM Gain | MTM Loss | MTM Gain | MTM Loss | | | |
| Dealer A | \$387,258 | \$730 | \$— | \$4,643 | \$(9,647) | \$(4,274) | \$4,300 | \$26 |
| Dealer B | 322,888 | 615 | — | 3,475 | (9,100) | (5,010) | 4,940 | — |
| Dealer C | 14,477 | — | — | — | (1,348) | (1,348) | — | — |
| Dealer D | 291,627 | 1,734 | — | 4,108 | (592) | 5,250 | (5,300) | — |
| Dealer E | 372,771 | 2,290 | (15) | 3,017 | (1,743) | 3,549 | (3,310) | — |
| Dealer F ⁽²⁾ | 11,749,646 | 1,212 | (607) | 1,819 | (657) | 1,767 | 7,485 | 9,252 |
| Total | \$13,138,667 | \$6,581 | \$(622) | \$17,062 | \$(23,087) | \$(66) | \$8,115 | |

(1) Net positive exposure represents over-collateralized loss positions which can be the result of DCO initial margin requirements posted in compliance with the Dodd-Frank Wall Street Reform and Consumer Protection Act.

(2) Dealer F represents Chicago Mercantile Exchange, our designated DCO.

Table of Contents

Counterparty Credit Risk. Derivative contracts involve the risk of dealing with both bank customers and institutional derivative counterparties and their ability to meet contractual terms. The Company has International Swap Derivative Association ("ISDA") Master agreements, including a Credit Support Annex ("CSA"), with all derivative counterparties for non-cleared trades. The ISDA Master agreements provide that on each payment date, all amounts otherwise owing the same currency under the same transaction are netted so that only a single amount is owed in that currency. The ISDA provides, if the parties so elect, for such netting of amounts in the same currency among all transactions identified as being subject to such election that have common payment dates and booking offices. Under the CSA, daily net exposure in excess of a negotiated threshold is secured by posted cash collateral. The Company has negotiated a zero threshold with the majority of its approved financial institution counterparties. In accordance with Webster policies, institutional counterparties must be analyzed and approved through the Company's credit approval process.

The Company's credit exposure on interest rate derivatives is limited to the net favorable value and interest payments of all derivatives by each of the counterparties for the amounts up to the established threshold for collateralization. Credit exposure may be reduced by the amount of collateral pledged by the counterparty. The Company's credit exposure related to derivatives with financial institutions is zero unless cash collateral exceeds the unfavorable market value.

In accordance with counterparty credit agreements and derivative clearing rules, the Company had approximately \$29.2 million in net margin collateral posted with financial counterparties at June 30, 2014 which was comprised of approximately \$33.7 million of margin collateral posted to financial counterparties or DCO and approximately \$4.5 million received from financial counterparties. Collateral levels for approved financial institution counterparties are monitored daily and adjusted as necessary. In the event of default, should the collateral not be returned, the exposure would be offset by terminating the transaction.

The Company regularly evaluates the credit risk of its counterparties, taking into account likelihood of default, net exposures, and remaining contractual life, among other things. The Company's net current credit exposure relating to interest rate derivatives with Webster Bank customers was \$38.8 million at June 30, 2014. In addition, the Company monitors potential future exposure, representing its best estimate of exposure to remaining contractual maturity. The potential future exposure relating to interest rate derivatives with Webster Bank customers totaled \$13.0 million at June 30, 2014. The credit exposure is mitigated as transactions with customers are generally secured by the same collateral securing the underlying transactions being hedged. No losses on derivative instruments have occurred as a result of counterparty nonperformance.

Futures Contracts Derivatives. In March 2010, Webster entered into a \$600 million short-sale of a 1-year strip of Fed funds futures contracts with serial maturities between May 2010 and April 2011 to hedge against a rise in short-term rates. Since then, Webster has continued to roll the futures contracts and, beginning with the September 2011 contracts, reduced the notional amount to \$400 million, as the probability for rising short-term rates decreased, and then, beginning with the March 2013 contracts, increased the notional amount to \$800 million, as the probability for rising short-term rates increased. This transaction is designed to work in conjunction with floating rate assets with interest rate floors, which will not generate a benefit from an increase in short-term interest rates. The fair value of these contracts is a net loss of \$252 thousand and is reflected in other liabilities in the accompanying Condensed Consolidated Balance Sheets. The related income impact is reflected as non-interest income in the accompanying Condensed Consolidated Statements of Income, and the Company recognized an \$11 thousand and \$286 thousand MTM loss for the three and six months ended June 30, 2014, respectively, and a \$108 thousand and \$160 thousand MTM gain for the three and six months ended June 30, 2013, respectively.

Mortgage Banking Derivatives. Forward sales of mortgage loans and MBS are utilized by Webster in its efforts to manage risk of loss associated with its mortgage loan commitments and mortgage loans held for sale. Prior to closing and funding certain single-family residential mortgage loans, interest rate lock commitments are generally extended to the borrowers. During the period from commitment date to closing date, Webster is subject to the risk that market rates of interest may change. If market rates rise, investors generally will pay less to purchase such loans resulting in a reduction in the gain on sale of the loans or, possibly, a loss. In an effort to mitigate such risk, forward delivery sales commitments are established, under which Webster agrees to deliver whole mortgage loans to various investors or

issue MBS. At June 30, 2014, outstanding rate locks totaled approximately \$47.6 million and the outstanding commitments to sell residential mortgage loans totaled approximately \$65.1 million. Forward sales, which include mandatory forward commitments of approximately \$64.0 million at June 30, 2014, establish the price to be received upon the sale of the related mortgage loan, thereby mitigating certain interest rate risk. There is, however, still certain execution risk specifically related to Webster's ability to close and deliver to its investors the mortgage loans it has committed to sell. The interest rate locked loan commitments and forward sales commitments are recorded at fair value, with changes in fair value recorded as non-interest income in the accompanying Condensed Consolidated Statements of Income. At June 30, 2014 and December 31, 2013, the fair value of interest rate locked loan commitments and forward sales commitments totaled losses of \$0.1 million and gains of \$0.5 million, respectively, and were recorded as a component of other assets in the accompanying Condensed Consolidated Balance Sheets.

Table of Contents

Foreign Currency Derivatives. The Company enters into foreign currency forward contracts that are not designated for hedge accounting to minimize fluctuations of currency exchange rates on certain lending arrangements. Upon the origination of a foreign currency forward contract with a customer, the Company simultaneously enters into an offsetting contract with a third party to negate the exposure to fluctuations in foreign currency exchange rates. The carrying amount and fair value of foreign currency forward contracts remain immaterial at June 30, 2014.

Risk Participation Agreements. The Company enters into financial guarantees of performance on interest rate swap derivatives. The purchased (asset) or sold (liability) guarantee allows the Company to participate-in (for a fee received) or participate-out (for a fee paid), of the risk associated with certain derivative positions executed with the borrower by a lead bank. The risk participation agreement guarantee is recorded on the balance sheet at fair value, with changes in fair value recognized in earnings each period. The notional amount and fair value of risk participation agreements remain immaterial at June 30, 2014.

NOTE 14: Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined using quoted market prices. However, in many instances, quoted market prices are not available. In such instances, fair values are determined using various valuation techniques. Various assumptions and observable inputs must be relied upon in applying these techniques. Accordingly, the fair value estimates may not be realized in an immediate transfer of the respective asset or liability.

Fair Value Hierarchy

The three levels within the fair value hierarchy are as follows:

• **Level 1:** Valuation is based upon unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

• **Level 2:** Fair value is calculated using inputs other than quoted market prices that are directly or indirectly observable for the asset or liability. The valuation may rely on quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit ratings, etc.), or inputs that are derived principally or corroborated by market data, by correlation, or other means.

• **Level 3:** Inputs for determining the fair value of the respective assets or liabilities are not observable. Level 3 valuations are reliant upon pricing models and techniques that require significant management judgment or estimation.

Categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

Securities

When quoted prices are available in an active market, the Company classifies securities within Level 1 of the valuation hierarchy. Level 1 securities include equity securities in financial institutions, U.S. Treasury Bills, and interest rate futures contracts.

If quoted market prices are not available, the Company employs an independent pricing service that utilizes matrix pricing to calculate fair value. Such fair value measurements consider observable data such as dealer quotes, market spreads, cash flows, yield curves, live trading levels, trade execution data, market consensus prepayments speeds, credit information, and respective terms and conditions for debt instruments. Webster employs procedures to monitor the pricing service's assumptions and establishes processes to challenge the pricing service's valuations that appear unusual or unexpected. Level 2 securities include agency CMOs, agency MBS, agency CMBS, CLOs, corporate debt, single-issuer trust preferred securities, CMBS, and auction rate preferred securities.

When a market is illiquid or there is a lack of transparency around the inputs to valuation, the securities are classified as Level 3, and reliance is placed upon internally developed models and management judgment for valuation.

Pooled trust preferred securities are currently classified as Level 3. Due to the continued inactive market and illiquid nature of pooled trust preferred securities in the entire capital structure, an internal cash flow model is used to value these securities on a quarterly basis. The Company employs an internal CDO model for projecting future cash flows

and discounting those cash flows to a net present value. Each underlying issuer in the pool is rated internally using the latest financial data on each institution, and future deferrals, defaults, and losses are then estimated on the basis of continued stress in the financial markets. Further, all current and projected deferrals are not assumed to cure, and all current and projected defaults are assumed to have no recovery value. The resulting net cash flows are then discounted at current market levels for similar types of products that are actively trading.

Table of Contents

Derivative Instruments

Derivative instruments are valued using third-party valuation software, which considers the present value of cash flows discounted using observable forward rate assumptions. The resulting fair values are validated against valuations performed by independent third parties and are classified within Level 2 of the fair value hierarchy. Fed funds futures contracts are valued based on unadjusted quoted prices in active markets and are classified within Level 1 of the fair value hierarchy. In determining if any fair value adjustments related to credit risk are required, Webster evaluates the credit risk of its counterparties by considering factors such as the likelihood of default by the counterparties, its net exposures, the remaining contractual life, as well as the amount of collateral securing the position. Webster reviews its counterparty exposure on a regular basis, and, when necessary, appropriate business actions are taken to adjust the exposure. When determining fair value, Webster applies the portfolio exception with respect to measuring counterparty credit risk for all of its derivative transactions subject to a master netting arrangement. To date, the Company has not realized any losses due to a counterparty's inability to pay any net uncollateralized position. The change in value of derivative assets and liabilities attributable to credit risk was not significant during the reported periods.

Mortgage Banking Derivatives

Mortgage-backed securities are utilized by the Company in its efforts to manage risk of loss associated with its mortgage loan commitments and mortgage loans held for sale. Prior to closing and funding certain single-family residential mortgage loans, an interest rate lock commitment is generally extended to the borrower. During the period from commitment date to closing date, Webster is subject to the risk that market rates of interest may change. If market rates rise, investors generally will pay less to purchase such loans resulting in a reduction in the gain on sale of the loans or, possibly, a loss. In an effort to mitigate such risk, forward delivery sales commitments are established, under which Webster agrees to deliver whole mortgage loans to various investors or issue mortgage-backed securities. The fair value of mortgage banking derivatives is determined based on current market prices for similar assets in the secondary market and, therefore, classified within Level 2 of the fair value hierarchy.

Investments Held in Rabbi Trust

Investments held in a Rabbi Trust primarily include mutual funds that invest in equity and fixed income securities. Shares of mutual funds are valued based on net asset value, which represents quoted market prices for the underlying shares held in the mutual funds. Therefore, investments held in the Rabbi Trust are classified within Level 1 of the fair value hierarchy. Webster has elected to measure the investments held in the Rabbi Trust at fair value. The Company consolidates the invested assets of the trust along with the total deferred compensation obligations and includes them in other assets and other liabilities, respectively, in the accompanying Condensed Consolidated Balance Sheets. Earnings in the Rabbi Trust, including appreciation or depreciation, are reflected as other non-interest income, and changes in the corresponding liability are reflected as compensation and benefits in the accompanying Condensed Consolidated Statements of Income. The cost basis of the investments held in the Rabbi Trust is \$4.6 million as of June 30, 2014.

Alternative Investments

The Company generally records alternative investment funds at cost, subject to impairment testing. There are certain funds in which the ownership percentage is greater than 3% and are, therefore, recorded at fair value based upon the net asset value of the respective fund. At June 30, 2014, alternative investments consisted of \$0.3 million recorded at fair value and \$16.4 million recorded at cost. These are non-public investments that cannot be redeemed since the Company's investment is distributed as the underlying investments are liquidated. The alternative investments included at fair value are classified within Level 3 of the fair value hierarchy. The alternative investments that are carried at cost are considered to be measured at fair value on a non-recurring basis when there is impairment. The Company has \$6.9 million in unfunded commitments remaining for its alternative investments as of June 30, 2014.

Table of Contents

Summaries of fair values for assets and liabilities measured at fair value on a recurring basis are as follows:

At June 30, 2014

| (In thousands) | Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Other Significant Unobservable Inputs (Level 3) |
|--|--------------|---|--|---|
| Financial assets held at fair value: | | | | |
| Available for sale securities: | | | | |
| U.S. Treasury Bills | \$ 525 | \$ 525 | \$ — | \$ — |
| Agency CMOs | 695,809 | — | 695,809 | — |
| Agency MBS | 1,167,127 | — | 1,167,127 | — |
| Agency CMBS | 80,980 | — | 80,980 | — |
| CMBS | 511,036 | — | 511,036 | — |
| CLOs | 357,882 | — | 357,882 | — |
| Pooled trust preferred securities | 11,335 | — | — | 11,335 |
| Single issuer trust preferred securities | 38,833 | — | 38,833 | — |
| Corporate debt | 112,826 | — | 112,826 | — |
| Equity securities | 3,678 | 3,403 | 275 | — |
| Total available for sale securities | 2,980,031 | 3,928 | 2,964,768 | 11,335 |
| Derivative instruments | 46,060 | 19 | 46,041 | — |
| Investments held in Rabbi Trust | 5,912 | 5,912 | — | — |
| Alternative investments | 333 | — | — | 333 |
| Total financial assets held at fair value | \$ 3,032,336 | \$ 9,859 | \$ 3,010,809 | \$ 11,668 |
| Financial liabilities held at fair value: | | | | |
| Derivative instruments | \$ 30,371 | \$ 271 | \$ 30,100 | \$ — |
| Mortgage banking derivatives | 121 | — | 121 | — |
| Total financial liabilities held at fair value | \$ 30,492 | \$ 271 | \$ 30,221 | \$ — |

At December 31, 2013

| (In thousands) | Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Other Significant Unobservable Inputs (Level 3) |
|--|-----------|---|--|---|
| Financial assets held at fair value: | | | | |
| Available for sale securities: | | | | |
| U.S. Treasury Bills | \$ 325 | \$ 325 | \$ — | \$ — |
| Agency CMOs | 806,912 | — | 806,912 | — |
| Agency MBS | 1,226,702 | — | 1,226,702 | — |
| Agency CMBS | 70,977 | — | 70,977 | — |
| CMBS | 464,274 | — | 464,274 | — |
| CLOs | 357,641 | — | 357,641 | — |
| Pooled trust preferred securities | 28,490 | — | — | 28,490 |
| Single issuer trust preferred securities | 34,935 | — | 34,935 | — |
| Corporate debt | 113,091 | — | 113,091 | — |
| Equity securities | 3,584 | 3,309 | 275 | — |
| Total available for sale securities | 3,106,931 | 3,634 | 3,074,807 | 28,490 |
| Derivative instruments | 41,795 | 32 | 41,763 | — |
| Mortgage banking derivatives | 540 | — | 540 | — |
| Investments held in Rabbi Trust | 6,097 | 6,097 | — | — |
| Alternative investments | 565 | — | — | 565 |

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| | | | | |
|--|-------------|----------|--------------|----------|
| Total financial assets held at fair value | \$3,155,928 | \$ 9,763 | \$ 3,117,110 | \$29,055 |
| Financial liabilities held at fair value: | | | | |
| Derivative instruments | \$24,038 | \$ 259 | \$ 23,779 | \$— |
| Total financial liabilities held at fair value | \$24,038 | \$ 259 | \$ 23,779 | \$— |

44

Table of Contents

The following table presents the changes in Level 3 assets and liabilities that are measured at fair value on a recurring basis:

| (In thousands) | Three months ended June 30, | | Six months ended June 30, | |
|--|-----------------------------|------------|---------------------------|------------|
| | 2014 | 2013 | 2014 | 2013 |
| Level 3, beginning of period | \$12,524 | \$280,582 | \$29,055 | \$116,280 |
| Transfers out of Level 3 ⁽¹⁾ | — | (248,844) | — | (248,844) |
| Change in unrealized loss included in other comprehensive income | (606 |) 1,643 | 194 | 7,000 |
| Unrealized loss included in net income | (250 |) (20 |) (232 |) (285 |
| Realized gain on sale of available for sale securities | — | — | 4,336 | — |
| Purchases/capital calls | — | 109 | — | 159,412 |
| Sales/proceeds | — | — | (21,695 |)— |
| Accretion/amortization | 21 | 146 | 52 | 188 |
| Calls/paydowns | (21 |) (2,044 |) (42 |) (2,179 |
| Level 3, end of period | \$11,668 | \$31,572 | \$11,668 | \$31,572 |

As of April 1, 2013, the CLO portfolio was transferred from Level 3 to Level 2 based on having more observable inputs in determining fair value. In prior quarters, the CLO portfolio was priced using average non-binding broker quotes. During the second quarter of 2013, the Company engaged a third-party pricing vendor to provide monthly (1) fair value measurements. This methodology used is a combination of matrix pricing, observed market activity and metrics. Pricing inputs such as credit spreads are observable and market corroborated and, therefore, the CLO portfolio qualifies for Level 2 categorization. The market for CLOs is an active market, and there is ample price transparency.

The following table presents information about quantitative inputs and assumptions for items categorized in Level 3 of the fair value hierarchy:

| (Dollars in thousands) | At June 30, 2014 | | Unobservable Inputs | Range of Inputs (Weighted-Average) |
|-----------------------------------|------------------|-----------------------|---------------------|------------------------------------|
| | Fair Value | Valuation Methodology | | |
| Pooled trust preferred securities | \$11,335 | Discounted cash flow | Discount rate | 6.48% - 7.49% (6.97%) |
| | | | Credit spread | 315 - 416 bps (364 bps) |

Discount rates are derived for each security depending on the original rating or a notched down rating based on management's judgment. The discount represents a market rate used to discount expected cash flows to determine the fair value of the security. Components of the calculated discount rate are the six month rolling average of published industry credit spreads and the 30-year swap rate. When discount rates increase as a result of an increase in rate or credit spread, there is a direct inverse correlation with fair value; as discount rates increase, fair value decreases. An increase in credit spreads correlates to an increase in discount rate and, therefore, a decrease in fair value.

Pooled trust preferred security issuer financials are reviewed on a quarterly basis, and an internal credit rating ("shadow rating") is updated for individual issuers in the model. The shadow rating is correlated to a Moody's loss table to determine the loss impact on expected cash flows. There is a direct relationship between shadow rating and fair value; as shadow ratings decline, the loss probability increases, expected cash flows decline and, therefore, fair value decreases. There may be instances when a one notch downgrade in an individual issuer's credit ratings may not significantly impact the fair value of securities.

Table of Contents**Assets Measured at Fair Value on a Non-Recurring Basis**

Certain assets are measured at fair value on a non-recurring basis; that is, the assets are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). The following is a description of valuation methodologies used for assets measured on a non-recurring basis.

Loans Held for Sale

Loans held for sale are accounted for at the lower of cost or market and are considered to be recognized at fair value when they are recorded at below cost. The fair value of residential mortgage loans held for sale is based on quoted market prices of similar loans sold in conjunction with securitization transactions. Accordingly, such loans are classified as Level 2 measurements. On occasion, the loans held for sale portfolio includes commercial loans in which adjustments are required for changes in loan characteristics. When observable data is unavailable, such loans are classified within Level 3. At December 31, 2013, the Company transferred loans held for sale from Level 3 to Level 2 as the secondary market for securities backed by similar loan types is actively traded, providing readily observable market pricing to be used as inputs for the estimated fair value of these loans.

Impaired Loans and Leases

Impaired loans and leases for which repayment is expected to be provided solely by the value of the underlying collateral are considered collateral dependent and are valued based on the estimated fair value of such collateral using Level 3 inputs based on customized discounting criteria.

Other Real Estate Owned (OREO) and Repossessed Assets

The total book value of OREO and repossessed assets is \$6.7 million at June 30, 2014. OREO and repossessed assets are accounted for at the lower of cost or market and are considered to be recognized at fair value when they are recorded at below cost. The fair value of OREO is based on independent appraisals or internal valuation methods, less estimated selling costs. The fair value of repossessed assets is based on available pricing guides, auction results, and price opinions, less estimated selling costs. Certain assets require assumptions about factors that are not observable in an active market in the determination of fair value and are classified as Level 3.

Mortgage Servicing Assets

Mortgage servicing assets are accounted for at cost, subject to impairment testing. When the carrying cost exceeds fair value, a valuation allowance is established to reduce the carrying cost to fair value. Fair value is calculated as the present value of estimated future net servicing income and relies on market based assumptions for loan prepayment speeds, servicing costs, discount rates, and other economic factors. As such, mortgage servicing assets are classified within Level 3 of the fair value hierarchy.

The table below presents the valuation methodology and unobservable inputs for Level 3 assets measured at fair value on a non-recurring basis at June 30, 2014:

(Dollars in thousands)

| Asset | Fair Value | Valuation Methodology | Unobservable Inputs | Range of Inputs |
|---------------------------|------------|------------------------|-----------------------------|-----------------|
| Impaired Loans | \$52,454 | Real Estate Appraisals | Discount for appraisal type | 0% - 15% |
| | | | Discount for costs to sell | 0% - 8% |
| Other Real Estate | \$613 | Real Estate Appraisals | Discount for appraisal type | 25% |
| | | | Discount for costs to sell | 8% |
| Mortgage Servicing Assets | \$28,332 | Discounted cash flow | Constant prepayment rate | 7.4% - 25.6% |
| | | | Discount rates | 1.0% - 3.5% |

Table of Contents

Fair Value of Financial Instruments

The Company is required to disclose the estimated fair value of financial instruments, both assets and liabilities, for which it is practicable to estimate fair value. The following is a description of valuation methodologies used for those assets and liabilities.

Cash, Due from Banks, and Interest-bearing Deposits

The carrying amount of cash, due from banks, and interest-bearing deposits is used to approximate fair value, given the short time frame to maturity and, as such, assets do not present unanticipated credit concerns. Cash, due from banks, and interest-bearing deposits are classified within Level 1 of the fair value hierarchy.

Held to Maturity Investments

When quoted market prices are not available, the Company employs an independent pricing service to calculate fair value. Such fair value measurements consider observable data such as dealer quotes, market spreads, cash flows, yield curves, live trading levels, trade execution data, market consensus prepayments speeds, credit information, and respective terms and conditions for debt instruments. Webster has procedures to monitor the pricing service's assumptions and establishes processes to challenge the pricing service's valuations that appear unusual or unexpected. Held to Maturity Level 2 securities include agency CMOs, agency MBS, agency CMBS, Municipal and Private Label MBS securities.

Loans and Leases

The estimated fair value of loans and leases held for investment is calculated using a discounted cash flow method, using future prepayments and market interest rates inclusive of an illiquidity premium for comparable loans and leases. The associated cash flows are adjusted for credit and other potential losses. Fair value for impaired loans and leases is estimated using the net present value of the expected cash flows. Loans and leases are classified within Level 3 of the fair value hierarchy.

Deposit Liabilities

The fair value of demand deposits, savings accounts, and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated using the rates currently offered for deposits of similar remaining maturities. Deposit liabilities are classified within Level 2 of the fair value hierarchy.

Securities Sold Under Agreements to Repurchase and Other Borrowings

Carrying value is an estimate of fair value for those securities sold under agreements to repurchase and other borrowings that mature within 90 days. The fair values of all other borrowings are estimated using discounted cash flow analysis based on current market rates adjusted, as appropriate, for associated credit risks. Securities sold under agreements to repurchase and other borrowings are classified within Level 2 of the fair value hierarchy.

Federal Home Loan Bank Advances and Long-Term Debt

The fair value of long-term debt is estimated using a discounted cash flow technique. Discount rates are matched with the time period of the expected cash flow and are adjusted, as appropriate, to reflect credit risk. Long-term debt and Federal Home Loan Bank advances are classified within Level 2 of the fair value hierarchy.

Table of Contents

Following are summaries of the fair values of significant financial instruments:

At June 30, 2014

| (In thousands) | Carrying Balance | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Other Significant Unobservable Inputs (Level 3) |
|---|---------------------|--|--|---|
| Assets | | | | |
| Securities held-to-maturity | \$3,478,803 | \$— | \$ 3,552,498 | \$— |
| Loans held for sale | 31,671 | — | 32,472 | — |
| Loans and leases, net | 13,120,512 | — | — | 13,153,500 |
| Mortgage servicing assets ⁽¹⁾ | 19,813 | — | — | 28,332 |
| Alternative investments (cost basis) | 16,358 | — | — | 18,580 |
| Liabilities | | | | |
| Deposits other than time deposits | 12,895,757 | — | 12,895,757 | — |
| Time deposits | 2,307,088 | — | 2,329,112 | — |
| Securities sold under agreements to repurchase and other borrowings | 1,401,259 | — | 1,427,435 | — |
| Federal Home Loan Bank advances ⁽²⁾ | 2,217,324 | — | 2,229,271 | — |
| Long-term debt ⁽³⁾ | 226,178 | — | 223,259 | — |

At December 31, 2013

| (In thousands) | Carrying Balance | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Other Significant Unobservable Inputs (Level 3) |
|---|---------------------|--|--|---|
| Assets | | | | |
| Securities held-to-maturity | \$3,358,721 | \$— | \$ 3,370,912 | \$— |
| Loans held for sale | 20,802 | — | 20,903 | — |
| Loans and leases, net | 12,547,203 | — | — | 12,515,714 |
| Mortgage servicing assets ⁽¹⁾ | 20,983 | — | — | 29,150 |
| Alternative investments (cost basis) | 16,582 | — | — | 17,047 |
| Liabilities | | | | |
| Deposits other than time deposits | 12,627,276 | — | 12,627,276 | — |
| Time deposits | 2,227,144 | — | 2,250,141 | — |
| Securities sold under agreements to repurchase and other borrowings | 1,331,662 | — | 1,365,427 | — |
| Federal Home Loan Bank advances ⁽²⁾ | 2,052,421 | — | 2,063,312 | — |
| Long-term debt ⁽³⁾ | 228,365 | — | 221,613 | — |

(1) The carrying amount of mortgage servicing assets is net of \$0.1 million and \$0.2 million reserves at June 30, 2014 and December 31, 2013, respectively. The estimated fair value does not include such adjustments.

The carrying amount of FHLB advances is net of \$49 thousand and \$61 thousand in hedge accounting adjustments (2) and discounts at June 30, 2014 and December 31, 2013, respectively. The estimated fair value does not include such adjustments.

The carrying amount of long-term debt is net of \$(1.1) million and \$1.0 million in hedge accounting adjustments (3) and discounts at June 30, 2014 and December 31, 2013, respectively. The estimated fair value does not include such adjustments.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for

sale at one time the entire holdings or any part of a particular financial instrument. Because no active market exists for a significant portion of Webster's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These factors are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Table of Contents

NOTE 15: Pension and Other Postretirement Benefits

The following table summarizes the components of net periodic benefit cost:

| (In thousands) | Three months ended June 30, | | | | | |
|--|-----------------------------|---------|--------------|-------|----------------|-------|
| | Webster Pension | | Webster SERP | | Other Benefits | |
| | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 |
| Service cost | \$10 | \$10 | \$— | \$— | \$— | \$— |
| Interest cost on projected benefit obligations | 2,002 | 1,871 | 92 | 71 | 34 | 30 |
| Expected return on plan assets | (2,875) | (2,782) | — | — | — | — |
| Amortization of prior service cost | — | — | — | — | 19 | 18 |
| Recognized net loss | 688 | 1,637 | 23 | 31 | — | 7 |
| Net periodic benefit cost (income) | \$(175) | \$736 | \$115 | \$102 | \$53 | \$55 |
| (In thousands) | Six months ended June 30, | | | | | |
| | Webster Pension | | Webster SERP | | Other Benefits | |
| | 2014 | 2013 | 2014 | 2013 | 2014 | 2013 |
| Service cost | \$20 | \$20 | \$— | \$— | \$— | \$— |
| Interest cost on benefit obligations | 4,005 | 3,683 | 184 | 145 | 68 | 60 |
| Expected return on plan assets | (5,750) | (5,557) | — | — | — | — |
| Amortization of prior service cost | — | — | — | — | 37 | 36 |
| Recognized net loss | 1,375 | 3,177 | 46 | 62 | — | 14 |
| Net periodic benefit cost (income) | \$(350) | \$1,323 | \$230 | \$207 | \$105 | \$110 |

The Webster Bank Pension Plan and the supplemental pension plans were frozen effective December 31, 2007. No additional benefits have been accrued since that time. Additional contributions to the Webster Bank Pension Plan will be made as deemed appropriate by management in conjunction with information provided by the Plan's actuaries.

Multiple-employer plan

Webster Bank is a sponsor of a multiple-employer plan administered by Pentegra (the "Fund") for the benefit of former employees of a bank acquired by Webster. The Fund does not segregate the assets or liabilities of its participating employers in the ongoing administration of this plan. According to the Fund's administrators, as of July 1, 2013, the date of the latest actuarial valuation, Webster's portion of the plan was underfunded by \$2.2 million.

The following table sets forth contributions and funding status of the Fund:

| (In thousands) | Contributions by Webster Bank | | Contributions by Webster Bank | | Funded Status of Plan |
|-------------------------|-------------------------------|-------|-------------------------------|---------------------------|-----------------------|
| | Three Months Ended June 30, | 2014 | 2013 | Six Months Ended June 30, | |
| EIN/Pension Plan Number | 2014 | 2013 | 2014 | 2013 | As of July 1, 2013 |
| 13-5645888/333 | \$337 | \$237 | \$674 | \$474 | At least 80 percent |

Multi-employer accounting is applied to the Fund. As a multiple-employer plan, there are no collective bargained contracts affecting the Fund's contribution or benefit provisions. All shortfall amortization bases are being amortized over seven years, as required by the Pension Protection Act. All benefit accruals were frozen as of September 1, 2004.

NOTE 16: Stock-Based Compensation Plans

Webster maintains stock-based compensation plans (collectively, the "Plans") under which non-qualified stock options, incentive stock options, restricted stock, restricted stock units, or stock appreciation rights may be granted to employees and directors. The Company believes these share awards better align the interests of its employees with those of its shareholders. Share awards are issued from available treasury shares. Stock-based compensation cost is recognized over the required service vesting period for the awards, based on the grant-date fair value, net of estimated forfeitures, and is included as a component of compensation and benefits reflected in non-interest expense. Awards to retirement eligible employees are subject to a 1-year service vesting period.

Table of Contents

The following table provides a summary of stock-based compensation expense recognized in the accompanying Condensed Consolidated Statements of Income:

| (In thousands) | Three months ended June 30, | | Six months ended June 30, | |
|--------------------------|-----------------------------|---------|---------------------------|---------|
| | 2014 | 2013 | 2014 | 2013 |
| Stock options | \$224 | \$1,116 | \$776 | \$1,946 |
| Restricted stock | 2,553 | 2,006 | 4,774 | 3,649 |
| Stock-based compensation | \$2,777 | \$3,122 | \$5,550 | \$5,595 |

The following table provides a summary of unrecognized stock-based compensation expense:

| (Dollars in thousands) | At June 30, 2014 | |
|------------------------|-----------------------------------|--|
| | Unrecognized Compensation Expense | Weighted-Average Period To Be Recognized |
| Stock options | \$910 | 1.5 years |
| Restricted stock | \$14,840 | 2.7 years |

The following table provides a summary of the activity under the Plans for the six months ended June 30, 2014:

| | Restricted Stock Awards Outstanding | | | | Stock Options Outstanding | | | |
|---|-------------------------------------|--|-------------------|--|---------------------------|--|-------------------|---------------------------------|
| | Time-Based | | Performance-Based | | Time-Based | | Performance-Based | |
| | Number of Shares | Weighted-Average Grant Date Fair Value | Number of Units | Weighted-Average Grant Date Fair Value | Number of Shares | Weighted-Average Grant Date Fair Value | Number of Shares | Weighted-Average Exercise Price |
| Outstanding, at January 1, 2014 | 267,119 | \$ 22.96 | 1,705 | \$ 22.75 | 138,450 | \$ 24.43 | 2,325,797 | \$ 26.97 |
| Granted | 212,542 | 29.66 | 13,678 | 29.34 | 145,643 | 29.93 | — | — |
| Exercised options | — | — | — | — | — | — | (91,290) | 17.00 |
| Vested restricted stock awards ⁽¹⁾ | (111,441) | 24.23 | (6,265) | 27.55 | (90,305) | 25.46 | — | — |
| Forfeited | (16,211) | 24.77 | — | — | (12,509) | 25.90 | (86,472) | 36.40 |
| Outstanding, at June 30, 2014 | 352,009 | \$ 26.50 | 9,118 | \$ 29.34 | 181,279 | \$ 28.26 | 2,148,035 | \$ 27.01 |
| Options exercisable, at June 30, 2014 | | | | | | | 1,831,845 | \$ 27.67 |
| Options expected to vest, at June 30, 2014 | | | | | | | 297,466 | \$ 23.24 |

(1) Vested for purposes of recording compensation expense.

Time-based restricted stock awards vest over the applicable service period ranging from one to five years. The Plans limit the number of time-based awards that may be granted to an eligible individual in a calendar year to 100,000 shares. Compensation expense recorded over the vesting period is based on a fair value of the grant-date market price of the Company's common stock.

Performance-based restricted stock awards vest after three years, with share quantity dependent on performance. Prior to January 1, 2014, awards vest in a range from zero to 200% and subsequent to that date, awards vest in a range from zero to 150% of the target number of shares under the grant. The performance-based shares granted in 2014 vest, based 50% upon Webster's ranking for total shareholder return versus Webster's fourteen-bank compensation peer group companies and 50% upon Webster's return on equity, over the three year vesting period. The fourteen-bank compensation peer group companies are utilized because they represent the mix of size and type of financial institutions that best compare with Webster. The Company records compensation expense over the vesting period, based on a fair value calculated using the Monte-Carlo simulation model, which allows for the incorporation of the performance condition for the 50% of the performance-based shares tied to total shareholder return versus the

fourteen-bank compensation peer group, and based on a fair value of the market price on the date of grant for the remaining 50% of the performance-based shares tied to Webster's return on equity. Compensation expense is subject to adjustment based on management's assessment of Webster's return on equity performance relative to the target number of shares condition. Dividends are paid on the performance-based shares when the performance target is met. Stock option awards have an exercise price equal to the market price of Webster's stock on the date of grant and vest over periods ranging from three to four years. Each option grants the holder the right to acquire a share of Webster common stock over a contractual life of up to ten years. There were no stock options granted in 2014. At June 30, 2014, stock options outstanding included 1,968,029 non-qualified and 180,006 incentive options.

Table of Contents

NOTE 17: Segment Reporting

Webster's operations are divided into three reportable segments that represent its core businesses – Commercial Banking, Community Banking, and Other. Community Banking includes the operating segments of Webster's Personal Bank and Business Banking, and Other includes HSA Bank and Private Banking. These segments reflect how executive management responsibilities are assigned by the chief operating decision maker for each of the core businesses, the products and services provided, and the type of customer served and reflect how discrete financial information is currently evaluated. The Company's Treasury unit and consumer liquidating portfolio are included in the Corporate and Reconciling category along with the amounts required to reconcile profitability metrics to GAAP reported amounts.

Webster's business segment results are intended to reflect each segment as if it were a stand-alone business. Webster uses an internal profitability reporting system to generate information by operating segment, which is based on a series of management estimates and allocations regarding funds transfer pricing, the provision for loan and lease losses, non-interest expense, income taxes, and equity capital. These estimates and allocations, certain of which are subjective in nature, are continually being reviewed and refined. Changes in estimates and allocations that affect the reported results of any operating segment do not affect the consolidated financial position or results of operations of Webster as a whole. The full profitability measurement reports, which are prepared for each operating segment, reflect non-GAAP reporting methodologies. The differences between the full profitability and GAAP measures are reconciled in the Corporate and Reconciling category.

The Company uses a matched maturity funding concept, called funds transfer pricing ("FTP"), to allocate interest income and interest expense to each business while also transferring the primary interest rate risk exposures to the Corporate and Reconciling category. The allocation process considers the specific interest rate risk and liquidity risk of financial instruments and other assets and liabilities in each line of business. The "matched maturity funding concept" considers the origination date and the earlier of the maturity date or the repricing date of a financial instrument to assign an FTP rate for loans and deposits originated each day. Loans are assigned an FTP rate for funds "used" and deposits are assigned an FTP rate for funds "provided." From a governance perspective, this process is executed by the Company's Financial Planning and Analysis division, and the process is overseen by the Company's Asset/Liability Committee (ALCO).

Webster attributes the provision for loan and lease losses to each segment based on management's estimate of the inherent loss content in each of the specific loan and lease portfolios. Provision expense for certain elements of risk that are not deemed specifically attributable to a business segment, such as environmental factors, and provision for the consumer liquidating portfolio, is shown as part of the Corporate and Reconciling category. For the three months ended June 30, 2014 and 2013, 100.3% and 94.3%, respectively, of the provision for loan and lease losses is specifically attributable to business segments and reported accordingly.

Webster allocates a majority of non-interest expense to each business segment using a full-absorption costing process. Costs, including corporate overhead, are analyzed, pooled by process, and assigned to the appropriate business segment. Income tax expense is allocated to each business segment based on the effective income tax rate for the period shown.

Table of Contents

The following tables present the results for Webster's business segments and incorporate the allocation of the provision for loan and lease losses and income tax expense to each of Webster's business segments for the periods presented:

| Three months ended June 30, 2014 | | | | | | |
|--|-----------------------|----------------------|----------|-------------------|------------------------------|-----------------------|
| (In thousands) | Commercial Banking | Community Banking | Other | Segment Totals | Corporate and Reconciling | Consolidated Total |
| Net interest income (loss) | \$57,657 | \$87,950 | \$11,708 | \$157,315 | \$(2,193) |) \$155,122 |
| Provision (benefit) for loan and lease losses | 5,134 | 4,229 | (81) |)9,282 | (32) |) 9,250 |
| Net interest income (loss) after provision for loan and lease losses | 52,523 | 83,721 | 11,789 | 148,033 | (2,161) |) 145,872 |
| Non-interest income | 7,949 | 25,828 | 10,108 | 43,885 | 3,711 | 47,596 |
| Non-interest expense | 25,115 | 80,061 | 13,540 | 118,716 | 3,869 | 122,585 |
| Income (loss) before income tax expense | 35,357 | 29,488 | 8,357 | 73,202 | (2,319) |) 70,883 |
| Income tax expense (benefit) | 11,379 | 9,561 | 2,675 | 23,615 | (588) |) 23,027 |
| Net income (loss) | \$23,978 | \$19,927 | \$5,682 | \$49,587 | \$(1,731) |) \$47,856 |
| Three months ended June 30, 2013 | | | | | | |
| (In thousands) | Commercial Banking | Community Banking | Other | Segment Totals | Corporate and Reconciling | Consolidated Total |
| Net interest income (loss) | \$53,418 | \$86,421 | \$9,987 | \$149,826 | \$(2,765) |) \$147,061 |
| Provision for loan and lease losses | 2,416 | 5,533 | 69 | 8,018 | 482 | 8,500 |
| Net interest income (loss) after provision for loan and lease losses | 51,002 | 80,888 | 9,918 | 141,808 | (3,247) |) 138,561 |
| Non-interest income | 6,887 | 31,706 | 8,351 | 46,944 | 5,307 | 52,251 |
| Non-interest expense | 24,151 | 83,142 | 12,388 | 119,681 | 3,923 | 123,604 |
| Income (loss) before income tax expense | 33,738 | 29,452 | 5,881 | 69,071 | (1,863) |) 67,208 |
| Income tax expense (benefit) | 10,460 | 9,130 | 1,823 | 21,413 | (578) |) 20,835 |
| Net income (loss) | \$23,278 | \$20,322 | \$4,058 | \$47,658 | \$(1,285) |) \$46,373 |
| Six months ended June 30, 2014 | | | | | | |
| (In thousands) | Commercial Banking | Community Banking | Other | Segment Totals | Corporate and Reconciling | Consolidated Total |
| Net interest income (loss) | \$113,809 | \$175,291 | \$23,075 | \$312,175 | \$(1,752) |) \$310,423 |
| Provision (benefit) for loan and lease losses | 14,691 | 5,997 | 308 | 20,996 | (2,746) |) 18,250 |
| Net interest income after provision for loan and lease losses | 99,118 | 169,294 | 22,767 | 291,179 | 994 | 292,173 |
| Non-interest income | 15,900 | 50,264 | 19,618 | 85,782 | 11,642 | 97,424 |
| Non-interest expense | 51,134 | 161,579 | 28,243 | 240,956 | 6,246 | 247,202 |
| Income before income tax expense | 63,884 | 57,979 | 14,142 | 136,005 | 6,390 | 142,395 |
| Income tax expense | 19,792 | 17,963 | 4,381 | 42,136 | 1,980 | 44,116 |
| Net income | \$44,092 | \$40,016 | \$9,761 | \$93,869 | \$4,410 | \$98,279 |

Table of Contents

| (In thousands) | Six months ended June 30, 2013 | | | Segment Totals | Corporate and Reconciling | Consolidated Total |
|--|--------------------------------|----------------------|----------|-------------------|------------------------------|-----------------------|
| | Commercial Banking | Community Banking | Other | | | |
| Net interest income (loss) | \$104,578 | \$171,088 | \$19,275 | \$294,941 | \$(2,084) | \$292,857 |
| Provision (benefit) for loan and lease losses | 4,417 | 12,246 | 50 | 16,713 | (713) | 16,000 |
| Net interest income (loss) after provision for loan and lease losses | 100,161 | 158,842 | 19,225 | 278,228 | (1,371) | 276,857 |
| Non-interest income | 11,719 | 62,267 | 16,496 | 90,482 | 10,047 | 100,529 |
| Non-interest expense | 49,421 | 169,011 | 25,199 | 243,631 | 5,508 | 249,139 |
| Income before income tax expense | 62,459 | 52,098 | 10,522 | 125,079 | 3,168 | 128,247 |
| Income tax expense | 19,363 | 16,150 | 3,262 | 38,775 | 982 | 39,757 |
| Net income | \$43,096 | \$35,948 | \$7,260 | \$86,304 | \$2,186 | \$88,490 |

| (In thousands) | Total Assets | | | Segment Totals | Corporate and Reconciling | Consolidated Total |
|----------------------|-----------------------|----------------------|-----------|-------------------|------------------------------|-----------------------|
| | Commercial Banking | Community Banking | Other | | | |
| At June 30, 2014 | \$6,143,936 | \$7,932,722 | \$384,980 | \$14,461,638 | \$7,062,699 | \$21,524,337 |
| At December 31, 2013 | \$5,682,129 | \$7,809,343 | \$365,863 | \$13,857,335 | \$6,995,664 | \$20,852,999 |

NOTE 18: Commitments and Contingencies

Lease Commitments. At June 30, 2014, Webster was obligated under various non-cancelable operating leases for properties used as banking and other office facilities. The leases contain renewal options and escalation clauses which provide for increased rental expense, or equipment replaced with new leased equipment, as the leases expire. Rental expense under leases was \$5.1 million and \$10.1 million for the three and six months ended June 30, 2014 and 2013, respectively, and is recorded as a component of occupancy expense in the accompanying Condensed Consolidated Statements of Income. Rental income from sub-leases on certain of these properties is also recorded as a component of occupancy expense while rental income under various non-cancelable operating leases for properties owned is recorded as a component of other non-interest income in the accompanying Condensed Consolidated Statements of Income. Rental income was \$0.2 million and \$0.4 million for the three and six months ended June 30, 2014 and 2013, respectively. There has been no significant change in future minimum lease payments payable since December 31, 2013. See Webster's 2013 Form 10-K for additional information regarding these commitments.

Credit-Related Financial Instruments. The Company is a party to credit-related financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit, and commercial letters of credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheet. The Company's exposure to credit loss is represented by the contractual amount of these commitments as it is for on-balance sheet instruments.

The following table summarizes outstanding contract amounts for off-balance sheet instruments that represent credit risk:

| (In thousands) | At June 30, 2014 | At December 31, 2013 |
|---|---------------------|----------------------------|
| Unused commitments to extend credit | \$4,326,210 | \$4,127,089 |
| Standby letters of credit | 154,249 | 135,761 |
| Commercial letters of credit | 25,699 | 13,621 |
| Total financial instruments with off-balance sheet risk | \$4,506,158 | \$4,276,471 |

Unused commitments to extend credit. The Company makes commitments under various terms to lend funds to customers. These commitments include revolving credit arrangements, term loan commitments, and short-term

borrowing agreements. Many of these loans have fixed expiration dates or other termination clauses where a fee may be required. Since commitments are expected to expire without being funded, the total commitment amounts do not necessarily represent future liquidity requirements.

Table of Contents

Standby letters of credit. Standby letters of credit commit the Company to make payments on behalf of customers if certain specified future events occur. The Company has recourse against the customer for any amount required to be paid to a third party under a standby letter of credit. Historically, a large percentage of standby letters of credit expire without being funded. The contractual amount of standby letters of credit represents the maximum potential amount of future payments the Company could be required to make and represents the Company's maximum credit risk.

Commercial letters of credit. Commercial letters of credit are issued to facilitate domestic or foreign trade transactions for customers. As a general rule, drafts will be drawn when the goods underlying the transaction are in transit.

The reserve for unfunded credit commitments is reported as a component of accrued expenses and other liabilities in the accompanying Condensed Consolidated Balance Sheets. The following table provides activity details for the Company's reserve for unfunded credit commitments:

| (In thousands) | Three months ended | | Six months ended | |
|------------------------------|--------------------|---------|------------------|---------|
| | June 30, | | June 30, | |
| | 2014 | 2013 | 2014 | 2013 |
| Balance, beginning of period | \$4,711 | \$5,137 | \$4,384 | \$5,662 |
| Provision (benefit) | 38 | (544) |) 365 | (1,069) |
| Balance, end of period | \$4,749 | \$4,593 | \$4,749 | \$4,593 |

Litigation Reserves. Webster is involved in routine legal proceedings occurring in the ordinary course of business and is subject to loss contingencies related to such litigation and claims arising therefrom. Webster evaluates these contingencies based on information currently available, including advice of counsel and assessment of available insurance coverage. Webster establishes accruals for litigation and claims when a loss contingency is considered probable and the related amount is reasonably estimable. These accruals are periodically reviewed and may be adjusted as circumstances change. Webster also estimates certain loss contingencies for possible litigation and claims, whether or not there is an accrued probable loss. Webster believes it has defenses to all the claims asserted against it in existing litigation matters and intends to defend itself in all matters.

Based upon its current knowledge, after consultation with counsel and after taking into consideration its current litigation accruals, Webster believes that as of June 30, 2014 any reasonably possible losses, in addition to amounts accrued, are not material to Webster's consolidated financial condition. However, in light of the uncertainties involved in such actions and proceedings, there is no assurance that the ultimate resolution of these matters will not significantly exceed the reserves currently accrued by Webster or that the Company's litigation reserves will not need to be adjusted in future periods. Such an outcome could be material to the Company's operating results in a particular period, depending on, among other factors, the size of the loss or liability imposed and the level of the Company's income for that period.

Table of Contents

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the Company's Consolidated Financial Statements and Notes thereto, for the year ended December 31, 2013, included in its 2013 Form 10-K, and in conjunction with the Condensed Consolidated Financial Statements and Notes thereto included in Item 1 of this report. Operating results for the three and six months ended June 30, 2014 are not necessarily indicative of the results for the full year ending December 31, 2014, or any future period.

Forward-Looking Statements and Factors that Could Affect Future Results

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as "believes", "anticipates", "expects", "intends", "targeted", "continue", "remain", "will", "should", "may", "plans", "estimates" and similar references to periods; however, such words are not the exclusive means of identifying such statements. Examples of forward-looking statements include, but are not limited to: (i) projections of revenues, expenses, income or loss, earnings or loss per share, and other financial items; (ii) statements of plans, objectives and expectations of the Company or its management or Board of Directors; (iii) statements of future economic performance; and (iv) statements of assumptions underlying such statements. Forward-looking statements are based on the Company's current expectations and assumptions regarding its business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. The Company's actual results may differ materially from those contemplated by the forward-looking statements, which are neither statements of historical fact nor guarantees or assurances of future performance. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to: (i) local, regional, national and international economic conditions and the impact they may have on us and our customers and our assessment of that impact; (ii) volatility and disruption in national and international financial markets; (iii) government intervention in the U.S. financial system; (iv) changes in the level of non-performing assets and charge-offs; (v) changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements; (vi) adverse conditions in the securities markets that lead to impairment in the value of securities in our investment portfolio; (vii) inflation, interest rate, securities market and monetary fluctuations; (viii) the timely development and acceptance of new products and services and perceived overall value of these products and services by customers; (ix) changes in consumer spending, borrowings and savings habits; (x) technological changes and cyber-security matters; (xi) the ability to increase market share and control expenses; (xii) changes in the competitive environment among banks, financial holding companies and other financial services providers; (xiii) the effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) with which we and our subsidiaries must comply, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Basel III update to the Basel Accords; (xiv) the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters; (xv) the costs and effects of legal and regulatory developments including the resolution of legal proceedings or regulatory or other governmental inquiries and the results of regulatory examinations or reviews; and (xvi) our success at managing the risks involved in the foregoing items. Any forward-looking statement made by the Company in this Quarterly Report on Form 10-Q speaks only as of the date on which it pursuant to is made. Factors or events that could cause the Company's actual results to differ may emerge from time to time, and it is not possible for the Company to predict all of them. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

Application of Critical Accounting Policies and Accounting Estimates

The Company's significant accounting policies are described in Note 1 to the Consolidated Financial Statements included in its 2013 Form 10-K and in Note 1 to the Condensed Consolidated Financial Statements included in Item 1 of this report. The preparation of the Condensed Consolidated Financial Statements in accordance with accounting principles generally accepted in the United States ("GAAP") and practices generally applicable to the financial services

industry requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses, and to disclose contingent assets and liabilities. Actual results could differ from those estimates.

Management has identified accounting for (i) the allowance for loan and lease losses, (ii) fair value measurements for valuation of financial instruments and valuation of investments for OTTI, (iii) valuation of goodwill, (iv) income taxes, and (v) pension and other post retirement benefits as the Company's most critical accounting policies in that they are important to the portrayal of the Company's financial condition and results, and they require management's subjective and complex judgment as a result of the need to make estimates about the effects of matters that are inherently uncertain. These accounting policies and estimates, including the nature of the estimates and types of assumptions used, are described throughout this Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations, and Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included in Webster's 2013 Form 10-K.

Table of Contents

RESULTS OF OPERATIONS

Summary of Performance

For the three months ended June 30, 2014, Webster's net income available to common shareholders was \$45.2 million, or \$0.50 per diluted share, an increase of \$1.5 million compared to \$43.7 million, or \$0.48 per diluted share, for the three months ended June 30, 2013. The \$1.5 million increase is primarily due to an increase of \$8.1 million in net interest income and a decrease of \$1.0 million in non-interest expense partially offset by a \$4.7 million decrease in non-interest income, an increase of \$0.8 million in provision for loan and lease losses, and a \$2.2 million increase in income tax expense.

Webster's net income available to common shareholders was \$93.0 million, or \$1.02 per diluted share, for the six months ended June 30, 2014, an increase of \$10.0 million compared to \$83.0 million, or \$0.92 per diluted share, for the six months ended June 30, 2013. The \$10.0 million increase in net income for the six months ended June 30, 2014 is due to a \$17.6 million increase in net interest income and a decrease of \$1.9 million in non-interest expense partially offset by a \$3.1 million decrease in non-interest income, an increase of \$2.3 million in provision for loan and lease losses, and a \$4.4 million increase in income tax expense.

Selected financial highlights are presented in the following table:

| (In thousands, except per share and ratio data) | At or for the three months ended June 30, | | At or for the six months ended June 30, | | |
|--|--|-----------|--|-----------|---|
| | 2014 | 2013 | 2014 | 2013 | |
| Earnings: | | | | | |
| Net interest income | \$155,122 | \$147,061 | \$310,423 | \$292,857 | |
| Provision for loan and lease losses | 9,250 | 8,500 | 18,250 | 16,000 | |
| Total non-interest income | 47,596 | 52,251 | 97,424 | 100,529 | |
| Total non-interest expense | 122,585 | 123,604 | 247,202 | 249,139 | |
| Net income | 47,856 | 46,373 | 98,279 | 88,490 | |
| Net income available to common shareholders | 45,217 | 43,734 | 93,001 | 82,965 | |
| Per Share Data: | | | | | |
| Weighted-average common shares - diluted ⁽¹⁾ | 90,528 | 90,087 | 90,584 | 89,953 | |
| Net income available to common shareholders per common share - diluted | \$0.50 | \$0.48 | \$1.02 | \$0.92 | |
| Dividends declared per common share | 0.20 | 0.15 | 0.35 | 0.25 | |
| Dividends declared per Series A preferred share | 21.25 | 21.25 | 42.50 | 42.50 | |
| Dividends declared per Series E preferred share | 400.00 | 400.00 | 800.00 | 848.89 | |
| Book value per common share | 23.63 | 21.88 | 23.63 | 21.88 | |
| Tangible book value per common share ⁽³⁾ | 17.72 | 15.93 | 17.72 | 15.93 | |
| Selected Ratios: | | | | | |
| Return on average assets ⁽²⁾ | 0.90 | %0.92 | % 0.93 | %0.88 | % |
| Return on average common shareholders' equity | 8.54 | 8.78 | 8.84 | 8.40 | |
| Return on average tangible common shareholders' equity ⁽³⁾ | 11.52 | 12.26 | 12.01 | 11.77 | |
| Net interest margin | 3.19 | 3.23 | 3.22 | 3.23 | |
| Efficiency ratio ⁽³⁾ | 59.26 | 59.98 | 59.80 | 61.06 | |
| Tangible common equity ratio ⁽³⁾ | 7.62 | 7.27 | 7.62 | 7.27 | |
| Tier 1 common equity to risk-weighted assets ⁽³⁾ | 11.40 | 11.24 | 11.40 | 11.24 | |

For the three and six months ended June 30, 2014 and 2013, the effect of the Series A Preferred Stock on the (1) computation of diluted earnings per share was anti-dilutive; therefore, the effect of this security was not included in the determination of diluted average shares.

(2) Annualized, based on net income before preferred dividend.

(3) The Company evaluates its business based on certain ratios that utilize tangible equity, a non-GAAP financial measure.

The efficiency ratio, which measures the costs expended to generate a dollar of revenue, is calculated excluding foreclosed property expense, amortization of intangibles, gain or loss on securities, and other non-recurring items. Accordingly, this is also a non-GAAP financial measure.

The Company believes the use of these non-GAAP financial measures provides additional clarity in assessing the results of the Company. Other companies may define or calculate supplemental financial data differently.

Table of Contents

See the following tables for reconciliations of the non-GAAP financial measures with financial measures defined by GAAP:

| | | | At June 30, | |
|--|--------------|--------------|--------------|--------------|
| (Dollars and shares in thousands, except per share data) | | | 2014 | 2013 |
| Tangible book value per common share (non-GAAP): | | | | |
| Shareholders' equity (GAAP) | | | \$ 2,284,478 | \$ 2,127,475 |
| Less: Preferred equity (GAAP) | | | 151,649 | 151,649 |
| Goodwill and other intangible assets (GAAP) | | | 533,402 | 537,673 |
| Tangible common equity (non-GAAP) | | | \$ 1,599,427 | \$ 1,438,153 |
| Common shares outstanding | | | 90,246 | 90,289 |
| Tangible book value per common share (non-GAAP) | | | \$ 17.72 | \$ 15.93 |
| | | | | |
| (Dollars in thousands) | | | | |
| | | | | |
| Return on average tangible common shareholders' equity (non-GAAP): | | | | |
| Net income available to common shareholders (GAAP) | | | | |
| | \$ 45,217 | \$ 43,734 | \$ 93,001 | \$ 82,965 |
| Intangible assets amortization, tax-affected at 35% (GAAP) | 435 | 807 | 1,194 | 1,614 |
| Net income adjusted for amortization of intangibles (non-GAAP) | \$ 45,652 | \$ 44,541 | \$ 94,195 | \$ 84,579 |
| Annualized net income used in the return on average tangible common shareholders' equity | \$ 182,608 | \$ 178,164 | \$ 188,390 | \$ 169,158 |
| Average shareholders' equity (non-GAAP) | \$ 2,270,665 | \$ 2,143,249 | \$ 2,254,834 | \$ 2,127,183 |
| Less: Average Preferred stock (non-GAAP) | 151,649 | 151,649 | 151,649 | 151,649 |
| Average Goodwill and other intangible assets (non-GAAP) | 533,649 | 538,278 | 534,142 | 538,897 |
| Average tangible common equity (non-GAAP) | \$ 1,585,367 | \$ 1,453,322 | \$ 1,569,043 | \$ 1,436,637 |
| Return on average tangible common shareholders' equity (non-GAAP) | 11.52 | % 12.26 | % 12.01 | % 11.77 |
| | | | | % |
| | | | | |
| (Dollars in thousands) | | | | |
| | | | | |
| Efficiency ratio (non-GAAP): | | | | |
| Non-interest expense (GAAP) | | | | |
| | \$ 122,585 | \$ 123,604 | \$ 247,202 | \$ 249,139 |
| Less: Foreclosed property expense (GAAP) | 134 | 331 | 592 | 506 |
| Intangible assets amortization (GAAP) | 669 | 1,242 | 1,837 | 2,484 |
| Other expense (non-GAAP) | (49 |) 687 | (97 |) 2,039 |
| Non-interest expense (non-GAAP) | \$ 121,831 | \$ 121,344 | \$ 244,870 | \$ 244,110 |
| Net interest income (GAAP) | \$ 155,122 | \$ 147,061 | \$ 310,423 | \$ 292,857 |
| Add back: FTE adjustment (non-GAAP) | 2,783 | 3,337 | 5,796 | 6,860 |
| Non-interest income (GAAP) | 47,596 | 52,251 | 97,424 | 100,529 |
| Other (non-GAAP) | 73 | — | 161 | — |
| Less: Net gain on sale of investment securities (GAAP) | — | 333 | 4,336 | 439 |
| Income (non-GAAP) | \$ 205,574 | \$ 202,316 | \$ 409,468 | \$ 399,807 |
| Efficiency ratio (non-GAAP) | 59.26 | % 59.98 | % 59.80 | % 61.06 |
| | | | | % |

Table of Contents

| | At June 30, | | |
|---|--------------|--------------|---|
| (Dollars in thousands) | 2014 | 2013 | |
| Tangible common equity ratio (non-GAAP): | | | |
| Shareholders' equity (GAAP) | \$2,284,478 | \$2,127,475 | |
| Less: Preferred stock (GAAP) | 151,649 | 151,649 | |
| Goodwill and other intangible assets (GAAP) | 533,402 | 537,673 | |
| Tangible common shareholders' equity (non-GAAP) | \$1,599,427 | \$1,438,153 | |
| Total Assets (GAAP) | \$21,524,337 | \$20,329,238 | |
| Less: Goodwill and other intangible assets (GAAP) | 533,402 | 537,673 | |
| Tangible assets (non-GAAP) | \$20,990,935 | \$19,791,565 | |
| Tangible common equity ratio (non-GAAP) | 7.62 | % 7.27 | % |

| | At June 30, | | |
|--|--------------|--------------|---|
| (Dollars in thousands) | 2014 | 2013 | |
| Tier 1 common equity to risk-weighted assets (non-GAAP): | | | |
| Shareholders' equity (GAAP) | \$2,284,478 | \$2,127,475 | |
| Less: Preferred equity (GAAP) | 151,649 | 151,649 | |
| Goodwill and other intangible assets (GAAP) | 533,402 | 537,673 | |
| Accumulated other comprehensive loss (GAAP) | (29,995 |) (65,139 |) |
| Add back: DTL (DTA) related to goodwill and other intangibles (regulatory) | 9,928 | 10,754 | |
| Tier 1 common equity (regulatory) | \$1,639,350 | \$1,514,046 | |
| Risk-weighted assets (regulatory) | \$14,381,562 | \$13,464,469 | |
| Tier 1 common equity to risk-weighted assets (non-GAAP) | 11.40 | % 11.24 | % |

Table of Contents

The following tables summarize the Company's daily average balances, interest, and average yields on Webster's interest-earning assets and interest-bearing liabilities on a fully tax-equivalent basis.

| (Dollars in thousands) | Three months ended June 30, | | | | | | | |
|---|-----------------------------|-------------------------|----------------|------|-----------------|-------------------------|----------------|---|
| | 2014 | | | 2013 | | | | |
| | Average Balance | Interest ⁽¹⁾ | Average Yields | | Average Balance | Interest ⁽¹⁾ | Average Yields | |
| Assets | | | | | | | | |
| Interest-earning assets: | | | | | | | | |
| Loans and leases | \$13,129,865 | \$126,292 | 3.83 | % | \$12,061,551 | \$121,720 | 4.02 | % |
| Securities ⁽²⁾ | 6,411,407 | 52,604 | 3.29 | | 6,257,923 | 50,277 | 3.24 | |
| Federal Home Loan and Federal Reserve Bank stock | 166,350 | 1,158 | 2.79 | | 158,878 | 865 | 2.18 | |
| Interest-bearing deposits | 16,792 | 11 | 0.27 | | 41,499 | 17 | 0.16 | |
| Loans held for sale | 20,099 | 215 | 4.27 | | 70,922 | 551 | 3.10 | |
| Total interest-earning assets | 19,744,513 | \$180,280 | 3.64 | % | 18,590,773 | \$173,430 | 3.73 | % |
| Non-interest-earning assets | 1,506,934 | | | | 1,483,394 | | | |
| Total assets | \$21,251,447 | | | | \$20,074,167 | | | |
| Liabilities and equity | | | | | | | | |
| Interest-bearing liabilities: | | | | | | | | |
| Demand deposits | \$3,099,114 | \$— | — | % | \$2,879,745 | \$— | — | % |
| Savings, checking, & money market deposits | 9,752,872 | 4,413 | 0.18 | | 9,413,301 | 4,506 | 0.19 | |
| Time deposits | 2,280,571 | 6,438 | 1.13 | | 2,397,519 | 7,518 | 1.26 | |
| Total deposits | 15,132,557 | 10,851 | 0.29 | | 14,690,565 | 12,024 | 0.33 | |
| Securities sold under agreements to repurchase and other borrowings | 1,412,820 | 5,082 | 1.42 | | 1,203,442 | 5,184 | 1.70 | |
| Federal Home Loan Bank advances | 2,035,813 | 4,002 | 0.78 | | 1,623,489 | 4,007 | 0.98 | |
| Long-term debt | 249,276 | 2,440 | 3.91 | | 230,305 | 1,817 | 3.16 | |
| Total borrowings | 3,697,909 | 11,524 | 1.24 | | 3,057,236 | 11,008 | 1.43 | |
| Total interest-bearing liabilities | 18,830,466 | \$22,375 | 0.47 | % | 17,747,801 | \$23,032 | 0.52 | % |
| Non-interest-bearing liabilities | 150,316 | | | | 183,117 | | | |
| Total liabilities | 18,980,782 | | | | 17,930,918 | | | |
| Preferred Stock | 151,649 | | | | 151,649 | | | |
| Common shareholders' equity | 2,119,016 | | | | 1,991,600 | | | |
| Webster Financial Corp. shareholders' equity | 2,270,665 | | | | 2,143,249 | | | |
| Total liabilities and equity | \$21,251,447 | | | | \$20,074,167 | | | |
| Tax-equivalent net interest income | | 157,905 | | | | 150,398 | | |
| Less: tax equivalent adjustments | | (2,783) | | | | (3,337) | | |
| Net interest income | | \$155,122 | | | | \$147,061 | | |
| Net interest margin | | | 3.19 | % | | | 3.23 | % |

(1) On a fully tax-equivalent basis.

(2) Average balances and yields of securities available for sale are based upon the historical amortized cost.

Table of Contents

| (Dollars in thousands) | Six months ended June 30, | | | | | | |
|---|---------------------------|-------------------------|----------------|-----------------|-------------------------|----------------|---|
| | 2014 | | | 2013 | | | |
| | Average Balance | Interest ⁽¹⁾ | Average Yields | Average Balance | Interest ⁽¹⁾ | Average Yields | |
| Assets | | | | | | | |
| Interest-earning assets: | | | | | | | |
| Loans and leases | \$12,992,371 | \$250,804 | 3.85 | % \$12,043,172 | \$242,781 | 4.03 | % |
| Securities ⁽²⁾ | 6,416,165 | 107,529 | 3.36 | 6,226,578 | 101,292 | 3.28 | |
| Federal Home Loan and Federal Reserve Bank stock | 162,675 | 2,325 | 2.88 | 157,577 | 1,712 | 2.19 | |
| Interest-bearing deposits | 16,373 | 22 | 0.27 | 61,744 | 63 | 0.20 | |
| Loans held for sale | 19,119 | 392 | 4.10 | 80,077 | 1,188 | 2.97 | |
| Total interest-earning assets | 19,606,703 | \$361,072 | 3.68 | % 18,569,148 | \$347,036 | 3.75 | % |
| Noninterest-earning assets | 1,509,269 | | | 1,493,738 | | | |
| Total assets | \$21,115,972 | | | \$20,062,886 | | | |
| Liabilities and equity | | | | | | | |
| Interest-bearing liabilities: | | | | | | | |
| Demand deposits | \$3,098,058 | \$— | — | % \$2,858,018 | \$— | — | % |
| Savings, checking & money market deposits | 9,798,648 | 8,932 | 0.18 | 9,366,063 | 9,128 | 0.20 | |
| Time deposits | 2,265,510 | 12,563 | 1.12 | 2,448,700 | 15,746 | 1.30 | |
| Total deposits | 15,162,216 | 21,495 | 0.29 | 14,672,781 | 24,874 | 0.34 | |
| Securities sold under agreements to repurchase and other borrowings | 1,382,301 | 10,287 | 1.48 | 1,147,749 | 10,239 | 1.77 | |
| Federal Home Loan Bank advances | 1,879,609 | 7,849 | 0.83 | 1,685,330 | 8,546 | 1.01 | |
| Long-term debt | 278,966 | 5,222 | 3.74 | 238,645 | 3,660 | 3.07 | |
| Total borrowings | 3,540,876 | 23,358 | 1.31 | 3,071,724 | 22,445 | 1.45 | |
| Total interest-bearing liabilities | 18,703,092 | \$44,853 | 0.48 | % 17,744,505 | \$47,319 | 0.53 | % |
| Noninterest-bearing liabilities | 158,046 | | | 191,198 | | | |
| Total liabilities | 18,861,138 | | | 17,935,703 | | | |
| Preferred Stock | 151,649 | | | 151,649 | | | |
| Common shareholders' equity | 2,103,185 | | | 1,975,534 | | | |
| Webster Financial Corp. shareholders' equity | 2,254,834 | | | 2,127,183 | | | |
| Total liabilities and equity | \$21,115,972 | | | \$20,062,886 | | | |
| Tax-equivalent net interest income | | 316,219 | | | 299,717 | | |
| Less: tax equivalent adjustments | | (5,796) | | | (6,860) | | |
| Net interest income | | \$310,423 | | | \$292,857 | | |
| Net interest margin | | | 3.22 | % | | 3.23 | % |

(1) On a fully tax-equivalent basis.

(2) Average balances and yields of securities available for sale are based upon the historical amortized cost.

Table of Contents

Net Interest Income

Net interest income is the difference between interest income on earning assets, such as loans and securities, and interest expense on liabilities, such as deposits and borrowings, which are used to fund those assets. Net interest income is the Company's largest source of revenue, representing 76.1% of total revenue for the six months ended June 30, 2014. Net interest margin is the ratio of tax-equivalent net interest income to average earning assets for the period. The level of interest rates and the volume and mix of interest-earning assets and interest-bearing liabilities impact net interest income and net interest margin. Net interest income is affected by changes in interest rates, loan and deposit pricing strategies, competitive conditions, the volume and mix of interest-earning assets and interest-bearing liabilities, as well as the level of non-performing assets. Webster manages the risk of changes in interest rates on its net interest income through an Asset/Liability Management Committee ("ALCO") and through related interest rate risk monitoring and management policies. Four main tools are used for managing interest rate risk: (i) the size and duration and credit risk of the investment portfolio, (ii) the size and duration of the wholesale funding portfolio, (iii) off-balance sheet interest rate contracts, and (iv) the pricing and structure of loans and deposits. ALCO meets at least monthly to make decisions on the investment and funding portfolios based on the economic outlook, the Committee's interest rate expectations, the risk position, and other factors. See the "Asset/Liability Management and Market Risk" section for further discussion of Webster's interest rate risk position.

The following table describes the extent to which changes in interest rates and changes in the volume of interest-earning assets and interest-bearing liabilities have impacted interest income and interest expense during the periods indicated. Information is provided in each category with respect to the impact attributable to changes in volume (change in volume multiplied by prior rate), changes attributable to rates (change in rates multiplied by prior volume), and the total net change. The change attributable to the combined impact of volume and rate has been allocated proportionately to the change due to volume and the change due to rate. The table below is based upon reported net interest income.

| (In thousands) | Three months ended June 30, 2014 vs. 2013 | | | Six months ended June 30, 2014 vs. 2013 | | |
|---|--|----------|------------|--|----------|------------|
| | Increase (decrease) due to | | | Increase (decrease) due to | | |
| | Rate | Volume | Total | Rate | Volume | Total |
| Interest on interest-earning assets: | | | | | | |
| Loans and leases | \$(5,881) | \$10,453 | \$4,572 | \$(10,935) | \$18,958 | \$8,023 |
| Loans held for sale | 156 | (492) | (336) | 338 | (1,134) | (796) |
| Investment securities | 2,040 | 1,128 | 3,168 | 5,385 | 2,488 | 7,873 |
| Total interest income | \$(3,685) | \$11,089 | \$7,404 | \$(5,212) | \$20,312 | \$15,100 |
| Interest on interest-bearing liabilities: | | | | | | |
| Deposits | \$(1,524) | \$351 | \$(1,173) | \$(4,111) | \$732 | \$(3,379) |
| Borrowings | (1,577) | 2,093 | 516 | (2,281) | 3,194 | 913 |
| Total interest expense | \$(3,101) | \$2,444 | \$(657) | \$(6,392) | \$3,926 | \$(2,466) |
| Net change in net interest income | \$(584) | \$8,645 | \$8,061 | \$1,180 | \$16,386 | \$17,566 |

Net interest income totaled \$155.1 million for the three months ended June 30, 2014 compared to \$147.1 million for the three months ended June 30, 2013, an increase of \$8.0 million. The increase in net interest income during the three months ended June 30, 2014 was primarily related to an increase in average interest-earning assets, partially offset by declining reinvestment spreads on earning assets. Average interest-earning assets during the three months ended June 30, 2014 increased \$1.2 billion compared to the three months ended June 30, 2013. The net interest margin decreased 4 basis points to 3.19% during the three months ended June 30, 2014 from 3.23% for the three months ended June 30, 2013. The decrease in net interest margin is due primarily to the reinvestment of interest-earning assets at reduced spreads, partially offset by less premium amortization on mortgage-backed securities as a result of slower prepayment speeds. The average yield on interest-earning assets decreased 9 basis points to 3.64% for the three months ended June 30, 2014 from 3.73% for the three months ended June 30, 2013. The average yield on interest-earning assets is primarily impacted by changes in market interest rates as well as changes in the volume and relative mix of interest-earning assets. Market interest rates have remained at historically low levels during the reported periods.

Net interest income totaled \$310.4 million for the six months ended June 30, 2014 compared to \$292.9 million for the six months ended June 30, 2013, an increase of \$17.5 million. The increase in net interest income during the six months ended June 30, 2014 was primarily related to an increase in average interest-earning assets, partially offset by declining reinvestment spreads on earning assets. Average interest-earning assets during the six months ended June 30, 2014 increased \$1.0 billion as compared to the six months ended June 30, 2013. The net interest margin decreased 1 basis point to 3.22% for the six months ended June 30, 2014 from 3.23% for the six months ended June 30, 2013. The decrease in net interest margin is due to a greater decline in the yield of

Table of Contents

interest-earning assets than the decline in cost on interest-bearing liabilities, primarily due to growth in the average investment portfolio at lower yields and lower yields in the loan and lease portfolio, partially offset by a decline in the cost of deposits and borrowings. The average yield on interest-earning assets decreased 7 basis points to 3.68% for the six months ended June 30, 2014 from 3.75% for the six months ended June 30, 2013. The average yield on interest-earning assets is primarily impacted by changes in market interest rates as well as changes in the volume and relative mix of interest-earning assets. Market interest rates have remained at historically low levels during the reported periods.

Average loans and leases increased \$949.2 million during the six months ended June 30, 2014 compared to the six months ended June 30, 2013. The loan and lease portfolio yield decreased 18 basis points to 3.85% for the six months ended June 30, 2014 and comprised 66.3% of the average interest-earning assets at June 30, 2014, compared to the loan and lease portfolio yield of 4.03% for the six months ended June 30, 2013, which comprised 64.9% of the average interest-earning assets at June 30, 2013. The decrease in the yield on the average loan and lease portfolio is due to the repayment of higher yielding loans and leases and the addition of lower yielding loans and leases in the current low interest rate environment.

Average securities increased \$189.6 million during the six months ended June 30, 2014 compared to the six months ended June 30, 2013. The yield on investment securities increased 8 basis points to 3.36% for the six months ended June 30, 2014 and comprised 32.7% of average interest-earning assets at June 30, 2014, compared to the yield on investment securities of 3.28% for the six months ended June 30, 2013, which comprised 33.5% of the average interest-earning assets at June 30, 2013. The increase in the yield on securities is due to slower amortization of premium on mortgage-backed securities as a result of slower prepayment speeds. The growth in the securities portfolio is part of the Company's strategy to protect earnings in a protracted low rate environment.

Average total deposits increased \$489.4 million during the six months ended June 30, 2014 compared to the six months ended June 30, 2013. The increase is due to a \$240.0 million increase in non-interest-bearing deposits and an increase of \$249.4 million in interest-bearing deposits. The average cost of deposits decreased 5 basis points to 0.29% for the six months ended June 30, 2014 from 0.34% for the six months ended June 30, 2013. The decrease in the average cost of deposits is the result of improved pricing on certain deposit products and product mix as the proportion of higher costing certificates of deposit to total interest-bearing deposits decreased to 18.8% for the six months ended June 30, 2014 from 20.7% for the six months ended June 30, 2013.

Average total borrowings increased \$469.2 million during the six months ended June 30, 2014 compared to the six months ended June 30, 2013. The increase is due to growth in loans and securities which exceeded the growth in deposits and operating cash flows. Average securities sold under agreements to repurchase and other borrowings increased \$234.6 million, average long-term debt increased \$40.3 million, and average Federal Home Loan Bank advances increased \$194.3 million. The increase in average long-term debt is due to the issuance of \$150 million aggregate principal amount of senior notes in February 2014, ahead of a prior issuance that matured in April 2014.

Provision for Loan and Lease Losses

Management performs a quarterly review of the loan and lease portfolio to determine the adequacy of the allowance for loan and lease losses. At June 30, 2014, the allowance for loan and lease losses totaled \$154.9 million, or 1.17% of total loans and leases, compared to \$152.6 million, or 1.20% of total loans and leases, at December 31, 2013.

Several factors are considered when determining the level of the allowance for loan and lease losses, including loan growth, portfolio composition, portfolio risk profile, credit performance, changes in the levels of non-performing loans and leases and changes in the economic environment. These factors, coupled with net charge-offs during the period, impact the required level of the provision for loan and lease losses. Total net charge-offs were \$8.0 million and \$16.0 million for the three and six months ended June 30, 2014, respectively, compared to \$12.9 million and \$29.7 million for the three months ended June 30, 2013, respectively.

The provision for loan and lease losses of \$9.3 million and \$18.3 million for the three and six months ended June 30, 2014, respectively, increased \$0.8 million and \$2.3 million compared to the three and six months ended June 30, 2013, respectively. The increase in provision for loan and lease losses was due primarily to the increase in loan balances.

See the "Loan and Lease Portfolio" through "Allowance for Loan and Lease Losses Methodology" sections for further details.

62

Table of Contents

Non-Interest Income

The following table presents the components of non-interest income:

| (Dollars in thousands) | Three months ended | | Increase (decrease) | | | Six months ended | | Increase (decrease) | | |
|---|--------------------|----------|---------------------|---------|----|------------------|-----------|---------------------|---------|----|
| | June 30, 2014 | 2013 | Amount | Percent | | June 30, 2014 | 2013 | Amount | Percent | |
| Non-Interest Income: | | | | | | | | | | |
| Deposit service fees | \$26,302 | \$24,622 | \$1,680 | 6.8 | % | \$51,014 | \$48,616 | \$2,398 | 4.9 | % |
| Loan related fees | 4,890 | 5,505 | (615) | (11.2) |) | 9,372 | 10,090 | (718) | (7.1) |) |
| Wealth and investment services | 8,829 | 8,920 | (91) | (1.0) |) | 17,667 | 16,686 | 981 | 5.9 | |
| Mortgage banking activities | 513 | 5,888 | (5,375) | (91.3) |) | 1,288 | 12,919 | (11,631) | (90.0) |) |
| Increase in cash surrender value of life insurance policies | 3,296 | 3,448 | (152) | (4.4) |) | 6,554 | 6,832 | (278) | (4.1) |) |
| Net gain on sale of investment securities | — | 333 | (333) | (100.0) |) | 4,336 | 439 | 3,897 | 887.7 | |
| Impairment loss recognized in earnings | (73) | — | (73) | (100.0) |) | (161) | — | (161) | (100.0) |) |
| Other income | 3,839 | 3,535 | 304 | 8.6 | | 7,354 | 4,947 | 2,407 | 48.7 | |
| Total non-interest income | \$47,596 | \$52,251 | \$(4,655) | (8.9) |)% | \$97,424 | \$100,529 | \$(3,105) | (3.1) |)% |

Comparison to Prior Year Quarter

Total non-interest income for the three months ended June 30, 2014 was \$47.6 million, a decrease of \$4.7 million, or 8.9%, compared to \$52.3 million for the three months ended June 30, 2013. The decrease is primarily attributable to decreases in mortgage banking activities, loan related fees, and net gain on sale of investment securities, partially offset by increases in deposit service fees and other income.

Mortgage banking activities net revenue decreased \$5.4 million, or 91.3%, primarily due to increased residential mortgage loan interest rates resulting in lower refinancing volumes. Originations of loans held for sale were \$73.3 million for the three months ended June 30, 2014, down from \$206.3 million in the prior year quarter. Loan related fees decreased \$0.6 million, or 11.2%, due to a decrease in Mortgage Servicing Rights ("MSR") amortization as a result of slower prepayment speeds.

Deposit service fees increased \$1.7 million, or 6.8%, primarily due to growth in cash management fees and debit card interchange revenue. This increase was slightly offset by a decrease in non-sufficient funds ("NSF") fees. Other non-interest income increased \$0.3 million, or 8.6%, due to increased swap activity.

Comparison to Prior Year to Date

Total non-interest income for the six months ended June 30, 2014 was \$97.4 million, a decrease of \$3.1 million, or 3.1%, compared to \$100.5 million for the six months ended June 30, 2013. The decrease is primarily attributable to decreases in mortgage banking activities, loan related fees, and impairment loss recognized in earnings, partially offset by increases in net gain on sale of investment securities, other income, deposit service fees, and wealth and investment services.

Mortgage banking activities net revenue decreased \$11.6 million, or 90.0%, primarily due to increased residential mortgage loan interest rates resulting in lower refinancing volumes. Originations of loans held for sale were \$131.8 million for the six months ended June 30, 2014, down from \$435.3 million in the prior year quarter. Loan related fees decreased \$0.7 million, or 7.1%, due to a decrease in MSR amortization as a result of slower prepayment speeds offset by increases in loan service fee income and commercial related loan fees.

Net gain on sale of investments increased \$3.9 million due to the sale of four positions divested during the first quarter of 2014. The increase was slightly offset by a \$161 thousand impairment loss recognized in earnings for the six months ended June 30, 2014, which represents an other-than-temporary impairment loss on certain CLO investment securities that are subject to the Volcker Rule. Other non-interest income increased \$2.4 million, or 48.7%, due to

increased swap activity and positive fair value adjustments.

Deposit service fees increased \$2.4 million, or 4.9%, due to growth in cash management fees and debit card interchange revenue, slightly offset by a decrease in NSF fees. Wealth and investment services income increased \$1.0 million, or 5.9%, due to an increase in income from the Webster Investment Services unit as well as an increase in trust fees from private banking activities.

63

Table of Contents

Non-Interest Expense

The following table presents the components of non-interest expense:

| (Dollars in thousands) | Three months ended | | Increase (decrease) | | Six months ended | | Increase (decrease) | | |
|-----------------------------------|--------------------|-----------|---------------------|---------|------------------|-----------|---------------------|---------|--|
| | June 30, 2014 | 2013 | Amount | Percent | June 30, 2014 | 2013 | Amount | Percent | |
| Non-Interest Expense: | | | | | | | | | |
| Compensation and benefits | \$65,711 | \$65,768 | \$(57) | (0.1)% | \$132,082 | \$131,818 | \$264 | 0.2% | |
| Occupancy | 11,491 | 11,837 | (346) | (2.9)% | 24,250 | 24,716 | (466) | (1.9)% | |
| Technology and equipment | 15,737 | 15,495 | 242 | 1.6% | 30,747 | 30,848 | (101) | (0.3)% | |
| Intangible assets amortization | 669 | 1,242 | (573) | (46.1)% | 1,837 | 2,484 | (647) | (26.0)% | |
| Marketing | 4,249 | 3,817 | 432 | 11.3% | 7,429 | 8,628 | (1,199) | (13.9)% | |
| Professional and outside services | 1,269 | 1,527 | (258) | (16.9)% | 3,971 | 3,677 | 294 | 8.0% | |
| Deposit insurance | 5,565 | 5,524 | 41 | 0.7% | 10,876 | 10,698 | 178 | 1.7% | |
| Other expense | 17,894 | 18,394 | (500) | (2.7)% | 36,010 | 36,270 | (260) | (0.7)% | |
| Total non-interest expense | \$122,585 | \$123,604 | \$(1,019) | (0.8)% | \$247,202 | \$249,139 | \$(1,937) | (0.8)% | |

Comparison to Prior Year Quarter

Total non-interest expense for the three months ended June 30, 2014 was \$122.6 million, a decrease of \$1.0 million, or 0.8%, compared to \$123.6 million for the three months ended June 30, 2013. The decrease is primarily attributable to decreases in intangible assets amortization, other expenses, occupancy, and professional and outside services, partially offset by increases in marketing, and technology and equipment.

Intangible assets amortization decreased \$0.6 million, or 46.1% due to core deposit intangibles related to a 2004 acquisition becoming fully amortized during the quarter. Other expense decreased \$0.5 million, or 2.7%, due to reduced debit card processing costs. Occupancy decreased \$0.3 million, or 2.9% primarily due to a decrease in occupancy related maintenance costs. Professional and outside services decreased \$0.3 million, or 16.9%, due to a decrease in consulting fees. The decrease in non-interest expense was partially offset by increases in marketing of \$0.4 million, or 11.3%, and technology and equipment of \$0.2 million, or 1.6%, as a result of continued investment in business growth.

Comparison to Prior Year to Date

Total non-interest expense for the six months ended June 30, 2014 was \$247.2 million, a decrease of \$1.9 million, or 0.8%, compared to \$249.1 million for the six months ended June 30, 2013. The decrease is primarily attributable to decreases in marketing, intangible assets amortization, and occupancy, partially offset by increases in professional and outside services and compensation and benefits.

Marketing decreased \$1.2 million, or 13.9%, primarily due to more cost effective media campaigns. Intangible assets amortization decreased \$0.6 million, or 26.0%, due to core deposit intangibles related to a 2004 acquisition becoming fully amortized during the second quarter of 2014. Occupancy decreased \$0.5 million, or 1.9%, primarily due to lower depreciation and occupancy related maintenance costs. The decrease in non-interest expense was partially offset by an increase in professional and outside services of \$0.3 million, or 8.0%, primarily due to an increase in technology consulting fees.

Table of Contents

Income Taxes

Webster recognized income tax expense of \$23.0 million and \$44.1 million reflecting an effective tax rate of 32.5% and 31.0% for the three and six months ended June 30, 2014, respectively, compared to \$20.8 million and \$39.8 million for an effective tax rate of 31.0% for the three and six months ended June 30, 2013, respectively.

The increase in the effective tax rate for the three months ended June 30, 2014 reflects primarily the effects of increased pre-tax income and decreased benefits from tax-exempt interest income in 2014 compared to 2013, as well as a \$0.2 million net state tax expense attributable to a change in estimate applicable to 2013. The effective tax rate for the six months ended June 30, 2014 reflects the effects of the \$2.0 million net state tax benefit recognized in the three months ended March 31, 2014.

The \$2.0 million net state tax benefit recognized in the three months ended March 31, 2014 consists of the \$1.1 million attributable to adjustments of the Company's state deferred tax assets and liabilities, including for the effects of the change in state tax law enacted during the period, and the \$0.9 million attributable to the correction of the immaterial prior period state tax over-accrual.

For more information on Webster's income taxes, including its deferred tax assets and uncertain tax positions, see Note 8 - Income Taxes in the Notes to Consolidated Financial Statements contained in the Company's 2013 Form 10-K.

Segment Results

Webster's operations are divided into three reportable segments that represent its core businesses – Commercial Banking, Community Banking, and Other. Community Banking includes operating segments, Personal Bank, and Business Banking, and Other which includes HSA Bank and Private Banking. These segments reflect how executive management responsibilities are assigned by the chief operating decision maker for each of the core businesses, the products and services provided, and the type of customer served and reflect how discrete financial information is currently evaluated. The Company's Treasury unit and consumer liquidating portfolio are included in the Corporate and Reconciling category along with the amounts required to reconcile profitability metrics to GAAP reported amounts.

Webster's segment results are intended to reflect each segment as if it were a stand-alone business. Webster uses an internal profitability reporting system to generate information by operating segment, which is based on a series of management estimates and allocations regarding funds transfer pricing, provision for loan and lease losses, non-interest expense, income taxes, and equity capital. These estimates and allocations, certain of which are subjective in nature, are continually being reviewed and refined. Changes in estimates and allocations that affect the reported results of any operating segment do not affect the consolidated financial position or results of operations of Webster as a whole. The full profitability measurement reports prepared for each operating segment reflect non-GAAP reporting methodologies. The differences between the full profitability and GAAP measures are reconciled in the Corporate and Reconciling category.

The following tables present the performance summary of net income and balance sheet information for Webster's reportable segments for the periods presented:

| (In thousands) | Three months ended June | | Six months ended June | |
|---------------------------|-------------------------|----------|-----------------------|----------|
| | 30, 2014 | 2013 | 30, 2014 | 2013 |
| Net income (loss): | | | | |
| Commercial Banking | \$23,978 | \$23,278 | \$44,092 | \$43,096 |
| Community Banking | 19,927 | 20,322 | 40,016 | 35,948 |
| Other | 5,682 | 4,058 | 9,761 | 7,260 |
| Total Reportable Segments | 49,587 | 47,658 | 93,869 | 86,304 |
| Corporate and Reconciling | (1,731) | (1,285) |) 4,410 | 2,186 |
| Net income | \$47,856 | \$46,373 | \$98,279 | \$88,490 |

Table of Contents

| (In thousands) | At June 30, 2014 | | | Segment Totals | Corporate and Reconciling | Consolidated Total |
|------------------------|-----------------------|----------------------|-----------|-------------------|------------------------------|-----------------------|
| | Commercial Banking | Community Banking | Other | | | |
| Total assets | \$6,143,936 | \$7,932,722 | \$384,980 | \$14,461,638 | \$7,062,699 | \$21,524,337 |
| Total loans and leases | 6,129,671 | 6,758,378 | 359,566 | 13,247,615 | 27,765 | 13,275,380 |
| Total deposits | 2,716,825 | 10,246,593 | 1,959,320 | 14,922,738 | 280,107 | 15,202,845 |

| (In thousands) | At December 31, 2013 | | | Segment Totals | Corporate and Reconciling | Consolidated Total |
|------------------------|-----------------------|----------------------|-----------|-------------------|------------------------------|-----------------------|
| | Commercial Banking | Community Banking | Other | | | |
| Total assets | \$5,682,129 | \$7,809,343 | \$365,863 | \$13,857,335 | \$6,995,664 | \$20,852,999 |
| Total loans and leases | 5,628,303 | 6,693,493 | 343,823 | 12,665,619 | 34,157 | 12,699,776 |
| Total deposits | 2,948,072 | 10,014,509 | 1,739,345 | 14,701,926 | 152,494 | 14,854,420 |

The Company uses a matched maturity funding concept, also known as coterminous funds transfer pricing (“FTP”), to allocate interest income and interest expense to each business while also transferring the primary interest rate risk exposures to the Corporate and Reconciling category. The allocation process considers the specific interest rate risk and liquidity risk of financial instruments and other assets and liabilities in each line of business. The “matched maturity funding concept” considers the origination date and the earlier of the expected principal repayment date or the repricing date of a financial instrument to assign an FTP rate for loans and deposits originated each day. Loans are assigned an FTP rate for funds “used” and deposits are assigned an FTP rate for funds “provided.” From a governance perspective, this process is executed by the Company’s Financial Planning and Analysis division, and the process is overseen by the Company’s ALCO.

Webster attributes the provision for loan and lease losses to each segment based on management’s estimate of the inherent loss content in each of the specific loan and lease portfolios. Provision expense or benefit for certain elements of risk that are not deemed specifically attributable to a business segment, such as environmental factors and provision for the consumer liquidating portfolio, is shown as other reconciling. For the three months ended June 30, 2014 and 2013, 100.3% and 94.3%, respectively, of the provision expense is specifically attributable to segments.

Webster allocates a majority of non-interest expense to each segment using a full-absorption costing process. Costs, including corporate overhead, are analyzed, pooled by process, and assigned to the appropriate segment. Income tax expense or benefit is allocated to each segment based on the effective income tax rate for the period shown.

Table of Contents

Commercial Banking

The Commercial Banking segment includes middle market, asset-based lending, commercial real estate, equipment finance, and treasury and payment solutions, which includes government and institutional banking. Webster's Commercial Banking group takes a relationship approach to providing lending, deposit, and cash management services to middle market companies in its franchise territory. Additionally, it serves as a referral source to Private Banking and Community Banking.

Commercial Banking Results:

| (In thousands) | Three months ended June 30, | | Six months ended June 30, | |
|-------------------------------------|-----------------------------|----------|---------------------------|-----------|
| | 2014 | 2013 | 2014 | 2013 |
| Net interest income | \$57,657 | \$53,418 | \$113,809 | \$104,578 |
| Provision for loan and lease losses | 5,134 | 2,416 | 14,691 | 4,417 |
| Net interest income after provision | 52,523 | 51,002 | 99,118 | 100,161 |
| Non-interest income | 7,949 | 6,887 | 15,900 | 11,719 |
| Non-interest expense | 25,115 | 24,151 | 51,134 | 49,421 |
| Income before income taxes | 35,357 | 33,738 | 63,884 | 62,459 |
| Income tax expense | 11,379 | 10,460 | 19,792 | 19,363 |
| Net income | \$23,978 | \$23,278 | \$44,092 | \$43,096 |

| (In thousands) | At June 30, 2014 | At December 31, 2013 |
|------------------------|------------------|----------------------|
| Total assets | \$6,143,936 | \$5,682,129 |
| Total loans and leases | 6,129,671 | 5,628,303 |
| Total deposits | 2,716,825 | 2,948,072 |

Net interest income increased \$4.2 million in the three months ended June 30, 2014 from the comparable period in 2013. The increase is primarily due to greater loan and deposit volumes and lower cost of funds. The provision for loan and lease losses increased \$2.7 million in the three months ended June 30, 2014 from the comparable period in 2013. The change in provision is primarily the result of loan growth. Commercial Banking experienced modest increases in non-performing and classified loan levels in the three months ended June 30, 2014, however, these continue to trend favorably from the comparable period in 2013. Management deems the reserve level adequate to cover inherent losses in the Commercial Banking portfolio. Non-interest income increased \$1.1 million in the three months ended June 30, 2014 from the comparable period in 2013, primarily due to a loss on a loan held for sale in the three months ended June 30, 2013. Non-interest expense increased \$1.0 million in the three months ended June 30, 2014 from the comparable period in 2013. The increase is primarily due to new compensation and benefit costs related to strategic new hires.

Net interest income increased \$9.2 million in the six months ended June 30, 2014 from the comparable period in 2013. The increase is primarily due to greater loan and deposit volumes and lower cost of funds. The provision for loan and lease losses increased \$10.3 million in the six months ended June 30, 2014 from the comparable period in 2013. The change in provision is primarily the result of loan growth. Commercial Banking experienced modest increases in non-performing and classified loan levels during the six months ended June 30, 2014, however, these continue to trend favorably from the comparable period in 2013. Management deems the reserve level adequate to cover inherent losses in the Commercial Banking portfolio. Non-interest income increased \$4.2 million in the six months ended June 30, 2014 from the comparable period in 2013, due to greater interest rate derivative revenue, other loan related fees and cash management fees, as well as a non-recurring write-down of a held for sale loan and the loss on the loan sale in the six months ended June 30, 2013. Non-interest expense increased \$1.7 million in the six months ended June 30, 2014 from the comparable period in 2013. The increase is primarily due to new compensation and benefit costs related to strategic new hires.

Loans increased \$501.4 million from December 31, 2013. Loan originations in the three and six months ended June 30, 2014 were \$670.8 million and \$1.3 billion compared to \$728.2 million and \$1.0 billion in the three and six months

ended June 30, 2013. The increase of \$252.2 million in originations for the six months ended June 30, 2014 is primarily due to a conversion of a strong December 31, 2013 pipeline.

Total deposits decreased \$231.2 million for the period ended June 30, 2014 compared to December 31, 2013, reflecting seasonality and deposit pricing strategy. Demand deposits over the same period increased by \$6.6 million.

Table of Contents

Community Banking

Community Banking serves consumer and business banking customers primarily throughout southern New England and into Westchester County, New York. This segment is comprised of the following: Personal Banking, Business Banking and a Distribution network consisting of 166 banking centers and 311 ATMs, a Customer Care Center, and a full range of Internet and mobile banking services.

Personal Banking includes the following consumer products: deposit and fee-based services, residential mortgages, home equity lines/loans, unsecured consumer loans, and credit cards. In addition, Webster Investment Services (“WIS”) offers investment and securities-related services, including brokerage and investment advice through a strategic partnership with LPL Financial (“LPL”). Webster has employees who are LPL registered representatives located throughout its branch network, offering customers insurance and investment products including stocks and bonds, mutual funds, annuities, and managed accounts. Brokerage and online investing services are available for customers. At June 30, 2014, Webster had \$2.70 billion of assets under administration in its strategic partnership with LPL compared to \$2.53 billion at December 31, 2013. These assets are not included in the Condensed Consolidated Balance Sheets. LPL, a provider of investment and insurance programs in financial institutions' branches, is a broker dealer registered with the Securities and Exchange Commission, a registered investment advisor under federal and applicable state laws, a member of the Financial Industry Regulatory Authority (“FINRA”), and a member of the Securities Investor Protection Corporation (“SIPC”).

Business Banking offers credit, deposit, and cash flow management products to business and professional service firms with annual revenues of up to \$20 million. This unit works to build full customer relationships through business bankers and business certified banking center managers supported by a team of customer care center bankers and industry and product specialists.

Community Banking Results:

| | Three months ended June 30, | | Six months ended June 30, | |
|-------------------------------------|-----------------------------|----------|---------------------------|-----------|
| (In thousands) | 2014 | 2013 | 2014 | 2013 |
| Net interest income | \$87,950 | \$86,421 | \$175,291 | \$171,088 |
| Provision for loan and lease losses | 4,229 | 5,533 | 5,997 | 12,246 |
| Net interest income after provision | 83,721 | 80,888 | 169,294 | 158,842 |
| Non-interest income | 25,828 | 31,706 | 50,264 | 62,267 |
| Non-interest expense | 80,061 | 83,142 | 161,579 | 169,011 |
| Income before income taxes | 29,488 | 29,452 | 57,979 | 52,098 |
| Income tax expense | 9,561 | 9,130 | 17,963 | 16,150 |
| Net income | \$19,927 | \$20,322 | \$40,016 | \$35,948 |

| (In thousands) | At June 30, 2014 | At December 31, 2013 |
|----------------|------------------|----------------------|
| Total assets | \$7,932,722 | \$7,809,343 |
| Total loans | 6,758,378 | 6,693,493 |
| Total deposits | 10,246,593 | 10,014,509 |

Net interest income increased \$1.5 million in the three months ended June 30, 2014 from the comparable period in 2013. The increase is primarily a result of growth in the Business Banking loan and deposits, coupled with increases to both loan and deposit spreads. The provision for loan and lease losses decreased \$1.3 million in the three months ended June 30, 2014 from the comparable period in 2013. Community Banking continues to experience improvement in asset quality and lower levels of non-performing and classified loans. Management deems the reserve level adequate to cover inherent losses in the Community Banking portfolio. Non-interest income decreased \$5.9 million in the three months ended June 30, 2014 from the comparable period in 2013 primarily due to lower gains from the sale of mortgage loans. Gains on the sale of mortgages for the three months ended June 30, 2014 decreased \$6.0 million from the comparable period in 2013 due to a decline in volume and spread on mortgage loan sales. Non-interest expense decreased \$3.1 million in the three months ended June 30, 2014 from the comparable period in 2013. The

decrease is reflective of the improvement in costs related to debit card processing, loan workout, loan repurchases, shared services and lower banking center staffing.

Table of Contents

Net interest income increased \$4.2 million in the six months ended June 30, 2014 from the comparable period in 2013. The increase is primarily a result of growth in the Business Banking loan and deposits, coupled with increases to both loan and deposit spreads. The provision for loan and lease losses decreased \$6.2 million in the six months ended June 30, 2014 from the comparable period in 2013. Community Banking continues to experience improvement in asset quality and lower levels of non-performing and classified loans. Management deems the reserve level adequate to cover inherent losses in the Community Banking portfolio. Non-interest income decreased \$12.0 million in the six months ended June 30, 2014 from the comparable period in 2013 primarily due to lower gains from the sale of mortgage loans and, to a lesser extent, a decline in deposit service fees. These declines were partially offset by an increase in investment service fees. Gains on the sale of mortgages for the six months ended June 30, 2014 decreased \$11.9 million from the comparable period in 2013 due to a decline in volume and spread on mortgage loan sales. Non-interest expense decreased \$7.4 million in the six months ended June 30, 2014 from the comparable period in 2013. The decrease is reflective of the improvement in costs related to debit card processing, loan workout, loan repurchases, shared services and lower banking center staffing.

Total loans increased \$64.9 million for the period ended June 30, 2014 compared to December 31, 2013. The net increase in loans is related to strong business banking loan growth, while the consumer loan portfolio declined slightly. Loan originations in the three and six months ended June 30, 2014 were \$457.5 million and \$778.7 million compared to \$640.9 million and \$1.2 billion in the three and six months ended June 30, 2013. The decrease in originations is due to a significant decline of residential mortgage loan production caused by the reduction in customer refinance activity as mortgage rates increased during the second half of 2013.

Total deposits increased \$232.1 million for the period ended June 30, 2014 compared to December 31, 2013 primarily due to a seasonal increase in consumer transaction deposits combined with growth in business banking money market and consumer savings deposits.

Table of Contents

Other:

Other includes HSA Bank ("HSA") and Private Banking.

HSA Bank is a bank custodian of health savings accounts. These accounts are used in conjunction with high deductible health plans and are offered through employers or directly to consumers. Additionally, during the second quarter of 2014, HSA Bank expanded its product suite to include health reimbursement arrangement accounts and flexible spending accounts.

Private Banking provides local full relationship banking that serves high net worth clients, not-for-profit organizations, and business clients for asset management, trust, loan, and deposit products and financial planning services.

Other Results:

| (In thousands) | Three months ended June 30, | | Six months ended June 30, | |
|---|-----------------------------|---------|---------------------------|----------|
| | 2014 | 2013 | 2014 | 2013 |
| Net interest income | \$11,708 | \$9,987 | \$23,075 | \$19,275 |
| Provision (benefit) for loan and lease losses | (81 |) 69 | 308 | 50 |
| Net interest income after provision (benefit) | 11,789 | 9,918 | 22,767 | 19,225 |
| Non-interest income | 10,108 | 8,351 | 19,618 | 16,496 |
| Non-interest expense | 13,540 | 12,388 | 28,243 | 25,199 |
| Income before income taxes | 8,357 | 5,881 | 14,142 | 10,522 |
| Income tax expense | 2,675 | 1,823 | 4,381 | 3,262 |
| Net income | \$5,682 | \$4,058 | \$9,761 | \$7,260 |

| (In thousands) | At June 30, 2014 | At December 31, 2013 |
|----------------|------------------|----------------------|
| Total assets | \$384,980 | \$365,863 |
| Total loans | 359,566 | 343,823 |
| Total deposits | 1,959,320 | 1,739,345 |

Net interest income increased \$1.7 million in the three months ended June 30, 2014 from the comparable period in 2013. Of the \$1.7 million increase, \$1.5 million was due to HSA deposit growth, account growth, and pricing initiatives, and \$0.2 million was due to higher loan and deposit balances for Private Banking for the three months ended June 30, 2014. Non-interest income increased \$1.8 million in the three months ended June 30, 2014 from the comparable period in 2013. The increase in non-interest income is due to the growth of HSA deposits which more than offset a \$0.4 million reduction in non-interest income from Private Banking related to the disposition of non-strategic portfolio assets in the third quarter of 2013. Non-interest expense increased \$1.2 million in the three months ended June 30, 2014 from the comparable period in 2013, primarily due to an increase in processing costs to support growth in HSA accounts. This increase was partially offset by reduced expenses related to the disposition of non-strategic assets in the third quarter of 2013.

Net interest income increased \$3.8 million in the six months ended June 30, 2014 from the comparable period in 2013. Of the \$3.8 million increase, \$3.4 million was due to HSA deposit growth, account growth, and pricing initiatives, and \$0.4 million was due to higher loan and deposit balances for Private Banking for the six months ended June 30, 2014. Non-interest income increased \$3.1 million in the six months ended June 30, 2014 from the comparable period in 2013. The increase in non-interest income is due to the growth of HSA deposits which more than offset a \$0.5 million reduction in non-interest income from Private Banking related to the disposition of non-strategic portfolio assets in the third quarter of 2013. Non-interest expense increased \$3.0 million in the six months ended June 30, 2014 from the comparable period in 2013, primarily due to an increase in processing costs to support growth in HSA accounts. This increase was partially offset by reduced expenses related to the disposition of non-strategic assets in the third quarter of 2013.

Total deposits increased \$220.0 million at June 30, 2014 compared to December 31, 2013, as a result of continued growth in HSA balances. HSA had \$692.9 million in linked brokerage accounts at June 30, 2014 compared to \$571.8

million at December 31, 2013.

Private Banking total loans increased \$15.7 million in the six months ended June 30, 2014, as loan originations and advances outpaced principal paydowns. Loan originations in the three and six months ended June 30, 2014 were \$13.9 million and \$25.5 million compared to \$41.4 million and \$70.7 million in the three and six months ended June 30, 2013. The decrease in loan originations reflects the significant decline in residential mortgage refinance activity as mortgage interest rates rose in the second half of 2013.

70

Table of Contents

Private Banking had approximately \$1.51 billion and \$1.75 billion in assets under management at June 30, 2014 and December 31, 2013, respectively, and \$221.0 million and \$228.4 million in assets under administration at June 30, 2014 and December 31, 2013, respectively.

Financial Condition

Webster had total assets of \$21.5 billion at June 30, 2014 and \$20.9 billion at December 31, 2013. Total loans and leases of \$13.1 billion, net of allowance for loan and lease losses of \$154.9 million at June 30, 2014, increased \$573.3 million compared to total loans and leases of \$12.5 billion, net of allowance for loan and lease losses of \$152.6 million at December 31, 2013. Total deposits of \$15.2 billion at June 30, 2014 increased \$348.4 million compared to total deposits of \$14.9 billion at December 31, 2013. Non-interest-bearing deposits increased 3.9%, while interest-bearing deposits increased 1.9% during the period.

At June 30, 2014, total shareholders' equity of \$2.3 billion increased \$75.3 million compared to total shareholders' equity of \$2.2 billion at December 31, 2013. Changes in shareholders' equity for the six months ended June 30, 2014 included an increase for net income of \$98.3 million and decreases for dividends of \$31.6 million to common shareholders and \$5.3 million in preferred dividends, a repurchase of \$10.7 million worth of common stock under the common stock repurchase program, and an increase of \$18.6 million of other comprehensive income primarily related to net unrealized gains on securities available for sale. The quarterly cash dividend to common shareholders increased to \$0.20 per common share on April 21, 2014 from \$0.15 per common share since April 22, 2013. See "Selected Financial Highlights" and "Note 11 - Regulatory Matters" in the Notes to Condensed Consolidated Financial Statements contained elsewhere in this report for information on Webster's regulatory capital levels and ratios.

Investment Securities Portfolio

Webster Bank's investment securities portfolio is managed within regulatory guidelines and corporate policy, which include limitations on aspects such as concentrations in and type of investments as well as minimum risk ratings per type of security. While there may be no statutory limit on certain categories of investments, the Office of the Comptroller of the Currency may establish an individual limit on such investments if the concentration in such investments presents a safety and soundness concern.

Webster, either directly or through Webster Bank, maintains through its Corporate Treasury Unit an investment securities portfolio that is primarily structured to provide a source of liquidity for operating needs, to generate interest income, and as a means to manage interest-rate risk. The portfolio is classified into two major categories: available-for-sale and held-to-maturity. At June 30, 2014, Webster Bank's portfolio consisted primarily of agency mortgage-backed securities ("MBS"), agency collateralized mortgage obligations ("CMOs"), agency commercial mortgage-backed securities ("ACMBS"), commercial mortgage-backed securities ("CMBS") and municipal securities in held-to-maturity and agency CMOs, agency MBS, CMBS, and CLOs in available-for-sale. The Company's combined carrying value of investment securities totaled \$6.5 billion at June 30, 2014 and December 31, 2013. Available-for-sale securities decreased by \$126.9 million, primarily due to principal payments and net purchase and sale activity. Held-to-maturity securities increased by \$120.1 million, primarily due to the purchases of agency MBS replacing the portfolio paydowns and calls. On a tax-equivalent basis, the yield in the securities portfolio for the six months ended June 30, 2014 and 2013 was 3.36% and 3.28%, respectively.

For the six months ended June 30, 2014, the Company recorded write-downs of \$161.0 thousand for other-than-temporary impairments of its available-for-sale securities related to collateralized loan obligations, identified as Covered Fund investments by Section 619 of the Dodd-Frank Act, commonly known as the Volcker Rule. Four pooled trust preferred securities, which did not meet the qualifications for retention under the January 14, 2014 joint regulatory agencies press release, were subsequently sold during the first quarter of 2014. The Company held \$1.9 billion in investment securities that are in an unrealized loss position at June 30, 2014. Approximately \$0.3 billion of this total has been in an unrealized loss position for less than twelve months, while the remainder, \$1.6 billion, has been in an unrealized loss position for twelve months or longer. The total unrealized loss was \$50.1 million at June 30, 2014. These investment securities were evaluated by management and were determined not to be other-than-temporarily impaired. The Company does not have the intent to sell these investment securities, and it is more likely than not that it will not have to sell these securities before the recovery of their cost basis. To the extent that credit movements and other related factors influence the fair value of investments, the Company may be required

to record impairment charges for other-than-temporary impairment in future periods. At June 30, 2014, one available for sale investment security, valued at \$5.1 million, remains in non-accruing status.

Table of Contents

The following tables summarize the amortized cost, carrying value, and fair value of Webster's investment securities:
At June 30, 2014

| (In thousands) | Amortized Cost | Recognized in OCI | | | Not Recognized in OCI | | Fair Value |
|---|----------------|------------------------|-------------------------|----------------|------------------------|-------------------------|-------------|
| | | Gross Unrealized Gains | Gross Unrealized Losses | Carrying Value | Gross Unrealized Gains | Gross Unrealized Losses | |
| Available for sale: | | | | | | | |
| U.S. Treasury Bills | \$525 | \$— | \$— | \$525 | \$— | \$— | \$525 |
| Agency CMO | 682,716 | 13,816 | (723) | 695,809 | — | — | 695,809 |
| Agency MBS | 1,174,246 | 13,492 | (20,611) | 1,167,127 | — | — | 1,167,127 |
| Agency CMBS | 81,046 | 45 | (111) | 80,980 | — | — | 80,980 |
| CMBS | 484,018 | 27,042 | (24) | 511,036 | — | — | 511,036 |
| CLO ⁽¹⁾ | 357,433 | 449 | — | 357,882 | — | — | 357,882 |
| Pooled trust preferred securities ⁽²⁾ | 14,551 | — | (3,216) | 11,335 | — | — | 11,335 |
| Single issuer trust preferred securities | 41,892 | 78 | (3,137) | 38,833 | — | — | 38,833 |
| Corporate debt | 107,738 | 5,088 | — | 112,826 | — | — | 112,826 |
| Equity securities-financial institutions ⁽³⁾ | 2,314 | 1,364 | — | 3,678 | — | — | 3,678 |
| Total available for sale | \$2,946,479 | \$61,374 | \$(27,822) | \$2,980,031 | \$— | \$— | \$2,980,031 |
| Held-to-maturity: | | | | | | | |
| Agency CMO | \$317,408 | \$— | \$— | \$317,408 | \$9,096 | \$(453) | \$326,051 |
| Agency MBS | 2,204,891 | — | — | 2,204,891 | 59,881 | (19,924) | 2,244,848 |
| Agency CMBS | 279,926 | — | — | 279,926 | 585 | (232) | 280,279 |
| Municipal bonds and notes | 380,268 | — | — | 380,268 | 15,047 | (71) | 395,244 |
| CMBS | 289,090 | — | — | 289,090 | 11,238 | (1,609) | 298,719 |
| Private Label MBS | 7,220 | — | — | 7,220 | 137 | — | 7,357 |
| Total held-to-maturity | \$3,478,803 | \$— | \$— | \$3,478,803 | \$95,984 | \$(22,289) | \$3,552,498 |
| Total investment securities | \$6,425,282 | \$61,374 | \$(27,822) | \$6,458,834 | \$95,984 | \$(22,289) | \$6,532,529 |

At December 31, 2013

| (In thousands) | Amortized Cost | Recognized in OCI | | | Not Recognized in OCI | | Fair Value |
|--|----------------|------------------------|-------------------------|----------------|------------------------|-------------------------|------------|
| | | Gross Unrealized Gains | Gross Unrealized Losses | Carrying Value | Gross Unrealized Gains | Gross Unrealized Losses | |
| Available for sale: | | | | | | | |
| U.S. Treasury Bills | \$325 | \$— | \$— | \$325 | \$— | \$— | \$325 |
| Agency CMO | 794,397 | 14,383 | (1,868) | 806,912 | — | — | 806,912 |
| Agency MBS | 1,265,276 | 9,124 | (47,698) | 1,226,702 | — | — | 1,226,702 |
| Agency CMBS | 71,759 | — | (782) | 70,977 | — | — | 70,977 |
| CMBS | 436,872 | 28,398 | (996) | 464,274 | — | — | 464,274 |
| CLO ⁽¹⁾ | 357,326 | 315 | — | 357,641 | — | — | 357,641 |
| Pooled trust preferred securities ⁽²⁾ | 31,900 | — | (3,410) | 28,490 | — | — | 28,490 |
| Single issuer trust preferred securities | 41,807 | — | (6,872) | 34,935 | — | — | 34,935 |
| Corporate Debt | 108,936 | 4,155 | — | 113,091 | — | — | 113,091 |

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| | | | | | | | |
|---|-------------|----------|------------|-------------|----------|------------|-------------|
| Equity securities-financial institutions ⁽³⁾ | 2,314 | 1,270 | — | 3,584 | — | — | 3,584 |
| Total available for sale | \$3,110,912 | \$57,645 | \$(61,626) | \$3,106,931 | \$— | \$— | \$3,106,931 |
| Held-to-maturity: | | | | | | | |
| Agency CMO | \$365,081 | \$— | \$— | \$365,081 | \$10,135 | \$(1,009) | \$374,207 |
| Agency MBS | 2,130,685 | — | — | 2,130,685 | 43,315 | (53,188) | 2,120,812 |
| Agency CMBS | 115,995 | — | — | 115,995 | 44 | (818) | 115,221 |
| Municipal bonds and notes | 448,405 | — | — | 448,405 | 11,104 | (1,228) | 458,281 |
| CMBS | 290,057 | — | — | 290,057 | 8,635 | (4,975) | 293,717 |
| Private Label MBS | 8,498 | — | — | 8,498 | 176 | — | 8,674 |
| Total held-to-maturity | \$3,358,721 | \$— | \$— | \$3,358,721 | \$73,409 | \$(61,218) | \$3,370,912 |
| Total investment securities | \$6,469,633 | \$57,645 | \$(61,626) | \$6,465,652 | \$73,409 | \$(61,218) | \$6,477,843 |

(1) Amortized cost is net of \$2.8 million and \$2.6 million of OTTI at June 30, 2014 and December 31, 2013, respectively.

(2) Amortized cost is net of \$7.0 million and \$14.0 million of OTTI at June 30, 2014 and December 31, 2013, respectively.

(3) Amortized cost is net of \$20.4 million of OTTI at June 30, 2014 and December 31, 2013.

Table of Contents

For the six months ended June 30, 2014, the Federal Reserve maintained the federal funds rate flat, at, or below 0.25% in response to the economic environment. Credit spreads generally tightened given the prospects for a sustained low interest rate environment. The benchmark 10-year US Treasury rate declined to 2.52% on June 30, 2014 from 3.03% on December 31, 2013. This decline in interest rates was generally positive for longer duration investments in the portfolio. Webster Bank has the ability to use the investment portfolio, as well as interest-rate financial instruments within internal policy guidelines, to hedge and manage interest-rate risk as part of its asset/liability strategy. See Note 13 - Derivative Financial Instruments in the Notes to Condensed Consolidated Financial Statements contained elsewhere in this report for additional information concerning derivative financial instruments.

Alternative Investments

Investments in Private Equity Funds - The Company has investments in private equity funds. These investments, which totaled \$9.9 million at June 30, 2014 and \$10.4 million at December 31, 2013, are included in other assets in the accompanying Condensed Consolidated Balance Sheets. The majority of these funds are held at cost based on ownership percentage in the fund, while some are accounted for at fair value using a net asset value. See a further discussion of fair value in Note 14 - Fair Value Measurements. The Company recognized a net loss of \$231.8 thousand and \$284.5 thousand for the six months ended June 30, 2014 and 2013, respectively. These amounts are included in other non-interest income in the accompanying Condensed Consolidated Statements of Income.

Other Non-Marketable Investments - The Company holds certain non-marketable investments, which include preferred share ownership in other equity ventures. These investments, which totaled \$6.8 million at June 30, 2014 and December 31, 2013, are included in other assets in the accompanying Condensed Consolidated Balance Sheets. These funds are held at cost and subject to impairment testing. There were no impairments recorded for the six months ended June 30, 2014 and 2013.

The Volcker Rule prohibits investments in private equity funds and non-public funds that qualify as Covered Funds as defined by Section 619 of the Dodd-Frank Act, commonly known as the Volcker Rule. On April 7, 2014, the Federal Reserve Board announced two additional one-year extensions to comply with the Volcker Rule's provisions regarding collateralized loan obligations. Conformance with the final rule is required by July 21, 2017, for certain non-compliant Covered funds, as defined in the regulation. Additional extensions are available if the retention of such ownership interest is necessary to fulfill a contractual obligation of the banking entity. The Company does not expect any material impact to the financial statements related to the Volcker Rule on alternative investments.

Table of Contents

Loan and Lease Portfolio

The following table provides the portfolio composition of Webster's loans and leases:

| (Dollars in thousands) | At June 30, 2014 | | At December 31, 2013 | |
|---|------------------|-------|----------------------|-------|
| | Amount | % | Amount | % |
| Residential: | | | | |
| 1-4 family | \$3,299,835 | 24.9 | \$3,308,472 | 26.1 |
| Construction | 58,040 | 0.4 | 45,495 | 0.4 |
| Total residential | 3,357,875 | 25.3 | 3,353,967 | 26.5 |
| Consumer: | | | | |
| Home equity | 2,358,204 | 17.8 | 2,355,257 | 18.5 |
| Liquidating - home equity | 99,577 | 0.7 | 104,902 | 0.8 |
| Other consumer | 76,432 | 0.6 | 60,681 | 0.5 |
| Total consumer | 2,534,213 | 19.1 | 2,520,840 | 19.8 |
| Commercial: | | | | |
| Commercial non-mortgage | 2,989,087 | 22.5 | 2,734,025 | 21.5 |
| Asset-based | 625,740 | 4.7 | 560,666 | 4.4 |
| Total commercial | 3,614,827 | 27.2 | 3,294,691 | 25.9 |
| Commercial real estate: | | | | |
| Commercial real estate | 3,097,142 | 23.3 | 2,856,110 | 22.5 |
| Commercial construction | 198,700 | 1.5 | 205,397 | 1.6 |
| Total commercial real estate | 3,295,842 | 24.8 | 3,061,507 | 24.1 |
| Equipment financing | 460,028 | 3.5 | 455,434 | 3.6 |
| Net unamortized premiums | 5,010 | — | 5,466 | — |
| Net deferred costs | 7,585 | 0.1 | 7,871 | 0.1 |
| Total loans and leases | \$13,275,380 | 100.0 | \$12,699,776 | 100.0 |
| Accrued interest receivable | 38,233 | | 36,433 | |
| Total recorded investment in loans and leases | \$13,313,613 | | \$12,736,209 | |

Total residential loans were \$3.4 billion at June 30, 2014, a net increase of \$3.9 million from December 31, 2013. The net increase as of June 30, 2014 is due to a \$12.5 million increase in construction loans, most noticeably in the second half of the period, partially offset by an \$8.6 million decrease in 1-4 family loans from repayment activity, most notably in the first half of the period.

Total consumer loans were \$2.5 billion at June 30, 2014, a net increase of \$13.4 million from December 31, 2013. The increase is primarily due to the purchase of mainly in footprint loans during the three months ended June 30, 2014.

Total commercial loans were \$3.6 billion at June 30, 2014, an net increase of \$320.1 million from December 31, 2013. The growth in commercial loans is primarily related to new originations of \$684.1 million in commercial non-mortgage for the six months ended June 30, 2014. Asset-based loans increased \$65.1 million from December 31, 2013, reflective of \$112.7 million in originations and line usage during the six months ended June 30, 2014.

Total commercial real estate loans were \$3.3 billion at June 30, 2014, an net increase of \$234.3 million from December 31, 2013 as a result of originations of \$542.6 million during the six months ended June 30, 2014, offset by loan payments.

Equipment financing loans and leases were \$460.0 million at June 30, 2014, a net increase of \$4.6 million from December 31, 2013, primarily the result of \$91.9 million in originations during the six months ended June 30, 2014, offset by loan payments.

Table of Contents

Asset Quality

Management maintains asset quality within established risk tolerance levels through its underwriting standards, servicing, and management of loans and leases. Non-performing assets, loan and lease delinquency, and credit loss levels are considered to be key measures of asset quality.

The following table provides key asset quality ratios:

| | At June 30, 2014 | | At December 31, 2013 | |
|---|---------------------|---|----------------------------|---|
| Non-performing loans and leases as a percentage of loans and leases ⁽¹⁾ | 1.09 | % | 1.28 | % |
| Non-performing assets as a percentage of total assets ⁽¹⁾ | 0.70 | | 0.82 | |
| Non-performing assets as a percentage of loans and leases plus OREO ⁽¹⁾ | 1.14 | | 1.35 | |
| Net charge-offs as a percentage of average loans and leases ⁽²⁾ | 0.25 | | 0.47 | |
| Allowance for loan and lease losses as a percentage of loans and leases | 1.17 | | 1.20 | |
| Allowance for loan and lease losses as a percentage of non-performing loans and leases ⁽¹⁾ | 107.19 | | 93.65 | |
| Ratio of allowance for loan and lease losses to net charge-offs ⁽²⁾ | 4.85x | | 2.63x | |

(1) These ratios reflect the impact of residential and consumer loans that were reclassified from non-accrual to accrual status in the six months ended June 30, 2014 primarily as a result of updated regulatory guidance issued in the first quarter of 2014.

(2) Calculated for the June 30, 2014 period based on year-to-date net charge-offs, annualized.

Table of Contents

Non-performing Assets

The following table provides information regarding Webster's lending-related non-performing assets:

| (Dollars in thousands) | At June 30, 2014 | | At December 31, 2013 | |
|--|-----------------------|------------------|-----------------------|------------------|
| | Amount ⁽¹⁾ | % ⁽²⁾ | Amount ⁽¹⁾ | % ⁽²⁾ |
| Residential: | | | | |
| 1-4 family ⁽³⁾ | \$67,943 | 2.06 | \$80,988 | 2.45 |
| Construction | 496 | 0.85 | 382 | 0.84 |
| Total residential | 68,439 | 2.04 | 81,370 | 2.43 |
| Consumer: | | | | |
| Home equity ⁽³⁾ | 36,322 | 1.54 | 45,434 | 1.93 |
| Liquidating - home equity | 5,475 | 5.50 | 6,245 | 5.95 |
| Other consumer | 204 | 0.27 | 139 | 0.23 |
| Total consumer | 42,001 | 1.66 | 51,818 | 2.06 |
| Commercial: | | | | |
| Commercial non-mortgage | 14,152 | 0.47 | 10,933 | 0.40 |
| Commercial real estate: | | | | |
| Commercial real estate | 15,104 | 0.49 | 13,428 | 0.47 |
| Commercial construction | 3,919 | 1.97 | 4,235 | 2.06 |
| Total commercial real estate | 19,023 | 0.58 | 17,663 | 0.58 |
| Equipment financing | 863 | 0.19 | 1,141 | 0.25 |
| Total non-performing loans and leases ⁽⁴⁾ | \$144,478 | 1.09 | \$162,925 | 1.28 |
| Deferred costs and unamortized premiums | 276 | | 303 | |
| Total recorded investment in non-performing loans and leases | \$144,754 | | \$163,228 | |
| | | | | |
| Total non-performing loans and leases ⁽⁴⁾ | \$144,478 | | \$162,925 | |
| Foreclosed and repossessed assets: | | | | |
| Residential and consumer | 3,391 | | 4,930 | |
| Commercial | 3,338 | | 3,752 | |
| Total foreclosed and repossessed assets | \$6,729 | | \$8,682 | |
| Total non-performing assets ⁽⁵⁾ | \$151,207 | | \$171,607 | |

(1) Balances by class exclude the impact of net deferred costs and unamortized premiums.

Represents the principal balance of non-performing loans and leases as a percentage of the outstanding principal

(2) balance within the comparable loan and lease category. The percentage excludes the impact of deferred costs and unamortized premiums.

(3) A total of \$17.6 million residential and consumer loans were reclassified from non-accrual to accrual status in the three months ended June 30, 2014 as a result of updated regulatory guidance issued in the first quarter of 2014.

(4) Includes non-accrual restructured loans and leases of \$81.7 million at June 30, 2014 and \$102.9 million at December 31, 2013.

(5) Excludes one non-accrual available for sale security of \$5.1 million at June 30, 2014 and \$5.2 million at December 31, 2013.

Webster's policy is that residential and consumer loans 90 or more days past due are placed on non-accrual status. Residential and consumer loans for which the borrower has been discharged under Chapter 7 bankruptcy are considered collateral dependent TDRs and thus impaired at the date of discharge and placed on non-accrual status. Commercial and commercial real estate loans and equipment financing leases are subject to a detailed review by the Company's credit risk team when payment is uncertain and a specific determination is made to put a loan or lease on non-accrual status. There are, on occasion, circumstances that cause commercial loans to be placed in the 90 days past due and accruing category, for example, loans that are considered to be well secured and in the process of collection or renewal. See "Delinquent Loans" contained elsewhere within this section for further information concerning loans past

due 90 days and still accruing. See Note 1-Summary of Significant Accounting Policies in the Notes to Condensed Consolidated Financial Statements contained elsewhere in this report for information on the Company's non-accrual policy.

Table of Contents

The following table provides detail of non-performing loan and lease activity:

| (In thousands) | Six months ended June 30, | |
|---|---------------------------|-----------|
| | 2014 | 2013 |
| Non-performing loans and leases, beginning of period | \$162,925 | \$194,799 |
| Additions | 57,649 | 82,580 |
| Paydowns/draws on existing non-performing loans and leases, net | (39,322) | (54,588) |
| Reclassification of Chapter 7 Loans to accrual status | (17,601) | — |
| Charge-offs | (17,085) | (31,699) |
| Other reductions | (2,088) | (4,401) |
| Non-performing loans and leases, end of period | \$144,478 | \$186,691 |

Impaired Loans and Leases

Loans are considered impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated on a pooled basis for smaller-balance loans of a similar nature. Consumer and residential loans for which the borrower has been discharged in Chapter 7 bankruptcy are considered collateral dependent impaired loans at the date of discharge. Commercial, commercial real estate, and equipment financing loans and leases over a specific dollar amount, risk rated substandard or worse and non-accruing, and all troubled debt restructurings are evaluated individually for impairment. Impairment may be evaluated at the present value of estimated future cash flows using the original interest rate of the loan or at the fair value of collateral less estimated selling costs. To the extent that an impaired loan or lease balance is collateral dependent, the Company determines the fair value of the collateral.

For residential and consumer collateral dependent loans, a third-party appraisal is obtained upon loan default. Fair value of the collateral for residential and consumer collateral dependent loans is reevaluated every six months, by either a new appraisal or other internal valuation methods. Fair value is also reassessed, with any excess amount charged off, for all consumer loans that reach 180 days past due for compliance with Federal Financial Institutions Examination Council guidelines. For commercial, commercial real estate, and equipment financing collateral dependent loans and leases, Webster's impairment process requires the Company to determine the fair value of the collateral by obtaining a third-party appraisal or asset valuation, an interim valuation analysis, blue book reference, or other internal methods. Fair value of the collateral for commercial loans is reevaluated on a quarterly basis. Whenever the Company has a third-party real estate appraisal performed by independent licensed appraisers, a licensed in-house appraisal officer or qualified reviewer will review these appraisals for compliance with the Financial Institutions Reform Recovery and Enforcement Act and the Uniform Standards of Professional Appraisal Practice.

A fair value shortfall is recorded as an impairment reserve against the allowance for loan and lease losses. Subsequent to an appraisal or other fair value estimate, should reliable information come to management's attention that the value has declined further, additional impairment may be recorded to reflect the particular situation, thereby increasing the allowance for loan and lease losses. Any impaired loan for which no specific valuation allowance was necessary at June 30, 2014 and December 31, 2013 is the result of either sufficient cash flow or sufficient collateral coverage of the book balance.

At June 30, 2014, there were 1,800 impaired loans and leases with a recorded investment balance of \$336.8 million, which included loans and leases of \$227.1 million with an impairment allowance of \$20.4 million. There were loans and leases of \$194.2 million measured using the present value of expected cash flows and \$142.6 million measured using the fair value of associated collateral. Approximately 61% of the \$142.6 million of the collateral dependent loans and leases at June 30, 2014 relied on third-party appraisals to assist in measuring impairment. At December 31, 2013, there were 1,836 impaired loans and leases with a recorded investment balance of \$349.1 million, which included loans and leases of \$221.0 million with an impairment allowance of \$20.5 million. There were loans and leases of \$236.7 million measured using the present value of expected cash flows and \$112.4 million measured using the fair value of associated collateral. Approximately 86% of the \$112.4 million of the collateral dependent loans and leases at December 31, 2013 relied on third-party appraisals to assist in measuring impairment.

Table of Contents

Troubled Debt Restructurings

A modified loan is considered a TDR when two conditions are met: (i) the borrower is experiencing financial difficulties and (ii) the modification constitutes a concession. Modified terms are dependent upon the financial position and needs of the individual borrower. The Company considers all aspects of the restructuring in determining whether a concession has been granted, including the debtor's ability to access market rate funds. In general, a concession exists when the modified terms of the loan are more attractive to the borrower than standard market terms. The Company does not employ modification programs for temporary or trial periods. The most common types of modifications include covenant modifications, forbearance, and/or other concessions. If the modification agreement is violated, the loan is reevaluated to determine if it should be handled by the Company's Restructuring and Recovery group for resolution, which may result in foreclosure. Loans for which the borrower has been discharged under Chapter 7 bankruptcy are considered collateral dependent TDRs and thus impaired at the date of discharge and charged down to the fair value of collateral less cost to sell.

The Company's policy is to place consumer loan TDRs, except those that were performing prior to TDR status, on non-accrual status for a minimum period of 6 months. Commercial TDRs are evaluated on a case-by-case basis for determination of whether or not to place on non-accrual status. Loans qualify for return to accrual status once they have demonstrated performance with the restructured terms of the loan agreement for a minimum of 6 months. Initially, all TDRs are reported as impaired. Generally, TDRs are classified as impaired loans and reported as TDRs for the remaining life of the loan. Impaired and TDR classification may be removed if the borrower demonstrates compliance with the modified terms for a minimum of 6 months and through one fiscal year-end and the restructuring agreement specifies a market rate of interest equal to that which would be provided to a borrower with similar credit at the time of restructuring. In the limited circumstance that a loan is removed from TDR classification, it is the Company's policy to continue to base its measure of loan impairment on the contractual terms specified by the loan agreement.

The following table provides information for TDRs:

| (In thousands) | At June 30, 2014 | At December 31, 2013 | | |
|---|---------------------|----------------------------|----------|---|
| Recorded investment of TDRs: | | | | |
| Accrual status ⁽¹⁾ | \$238,411 | \$238,926 | | |
| Non-accrual status ⁽¹⁾ | 86,800 | 102,972 | | |
| Total recorded investment of TDRs | \$325,211 | \$341,898 | | |
| Accruing TDRs performing under modified terms more than one year | 67.5 | % | 58.2 | % |
| Specific reserves for TDRs included in the balance of allowance for loan and lease losses | \$19,802 | | \$20,360 | |
| Additional funds committed to borrowers in TDR status | 1,381 | | 1,262 | |

⁽¹⁾ A total of \$17.6 million residential and consumer loans were reclassified from non-accrual to accrual status in the six months ended June 30, 2014 as a result of updated regulatory guidance issued in the first quarter of 2014.

The following table provides detail of TDR activity:

| (In thousands) | Six months ended June 30, | |
|--------------------------------------|---------------------------|-----------|
| | 2014 | 2013 |
| TDRs, beginning of period | \$341,898 | \$404,161 |
| Additions | 13,821 | 30,865 |
| Paydowns/draws on existing TDRs, net | (21,466) | (28,685) |
| Charge-offs post modification | (8,140) | (14,091) |
| Transfers to OREO | (902) | (1,120) |
| TDRs, end of period | \$325,211 | \$391,130 |

See Note 3 - Loans and Leases in the Notes to Condensed Consolidated Financial Statements contained elsewhere in this report for a discussion of the amount of modified loans, modified loan characteristics, and Webster's evaluation of

the success of its modification efforts.

78

Table of Contents

Delinquent loans and leases

The following table provides information regarding loans and leases past due 30 days or more and accruing income:

| (Dollars in thousands) | At June 30, 2014 | | At December 31, 2013 | |
|--|-----------------------|------------------|-------------------------|------------------|
| | Amount ⁽¹⁾ | % ⁽²⁾ | Amount ⁽¹⁾ | % ⁽²⁾ |
| Residential: | | | | |
| 1-4 family | \$17,826 | 0.54 | \$17,929 | 0.54 |
| Construction | — | — | 356 | 0.78 |
| Consumer: | | | | |
| Home equity | 18,348 | 0.78 | 18,290 | 0.78 |
| Liquidating - home equity | 2,105 | 2.11 | 1,806 | 1.72 |
| Other consumer | 608 | 0.80 | 636 | 1.05 |
| Commercial: | | | | |
| Commercial non-mortgage | 5,045 | 0.17 | 4,100 | 0.15 |
| Commercial real estate: | | | | |
| Commercial real estate | 1,610 | 0.05 | 4,897 | 0.17 |
| Equipment financing | 290 | 0.06 | 362 | 0.08 |
| Total loans and leases past due 30-89 days | 45,832 | 0.35 | 48,376 | 0.38 |
| Past due 90 days or more accruing: | | | | |
| Commercial non-mortgage | 186 | 0.01 | 4,269 | 0.16 |
| Commercial real estate | 925 | 0.03 | 232 | 0.01 |
| Total loans and leases past due 90 days and accruing | 1,111 | 0.01 | 4,501 | 0.04 |
| Total loans and leases over 30 days delinquent | \$46,943 | 0.35 | \$52,877 | 0.42 |
| Deferred costs and unamortized premiums | 119 | | 189 | |
| Accrued interest | 604 | | 669 | |
| Total recorded investment over 30 day delinquent loans | \$47,666 | | \$53,735 | |

(1) Past due loan and lease balances exclude non-accrual loans and leases.

Represents the principal balance of past due loans and leases as a percentage of the outstanding principal balance

(2) within the comparable loan and lease category. The percentage excludes the impact of deferred costs and unamortized premiums.

Allowance for Loan and Lease Losses Methodology

The allowance for loan and lease losses ("ALLL") and the reserve for unfunded credit commitments are maintained at a level estimated by management to provide for probable losses inherent within the loan and lease portfolio. Webster's Credit Risk Management Committee reviews and advises on the adequacy of these reserves. The ALLL is considered a critical accounting policy.

The adequacy of the ALLL is subject to considerable assumptions and judgment used in its determination. The assumptions and judgment could be influenced by conditions such as portfolio size, nature and performance, and by economic factors, nationally or, specific to Webster Bank's market, as well as application of policies and procedures. The quarterly process for determining estimated probable losses is based upon financial loss models, combined with review of the loan and lease portfolio and other relevant factors. While actual conditions or factors could differ significantly from the assumptions utilized, resulting in materially different losses, management believes the ALLL is adequate as of June 30, 2014.

Table of Contents

Webster's methodology for assessing an appropriate level of the ALLL includes three key elements.

(i) Problem loans and leases are analyzed and assessed for specific reserves based on collateral, cash flow, and probability of re-default characteristics specific to each loan or lease.

(ii) Loans and leases with similar type and risk characteristics are segmented into homogeneous pools and modeled using quantitative historic factors. The homogeneous commercial portfolio loss estimate is calculated based on internal risk rating, the historic probability of default and loss given default. Changes in risk ratings and other risk factors, for both performing and non-performing loans and leases, will affect the calculation of the allowance. The formula for both homogeneous residential and consumer portfolio allowance is calculated by applying loss factors based on historic delinquency, defaults, and net losses. Webster Bank considers other quantitative contributing factors for risks associated with the homogeneous loan portfolio not reflected in the quantitative modeling and adjusts its estimate based on the analysis. Some examples of contributing factors include the potential impact of policy exceptions, collateral values, unemployment, and changes in economic activity.

(iii) Webster Bank also considers qualitative factors that are not specifically driven by defined metrics but can have an incremental or regressive impact on losses incurred in the current loan and lease portfolio. Examples include, staffing, concentrations, and macro economic activity. The quantitative and qualitative contributing factors are consistent with interagency guidance.

At June 30, 2014, the allowance for loan and lease losses was \$154.9 million, which is 1.17% of the total loan and lease portfolio and 107.19% of total non-performing loans and leases. This compares with an allowance of \$152.6 million, which is 1.20% of the total loan and lease portfolio and 93.65% of total non-performing loans and leases at December 31, 2013.

The following table provides an allocation of the allowance for loan and lease losses by portfolio segment:

| (Dollars in thousands) | At June 30, 2014 | | At December 31, 2013 | |
|------------------------|------------------|------------------|----------------------|------------------|
| | Amount | % ⁽¹⁾ | Amount | % ⁽¹⁾ |
| Residential | \$ 19,054 | 0.57 | \$ 20,580 | 0.61 |
| Consumer | 33,867 | 1.33 | 39,551 | 1.56 |
| Commercial | 51,632 | 1.43 | 47,706 | 1.45 |
| Commercial real estate | 34,144 | 1.04 | 29,883 | 0.98 |
| Equipment financing | 5,539 | 1.19 | 3,912 | 0.85 |
| Unallocated | 10,632 | — | 10,941 | — |
| Total ALLL | \$ 154,868 | 1.17 | \$ 152,573 | 1.20 |

(1) Percentage represents allocated allowance for loan and lease losses to total loans and leases within the comparable category. However, the allocation of a portion of the allowance to one category of loans and leases does not preclude its availability to absorb losses in other categories.

The ALLL reserve associated with loans and leases individually evaluated for impairment at June 30, 2014, decreased \$0.1 million compared to December 31, 2013. The reduction in the reserve is primarily due to decreases in loan balances with resolution of larger commercial credits through payoff or sale, offset by the addition of new commercial impaired loans.

As of June 30, 2014, the ALLL reserve allocated to the residential loan portfolio decreased \$1.5 million compared to December 31, 2013. The decrease is due to declines in delinquent and non-performing loans as well as a decrease in estimated forward-looking losses and reduced impairment levels on modified loans.

The ALLL reserve allocated to the consumer portfolio at June 30, 2014 decreased \$5.7 million compared to December 31, 2013. The decrease is due to a reduction in the consumer loan balances year over year and improved delinquency and non-accrual trends, while the forward-looking loss projection continues to decline.

The ALLL reserve allocated to the commercial portfolio at June 30, 2014 increased \$3.9 million compared to December 31, 2013. The increase is driven primarily by loan growth coupled with a moderate increase in classified loans.

The ALLL reserve allocated to the commercial real estate portfolio at June 30, 2014 increased \$4.3 million compared to December 31, 2013. The increase is driven primarily by loan growth coupled with a moderate increase in classified loans.

As of June 30, 2014, the ALLL reserve allocated to the equipment financing portfolio increased \$1.6 million compared to December 31, 2013. The increase is based on higher outstanding balances as well as improved credit metrics. There were reductions in delinquent, non-accrual, and classified loans and leases during 2014.

Table of Contents

The portion of the ALLL reserve at June 30, 2014, attributable to qualitative and contributing factors that are driven by macroeconomic and environmental impacts, which can have an incremental, or regressive, impact on losses incurred in the loan portfolio, decreased \$0.3 million compared to December 31, 2013. The reduction is primarily due to improvement in related economic factors during the periods.

The following tables provide detail of activity in the allowance for loan and lease losses and the reserve for unfunded credit commitments:

| (In thousands) | At or for the three months ended June 30, | | At or for the six months ended June 30, | |
|--|--|-----------|--|-----------|
| | 2014 | 2013 | 2014 | 2013 |
| Allowance for loan and lease losses, beginning balance | \$153,600 | \$167,840 | \$152,573 | \$177,129 |
| Provision | 9,250 | 8,500 | 18,250 | 16,000 |
| Charge-offs: | | | | |
| Residential | (1,840 |)(2,112 |)(2,998 |)(5,048 |
| Consumer | (5,286 |)(7,331 |)(10,172 |)(17,738 |
| Commercial | (3,685 |)(6,156 |)(6,833 |)(10,495 |
| Commercial real estate | (447 |)(2,510 |)(2,852 |)(6,270 |
| Equipment financing | (20 |)(4 |)(20 |)(91 |
| Total charge-offs | (11,278 |)(18,113 |)(22,875 |)(39,642 |
| Recoveries: | | | | |
| Residential | 507 | 440 | 767 | 690 |
| Consumer | 1,202 | 2,261 | 2,315 | 4,083 |
| Commercial | 1,121 | 1,058 | 2,094 | 2,657 |
| Commercial real estate | 69 | 552 | 548 | 793 |
| Equipment financing | 397 | 904 | 1,196 | 1,732 |
| Total recoveries | 3,296 | 5,215 | 6,920 | 9,955 |
| Net charge-offs | (7,982 |)(12,898 |)(15,955 |)(29,687 |
| Allowance for loan and lease losses, ending balance | \$154,868 | \$163,442 | \$154,868 | \$163,442 |
| Reserve for unfunded credit commitments: ⁽¹⁾ | | | | |
| Reserve for unfunded credit commitments, beginning balance | \$4,711 | \$5,137 | \$4,384 | \$5,662 |
| Provision (benefit) | 38 | (544 |) 365 | (1,069 |
| Reserve for unfunded credit commitments, ending balance | \$4,749 | \$4,593 | \$4,749 | \$4,593 |

(1) The reserve for unfunded credit commitments is reported as a component of accrued expenses and other liabilities in the accompanying Condensed Consolidated Balance Sheets.

Net charge-offs for the three and six months ended June 30, 2014 were \$8.0 million and \$16.0 million, respectively, consisting of \$1.3 million and \$2.2 million, respectively, in net charges for residential loans, \$4.1 million and \$7.9 million, respectively, in net charges for consumer loans, \$2.6 million and \$4.7 million, respectively, in net charges for commercial loans, \$0.4 million and \$2.3 million, respectively, in net charges for commercial real estate loans, and net recoveries of \$0.4 million and \$1.2 million, respectively, for equipment financing loans and leases. Net charge-offs decreased by \$4.9 million and \$13.7 million during the three and six months ended June 30, 2014 compared to the three and six months ended June 30, 2013. The decrease in net charge-off activity reflects lower levels of losses offset somewhat by lower levels of recoveries, coupled with improved portfolio performance and loan quality metrics for the three and six months ended June 30, 2014. The decrease in the allowance for loan and lease losses year over year reflects improved portfolio quality and economic conditions across all lines of business, effectively reducing estimated probable losses.

Table of Contents

The following table provides a summary of net charge-offs (recoveries) to average loans and leases by category:

| | Three months ended June | | Six months ended June | | |
|---|-------------------------|---------|-----------------------|---------|---|
| | 30, 2014 | 2013 | 30, 2014 | 2013 | |
| Net charge-offs (recoveries) ⁽¹⁾ | | | | | |
| Residential | 0.16 | %0.20 | % 0.13 | %0.26 | % |
| Consumer | 0.64 | 0.79 | 0.62 | 1.06 | |
| Commercial | 0.29 | 0.68 | 0.27 | 0.53 | |
| Commercial real estate | 0.05 | 0.28 | 0.15 | 0.39 | |
| Equipment financing | (0.33 |) (0.90 |) (0.51 |) (0.81 |) |
| Total net charge-offs to total average loans and leases | 0.24 | %0.43 | % 0.25 | %0.49 | % |

(1) Calculated based on period to date net charge-offs, annualized.

Table of Contents

Sources of Funds

Deposits are the primary source of Webster Bank's cash flows for use in lending and meeting its general operational needs. Additional sources of funds include Federal Home Loan Bank advances and other borrowings, loan and mortgage-backed securities repayments, securities sale proceeds and maturities, and operating activities. While scheduled loan and securities repayments are a relatively stable source of funds, loan and investment security prepayments and deposit inflows are influenced by prevailing interest rates and local economic conditions, and are inherently uncertain.

Deposits

Webster Bank offers a wide variety of deposit products for checking and savings (including: ATM and debit card use, direct deposit, ACH payments, combined statements, mobile banking services, internet-based banking, bank by mail, as well as overdraft protection via line of credit or transfer from another deposit account) designed to meet the transactional, savings, and investment needs of our consumer and business customers throughout 166 banking centers within our primary market area.

Webster Bank manages the flow of funds in its deposit accounts and provides a variety of accounts and rates consistent with Federal Deposit Insurance Corporation ("FDIC") regulations. Webster Bank's Retail Pricing Committee and its Commercial and Institutional Liability Pricing Committee meet regularly to determine pricing and marketing initiatives. Total deposits were \$15.2 billion at June 30, 2014 compared to \$14.9 billion at December 31, 2013. Deposits have been increasing steadily, led primarily by increases in health savings accounts. See Note 6 - Deposits in the Notes to Condensed Consolidated Financial Statements contained elsewhere in this report for additional information.

Federal Home Loan Bank and Federal Reserve Bank Stock

Webster Bank is a member of the Federal Home Loan Bank System, which consists of twelve district Federal Home Loan Banks, each subject to the supervision and regulation of the Federal Housing Finance Agency. An activity-based FHLB capital stock investment is required in order for Webster Bank to access advances and other extensions of credit for liquidity and funding purposes. The FHLB capital stock investment is restricted in that there is no market for it, and it can only be redeemed by the FHLB. Webster Bank held \$117.9 million of FHLB capital stock as of June 30, 2014 and \$108.2 million as of December 31, 2013 for its membership and for outstanding advances and other extensions of credit. The FHLB most recently declared a cash dividend equal to an annual yield of 1.49% on April 25, 2014.

Additionally, Webster Bank is required to hold Federal Reserve Bank of Boston ("FRB") stock equal to 6% of its capital and surplus of which 50% is paid. The remaining 50% is subject to call when deemed necessary by the Board of Governors of the Federal Reserve System. The FRB capital stock investment is restricted in that there is no market for it, and it can only be redeemed by the FRB. At both June 30, 2014 and December 31, 2013 Webster Bank held \$50.7 million of FRB capital stock. The FRB pays a dividend of 6% annualized.

Borrowings

Borrowings, utilized as a source of funding for liquidity and interest rate risk management purposes, primarily consist of FHLB advances and securities sold under agreements to repurchase, whereby the Company delivers securities to counterparties under an agreement to repurchase the securities at a fixed price in the future. In addition, Webster Bank may utilize term and overnight Federal funds to meet short-term liquidity needs.

The Company's long-term debt consists of senior fixed-rate notes maturing in 2024 and junior subordinated notes maturing in 2033. On February 11, 2014, Webster completed an underwritten public offering for 4.375% senior fixed-rate notes maturing in 2024, then used cash-on-hand to pay off the 5.125% senior fixed-rate notes which matured on April 15, 2014.

Total borrowed funds were \$3.8 billion at June 30, 2014 as compared to \$3.6 billion at December 31, 2013.

Borrowings represented 17.9% and 17.3% of total assets at June 30, 2014 and December 31, 2013, respectively. For additional information, see Note 7 - Securities Sold Under Agreements To Repurchase and Other Borrowings, Note 8 - Federal Home Loan Bank Advances, and Note 9 - Long-Term Debt in the Notes to Condensed Consolidated Financial Statements contained elsewhere in this report.

Table of Contents**Liquidity**

Webster meets its cash flow requirements at a reasonable cost under various operating environments through proactive liquidity management at both the Company and Webster Bank. Liquidity comes from a variety of cash flow sources such as operating activities, including principal and interest payments on loans and investments, or financing activities, including unpledged securities which can be utilized to secure funding or sold, and new deposits. Webster is committed to maintaining a strong, increasing base of core deposits to support growth in its loan and lease portfolio. Liquidity is reviewed and managed in order to maintain stable, cost effective funding to promote overall balance sheet strength.

Holding Company Liquidity

Webster's primary sources of liquidity at the Company level are dividends from Webster Bank, investment income and net proceeds from investment sales, borrowings, and public offerings. The main uses of liquidity are the payment of principal and interest to holders of senior notes and capital securities, the payment of dividends to preferred and common shareholders, repurchases of Webster's common stock, and purchases of available for sale securities. There are certain restrictions on the payment of dividends by Webster Bank to the holding company, which are described in the section captioned "Supervision and Regulation" in Item 1 of Webster's 2013 Form 10-K. At June 30, 2014, there were \$213.2 million of retained earnings available for the payment of dividends by Webster Bank to the holding company. Webster Bank paid \$50.0 million dividends to the holding company during the six months ended June 30, 2014.

Webster periodically repurchases common shares to fund employee compensation plans. In addition, the Company has a common stock repurchase program authorized by the Board of Directors. The Company records the repurchase of shares of common stock at cost based on the settlement date for these transactions. During the six months ended June 30, 2014, a total of 423,084 shares of common stock were repurchased at a cost of approximately \$12.9 million, of which 73,084 shares were purchased to fund employee compensation plans at a cost of approximately \$2.2 million, and 350,000 shares were purchased under the common stock repurchase program at a cost of approximately \$10.7 million. At June 30, 2014, there was \$39.3 million of remaining repurchase authority under the common stock repurchase program.

Webster Bank Liquidity

Webster Bank's primary source of funding is core deposits, consisting of demand, checking, savings, health savings accounts, money market, and time deposits. The primary use of this funding is for loan portfolio growth. Webster Bank had a loan to total deposit ratio of 87.3% and 85.5% at June 30, 2014 and December 31, 2013, respectively. At June 30, 2014 and December 31, 2013, FHLB advances totaled \$2.2 billion and \$2.1 billion, respectively. Webster Bank had additional borrowing capacity from the FHLB of approximately \$1.1 billion and \$1.0 billion at June 30, 2014 and December 31, 2013, respectively. Webster Bank also had additional borrowing capacity at the FRB of \$0.9 billion and \$0.7 billion at June 30, 2014 and December 31, 2013, respectively. In addition, unpledged securities of \$3.6 billion could have been used to increase borrowing capacity, either by \$3.2 billion at the FHLB or by \$3.3 billion at the FRB, or alternatively used to collateralize other borrowings such as repurchase agreements, at June 30, 2014. Webster Bank is required by regulations adopted by the Office of the Comptroller of the Currency ("OCC") to maintain liquidity sufficient to ensure safe and sound operations. Adequate liquidity, as assessed by the OCC, considers such factors as the overall asset/liability structure, market conditions, competition, and the nature of the institution's deposit and loan customers. Webster Bank exceeded all regulatory liquidity requirements as of June 30, 2014. Webster has a detailed liquidity contingency plan designed to respond to liquidity concerns in a prompt and comprehensive manner. It is designed to provide early detection of potential problems and details specific actions required to address liquidity stress scenarios.

Applicable OCC regulations require Webster Bank, as a commercial bank, to satisfy certain minimum leverage and risk-based capital requirements. As an OCC regulated commercial institution, it is also subject to a minimum tangible capital requirement. As of June 30, 2014, Webster Bank was in compliance with all applicable capital requirements and exceeded the FDIC requirements for a "well capitalized" institution. See Note 11 - Regulatory Matters in the Notes to Condensed Consolidated Financial Statements contained elsewhere in this report for a further discussion of regulatory requirements applicable to Webster and Webster Bank.

The liquidity position of the Company is continuously monitored, and adjustments are made to the balance between sources and uses of funds as deemed appropriate. Management is not aware of any events that are reasonably likely to have a material adverse effect on the Company's liquidity, capital resources, or operations. In addition, management is not aware of any regulatory recommendations regarding liquidity, which, if implemented, would have a material adverse effect on the Company.

Table of Contents

Off-Balance Sheet Arrangements

In the normal course of operations, Webster engages in a variety of financial transactions that, in accordance with GAAP, are not recorded in the financial statements, or are recorded in amounts that differ from the notional amounts. These transactions involve, to varying degrees, elements of credit, interest rate, and liquidity risks. Such transactions are used for general corporate purposes or for customer needs. Corporate purpose transactions are used to help manage credit, interest rate, and liquidity risks, or to optimize capital. Customer transactions are used to manage customers funding requests. For the six months ended June 30, 2014, Webster did not engage in any off-balance sheet transactions that would have a material effect on its financial condition.

Asset/Liability Management and Market Risk

An effective asset/liability management process must balance the risks and rewards from both short and long-term interest rate risks in determining management strategy and action. To facilitate and manage this process, Webster has an ALCO Committee. The primary goal of ALCO is to manage interest rate risk to maximize net income and net economic value over time in changing interest rate environments subject to Board approved risk limits. The Board sets limits for earnings at risk for parallel ramps in interest rates over 12 months of plus and minus 100 and 200 basis points. Economic value or "equity at risk" limits are set for parallel shocks in interest rates of plus and minus 100 and 200 basis points. Based on the historic lows in short-term interest rates as of June 30, 2014 and 2013, the declining interest rate scenarios for both the earnings at risk for parallel ramps and the equity at risk for parallel shocks have been temporarily suspended per ALCO policy. ALCO also regularly reviews earnings at risk scenarios for non-parallel changes in rates, as well as longer-term earnings at risk for up to four years in the future.

Management measures interest rate risk using simulation analysis to calculate earnings and equity at risk. These risk measures are quantified using simulation software from one of the leading firms in the field of asset/liability modeling. Key assumptions relate to the behavior of interest rates and spreads, prepayment speeds and the run-off of deposits. From such simulations, interest rate risk is quantified and appropriate strategies are formulated and implemented.

Earnings at risk is defined as the change in earnings (excluding provision for loan and lease losses and income tax expense) due to changes in interest rates. Interest rates are assumed to change up or down in a parallel fashion, and earnings results are compared to a flat rate scenario as a base. The flat rate scenario holds the end of the period yield curve constant over the twelve month forecast horizon. Earnings simulation analysis incorporates assumptions about balance sheet changes such as asset and liability growth, loan and deposit pricing, and changes to the mix of assets and liabilities. It is a measure of short-term interest rate risk. Equity at risk is defined as the change in the net economic value of assets and liabilities due to changes in interest rates compared to a base net economic value. Equity at risk analyzes sensitivity in the present value of cash flows over the expected life of existing assets, liabilities and off-balance sheet contracts. It is a measure of the long-term interest rate risk to future earnings streams embedded in the current balance sheet.

Asset sensitivity is defined as earnings or net economic value increasing compared to a base scenario when interest rates rise and decreasing when interest rates fall. In other words, assets are more sensitive to changing interest rates than liabilities and, therefore, re-price faster. Likewise, liability sensitivity is defined as earnings or net economic value decreasing compared to a base scenario when interest rates rise and increasing when interest rates fall.

Key assumptions underlying the present value of cash flows include the behavior of interest rates and spreads, asset prepayment speeds, and attrition rates on deposits. Cash flow projections from the model are compared to market expectations for similar collateral types and adjusted based on experience with Webster Bank's own portfolio. The model's valuation results are compared to observable market prices for similar instruments whenever possible. The behavior of deposit and loan customers is studied using historical time series analysis to model future customer behavior under varying interest rate environments.

The equity at risk simulation process uses multiple interest rate paths generated by an arbitrage-free trinomial lattice term structure model. The Base Case rate scenario, against which all others are compared, uses the month-end LIBOR/Swap yield curve as a starting point to derive forward rates for future months. Using interest rate swap option volatilities as inputs, the model creates multiple rate paths for this scenario with forward rates as the mean. In shock scenarios, the starting yield curve is shocked up or down in a parallel fashion. Future rate paths are then constructed in

a similar manner to the Base Case.

85

Table of Contents

Cash flows for all instruments are generated using product specific prepayment models and account specific system data for properties such as maturity date, amortization type, coupon rate, repricing frequency, and repricing date. The asset/liability simulation software is enhanced with a mortgage prepayment model and a Collateralized Mortgage Obligation database. Instruments with explicit options such as caps, floors, puts and calls and implicit options such as prepayment and early withdrawal ability require such a rate and cash flow modeling approach to more accurately quantify value and risk. On the asset side, risk is impacted the most by mortgage loans and mortgage-backed securities, which can typically prepay at any time without penalty and may have embedded caps and floors. On the liability side, there is a large concentration of customers with indeterminate maturity deposits who have options to add or withdraw funds from their accounts at any time. Webster Bank also has the option to change the interest rate paid on these deposits at any time.

Webster's earnings at risk model incorporates net interest income and non-interest income and expense items, some of which vary with interest rates. These items include mortgage banking income, servicing rights, cash management fees, and derivative mark-to-market adjustments.

Four main tools are used for managing interest rate risk: (i) the size and duration of the investment portfolio, (ii) the size and duration of the wholesale funding portfolio, (iii) off-balance sheet interest rate contracts, and (iv) the pricing and structure of loans and deposits. ALCO meets at least monthly to make decisions on the investment and funding portfolios based on the economic outlook, the Committee's interest rate expectations, the risk position, and other factors. ALCO delegates pricing and product design responsibilities to individuals and sub-committees but monitors and influences their actions on a regular basis.

Various interest rate contracts, including futures and options, interest rate swaps, and interest rate caps and floors can be used to manage interest rate risk. These interest rate contracts involve, to varying degrees, credit risk and interest rate risk. Credit risk is the possibility that a loss may occur if a counterparty to a transaction fails to perform according to the terms of the contract. The notional amount of interest rate contracts is the amount upon which interest and other payments are based. The notional amount is not exchanged; therefore, the notional amounts should not be taken as a measure of credit risk. See Note 1 - Summary of Significant Accounting Policies and Note 13 - Derivative Financial Instruments in the Notes to Condensed Consolidated Financial Statements contained elsewhere in this report for additional information.

Certain derivative instruments, primarily forward sales of mortgage-backed securities, are utilized by Webster Bank in its efforts to manage risk of loss associated with its mortgage banking activities. Prior to closing and funds disbursement, an interest-rate lock commitment is generally extended to the borrower. During such time, Webster Bank is subject to risk that market rates of interest may change impacting pricing on loan sales. In an effort to mitigate this risk, forward delivery sales commitments are established, thereby setting the sales price.

The following table summarizes the estimated impact that gradual parallel changes in income of 100 and 200 basis points, over a twelve month period starting June 30, 2014 and December 31, 2013, might have on Webster's net interest income ("NII") for the subsequent twelve month period.

| NII | -200bp | -100bp | +100bp | +200bp |
|-------------------|--------|--------|--------|--------|
| June 30, 2014 | N/A | N/A | 0.7% | 1.8% |
| December 31, 2013 | N/A | N/A | 0.1% | 0.6% |

The following table summarizes the estimated impact that gradual parallel changes in interest rates of 100 and 200 basis points, over a twelve month period starting June 30, 2014 and December 31, 2013, might have on Webster's pre-tax, pre-provision earnings ("PPNR") for the subsequent twelve month period, compared to PPNR assuming no change in interest rates.

| PPNR | -200bp | -100bp | +100bp | +200bp |
|-------------------|--------|--------|--------|--------|
| June 30, 2014 | N/A | N/A | 1.5% | 3.5% |
| December 31, 2013 | N/A | N/A | 0.7% | 2.0% |

Interest rates are assumed to change up or down in a parallel fashion, and NII and PPNR results in each scenario are compared to a flat rate scenario as a base. The flat rate scenario holds the end of period yield curve constant over a twelve month forecast horizon. Webster is within policy limits for all scenarios. The flat rate scenario as of June 30, 2014 and December 31, 2013 assumed a federal funds rate of 0.25%. NII and PPNR results are more positive since

December 31, 2013 due to increases in HSA and DDA balances, as well as slower forecasted prepayment speeds in the MBS and Residential Mortgage portfolios. As the federal funds rate was at 0.25% on June 30, 2014, the -100 and -200 basis point scenarios have been excluded. The interest rate risk position continues to take advantage of the moderately steep yield curve and extended period of low short-term interest rates. Webster is well within policy limits for all scenarios.

Table of Contents

Webster can also hold futures, options, and forward foreign currency contracts to minimize the price volatility of certain assets and liabilities. Changes in the market value of these positions are recognized in the Condensed Consolidated Statements of Income.

The following table summarizes the estimated impact that immediate non-parallel changes in income might have on Webster's NII for the subsequent twelve month period starting June 30, 2014 and December 31, 2013.

| NII | Short End of the Yield Curve | | | | Long End of the Yield Curve | | | |
|-------------------|------------------------------|-------|--------|--------|-----------------------------|--------|-------|--------|
| | -100bp | -50bp | +50bp | +100bp | -100bp | -50bp | +50bp | +100bp |
| June 30, 2014 | N/A | N/A | (0.6)% | (0.9)% | (3.9)% | (1.8)% | 1.4% | 2.7% |
| December 31, 2013 | N/A | N/A | (1.1)% | (2.0)% | (2.8)% | (1.4)% | 1.3% | 2.6% |

The following table summarizes the estimated impact that immediate non-parallel changes in interest rates might have on Webster's PPNR for the subsequent twelve month period starting June 30, 2014 and December 31, 2013.

| PPNR | Short End of the Yield Curve | | | | Long End of the Yield Curve | | | |
|-------------------|------------------------------|-------|--------|--------|-----------------------------|--------|-------|--------|
| | -100bp | -50bp | +50bp | +100bp | -100bp | -50bp | +50bp | +100bp |
| June 30, 2014 | N/A | N/A | (0.6)% | (1.0)% | (7.2)% | (3.0)% | 2.3% | 4.5% |
| December 31, 2013 | N/A | N/A | (1.4)% | (2.6)% | (4.5)% | (2.1)% | 2.1% | 4.3% |

The non-parallel scenarios are modeled with the short end of the yield curve moving up or down 50 and 100 basis points, while the long end of the yield curve remains unchanged and vice versa. The short end of the yield curve is defined as terms less than 18 months, and the long end as terms of greater than 18 months. Webster's earnings generally benefit from a fall in short-term interest rates since more new and existing liabilities than assets are tied to short-term rates. The ultimate benefit Webster derives from this mismatch is dependent on the pricing elasticity of its large managed rate core deposit base and the impact of any rate floors on those deposits. An increase in short-term interest rates has the opposite effect on earnings. Webster's earnings generally benefit from a rise in long-term interest rates since more new and existing assets than liabilities are tied to long-term rates. The decrease in earnings from a fall in long-term rates is typically greater than the increase in earnings from a rise in long-term rates due to the acceleration of asset prepayment activity as rates fall. These results reflect the annualized impact of immediate rate changes. The actual impact can be uneven during the year especially in the short end scenarios where asset yields tied to Prime or LIBOR change immediately, while certain deposit rate changes take more time.

There was essentially no change in NII and PPNR at risk to the long end of the yield curve moving up and down since December 31, 2013. Sensitivity to the short end of the yield curve was less negative for both NII and PPNR due to increases in forecasted HSA and DDA balances. Webster is within policy for all scenarios.

The following table summarizes the estimated economic value of assets, liabilities, and off-balance sheet contracts at June 30, 2014 and December 31, 2013, and the projected change to economic values if interest rates instantaneously increase or decrease by 100 basis points:

| (Dollars in thousands) | Book Value | Estimated Economic Value | Estimated Economic Value Change | |
|---|--------------|--------------------------|---------------------------------|--------------|
| | | | -100 BP | +100 BP |
| June 30, 2014 | | | | |
| Assets | \$21,524,337 | \$21,371,333 | N/A | \$(474,370) |
| Liabilities | 19,239,859 | 18,745,081 | N/A | (423,047) |
| Total | \$2,284,478 | \$2,626,252 | N/A | \$(51,323) |
| Net change as % base net economic value | | | | (2.0)% |
| December 31, 2013 | | | | |
| Assets | \$20,852,999 | \$20,589,480 | N/A | \$(571,146) |
| Liabilities | 18,643,811 | 18,108,291 | N/A | (374,071) |
| Total | \$2,209,188 | \$2,481,189 | N/A | \$(197,075) |
| Net change as % base net economic value | | | | (7.9)% |

Table of Contents

Changes in economic value can be best described using duration. Duration is a measure of the price sensitivity of financial instruments for small changes in interest rates. For fixed rate instruments, it can also be thought of as the weighted-average expected time to receive future cash flows. For floating rate instruments, it can be thought of as the weighted-average expected time until the next rate reset. The longer the duration, the greater the price sensitivity for given changes in interest rates. Floating rate instruments may have durations as short as one day and, therefore, have very little price sensitivity due to changes in interest rates. Increases in interest rates typically reduce the value of fixed rate assets as future discounted cash flows are worth less at higher discount rates. A liability's value decreases for the same reason in a rising rate environment. A reduction in value of a liability is a benefit, however, as this is an obligation of Webster.

Duration gap is the difference between the duration of assets and the duration of liabilities. A duration gap near zero implies that the balance sheet is matched and would exhibit no change in estimated economic value for a small change in interest rates. Webster's duration gap was negative 0.4 years at June 30, 2014. At the end of 2013, the duration gap was a positive 0.5 years. A negative duration gap implies that liabilities are longer than assets and, therefore, they have more price sensitivity than assets and will reset their interest rates slower than assets. Consequently, Webster's net estimated economic value would generally be expected to increase when interest rates rise as the increased value of liabilities would more than offset the decreased value of assets. The opposite would generally be expected to occur when interest rates fall. Earnings would also generally be expected to increase when interest rates rise and decrease when rates fall over the longer term absent the effects of new business booked in the future. The change in Webster's duration gap is due to decreased asset duration at June 30, 2014 driven primarily by the decreased duration of the securities portfolio and increased liability duration at June 30, 2014 driven primarily by the issuance of \$150 million aggregate principal amount of senior notes during the first quarter of 2014.

These estimates assume that management does not take any action to mitigate any positive or negative effects from changing interest rates. The earnings and economic values estimates are subject to factors that could cause actual results to differ. Management believes that Webster's interest rate risk position at June 30, 2014 represents a reasonable level of risk given the current interest rate outlook. Management, as always, is prepared to act in the event that interest rates do change rapidly.

Impact of Inflation and Changing Prices

The Condensed Consolidated Financial Statements and related data presented herein have been prepared in accordance with U.S. generally accepted accounting principles, which require the measurement of financial position and operating results in terms of historical dollars without considering changes in the relative purchasing power of money over time due to inflation.

Unlike most industrial companies, substantially all of the assets and liabilities of a banking institution are monetary in nature. As a result, interest rates have a more significant impact on Webster's performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the price of goods and services.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information regarding quantitative and qualitative disclosures about market risk appears under Part 1, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," under the caption "Asset/Liability Management and Market Risk."

ITEM 4. CONTROLS AND PROCEDURES

As of June 30, 2014, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and its Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934). Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2014 for recording, processing, summarizing, and reporting the information the Company is required to disclose in the reports it files under the Securities Exchange Act of 1934, within the time periods specified in the SEC's rules and forms. There were no changes made in the Company's internal control over financial reporting that occurred during the period covered by

this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

88

Table of Contents

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, Webster and its subsidiaries are subject to certain legal proceedings and claims in the ordinary course of business. Management presently believes that the ultimate outcome of these proceedings, individually and in the aggregate, will not be material to Webster or its consolidated financial position. Webster establishes reserves for specific legal matters when it determines that the likelihood of an unfavorable outcome is probable and the loss is reasonably estimable. Legal proceedings are subject to inherent uncertainties, and unfavorable rulings could occur that could cause Webster to adjust its litigation reserves or could have, individually or in the aggregate, a material adverse effect on its business, financial condition, or operating results.

ITEM 1A. RISK FACTORS

During the six months ended June 30, 2014, there were no material changes to the risk factors previously disclosed in Webster's Annual Report on Form 10-K for the year ended December 31, 2013.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides information with respect to any purchase of shares of Webster common stock made by or on behalf of Webster or any "affiliated purchaser," as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934, during the three months ended June 30, 2014:

| Period | Total Number of Shares Purchased ⁽¹⁾ | Average Price Paid Per Share | Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Dollar Amount Available for Repurchase Under the Plans or Programs ⁽¹⁾ |
|------------------|---|------------------------------|--|---|
| April 1-30, 2014 | 22,205 | \$30.75 | 21,929 | \$39,258,677 |
| May 1-31, 2014 | — | \$— | — | \$39,258,677 |
| June 1-30, 2014 | 3,015 | \$29.63 | — | \$39,258,677 |
| Total | 25,220 | \$30.62 | 21,929 | \$39,258,677 |

The Company's current stock repurchase program, which was announced on December 6, 2012, authorized the Company to repurchase \$100 million of common stock. The program will remain in effect until fully utilized or (1) until modified, superseded, or terminated. Included in the total number of shares purchased during the three months ended June 30, 2014 were 3,291 shares purchased outside of the repurchase program in the open market to fund equity compensation plans.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

ITEM 5. OTHER INFORMATION

None

Table of Contents

ITEM 6. EXHIBITS

| Exhibit No. | Exhibit Description |
|-------------|---|
| 3 | Certificate of Incorporation and Bylaws. |
| 3.1 | Third Amended and Restated Certificate of Incorporation (filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 filed with the SEC on May 2, 2012 and incorporated herein by reference). |
| 3.2 | Certificate of Designations establishing the rights of the Company's 8.50% Series A Non Cumulative Perpetual Convertible Preferred Stock (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on June 11, 2008 and incorporated herein by reference). |
| 3.3 | Certificate of Designations establishing the rights of the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series B (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on November 24, 2008 and incorporated herein by reference). |
| 3.4 | Certificate of Designations establishing the rights of the Company's Perpetual Participating Preferred Stock, Series C (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on July 31, 2009 and incorporated herein by reference). |
| 3.5 | Certificate of Designations establishing the rights of the Company's Non-Voting Perpetual Participating Preferred Stock, Series D (filed as Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on July 31, 2009 and incorporated herein by reference). |
| 3.6 | Certificate of Designations establishing the rights of the Company's 6.40% Series E Non-Cumulative Perpetual Preferred Stock (filed as Exhibit 3.3 to the Company's Registration Statement on Form 8-A filed with the SEC on December 4, 2012 and incorporated herein by reference). |
| 3.7 | Bylaws, as amended effective June 9, 2014 (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on June 12, 2014 and incorporated herein by reference). |
| 10 | Material Contracts |
| 10.1* | Change of Control Agreement, dated as of April 28, 2014, by and between Webster Financial Corporation and Bernard Garrigues. |
| 10.2* | Non-Solicitation Agreement, dated as of April 28, 2014, by and between Webster Financial Corporation and Bernard Garrigues. |
| 31.1 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, signed by the Chief Executive Officer. |
| 31.2 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, signed by the Chief Financial Officer. |
| 32.1 + | Written statement pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by the Chief Executive Officer. |
| 32.2 + | Written statement pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by the Chief Financial Officer. |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | XBRL Taxonomy Extension Definitions Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

+ This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

* Management contracts or compensatory plans or arrangements.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WEBSTER FINANCIAL CORPORATION
Registrant

Date: August 6, 2014

By: /S/ JAMES C. SMITH
James C. Smith
Chairman and Chief Executive Officer

Date: August 6, 2014

By: /S/ GLENN I. MACINNES
Glenn I. MacInnes
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

Date: August 6, 2014

By: /S/ GREGORY S. MADAR
Gregory S. Madar
Senior Vice President and
Chief Accounting Officer
(Principal Accounting Officer)

Table of Contents

WEBSTER FINANCIAL CORPORATION

EXHIBIT INDEX

| Exhibit No. | Exhibit Description |
|-------------|---|
| 3 | Certificate of Incorporation and Bylaws. |
| 3.1 | Third Amended and Restated Certificate of Incorporation (filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 filed with the SEC on May 2, 2012 and incorporated herein by reference). |
| 3.2 | Certificate of Designations establishing the rights of the Company's 8.50% Series A Non Cumulative Perpetual Convertible Preferred Stock (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on June 11, 2008 and incorporated herein by reference). |
| 3.3 | Certificate of Designations establishing the rights of the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series B (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on November 24, 2008 and incorporated herein by reference). |
| 3.4 | Certificate of Designations establishing the rights of the Company's Perpetual Participating Preferred Stock, Series C (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on July 31, 2009 and incorporated herein by reference). |
| 3.5 | Certificate of Designations establishing the rights of the Company's Non-Voting Perpetual Participating Preferred Stock, Series D (filed as Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on July 31, 2009 and incorporated herein by reference). |
| 3.6 | Certificate of Designations establishing the rights of the Company's 6.40% Series E Non-Cumulative Perpetual Preferred Stock (filed as Exhibit 3.3 to the Company's Registration Statement on Form 8-A filed with the SEC on December 4, 2012 and incorporated herein by reference). |
| 3.7 | Bylaws, as amended effective June 9, 2014 (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on June 12, 2014 and incorporated herein by reference). |
| 10 | Material Contracts |
| 10.1* | Change of Control Agreement, dated as of April 28, 2014, by and between Webster Financial Corporation and Bernard Garrigues. |
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