Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3105(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 240(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5561, 5365, 5412, 1852a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

1. John R. Culla
   Name of the Holding Company Director and Officer
   President & Chief Executive Officer
   This of the Holding Company Director and Officer
   attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

   With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of Information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board’s “Rules Regarding Availability of Information,” 12 C.F.R. Part 251, that the Reporter and individual consent to public release of all details in the report concerning that individual.

   Date of Signature
   Signature of Holding Company Director and Officer

   For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:
   [ ] is included with the FR Y-6 report
   [ ] will be sent under separate cover
   [ ] is not prepared

   For Federal Reserve Bank Use Only
   RSSD ID
   C.I.

   Date of Report (top-tier holding company's fiscal year-end):
   December 31, 2017
   Month / Day / Year

   KMRURHT0VWKYS6Z5KU67
   Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code)

   Reporter’s Name, Street, and Mailing Address
   Webster Financial Corporation
   Legal Title of Holding Company
   145 Bank Street
   (Mailing Address of the Holding Company) Street / P.O. Box
   Waterbury, Connecticut 06702
   City State Zip Code

   Physical Location (if different from mailing address)

   Person to whom questions about this report should be directed:
   Rita M. Gilbert
   VP - Accounting Manager
   Name Title
   (203) 236-8962
   Area Code / Phone Number / Extension
   (203) 236-8908
   Area Code / FAX Number
   RGilbert@websterbank.com
   E-mail Address

   Address (URL) for the Holding Company’s web page

   Is confidential treatment requested for any portion of this report submission?
   [ ] Yes [ ] No

   In accordance with the General Instructions for this report (check only one),
   1. a letter justifying this request is being provided along with the report
   2. a letter justifying this request has been provided separately

   NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>N/A</th>
<th>Legal Title of Subsidiary Holding Company</th>
<th>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>City</td>
<td>State</td>
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12/2012
Report Item 1:

The bank holding company, Webster Financial Corporation, is registered with the SEC and prepares an annual report.
<table>
<thead>
<tr>
<th>(1)(a) Name, City, State, Country</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>Number of Shares</th>
<th>Percentage of Voting Shares in Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>BlackRock, Inc. New York, NY 10055 USA</td>
<td>U.S.A.</td>
<td>8,132,170</td>
<td>8.80</td>
</tr>
<tr>
<td>Capital Research Global Investors Los Angeles, CA 90071 USA</td>
<td>U.S.A.</td>
<td>5,195,000</td>
<td>5.60</td>
</tr>
<tr>
<td>The Vanguard Group Malvern, PA 19355 USA</td>
<td>U.S.A.</td>
<td>7,709,447</td>
<td>8.37</td>
</tr>
<tr>
<td>T. Rowe Price Associates, Inc. Baltimore, MD 21202 USA</td>
<td>U.S.A.</td>
<td>9,355,518</td>
<td>10.10</td>
</tr>
</tbody>
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