

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

<b>Part I Reporting Issuer</b>			
1 Issuer's name <b>Mayflower Bancorp, Inc.</b>		2 Issuer's employer identification number (EIN) <b>20-8448499</b>	
3 Name of contact for additional information <b>Kathryn Shepard</b>	4 Telephone No. of contact <b>781-982-6209</b>	5 Email address of contact <b>kathryn.shepard@rocklandtrust.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>288 Union Street</b>		7 City, town, or post office, state, and Zip code of contact <b>Rockland, MA 02370</b>	
8 Date of action <b>11/15/2013</b>		9 Classification and description <b>Stock</b>	
10 CUSIP number <b>578321101</b>	11 Serial number(s)	12 Ticker symbol <b>MFLR</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Effective November 15, 2013, Mayflower Bancorp, Inc. ("Mayflower"), a Massachusetts corporation, merged with and into Independent Bank Corp. ("Independent"), a Massachusetts corporation, with Independent as the surviving corporation (the "Merger").**

**Pursuant to the terms of the Agreement and Plan of Merger by and between Independent and Mayflower dated as of May 14, 2013 ("Merger Agreement"), upon completion of the Merger, each share of Mayflower common stock outstanding at the effective time of the Merger was converted into the right to receive either \$17.50 in cash or 0.565 shares of Independent common stock, at the election of each Mayflower stockholder, subject to proration due to limitations on the aggregate amount of cash to be paid by Independent in the Merger and depending on the election of other Mayflower stockholders, as specified in the Merger Agreement. See 16 below for additional details.**

**Upon closing the Merger, the shares of Mayflower common stock, which had traded under the symbol "MFLR", ceased trading on, and were delisted from, the NASDAQ Stock Market LLC.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **A Mayflower shareholder that exchanged shares of Mayflower common stock for shares of Independent common stock pursuant to the Merger must allocate the adjusted tax basis of its shares of Mayflower common stock across the total (increased) number of Independent common stock received in the Merger (including any fractional share of Independent common stock deemed received and redeemed). If a Mayflower shareholder exchanged each of its shares of Mayflower stock for a combination of shares of Independent common stock and cash, the tax basis of the shares of Independent common stock received will be reduced by the amount of cash received (other than cash received in lieu of fractional shares of Independent common stock) and increased by the amount of gain, if any, recognized by the shareholder (other than the gain resulting from the deemed receipt and redemption of a fractional share of Independent common stock). The actual tax basis will differ with respect to each former Mayflower shareholder and, additionally, with regard to separate and distinct blocks of shares of Mayflower common stock owned by any former Mayflower shareholder. The holding period for the shares of Independent common stock received in the merger will generally include the holding period for the shares of Mayflower common stock exchanged therefore.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **See item 15 above and attachment.**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► IRC Sections 354, 356, 358, 1001, 1221

18 Can any resulting loss be recognized? ► The Merger is intended to qualify for U.S. federal income tax purposes as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. Therefore, for U.S. federal income tax purposes, as a result of the Merger, a U.S. holder of shares of Mayflower common stock generally will only recognize gain (but not loss) in an amount not to exceed the cash received as part of the merger consideration. In addition, a U.S. holder of Mayflower common stock who receives the entirety of his or her consideration in the form of cash generally will recognize gain or loss equal to the difference between the amount of cash received and the basis in his or her Mayflower common stock. Further, for cash received in lieu of fractional shares of Independent common stock a U.S. holder generally will recognize gain or loss equal to the difference between the amount of cash received and the basis in his or her fractional share interest.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The Merger occurred on November 15, 2013. Therefore any gain or loss recognized with respect to the Merger should be reported by Mayflower shareholders in the tax year which includes November 15, 2013 (e.g., calendar year shareholder would report the transaction on his or her federal income tax return filed for the 2013 calendar year).

For additional information please refer to the full text of the Merger Agreement, which is included as Annex A in the Pre-Effective Amendment No. 1 to Independent's Form S-4 Registration Statement filed with the Securities Exchange Commission on July 11, 2013. Also refer to the Form 8-K that was filed on November 18, 2013 for information related to the allocation.

Mayflower shareholders are urged to consult their own tax advisors with respect to their individual tax consequences of the Merger. The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purposes of avoiding penalties under the Internal Revenue Code of 1986, as amended.

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ► \_\_\_\_\_ Date ► \_\_\_\_\_

Print your name ► **Signed copy available at the offices of Independent Bank Corp.** Title ► \_\_\_\_\_

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	

**16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates:**

With respect to a share of Mayflower common stock exchanged solely for cash, the cash payment per share was \$17.50. With respect to a share of Mayflower common stock exchanged solely for shares of Independent common stock, a Mayflower shareholder received 0.565 shares of Independent common stock. Stock elections were oversubscribed and therefore subject to the pro-ration calculations specified in the Merger Agreement, so that in the aggregate 70% of the shares of Mayflower common stock outstanding immediately prior to the Merger were converted into shares of Independent common stock and the remaining 30% of the shares of Mayflower common stock outstanding immediately prior to the Merger were converted into the right to receive \$17.50 in cash, without interest. Due to the pro-ration required by the oversubscription of stock elections, Mayflower shareholders who validly elected to receive stock received 0.565 shares of Independent common stock for 77.58222% of their shares and \$17.50 in cash, without interest, for 22.41778% of their shares. Under the terms of the Merger Agreement, cash was issued in lieu of fractional shares. Each Mayflower shareholder who would otherwise have been entitled to receive a fraction of a share of Independent common stock in the Merger received cash in an amount equal to the product obtained by multiplying (i) the fractional share interest which such holder was otherwise be entitled to receive by (ii) \$35.3134, which was the volume-weighted average trading price of a share of Independent common stock for the five consecutive trading days ending on the fifth trading day immediately preceding the closing date of the Merger.

To calculate the basis of the Independent shares received, divide the aggregate basis in the Mayflower share given up in the exchange by the exchange ratio of 0.565.

For example, if a U.S. holder owned 1 share of Mayflower stock with a basis of \$10, the following calculation would be performed to determine the basis of the new Independent common stock:

Basis allocation:	Independent	
	Stock	Cash
Basis - old	10	10
Consideration allocation	\$0.7758222	\$0.2241778
Basis Mayflower Stock	\$7.758222	\$2.241778
Conversion ratio	0.565	
Basis per share Independent stock received	\$13.731366	

The basis in each share of the Independent stock received, in this example, would be rounded to \$13.73.