



**Benjamin Sawyer**  
Head of Corporate Actions

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Chief, Information Technology  
Securities and Exchange Commission  
Division of Corporate Finance  
100 F Street, NE MS 3040  
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the Depositary Shares, Each Representing 1/1,000<sup>th</sup> Interest in a Share of 5.25% Series F Non-Cumulative Perpetual Preferred Stock of WEBSTER FINANCIAL CORPORATION under the Exchange Act of 1934.

Sincerely,

A handwritten signature in black ink, appearing to read "Ben Sawyer", with a long, sweeping horizontal line extending to the right.