

INDEPENDENT BANK CORP

Form S-4

December 05, 2008

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As filed with the Securities and Exchange Commission on December 5, 2008.

File No.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form S-4

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

INDEPENDENT BANK CORP.

(Exact name of registrant as specified in its charter)

Massachusetts

*(State or other jurisdiction of
incorporation or organization)*

6036

*(Primary Standard Industrial
Classification Code Number)*

04-2870273

*(IRS Employer
Identification Number)*

288 Union Street, Rockland, Massachusetts 02370

(781) 878-6100

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Edward H. Saksay, Esq.

General Counsel

Independent Bank Corp.

288 Union Street, Rockland, Massachusetts 02370

(781) 982-6158

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

**Richard A. Schaberg, Esq.
Hogan & Hartson LLP
555 13th Street, NW
Washington, DC 20004
(202) 637-5600**

**Carol Hempfling Pratt, Esq.
Foley Hoag LLP
Seaport World Trade Center West
155 Seaport Boulevard
Boston, MA 02210
(617) 832-1000**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effectiveness of this Registration Statement and the completion of the arrangement as described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

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. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.01 par value per share	4,943,985	N/A	\$64,469,564	\$2,534

- (1) Represents the maximum number of shares of Independent Bank Corp. (NasdaqGSM:INDB) common stock estimated to be issuable upon the consummation of the merger of Independent Acquisition Subsidiary, Inc., a wholly owned subsidiary of Independent Bank Corp., with and into Benjamin Franklin Bancorp, Inc., based on the number of shares of Benjamin Franklin Bancorp, Inc. (NasdaqGM:BFBC) common stock, no par value per share, outstanding or reserved for issuance upon the exercise of outstanding stock options as of December 4, 2008 (the Benjamin Franklin Common Stock) and an exchange ratio of 0.59 shares.
- (2) Pursuant to Rule 457(f) under the Securities Act, and solely for purposes of calculating the registration fee, the proposed maximum aggregate offering price is based upon the aggregate market value on December 4, 2008 of the shares of Benjamin Franklin Common Stock expected to be exchanged in connection with the merger and computed by multiplying (x) the average of the high and low sale prices of Benjamin Franklin Common Stock as reported on the Nasdaq Global Market on December 4, 2008 (\$13.04) and (y) the estimated maximum number of shares of Benjamin Franklin Common Stock expected to be exchanged in connection with the merger.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment that specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information contained in this joint proxy statement/prospectus is not complete and may be changed. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This joint proxy statement/prospectus is not an offer to sell these securities, and is not soliciting an offer to buy these securities, nor shall there be any sale of these securities, in any jurisdiction where such offer, solicitation or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Dear Independent Bank Corp. Shareholders:

On November 8, 2008, Independent Bank Corp. (Independent) entered into a merger agreement to acquire Benjamin Franklin Bancorp, Inc. (Benjamin Franklin) in an all-stock transaction. As a result of the merger, Benjamin Franklin s shareholders will become shareholders of Independent.

If the proposed merger is completed, Benjamin Franklin s shareholders will receive 0.59 shares of Independent common stock for each share of Benjamin Franklin common stock they own. Independent s common stock is listed on the NASDAQ Global Select Market under the trading symbol INDB. Based on the number of shares of Independent and Benjamin Franklin common stock outstanding on [, 2009], if the proposed merger had been completed on that date, Benjamin Franklin s shareholders would have owned approximately []% of Independent s common stock outstanding immediately after the merger.

Independent and Benjamin Franklin cannot complete the proposed merger unless you approve the issuance of Independent common stock in connection with the merger. This letter is accompanied by Independent s proxy statement, which our board of directors is providing to solicit your proxy to vote for approval of the Independent stock issuance in connection with the merger as well as other matters at a special meeting of Independent s shareholders to be held on [, 2009].

The accompanying document is also being delivered to Benjamin Franklin s shareholders as Independent s prospectus for its offering of Independent common stock in connection with the merger, and as a proxy statement for the solicitation of proxies from Benjamin Franklin s shareholders to vote for adoption of the merger agreement and approval of the merger.

This joint proxy statement/prospectus provides you with detailed information about the proposed merger. It also contains or references information about Independent and Benjamin Franklin and related matters. You are encouraged to read this document carefully. **In particular, you should read the Risk Factors section beginning on page 8 for a discussion of the risks you should consider in evaluating the proposed merger and how it will affect you.**

Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved the proposed merger, the issuance of Independent common stock to be issued in connection with the merger or the other transactions described in this joint proxy statement/prospectus, or determined if this joint proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated [, 2009], and is first being mailed or otherwise delivered to shareholders of Independent and Benjamin Franklin on or about [, 2009].

Voting procedures are described in this joint proxy statement/prospectus. Your vote is important, so I urge you to cast it promptly. Independent's management enthusiastically supports the acquisition of Benjamin Franklin, and joins with our board of directors in recommending that you vote FOR the issuance of Independent common stock in the merger.

Sincerely,

Christopher Oddleifson

President and Chief Executive Officer

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The information contained in this joint proxy statement/prospectus is not complete and may be changed. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This joint proxy statement/prospectus is not an offer to sell these securities, and is not soliciting an offer to buy these securities, nor shall there be any sale of these securities, in any jurisdiction where such offer, solicitation or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Dear Benjamin Franklin Bancorp, Inc. Shareholders:

On November 8, 2008, Benjamin Franklin Bancorp, Inc. (Benjamin Franklin) entered into a merger agreement with Independent Bank Corp. (Independent) under which Benjamin Franklin will be acquired by Independent in an all-stock transaction. As a result of the merger, Benjamin Franklin s shareholders will become shareholders of Independent.

If the proposed merger is completed, Benjamin Franklin s shareholders will receive 0.59 shares of Independent common stock for each share of Benjamin Franklin common stock they own. Independent s common stock is listed on the NASDAQ Global Select Market under the trading symbol INDB. Based on the number of shares of Independent and Benjamin Franklin common stock outstanding on [, 2009], if the proposed merger had been completed on that date, Benjamin Franklin s shareholders would have owned approximately []% of Independent s common stock outstanding immediately after the merger.

Independent and Benjamin Franklin cannot complete the proposed merger unless you vote to adopt the merger agreement and approve transactions contemplated by the merger agreement, including the merger, at a special meeting of Benjamin Franklin s shareholders to be held on [, 2009]. This letter is accompanied by Benjamin Franklin s proxy statement, which Benjamin Franklin is providing to solicit your proxy to vote for adoption of the merger agreement and approval of the merger at the meeting. The accompanying document is also being delivered to Benjamin Franklin s shareholders as Independent s prospectus for its offering of Independent common stock to Benjamin Franklin s shareholders in the merger.

The Independent board of directors is also delivering the accompanying document to Independent s shareholders as a proxy statement for the solicitation of proxies to vote for approval of the Independent stock issuance in connection with the merger as well as other matters at a special meeting of Independent s shareholders to be held on [, 2009].

Benjamin Franklin s management enthusiastically supports the combination of Benjamin Franklin and Independent, and your board of directors has unanimously recommended that you vote FOR adoption of the merger agreement and approval of the transactions contemplated by the merger agreement, including the merger, at the special meeting.

This joint proxy statement/prospectus provides you with detailed information about the proposed merger. It also contains or references information about Independent and Benjamin Franklin and related matters. You are encouraged to read this document carefully. **In particular, you should read the Risk Factors section beginning on page 8 for a discussion of the risks you should consider in evaluating the proposed merger and how it will affect you.**

Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved the proposed merger, the issuance of Independent common stock to be issued in connection with the merger or the other transactions described in this joint proxy statement/prospectus, or determined if this joint proxy statement/prospectus

is accurate or adequate. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated [, 2009], and is first being mailed or otherwise delivered to shareholders of Independent and Benjamin Franklin on or about [, 2009].

Sincerely,

Thomas R. Venables
President and Chief Executive Officer

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REFERENCE TO ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Independent and Benjamin Franklin from other documents that are not included in, or delivered with, this joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. We have listed the documents containing this information on page 104. You can obtain copies of these documents incorporated by reference in this document through the Securities and Exchange Commission's website at <http://www.sec.gov> or by requesting them in writing or by telephone from the appropriate company at the following addresses:

Independent Bank Corp.
288 Union Street
Rockland, Massachusetts 02370
Attention: Edward H. Seksay, General Counsel
(781) 982-6158

Benjamin Franklin Bancorp, Inc.
58 Main Street
Franklin, Massachusetts 02038
Attention: Claire S. Bean, Chief Financial Officer
(617) 528-7000

If you would like to request documents, you must do so no later than [, 2009] in order to receive them before Independent's special meeting of shareholders and no later than [, 2009] in order to receive them before Benjamin Franklin's special meeting of shareholders. You will not be charged for any of these documents that you request.

For additional information regarding where you can find information about Independent and Benjamin Franklin, please see the section entitled "Where You Can Find More Information" beginning on page 104 of this joint proxy statement/prospectus. The information contained in this joint proxy statement/prospectus with respect to Independent and its subsidiaries was provided by Independent and the information contained in this joint proxy statement/prospectus with respect to Benjamin Franklin and its subsidiaries was provided by Benjamin Franklin.

For information on submitting your proxy, please refer to the instructions on the enclosed proxy card.

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INDEPENDENT BANK CORP.

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON [, 2009] AT [:] EASTERN STANDARD TIME**

**ROCKLAND TRUST COMPANY BOARD ROOM
2036 WASHINGTON STREET SECOND FLOOR
HANOVER, MASSACHUSETTS 02339**

At the special meeting Independent Bank Corp. (Independent) will ask you to:

1. approve the issuance of Independent common stock to Benjamin Franklin Bancorp, Inc. (Benjamin Franklin) shareholders pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of December 4, 2008 (the merger agreement), by and among Independent, Independent Acquisition Subsidiary, Inc., Rockland Trust Company, Benjamin Franklin and Benjamin Franklin Bank;
2. approve one or more adjournments of the special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the merger; and
3. transact any other business which may properly come before the special meeting or any adjournment or postponement thereof.

You may vote at the special meeting if you were a shareholder of record at the close of business on [, 2009].

Assuming the presence of a quorum at the special meeting, the affirmative vote of holders of a majority of the shares of Independent common stock voting at the special meeting is required to approve each of the proposals to be presented at the special meeting. For more information please review the accompanying joint proxy statement/prospectus.

The board of directors of Independent unanimously recommends that you vote FOR approval of the issuance of Independent common stock pursuant to the merger agreement and FOR the other proposals described above.

Your vote is important regardless of how many shares you own. Whether or not you plan to attend the special meeting, please promptly vote your shares. Voting procedures are described in the accompanying joint proxy statement/prospectus and on the proxy card.

By Order of the Board of Directors,

Linda M. Campion

Clerk

IF YOU HAVE ANY QUESTIONS ABOUT VOTING YOUR SHARES, PLEASE CALL EDWARD H. SEKSAY AT (781) 982-6158.

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BENJAMIN FRANKLIN BANCORP, INC.

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON [, 2009] AT [:] EASTERN STANDARD TIME**

[]

[]

[]

At the special meeting Benjamin Franklin Bancorp, Inc. (Benjamin Franklin) will ask you to:

1. adopt the Amended and Restated Agreement and Plan of Merger, dated as of December 4, 2008 (the merger agreement), by and among Independent Bank Corp. (Independent), Independent Acquisition Subsidiary, Inc. (Merger Sub), Rockland Trust Company, Benjamin Franklin and Benjamin Franklin Bank, and thereby to approve the transactions contemplated by the merger agreement, including the merger of Merger Sub with and into Benjamin Franklin (the merger);
2. approve one or more adjournments of the special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the merger; and
3. transact any other business which may properly come before the special meeting or any adjournment or postponement thereof.

You may vote at the special meeting if you were a shareholder of record at the close of business on [, 2009].

The affirmative vote of holders of at least a majority of the shares of Benjamin Franklin common stock outstanding and entitled to vote at the special meeting is required to approve the merger agreement and the transactions contemplated thereby. For more information please review the accompanying joint proxy statement/prospectus.

The board of directors of Benjamin Franklin unanimously recommends that you vote FOR approval of the merger agreement proposal and FOR the other proposals described above.

Benjamin Franklin has concluded shareholders may be entitled to assert appraisal rights under Sections 13.01 to 13.31 of the Massachusetts Business Corporation Act as more fully described in the accompanying joint proxy statement/prospectus. However, the relevant sections of the Massachusetts Business Corporation Act have not yet been the subject of judicial interpretation. Any shareholder who believes he is or may be entitled to appraisal rights and seeks to assert them in connection with the merger must deliver to Benjamin Franklin, before the vote is taken at the special meeting, written notice of his intent to demand payment for his shares in the manner specified in the statute, and must not vote his shares in favor of the merger. A copy of the applicable Massachusetts Business Corporation Act provisions is attached as Annex D to the accompanying joint proxy statement/prospectus.

Please do not send any stock certificates at this time. If the merger is approved, you will be notified of the procedures for exchanging Benjamin Franklin stock certificates for certificates of Independent stock.

Your vote is important regardless of how many shares you own. Whether or not you plan to attend the special meeting, please promptly vote your shares. Voting procedures are described in the accompanying joint proxy

statement/prospectus and on the proxy card.

By Order of the Board of Directors,

Anne M. King

Secretary

**IF YOU HAVE ANY QUESTIONS ABOUT VOTING YOUR SHARES, PLEASE CALL CLAIRE S. BEAN
AT (617) 528-7000.**

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETINGS

Q. Why am I receiving this document?

A. Independent and Benjamin Franklin have agreed to the acquisition of Benjamin Franklin by Independent under the terms of a merger agreement that is described in this document. A copy of the merger agreement is attached to this document as Annex A. In order to complete the merger, Independent's shareholders must vote to approve the issuance of Independent stock in connection with the merger and Benjamin Franklin's shareholders must vote to approve the merger agreement. Both Independent and Benjamin Franklin will hold special meetings of their respective shareholders to obtain these approvals. This document contains important information about the merger, the share issuance in connection with the merger, the merger agreement, the special meetings, and other related matters, and you should read it carefully. The enclosed voting materials for the special meeting allow you to vote your shares of common stock without attending the special meeting.

Q. What will happen to Benjamin Franklin as a result of the merger?

A. If the merger is completed, Benjamin Franklin will be acquired by Independent.

Q. What will Benjamin Franklin's shareholders receive in the merger?

A. Benjamin Franklin's shareholders will be entitled to receive in the merger 0.59 shares of Independent common stock for each share of Benjamin Franklin common stock they own. The Independent common stock is listed on the NASDAQ Global Select Market under the trading symbol INDB. Independent will not issue fractional shares of its common stock, but will instead cash out any fractional shares at a price determined by the average closing prices of Independent common stock on the NASDAQ Global Select Market for the twenty-five (25) trading days ending on the fifth (5th) trading day immediately preceding the completion of the merger.

Q. What will Independent's shareholders receive in the merger?

A. Each share of Independent common stock outstanding held by Independent's shareholders immediately before the merger will continue to represent one share of Independent common stock after the effective time of the merger. Accordingly, Independent's shareholders will receive no consideration in the merger and the merger will not change the number of shares an Independent shareholder currently owns. After the merger, however, the current shareholders of Independent as a group will own approximately 77.9% of Independent, a percentage ownership of the combined organization smaller than such shareholder's percentage ownership of Independent before the merger.

Q. When will the merger be completed?

A. We expect the merger will be completed when all of the conditions to completion contained in the merger agreement are satisfied or waived, including obtaining required regulatory approvals, the approval of the merger share issuance by Independent's shareholders at the Independent special meeting and the adoption of the merger agreement by Benjamin Franklin's shareholders at the Benjamin Franklin special meeting. We currently expect to complete the merger during the second calendar quarter of 2009. However, because fulfillment of some of the conditions to completion of the merger, such as receiving required regulatory approvals, is not entirely within our control, we cannot predict the actual timing.

Q. Who is being asked to approve matters in connection with the merger?

- A. Independent's shareholders and Benjamin Franklin's shareholders are being asked to vote to approve the merger-related proposals.

Under rules of The NASDAQ Stock Market, Inc., Independent's shareholders are required to approve the issuance of Independent common stock to the shareholders of Benjamin Franklin in connection with the merger. By this joint proxy statement/prospectus, Independent's board of directors is soliciting the proxies of Independent's shareholders to provide this approval at the special meeting of Independent's shareholders discussed below.

Under Massachusetts law, the merger cannot be consummated unless Benjamin Franklin's shareholders vote to adopt the merger agreement and approve the merger. By this joint proxy statement/prospectus, Benjamin Franklin's board of

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directors is soliciting proxies of Benjamin Franklin's shareholders to provide this approval at the special meeting of Benjamin Franklin's shareholders discussed below.

Q. Should Benjamin Franklin shareholders send in their stock certificates now?

A. No, Benjamin Franklin shareholders should not send in any stock certificates now. If the merger is approved, Independent will send Benjamin Franklin's shareholders written instructions on how to exchange their stock certificates for the merger consideration.

Q. Will I be able to trade the shares of Independent common stock that I receive in the merger?

A. You may freely trade the shares of Independent common stock issued in the merger, unless you are deemed an affiliate of Independent. Independent shares are quoted on the NASDAQ Global Select Market under the symbol INDB. Persons who are considered affiliates (generally directors, officers and 10% or greater shareholders) of Independent may resell shares of Independent common stock received in the merger only if the shares are registered for resale under the Securities Act or an exemption is available. We will notify you if we believe you are deemed an affiliate of Independent as a result of the merger.

Q. What are the material U.S. federal income tax consequences of the merger to me?

A. We expect the merger to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. If the merger qualifies as a reorganization, the exchange of your shares of Benjamin Franklin common stock for shares of Independent common stock will result in neither a gain nor loss for U.S. federal income tax purposes, except with respect to any cash received in lieu of fractional shares of Independent common stock and cash received in connection with the exercise of dissenter's rights.

Benjamin Franklin shareholders are urged to read the discussion in the section entitled "Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 86 of this document and to consult their tax advisers as to the U.S. federal income tax consequences of the merger, as well as the effect of state, local, foreign and other tax laws and of any proposed changes to applicable tax laws.

Q. Are there any risks that I should consider in deciding whether to vote for approval of the merger?

A. Yes. You should read and carefully consider the risk factors set forth in the section in this document titled "Risk Factors" beginning on page 8.

Q. When and where will Benjamin Franklin's shareholders meet?

A. Benjamin Franklin will hold a special meeting of its shareholders on [], 2009], at [:] a.m., Eastern Standard Time, at [] located at [].

Q. What matters are Benjamin Franklin's shareholders being asked to approve at the Benjamin Franklin special meeting pursuant to this joint proxy statement/prospectus?

A. Benjamin Franklin's shareholders are being asked to adopt the merger agreement and approve the transactions contemplated by the merger agreement, including the merger. We refer to this proposal as the Benjamin Franklin merger agreement proposal.

Benjamin Franklin's shareholders also are being asked to approve one or more adjournments of the special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the Benjamin Franklin merger agreement proposal, which we refer to as the Benjamin Franklin adjournment proposal.

Q. What does Benjamin Franklin's board of directors recommend with respect to the two proposals?

- A. Benjamin Franklin's board of directors has unanimously approved the merger agreement and determined that the merger agreement and the merger are fair to, advisable and in the best interests of Benjamin Franklin and its shareholders and unanimously recommends that Benjamin Franklin's shareholders vote FOR the Benjamin Franklin merger agreement proposal.

Benjamin Franklin's board of directors also unanimously recommends that Benjamin Franklin's shareholders vote FOR the Benjamin Franklin adjournment proposal.

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Q. Who can vote at the Benjamin Franklin special meeting?

- A. Holders of record of Benjamin Franklin common stock at the close of business on [], 2009], which is the record date for the Benjamin Franklin special meeting, are entitled to vote at the special meeting.

Q. How many votes must be represented in person or by proxy at the Benjamin Franklin special meeting to have a quorum?

- A. The holders of a majority of the shares of Benjamin Franklin common stock outstanding and entitled to vote at the special meeting, present in person or represented by proxy, will constitute a quorum at the special meeting.

Q. What vote by Benjamin Franklin's shareholders is required to approve the Benjamin Franklin special meeting proposals?

- A. Assuming a quorum is present at the Benjamin Franklin special meeting, approval of the Benjamin Franklin merger agreement proposal will require the affirmative vote of the holders of a majority of the outstanding shares of Benjamin Franklin common stock. Abstentions and broker non-votes will have the same effect as shares voted against the merger agreement proposal.

Assuming a quorum is present at the Benjamin Franklin special meeting, approval of the Benjamin Franklin adjournment proposal will require the affirmative vote of a majority of the voting power of the shares of Benjamin Franklin common stock present in person or represented by proxy at the special meeting and entitled to vote on the adjournment proposal. Abstentions will have the same effect as shares voted against the Benjamin Franklin adjournment proposal, and broker non-votes will not affect whether the Benjamin Franklin adjournment proposal is approved.

As of the record date for the special meeting, directors and executive officers of Benjamin Franklin, together with their affiliates, had sole or shared voting power over approximately []% of the Benjamin Franklin common stock outstanding and entitled to vote at the special meeting.

Q. Are any Benjamin Franklin shareholders already committed to vote in favor of any of the special meeting proposals?

- A. Under voting agreements with Independent, Benjamin Franklin's directors and executive officers have agreed to vote all of their shares of Benjamin Franklin common stock in favor of the Benjamin Franklin merger agreement proposal and have granted to Independent a proxy to vote their shares in favor of the proposal. As of the record date for the Benjamin Franklin special meeting, the Benjamin Franklin shareholders who are parties to the Benjamin Franklin voting agreements collectively owned (with sole or shared voting power) approximately []% of the Benjamin Franklin common stock outstanding and entitled to vote at the special meeting.

Q. How may the Benjamin Franklin shareholders vote their shares for the special meeting proposals presented in this joint proxy statement/prospectus?

- A. Benjamin Franklin's shareholders may submit their proxies by:

signing the enclosed proxy card and mailing it in the enclosed, prepaid and addressed envelope;

calling toll-free [1-800-PROXIES (1-800-776-9437)] and following the instructions; or

accessing the web page at [www.voteproxy.com] and following the on-screen instructions.

Proxies submitted through the Internet or by telephone must be received by 11:59 p.m., Eastern Standard Time, on [, 2009].

Q. Will a broker or bank holding shares in street name for a Benjamin Franklin shareholder vote those shares for the shareholder at the Benjamin Franklin special meeting?

- A. A broker or bank will not be able to vote your shares with respect to the Benjamin Franklin merger agreement proposal without first receiving instructions from you on how to vote. If your shares are held in street name, you will receive separate voting instructions with your proxy materials. It is therefore important that you provide timely instruction to your broker or bank to ensure that all shares of Benjamin

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Franklin common stock that you own are voted at the special meeting.

Q. Will Benjamin Franklin's shareholders be able to vote their shares at the Benjamin Franklin special meeting?

A. Yes. Submitting a proxy will not affect the right of any Benjamin Franklin shareholder to vote in person at the special meeting. Benjamin Franklin will distribute written ballots to any Benjamin Franklin shareholder who requests, and is entitled, to vote at the special meeting. If a Benjamin Franklin shareholder holds shares in street name, the shareholder must request a proxy from the shareholder's broker or bank in order to vote those shares in person at the special meeting.

Q. What do Benjamin Franklin's shareholders need to do now?

A. After carefully reading and considering the information contained in this joint proxy statement/prospectus, Benjamin Franklin's shareholders are requested to complete and return their proxies as soon as possible. The proxy card will instruct the persons named on the proxy card to vote the shareholder's Benjamin Franklin shares at the special meeting as the shareholder directs. If a shareholder signs and sends in a proxy card and does not indicate how the shareholder wishes to vote, the proxy will be voted FOR both of the special meeting proposals.

Q. May a Benjamin Franklin shareholder change the shareholder's vote after submitting a proxy?

A. Yes. A Benjamin Franklin shareholder may change a vote at any time before the shareholder's proxy is voted at the Benjamin Franklin special meeting. A proxy submitted through the Internet or by telephone may be revoked by executing a later-dated proxy card, by subsequently submitting a proxy through the Internet or by telephone, or by attending the special meeting and voting in person. A shareholder executing a proxy card also may revoke the proxy at any time before it is voted by giving written notice revoking the proxy to Benjamin Franklin's secretary, by subsequently filing another proxy card bearing a later date or by attending the special meeting and voting in person. Attending the special meeting will not automatically revoke a shareholder's prior submission of a proxy (by Internet, telephone or in writing). All written notices of revocation or other communications with respect to revocation of proxies should be addressed to:

**Benjamin Franklin Bancorp, Inc.
58 Main Street
Franklin, Massachusetts 02038
Attention: Secretary**

Q. If I am a Benjamin Franklin shareholder, who can help answer my questions?

A. If you have any questions about the merger or the special meeting, or if you need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact Benjamin Franklin's proxy solicitor, at the following address or phone number:

**Georgeson Inc.
199 Water Street, 26th Floor
New York, New York 10038-3560
(800) 611-7560**

Q. When and where will Independent's shareholders meet?

A. Independent will hold a special meeting of its shareholders on [, 2009], at [:] a.m., Eastern Standard Time, in the Rockland Trust Company Board Room, located on the Second Floor of 2036 Washington Street, Hanover, Massachusetts, 02339.

Q. What matters are Independent s shareholders being asked to approve at the Independent special meeting in connection with the merger pursuant to this joint proxy statement/prospectus?

A. Independent s shareholders are being asked to approve the issuance of Independent common stock to the shareholders of Benjamin Franklin in connection with the merger. We refer to this proposal as the Independent merger share proposal.

Independent s shareholders also are being asked to approve one or more adjournments of the special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the Independent merger share proposal, which we refer to as the Independent adjournment proposal.

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Q. What does Independent's board of directors recommend with respect to the two proposals?

- A. Independent's board of directors has unanimously approved the merger agreement and determined that the merger agreement and the merger are fair to, advisable and in the best interests of Independent and its shareholders and unanimously recommends that Independent's shareholders vote FOR the Independent merger share proposal.

Independent's board of directors also unanimously recommends that Independent's shareholders vote FOR the Independent adjournment proposal.

Q. Who can vote at the Independent special meeting?

- A. Holders of record of Independent common stock at the close of business on [, 2009], which is the record date for the Independent special meeting, are entitled to vote at the special meeting.

Q. How many votes must be represented in person or by proxy at the Independent special meeting to have a quorum?

- A. The holders of a majority of the shares of Independent common stock outstanding and entitled to vote at the special meeting, present in person or represented by proxy, will constitute a quorum at the special meeting.

Q. What vote by Independent's shareholders is required to approve the Independent special meeting proposals?

- A. Assuming a quorum is present at the Independent special meeting, approval of both the Independent merger share proposal and the Independent adjournment proposal will require the affirmative vote of a majority of the voting power of the shares of Independent common stock present in person or represented by proxy at the special meeting and entitled to vote on such proposals. Abstentions will have the same effect as shares voted against the proposals, and broker non-votes will not affect whether the proposals are approved.

As of the record date for the special meeting, directors and executive officers of Independent, together with their affiliates, had sole or shared voting power over approximately []% of the Independent common stock outstanding and entitled to vote at the special meeting.

Q. Are any of Independent's shareholders already committed to vote in favor of any of the special meeting proposals?

- A. None of Independent's shareholders are committed to vote in favor of any of the special meeting proposals.

Q. How may Independent's shareholders vote their shares for the special meeting proposals presented in this joint proxy statement/prospectus?

- A. Independent's shareholders have four voting options:

over the internet, which we encourage if you have internet access, by accessing the web page at [www.voteproxy.com] and following the on-screen instructions;

by telephone, by calling toll-free [() -] and following the instructions;

by mail, after completing, signing, and dating the enclosed proxy card and mailing it in the enclosed, prepaid and addressed envelope; or

by attending the special meeting and voting your shares in person.

Proxies submitted through the Internet or by telephone must be received by 11:59 p.m., Eastern Standard Time, on [, 2009].

Q. Will a broker or bank holding shares in street name for an Independent shareholder vote those shares for the shareholder at the Independent special meeting?

- A. A broker or bank will not be able to vote your shares with respect to the Independent merger share proposal without first receiving instructions from you on how to vote. If your shares are held in street name, you will receive separate voting instructions with your proxy materials. It is therefore important that you provide timely instruction to your broker or bank to ensure that all shares of Independent common stock that you own are voted at the special meeting.

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Q. Will Independent s shareholders be able to vote their shares at the Independent special meeting?

A. Yes. Submitting a proxy will not affect the right of any Independent shareholder to vote in person at the special meeting. Independent will distribute written ballots to any Independent shareholder who requests, and is entitled, to vote at the special meeting. If an Independent shareholder holds shares in street name, the shareholder must request a proxy from the shareholder s broker or bank in order to vote those shares in person at the special meeting.

Q. What do Independent s shareholders need to do now?

A. After carefully reading and considering the information contained in this joint proxy statement/prospectus, Independent s shareholders are requested to complete and return their proxies as soon as possible. The proxy card will instruct the persons named on the proxy card to vote the shareholder s Independent shares at the special meeting as the shareholder directs. If a shareholder signs and sends in a proxy card and does not indicate how the shareholder wishes to vote, the proxy will be voted FOR both of the special meeting proposals.

Q. May an Independent shareholder change the shareholder s vote after submitting a proxy?

A. Yes. An Independent shareholder may change a vote at any time before the shareholder s proxy is voted at the Independent special meeting. A proxy submitted through the Internet or by telephone may be revoked by executing a later-dated proxy card, by subsequently submitting a proxy through the Internet or by telephone, or by attending the special meeting and voting in person. A shareholder executing a proxy card also may revoke the proxy at any time before it is voted by giving written notice revoking the proxy to Independent s clerk/secretary, by subsequently filing another proxy card bearing a later date or by attending the special meeting and voting in person. Attending the special meeting will not automatically revoke a shareholder s prior submission of a proxy (by Internet, telephone or in writing). All written notices of revocation or other communications with respect to revocation of proxies should be addressed to:

**Independent Bank Corp.
288 Union Street
Rockland, Massachusetts 02370
Attention: Clerk**

Q. If I am an Independent shareholder, who can help answer my questions?

A. If you have any questions about the merger or the special meeting, or if you need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact Independent s proxy solicitor, at the following address or phone number:

**Georgeson Inc.
199 Water Street, 26th Floor
New York, New York 10038-3560
(866) 357-4028**

Q. Where can I find more information about the companies?

A. You can find more information about Independent and Benjamin Franklin from the various sources described under the section of this document titled Where You Can Find More Information beginning on page 104.

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SUMMARY

*This summary highlights selected information from this document and may not contain all of the information that is important to you. You should carefully read this entire document and the other documents to which this document refers to fully understand the merger and the related transactions. See *Where You Can Find More Information* beginning on page 104 of this document. Most items in this summary include a page reference directing you to a more complete description of those items.*

*Unless the context otherwise requires, throughout this document, *Independent* refers to Independent Bank Corp., *Merger Sub* refers to Independent Acquisition Subsidiary, Inc., *Benjamin Franklin* refers to Benjamin Franklin Bancorp, Inc., *Rockland Trust* refers to Rockland Trust Company; and *we*, *us* and *our* refers to Independent and Benjamin Franklin. Also, we refer to the merger between Independent and Benjamin Franklin as the *merger*, and the Amended and Restated Agreement and Plan of Merger, dated as of December 4, 2008, by and among Independent, Merger Sub, Rockland Trust, Benjamin Franklin and Benjamin Franklin Bank as the *merger agreement*.*

The Companies (see page 89)

Independent

Through its subsidiary, Rockland Trust, Independent offers a full range of banking services through a network of 61 retail branches, ten commercial lending centers and five mortgage banking centers located throughout southeastern Massachusetts, Cape Cod and Rhode Island. Rockland Trust has four investment management offices located throughout southeastern Massachusetts, Cape Cod and Rhode Island.

At September 30, 2008, Independent had total consolidated assets of \$3.5 billion, net loans of \$2.6 billion, total deposits of \$2.5 billion and total stockholders' equity of \$304.7 million.

Independent Bank Corp.
288 Union Street
Rockland, Massachusetts 02370
(781) 878-6100

Benjamin Franklin

Through its subsidiary, Benjamin Franklin Bank, Benjamin Franklin engages in a broad range of banking activities through a network of eleven offices located in Norfolk, Middlesex and Worcester counties in Massachusetts.

At September 30, 2008, Benjamin Franklin had total consolidated assets of \$980.7 million, net loans of \$672.1 million, total deposits of \$660.7 million and total stockholders' equity of \$106.5 million.

Benjamin Franklin Bancorp, Inc.
58 Main Street
Franklin, Massachusetts 02038
(617) 528-7000

The Merger and the Merger Agreement (see pages 38 and 69)

The terms and conditions of the merger are contained in the merger agreement, which is attached as Annex A to this joint proxy statement/prospectus. Please carefully read the merger agreement, as it is the legal document that governs the merger. Under the terms of the merger agreement, a newly formed, wholly owned subsidiary of Independent will merge with and into Benjamin Franklin (the merger) and Benjamin Franklin will survive the merger as a wholly owned subsidiary of Independent. Upon completion of the merger, each share of Benjamin Franklin common stock will be converted into the right to receive 0.59 shares of Independent common stock, plus cash in lieu of any fractional share.

Table of Contents**What Holders of Benjamin Franklin Stock Options Will Receive (see page 70)**

All outstanding unvested Benjamin Franklin stock options will become fully vested upon approval of the merger agreement and the merger by Benjamin Franklin's shareholders. With certain exceptions, holders of Benjamin Franklin options will be given the opportunity to elect to exchange their options for options to purchase Independent common stock. The per share exercise price of such options will be adjusted by dividing such exercise price by the exchange ratio of 0.59 per share, and the number of shares covered by such options will be adjusted by multiplying the number of Benjamin Franklin shares covered by such option by 0.59. All options exchanged for options to purchase Independent common stock will remain outstanding until two years following the effective time of the merger, regardless of continuation of employment. If an option holder does not elect to exchange his or her Benjamin Franklin options for Independent options, such holder's options will be cancelled upon consummation of the merger, and the holder will receive a cash payment upon such cancellation in an amount equal to the product of (i) the number of shares of Benjamin Franklin common stock provided for by such option and (ii) the excess, if any, of (a) the closing value of the merger consideration over (b) the exercise price of the option. For this purpose, closing value of the merger consideration means the product of (x) the average closing prices of Independent common stock on the NASDAQ Global Select Market for the twenty-five (25) trading days ending on the fifth (5th) trading day immediately preceding the completion of the merger, multiplied by (y) the exchange ratio of 0.59 per share.

Dividend Policy of Independent; Dividends from Benjamin Franklin (see page 96)

The holders of Independent common stock receive dividends as and when declared by Independent's board of directors. Independent declared quarterly cash dividends of \$0.17 per share of common stock for each quarter in 2007 and dividends of \$0.18 per share of common stock for each of the first three quarters of 2008. Following the completion of the merger, subject to approval and declaration by Independent's board of directors, Independent expects to continue paying quarterly cash dividends on a basis consistent with past practices.

Prior to completion of the merger, Benjamin Franklin's shareholders will continue to receive any regular quarterly dividends declared and paid Benjamin Franklin, at a rate not to exceed \$0.08 per share of Benjamin Franklin common stock.

Financial Adviser Opinion Presented to the Independent Board of Directors (see page 48)

Robert W. Baird & Co. Incorporated (Baird) has provided an opinion to Independent's board of directors, dated as of November 8, 2008, to the effect that, as of that date and based upon and subject to the assumptions made, procedures followed, methodologies used, factors considered and limitations upon the review undertaken by Baird as set forth in its opinion, the exchange ratio pursuant to the merger agreement of 0.59 shares of Independent common stock per share of Benjamin Franklin common stock was fair, from a financial point of view, to Independent. Baird was not requested to express, and did not express, any opinion with respect to any of the other terms, conditions, determinations or actions with respect to the merger. Additionally, Baird's opinion does not address the underlying business decision of Independent to proceed with or effect the merger or the relative merits of the merger as compared to other transactions that may have been available to Independent. We have attached to this joint proxy statement/prospectus as Annex B, the full text of Baird's opinion, which sets forth, among other things, the assumptions made, procedures followed, methodologies used, factors considered and limitations upon the review undertaken by Baird in connection with its opinion. We urge you to read the opinion in its entirety. Baird's opinion is addressed to Independent's board of directors, is directed only to the fairness, from a financial point of view, of the exchange ratio to Independent and does not constitute a recommendation to any shareholder as to how any shareholder should vote with respect to any matter relating to the merger agreement or the merger. Baird has assumed no responsibility for updating or revising its opinion based on circumstances or events occurring after the date of its opinion. Independent has agreed to pay Baird a fee, a substantial portion of which is only payable upon completion of

the merger or receipt of a termination fee from Benjamin Franklin.

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Recommendation of Independent's Board of Directors and Reasons for the Merger (see page 45)

Independent's board of directors has unanimously determined that the merger agreement and the merger are fair to, advisable and in the best interests of Independent and its shareholders and accordingly unanimously approved the merger agreement and unanimously recommends that Independent's shareholders vote FOR approval of the issuance by Independent of its common stock in connection with the merger.

In determining whether to approve the merger agreement and recommend approval of the issuance by Independent of its common stock in connection with the merger, Independent's board of directors consulted with certain of its senior management and with its legal and financial advisers. In arriving at its determination, Independent's board of directors also considered the factors described under The Merger Recommendation of Independent's Board of Directors and Reasons for the Merger.

Fairness Opinion Presented to the Benjamin Franklin Board of Directors (see page 56)

Keefe, Bruyette & Woods, Inc. (KBW), has provided an opinion to Benjamin Franklin's board of directors, dated as of November 8, 2008, to the effect that, as of that date and based upon and subject to the factors and assumptions set forth in the opinion, the exchange ratio pursuant to the merger agreement of 0.59 shares of Independent common stock per share of Benjamin Franklin common stock was fair, from a financial point of view, to the holders of Benjamin Franklin common stock. We have attached to this joint proxy statement/prospectus as Annex C, the full text of KBW's opinion, which sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the review undertaken by KBW in connection with its opinion. We urge you to read the opinion in its entirety. KBW's opinion is addressed to Benjamin Franklin's board of directors, is directed only to the fairness, from a financial point of view, of the exchange ratio to the holders of Benjamin Franklin common stock and does not constitute a recommendation to any shareholder as to how that shareholder should vote on the merger agreement. Pursuant to an engagement letter between Benjamin Franklin and KBW, Benjamin Franklin has agreed to pay KBW a fee, a substantial portion of which is payable only upon completion of the merger.

Recommendation of Benjamin Franklin's Board of Directors and Reasons for the Merger (see page 46)

Benjamin Franklin's board of directors has unanimously determined that the merger agreement and the merger are fair to, advisable and in the best interests of Benjamin Franklin and its shareholders and accordingly unanimously recommends that Benjamin Franklin's shareholders vote FOR the proposal to approve the merger agreement and the transactions contemplated thereby.

In determining whether to approve the merger agreement, Benjamin Franklin's board of directors consulted with certain of its senior management and with its legal and financial advisers. In arriving at its determination, Benjamin Franklin's board of directors also considered the factors described under The Merger Recommendation of Benjamin Franklin's Board of Directors and Reasons for the Merger.

Interests of Benjamin Franklin's Executive Officers and Directors in the Merger (see page 65)

Some of the directors and executive officers of Benjamin Franklin have financial interests in the merger that are different from, or in addition to, the interests of other Benjamin Franklin's shareholders generally. These interests include rights of executive officers under their existing employment, change-in-control and supplemental retirement agreements, which rights are being provided through settlement agreements executed in connection with the merger agreement; rights under Benjamin Franklin's equity-based benefit programs and awards; rights under Benjamin Franklin's director fee continuation plan; rights to continued board service (with respect to Thomas R. Venables and two other Benjamin Franklin representatives selected by Independent); and rights to continued indemnification and

insurance coverage by Independent after the merger for acts and omissions occurring before the merger.

The boards of directors of Independent and Benjamin Franklin were aware of these interests and considered them, among other matters, in approving the merger agreement and related transactions.

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Benjamin Franklin Directors and Certain Executive Officers Have Agreed to Vote in Favor of the Merger Agreement (see page 84)

On November 8, 2008, the directors and certain executive officers of Benjamin Franklin had sole or shared voting power over 667,268 shares, or approximately 8.5%, of the outstanding shares of Benjamin Franklin common stock. These directors and officers have agreed with Independent to vote their shares of Benjamin Franklin common stock in favor of the merger agreement and the transactions contemplated thereby.

Boards of Directors after the Merger (see page 69)

Contingent upon consummation of the merger, Mr. Venables and two other Benjamin Franklin representatives will be elected to the boards of directors of Independent and Rockland Trust. Independent will select the two other individuals who, in addition to Mr. Venables, will serve as directors following consummation of the merger in its sole discretion from among the Benjamin Franklin directors other than Mr. Venables who meet the qualifications described in the merger agreement and Benjamin Franklin's Chief Financial Officer. The three directors will be eligible to serve an initial term, with commercially reasonable efforts to be used to nominate each of them for an additional term so long as they remain qualified to serve, with one director's initial term to expire at the 2010 annual meeting of shareholders and the other two directors' initial terms to expire at the 2011 annual meeting of shareholders.

Non-Solicitation (see page 76)

Benjamin Franklin has agreed that it will not solicit or knowingly encourage any inquiries or proposals regarding any acquisition proposals by third parties. Benjamin Franklin may respond to unsolicited proposals in certain circumstances if required by Benjamin Franklin's board of directors' fiduciary duties. Benjamin Franklin must promptly notify Independent if it receives any acquisition proposals.

Conditions to Complete the Merger (see page 79)

Each of Independent's and Benjamin Franklin's obligations to complete the merger is subject to the satisfaction or waiver of a number of mutual conditions, including:

the approval by Independent's shareholders at the Independent special meeting described in this joint proxy statement/prospectus of the issuance by Independent of shares of its common stock in connection with the merger;

the adoption of the merger agreement and approval of the transactions contemplated by the merger agreement, including the merger, by Benjamin Franklin's shareholders at the Benjamin Franklin special meeting described in this joint proxy statement/prospectus;

the receipt and effectiveness of all regulatory approvals, registrations and consents (none of which shall contain a burdensome condition, as defined in the merger agreement), and the expiration of all waiting periods required to complete the merger;

the effectiveness of the registration statement with respect to the Independent common stock to be issued in the merger under the Securities Act, and the absence of any stop order or proceedings initiated or threatened by the Securities and Exchange Commission for that purpose; and

the absence of any statute, regulation, rule, decree, injunction or other order in effect by any court or other governmental entity that prohibits completion of the transactions contemplated by the merger agreement.

Each of Independent's and Benjamin Franklin's obligations to complete the merger is also separately subject to the satisfaction or waiver of a number of conditions, including:

the receipt by the party of a legal opinion from its counsel with respect to certain U.S. federal income tax consequences of the merger; and

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the other company's representations and warranties in the merger agreement being true and correct, in all material respects, and the performance by the other party in all material respects of its obligations under the merger agreement.

Independent's obligation to complete the merger is further subject to the conditions that the number of outstanding shares of Benjamin Franklin common stock shall not exceed 7,842,015, except to the extent increased as a result of the exercise of stock options.

Termination of the Merger Agreement (see page 80)

Independent and Benjamin Franklin may mutually agree at any time to terminate the merger agreement without completing the merger, even if Independent's shareholders or Benjamin Franklin's shareholders have approved the merger transactions. Also, either Independent or Benjamin Franklin can terminate the merger agreement in various circumstances, including the following:

if any regulatory approval necessary for consummation of the transactions contemplated by the merger agreement is not obtained;

if the merger is not completed by April 30, 2009;

if the other party breaches the merger agreement in a way that would entitle the party seeking to terminate the merger agreement not to consummate the merger, subject to the right of the breaching party to cure the breach by the earlier of 30 days following written notice or two business days before April 30, 2009 (unless it is not possible due to the nature or timing of the breach for the breaching party to cure the breach);

if Independent's shareholders do not approve the issuance of Independent common stock in connection with the merger and the transactions contemplated thereby; or

if Benjamin Franklin's shareholders do not approve the merger agreement and the transactions contemplated thereby.

Additionally, Independent may terminate the merger agreement if:

Benjamin Franklin has materially breached its non-solicitation obligations described under The Merger Agreement - No Solicitation of Alternative Transactions beginning on page 76;

Benjamin Franklin's board fails to recommend in this joint proxy statement/prospectus the approval of the merger agreement;

Benjamin Franklin's board of directors recommends, proposes or publicly announces its intention to recommend or propose, to engage in an Acquisition Transaction with any party other than Independent or a subsidiary of Independent; or

Benjamin Franklin breaches its obligation to call, give notice of, convene and hold a meeting of shareholders for the purpose of approving the merger agreement and the transactions contemplated thereby.

Benjamin Franklin may also terminate the merger agreement if it enters into a Superior Proposal as described under The Merger Agreement - No Solicitation of Alternative Transactions, so long as it pays a termination fee of

\$4.5 million to Independent.

Termination Fee (see page 81)

Benjamin Franklin has agreed to pay a termination fee of \$4.5 million to Independent if the merger agreement is terminated under any of the circumstances described in The Merger Agreement Termination Fee and Expense Reimbursement.

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Independent Will Hold a Special Meeting of Shareholders on [, 2009] (see page 34)

Independent will hold a special meeting of shareholders in the Rockland Trust Company Board Room, located on the Second Floor of 2036 Washington Street, Hanover, Massachusetts, 02339 on [, 2009] at [:], Eastern Standard Time. Independent's shareholders will be asked:

to approve the issuance of Independent common stock to the shareholders of Benjamin Franklin in connection with the merger;

to vote upon a proposal to adjourn the special meeting, if necessary, to solicit additional proxies; and

to consider and act upon any other matters as may properly come before the special meeting or any adjournment or postponement thereof.

You can vote at the Independent special meeting if you owned Independent common stock at the close of business on [, 2009]. On that date, there were [] shares of Independent common stock outstanding and entitled to vote, approximately []% of which were owned and entitled to be voted by Independent directors and executive officers and their affiliates. You can cast one vote for each share of Independent common stock you owned on that date. In order to approve the issuance of shares of Independent common stock in connection with the merger, the holders of at least a majority of the shares of Independent common stock voting at the special meeting must vote in favor of doing so.

Benjamin Franklin Will Hold a Special Meeting of Shareholders on [, 2009] (see page 29)

Benjamin Franklin will hold a special meeting of shareholders at [], located at [] on [, 2009] at [:], Eastern Standard Time. Benjamin Franklin's shareholders will be asked:

to approve the merger agreement and the transactions contemplated thereby;

to vote upon a proposal to adjourn the special meeting, if necessary, to solicit additional proxies; and

to consider and act upon any other matters as may properly come before the special meeting or any adjournment or postponement thereof.

You can vote at the Benjamin Franklin special meeting if you owned Benjamin Franklin common stock at the close of business on [, 2009]. On that date, there were [] shares of Benjamin Franklin common stock outstanding and entitled to vote, approximately []% of which were owned and entitled to be voted by Benjamin Franklin directors and executive officers and their affiliates. You can cast one vote for each share of Benjamin Franklin common stock you owned on that date. In order to approve the merger agreement and the transactions contemplated thereby, the holders of at least a majority of the outstanding shares of Benjamin Franklin common stock entitled to vote must vote in favor of doing so.

Regulatory Approvals Required for the Merger (see page 64)

Completion of the transactions contemplated by the merger agreement is subject to various regulatory approvals, including approval from the Federal Deposit Insurance Corporation, the Board of Bank Incorporation of the Commonwealth of Massachusetts, the Massachusetts Commissioner of Banks, and the Federal Reserve Board. Independent and Benjamin Franklin have completed, or will complete, filing all of the required applications and notices with regulatory authorities. Although we do not know of any reason why we would not be able to obtain the

necessary regulatory approvals in a timely manner, we cannot be certain when or if we will receive them.

Rights of Independent Shareholders Differ from Those of Benjamin Franklin Shareholders (see page 95)

When the merger is completed, Benjamin Franklin's shareholders who receive Independent common stock as consideration in the merger will automatically become Independent's shareholders. The rights of Independent's shareholders differ from the rights of Benjamin Franklin's shareholders in important ways. Many of these differences relate to provisions in Independent's articles of organization and bylaws that differ from those of Benjamin Franklin. Some of these provisions are intended to make a takeover of Independent harder if Independent's board of directors does not approve it.

Table of Contents**The Merger Generally Will Be Tax-Free to Holders of Benjamin Franklin Common Stock to the Extent They Receive Independent Common Stock (see page 86)**

Independent and Benjamin Franklin have structured the merger with the intent that the merger qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code. If the merger so qualifies, receipt of shares of Independent common stock by Benjamin Franklin's shareholders in exchange for their shares of Benjamin Franklin stock generally will not be a taxable exchange for U.S. federal income tax purposes. Benjamin Franklin's shareholders, however, will be taxed on any cash they receive instead of fractional shares of Independent stock and in connection with the exercise of dissenter's rights. Tax matters are complicated, and the specific tax consequences of the merger to each Benjamin Franklin shareholder will depend on the facts of the Benjamin Franklin shareholder's own situation. If you are a Benjamin Franklin shareholder, you are urged to read carefully the information regarding U.S. federal income tax consequences of the merger contained in this document, and to consult with your tax adviser regarding the U.S. federal income tax consequences of the merger to you, as well as the effect of state, local, foreign and other tax laws and of any proposed changes to applicable tax laws.

Dissenters' Rights of Appraisal (see page 32)

Benjamin Franklin has concluded that shareholders may be entitled to assert appraisal rights under Sections 13.01 to 13.31 of the Massachusetts Business Corporation Act. However, the relevant sections of the Massachusetts Business Corporation Act have not yet been the subject of judicial interpretation. Any shareholder who believes he is or may be entitled to appraisal rights and seeks to assert them in connection with the merger must deliver to Benjamin Franklin, before the vote is taken at the special meeting, written notice of his intent to demand payment for his shares in the manner specified in the statute, and must not vote his shares in favor of the merger. A copy of the applicable Massachusetts Business Corporation Act provisions is attached as Annex D to this joint proxy statement/prospectus.

Comparative Per Share Market Price Information (see page 16)

Independent common stock trades on the NASDAQ Global Select Market under the symbol **INDB** and Benjamin Franklin common stock trades on the NASDAQ Global Market under the symbol **BFBC**. The following presents the closing sale prices of Independent common stock and Benjamin Franklin common stock on November 7, 2008, the last trading day before we announced the merger agreement, and [, 2009] the last practicable trading day prior to mailing this document. The table also represents the equivalent value of the merger consideration per share of Benjamin Franklin common stock on those dates, calculated by multiplying the closing price of Independent common stock on those dates by 0.59, which represents the fraction of a share of Independent common stock that Benjamin Franklin's shareholders would receive in the merger for each share of Benjamin Franklin common stock, assuming no proration.

Date	Independent Closing Price	Benjamin Franklin Closing Price	Equivalent per Share Value
November 7, 2008	\$ 26.73	\$ 13.05	\$ 15.77
[, 2009]	\$	\$	\$

The market prices of both Independent common stock and Benjamin Franklin's common stock will fluctuate prior to the merger. You should obtain current stock price quotations for Independent common stock and Benjamin Franklin common stock.

Table of Contents**RISK FACTORS**

In addition to the other information included in this joint proxy statement/prospectus, including the matters addressed under Forward-Looking Information, Independent's shareholders should carefully consider the following risks before deciding whether to vote for approval of the issuance of the shares of Independent common stock in the merger and Benjamin Franklin's shareholders should carefully consider the following risks before deciding whether to vote for adoption of the merger agreement. In addition, shareholders of Independent and Benjamin Franklin should read and consider the risks associated with each of the businesses of Independent and Benjamin Franklin because these risks will relate to the combined company. Certain of these risks can be found in Independent's annual report on Form 10-K for the fiscal year ended December 31, 2007, which is incorporated by reference into this joint proxy statement/prospectus, and in Benjamin Franklin's annual report on Form 10-K for the fiscal year ended December 31, 2007, and quarterly report on Form 10-Q for the quarter ended September 30, 2008, which reports are incorporated by reference into this joint proxy statement/prospectus. You should also consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference into this joint proxy statement/prospectus. See Where You Can Find More Information and Incorporation of Certain Documents by Reference beginning on page 104.

Risks Related to the Merger

Benjamin Franklin's shareholders will receive a fixed ratio of 0.59 shares of Independent common stock for each share of Benjamin Franklin common stock regardless of any changes in the market value of Benjamin Franklin common stock or Independent common stock before the completion of the merger.

Upon completion of the merger, each share of Benjamin Franklin common stock will be converted into the right to receive 0.59 shares of Independent common stock. There will be no adjustment to the exchange ratio (except for adjustments to reflect the effect of any stock split, reverse stock split, stock dividend, recapitalization, reclassification or other similar transaction with respect to Benjamin Franklin common stock), and the parties do not have a right to terminate the merger agreement based upon changes in the market price of either Independent common stock or Benjamin Franklin common stock. Accordingly, the dollar value of Independent common stock that Benjamin Franklin's shareholders will receive upon completion of the merger will depend upon the market value of Independent common stock at the time of completion of the merger, which may be different from, and lower than, the closing price of Independent common stock on the last full trading day preceding public announcement that Independent and Benjamin Franklin entered into the merger agreement, the last full trading day prior to the date of this joint proxy statement/prospectus or the date of the shareholder meetings. Moreover, completion of the merger will occur some time after the requisite shareholder approvals have been obtained, since certain regulatory approvals will not be granted until after the shareholders have voted. The market values of Independent common stock and Benjamin Franklin common stock have varied since Independent and Benjamin Franklin entered into the merger agreement and will continue to vary in the future due to changes in the business, operations or prospects of Independent and Benjamin Franklin, market assessments of the merger, regulatory considerations, market and economic considerations, and other factors both within and beyond the control of Independent and Benjamin Franklin.

Benjamin Franklin will be subject to business uncertainties and contractual restrictions while the merger is pending.

Uncertainty about the effect of the merger on employees and customers may have an adverse effect on Benjamin Franklin and consequently on Independent. These uncertainties may impair Benjamin Franklin's ability to attract, retain and motivate key personnel until the merger is consummated, and could cause customers and others that deal

with Benjamin Franklin to seek to change existing business relationships with Benjamin Franklin. Retention of certain employees may be challenging during the pendency of the merger, as certain employees may experience uncertainty about their future roles with Independent. If key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with Independent, Independent's business following the merger could be harmed. In addition, the merger agreement restricts Benjamin Franklin from making certain acquisitions and taking other specified actions until the

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merger occurs without the consent of Independent. These restrictions may prevent Benjamin Franklin from pursuing attractive business opportunities that may arise prior to the completion of the merger. Please see the section entitled "The Merger Agreement – Conduct of Business Pending the Merger" of this joint proxy statement/prospectus for a description of the restrictive covenants to which Benjamin Franklin is subject.

Independent may fail to realize all of the anticipated benefits of the merger, particularly if the integration of Independent's and Benjamin Franklin's businesses is more difficult than expected.

The success of the merger will depend, in part, on our ability to successfully combine the businesses of Independent and Benjamin Franklin. Independent may fail to realize some or all of the anticipated benefits of the transaction if the integration process takes longer than expected or is more costly than expected. Furthermore, any number of unanticipated adverse occurrences for either the business of Benjamin Franklin or Independent may cause us to fail to realize some or all of the expected benefits. The integration process could result in the loss of key employees, the disruption of each company's ongoing businesses or inconsistencies in standards, controls, procedures and policies that adversely affect our ability to maintain relationships with clients, customers, depositors and employees or to achieve the anticipated benefits of the merger. Each of these issues might adversely affect either Independent, Benjamin Franklin, or both during the transition period, resulting in adverse effects on Independent following the merger. As a result, revenues may be lower than expected or prices may be higher than expected and the overall benefits of the merger may not be as great as anticipated.

The market price of Independent common stock after the merger may be affected by factors different from those affecting Independent common stock or Benjamin Franklin common stock currently.

The business of Independent and Benjamin Franklin differ in some respect and, accordingly, the results of operations of the combined company and the market price of Independent's shares of common stock after the merger may be affected by factors different from those currently affecting the independent results of operations of each of Independent or Benjamin Franklin. For a discussion of the businesses of Independent and Benjamin Franklin and of certain factors to consider in connection with those businesses, see the document incorporated by reference into this joint proxy statement/prospectus and referred to under "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference" beginning on page 104.

Some of the directors and executive officers of Benjamin Franklin may have interests and arrangements that may have influenced their decisions to support or recommend that you approve the merger.

The interests of some of the directors and executive officers of Benjamin Franklin may be different from those of Benjamin Franklin's shareholders, and directors and officers of Benjamin Franklin may be participants in arrangements that are different from, or are in addition to, those of Benjamin Franklin shareholders. These interests are described in more detail in the section of this joint proxy statement/prospectus entitled "The Merger – Interests of Benjamin Franklin's Executive Officers and Directors in the Merger" of this joint proxy statement/prospectus.

The merger agreement limits Benjamin Franklin's ability to pursue alternatives to the merger.

The merger agreement contains provisions that limit Benjamin Franklin's ability to discuss competing third-party proposals to acquire all or substantially all of Benjamin Franklin. These provisions, which include a \$4.5 million termination fee payable under certain circumstances, might discourage a potential competing acquiror that might have an interest in acquiring all or substantially all of Benjamin Franklin from considering or proposing that acquisition even if it were prepared to pay consideration with a higher per share market price than that proposed in the merger, or might result in a potential competing acquiror proposing to pay a lower per share price to acquire Benjamin Franklin than it might otherwise have proposed to pay.

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Regulatory approvals may not be received, may take longer than expected or impose conditions that are not presently anticipated.

Before the merger may be completed, certain approvals or consents must be obtained from the various bank regulatory and other authorities in the United States and the Commonwealth of Massachusetts. These governmental entities, including the Federal Reserve Board and the Board of Bank Incorporation may impose conditions on the completion of the merger or require changes to the terms of the merger. While Independent and Benjamin Franklin do not currently expect that any such conditions or changes would be imposed, there can be no assurance that they will not be, and such conditions or changes could have the effect of delaying completion of the merger or imposing additional costs on or limiting the revenues of Independent following the merger, any of which might have a material adverse effect on Independent following the merger. Independent is not obligated to complete the merger if the regulatory approvals received in connection with the completion of the merger include any conditions or restrictions that would constitute a Burdensome Condition as defined in the merger agreement.

There can be no assurance as to whether the regulatory approvals will be received or the timing of the approvals. For more information, see the section entitled The Merger Regulatory Approvals Required to Complete the Merger of this joint proxy statement/prospectus.

The unaudited pro forma financial data included in this joint proxy statement/prospectus is preliminary and our actual financial position and results of operations after the merger may differ materially from the unaudited pro forma financial data included in this joint proxy statement/prospectus.

The unaudited pro forma financial data in this joint proxy statement/prospectus are presented for illustrative purposes only and are not necessarily indicative of what the combined company's actual financial position or results of operations would have been had the merger been completed on the dates indicated. The pro forma financial data reflect adjustments, which are based upon preliminary estimates, to record the Benjamin Franklin identifiable assets acquired and liabilities assumed at fair value and the resulting goodwill recognized. The purchase price allocation reflected in this document is preliminary, and final allocation of the purchase price will be based upon the actual purchase price and the fair value of the assets and liabilities of Benjamin Franklin as of the date of the completion of the merger. Accordingly, the final purchase accounting adjustments may differ materially from the pro forma adjustments reflected in this document. For more information, see the section entitled Summary Historical and Unaudited Pro Forma Financial Information of this joint proxy statement/prospectus.

If the merger is not consummated by April 30, 2009, either Independent or Benjamin Franklin may choose not to proceed with the merger.

Either Independent or Benjamin Franklin may terminate the merger agreement if the merger has not been completed by April 30, 2009, unless the failure of the merger to be completed has resulted from the failure of the party seeking to terminate the merger agreement to perform its obligations.

The shares of Independent common stock to be received by Benjamin Franklin shareholders as a result of the merger will have different rights from the shares of Benjamin Franklin common stock.

The rights associated with Benjamin Franklin common stock are different from the rights associated with Independent common stock. See the section of this joint proxy statement/prospectus entitled Comparison of Rights of Shareholders of Benjamin Franklin and Independent for a discussion of the different rights associated with Independent common stock.

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Risks Related to Our Business

A continuation of recent turmoil in the financial markets, particularly if economic conditions worsen more than expected, could have an adverse effect on our financial position or results of operations.

In recent periods, United States and global markets, as well as general economic conditions, have been disrupted and are volatile. This situation is continuing and, since the beginning of the third quarter of 2008, has worsened significantly. The impact of this situation, together with concerns regarding the financial strength of financial institutions, has led to distress in credit markets and issues relating to liquidity among financial institutions. Some financial institutions around the world have failed; others have been forced to seek acquisition partners. The United States and other governments have taken unprecedented steps to try to stabilize the financial system, including investing in financial institutions. Our business and our financial condition and results of operations could be adversely affected by (1) continued or accelerated disruption and volatility in financial markets, (2) continued capital and liquidity concerns regarding financial institutions generally and our counterparties specifically, (3) limitations resulting from further governmental action in an effort to stabilize or provide additional regulation of the financial system, or (4) recessionary conditions that are deeper or last longer than currently anticipated.

The soundness of other financial services institutions may adversely affect our credit risk.

We rely on other financial services institutions through trading, clearing, counterparty, and other relationships. We maintain limits and monitor concentration levels of our counterparties as specified in our internal policies. Our reliance on other financial services institutions exposes us to credit risk in the event of default by these institutions or counterparties. These losses could adversely affect our results of operations and financial condition.

There can be no assurance that recent action by governmental agencies and regulators, as well as recently enacted legislation authorizing the U.S. government to invest in, and purchase large amounts of illiquid assets from, financial institutions will help stabilize the U.S. financial system.

In recent periods, various Federal agencies and bank regulators have taken steps to stabilize and stimulate the financial services industry. Changes also have been made in tax policy for financial institutions. In addition, on October 3, 2008, President Bush signed into law the Emergency Economic Stabilization Act of 2008 (the EESA). The legislation reflects an initial legislative response to the financial crises affecting the banking system and financial markets and going concern threats to financial institutions. The EESA provides the U.S. Treasury with up to \$700 billion for various measures intended to stabilize the financial markets. As an initial program, the U.S. Treasury is exercising its authority to purchase an aggregate of \$250 billion of capital instruments from financial entities throughout the United States. There can be no assurance, however, as to the actual impact that the EESA will have on the financial markets, including the extreme levels of volatility and limited credit availability currently being experienced. The failure of the EESA to help stabilize the financial markets and a continuation or worsening of current financial market conditions could materially and adversely affect our business, financial condition, results of operations, access to credit or the trading price of our common stock.

Participation in the Treasury's Troubled Asset Relief Program (TARP) may have a dilutive effect on current shareholders.

On October 14, 2008, the Treasury announced that as a part of the EESA, it will offer to qualifying U.S. banking organizations the opportunity to issue and sell preferred stock to the Treasury under the TARP Capital Purchase Program. In conjunction with the purchase of preferred stock, the Treasury will receive warrants to purchase common

stock with an aggregate market price equal to 15% of the preferred stock investment. Participating financial institutions will be required to adopt the Treasury's standards for executive compensation and corporate governance for the period during which the Treasury holds equity issued under the TARP Capital Purchase Program. Independent has applied to participate in the TARP Capital Purchase Program. However, there can be no assurance that we will participate in the program and will receive funds

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under the program. In addition, if Independent participates in the TARP Capital Purchase Program, Independent will issue preferred stock and warrants to purchase common stock to the Treasury, which will have a dilutive effect on Independent's shareholders. Participation in the TARP Capital Purchase Program may also restrict Independent's ability to increase dividends it pays on its common stock.

We may elect or need to seek additional capital in the future, but that capital may not be available when needed.

We are required by federal and state regulatory authorities to maintain adequate levels of capital to support our operations. In the future, we may elect or need to raise additional capital. Our ability to raise additional capital, if needed, will depend on conditions in the capital markets at that time, which are outside our control, and on our financial performance. Accordingly, we cannot assure you of our ability to raise additional capital if needed on acceptable terms. If we cannot raise additional capital when needed, our ability to expand our operations through internal growth or acquisitions could be materially impaired.

Changes in interest rates could adversely impact our financial condition and results of operations.

Independent's ability to make a profit, like that of most financial institutions, substantially depends upon its net interest income, which is the difference between the interest income earned on interest earning assets, such as loans and investment securities, and the interest expense paid on interest-bearing liabilities, such as deposits and borrowings. However, certain assets and liabilities, may react differently to changes in market interest rates. Further, interest rates on some types of assets and liabilities may fluctuate prior to changes in broader market interest rates, while rates on other types of assets may lag behind. Additionally, some assets such as adjustable-rate mortgages, have features, and rate caps, which restrict changes in their interest rates.

Factors such as inflation, recession, unemployment, money supply, global disorder such as that experienced as a result of the terrorist activity on September 11, 2001, instability in domestic and foreign financial markets, and other factors beyond our control, may affect interest rates. Changes in market interest rates will also affect the level of voluntary prepayments on loans and the receipt of payments on mortgage-backed securities, resulting in the receipt of proceeds that may have to be reinvested at a lower rate than the loan or mortgage-backed security being prepaid. Although Independent pursues an asset-liability management strategy designed to control its risk from changes in market interest rates, changes in interest rates can still have a material adverse effect on our profitability.

The first nine months of 2008 were highlighted by disruption and volatility in the financial and credit markets, primarily due to the fallout associated with rising defaults within many subprime mortgage-backed structured investment vehicles (SIVs). A major consequence of these market conditions has been significant tightening in the availability of credit, especially as it relates to the activity of the secondary residential mortgage market. These conditions have been exacerbated further by the continuation of a correction in (mostly residential-related) real estate market prices and sales activity and rising foreclosure rates, resulting in considerable mortgage loan related losses incurred by many lending institutions. The present state of the mortgage market has impacted the global markets as well as the domestic markets and has led to a significantly tightened environment in terms of credit and liquidity during the first half of 2008. In addition, economic growth has slowed down both nationally and globally, leading many economists and market observers to conclude that the national economy is bordering on recession.

We do not originate subprime mortgages to hold within our residential mortgage portfolio and we aim to diversify our entire lending portfolio, to the extent possible, across a variety of different loan types including: small business lines and loans, commercial & industrial lines and loans, commercial real estate mortgages, construction loans, direct and indirect consumer loans, residential mortgages and home equity loans. Nevertheless, there are risk elements that we may not be able to fully diversify out of our portfolio, such as its geographic concentration in southeastern Massachusetts and Rhode Island.

Consequently, the credit quality and the continued performance of our lending portfolio is susceptible to the effects of general economic weakness and, in particular, a downturn in the housing industry, especially as these weaknesses relate to Independent's primary geographic markets of southeastern Massachusetts and

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Rhode Island. During the first nine months of 2008, Independent experienced incremental increases in both non-performing loans and net loan charge-offs, as compared to prior periods. No assurance can be given that the economic and market conditions precedent will improve or will not further deteriorate. Hence, the persistence or worsening of such conditions could result in an increase in delinquencies, could cause a decrease in our interest income, or could continue to have an adverse impact on our loan loss experience, which, in turn, may necessitate increases to our allowance for loan losses.

If we have higher loan losses than we have allowed for, our earnings could materially decrease.

Our loan customers may not repay loans according to their terms, and the collateral securing the payment of loans may be insufficient to assure repayment. We may therefore experience significant credit losses which could have a material adverse effect on our operating results. We make various assumptions and judgments about the collectability of our loan portfolio, including the creditworthiness of borrowers and the value of the real estate and other assets serving as collateral for the repayment of loans. In determining the size of the allowance for loan losses, we rely on our experience and our evaluation of economic conditions. If our assumptions prove to be incorrect, our current allowance for loan losses may not be sufficient to cover losses inherent in our loan portfolio and adjustment may be necessary to allow for different economic conditions or adverse developments in our loan portfolio. Consequently, a problem with one or more loans could require us to significantly increase the level of our provision for loan losses. In addition, federal and state regulators periodically review our allowance for loan losses and may require us to increase our provision for loan losses or recognize further loan charge-offs. Material additions to the allowance would materially decrease our net income.

A significant amount of our loans are concentrated in Massachusetts, and the adverse conditions in this area could negatively impact our operations.

Substantially all of the loans we originate are secured by properties located in or are made to businesses which operate in Massachusetts. Because of the current concentration of our loan origination activities in Massachusetts, the current adverse economic conditions and downward pressure on housing prices, as well as increased unemployment may affect Massachusetts and the ability of property owners and businesses in Massachusetts to make payments of principal and interest on the underlying loans. We may experience higher rates of loss and delinquency on our loans than if our loans were more geographically diversified, which could have an adverse effect on our results of operations or financial condition.

Impairments in the value of our securities portfolio could adversely affect our results of operations.

Under accounting principles generally accepted in the United States, we are required to review our investment portfolio periodically for the presence of other-than-temporary impairment of our securities, taking into consideration current market conditions, the extent and nature of change in fair value, issuer rating changes and trends, volatility of earnings, current analysts' evaluations, our ability and intent to hold investments until a recovery of fair value, as well as other factors. Adverse developments with respect to one or more of the foregoing factors has required us to deem particular securities to be other-than-temporarily impaired, with the reduction in the value recognized as a charge to our earnings. Recent market volatility has made it extremely difficult to value certain of our securities. Subsequent valuations, in light of factors prevailing at that time, may result in significant changes in the values of these securities in future periods. Any of these factors could require us to recognize further impairments in the value of our securities portfolio, which may have an adverse effect on our results of operations in future periods.

We operate in a highly regulated environment and may be adversely impacted by changes in law and regulations.

We are subject to extensive regulation, supervision and examination. Any change in the laws or regulations and failure by us to comply with applicable law and regulation, or a change in regulators' supervisory policies or examination procedures, whether by the Massachusetts Commissioner of Banks, the Federal Deposit Insurance Corporation, the Federal Reserve Board, other state or federal regulators, the

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United States Congress, or the Massachusetts legislature could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

We have strong competition within our market area which may limit our growth and profitability.

We face significant competition both in attracting deposits and in the origination of loans. Commercial banks, credit unions, savings banks, savings and loan associations operating in our primary market area have historically provided most of our competition for deposits. Competition for the origination of real estate and other loans come from other commercial banks, thrift institutions, insurance companies, finance companies, other institutional lenders and mortgage companies.

Our success is dependent on hiring and retaining certain key personnel.

Our performance is largely dependent on the talents and efforts of highly skilled individuals. We rely on key personnel to manage and operate our business, including major revenue generating functions such as loan and deposit generation. The loss of key staff may adversely affect our ability to maintain and manage these functions effectively, which could negatively affect our revenues. In addition, loss of key personnel could result in increased recruiting and hiring expenses, which could cause a decrease in our net income. Our continued ability to compete effectively depends on our ability to attract new employees and to retain and motivate our existing employees.

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FORWARD-LOOKING STATEMENTS

This document contains or incorporates by reference a number of forward-looking statements regarding the financial condition, results of operations, earnings outlook, and business prospects of Independent, Benjamin Franklin and the potential combined company and may include statements for the period following the completion of the merger. You can find many of these statements by looking for words such as expects, projects, anticipates, believes, intends, estimates, strategy, plan, potential, possible and other similar expressions.

The forward-looking statements involve certain assumptions, risks and uncertainties. In particular, the ability of either Independent or Benjamin Franklin to predict results or actual effects of its plans and strategies, or those of the combined company, is inherently uncertain. Accordingly, actual results may differ materially from those expressed in, or implied by, the forward-looking statements. You therefore are cautioned not to place undue reliance on these statements, which speak only as of the date of this document or the date of any document incorporated by reference in this document. Some of the factors that may cause actual results or earnings to differ materially from those contemplated by the forward-looking statements include, but are not limited to, those discussed elsewhere in this joint proxy statement/prospectus under Risk Factors and those discussed in the filings of each of Independent and Benjamin Franklin that are incorporated herein by reference, as well as the following:

those risks and uncertainties Independent and Benjamin Franklin discuss or identify in their public filings with the SEC;

the risk that the businesses of Independent and Benjamin Franklin will not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected;

revenues following the merger may be lower than expected;

competitive pressure among financial services companies may increase significantly;

general economic or business conditions, either nationally, regionally, or in the markets in which Independent and Benjamin Franklin do business, may be less favorable than expected;

changes in the interest rate environment may reduce interest margins and impact funding sources;

changes in both companies' businesses during the period between now and the completion of the merger may have adverse impacts on the combined company;

changes in market rates and prices may adversely impact the value of financial products and assets;

deterioration in the credit markets may adversely impact either company or its business;

legislation or regulatory environments, requirements, or changes, including changes in accounting methods, may adversely affect businesses in which either company is engaged;

litigation liabilities, including costs, expenses, settlements and judgments, may adversely affect either company or its businesses;

deposit attrition, operating costs, customer loss and business disruption following the merger, including difficulties in maintaining relationships with employees, may be greater than expected; and

the ability to obtain timely governmental approvals of the merger without the imposition of any conditions that would adversely affect the potential combined company.

These forward-looking statements are subject to assumptions, risks and uncertainties, and actual results may differ materially from those expressed or implied by these forward-looking statements.

All subsequent written and oral forward-looking statements concerning the merger or other matters addressed in this document and attributable to Independent or Benjamin Franklin or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable law or regulation, Independent and Benjamin Franklin undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events.

Table of Contents**SUMMARY HISTORICAL AND UNAUDITED PRO FORMA FINANCIAL INFORMATION****Comparative Per Share Market Price Information**

Independent common stock trades on the NASDAQ Global Select Market under the symbol **INDB** and Benjamin Franklin common stock trades on the NASDAQ Global Market under the symbol **BFBC**. The following presents the closing sale prices of Independent common stock and Benjamin Franklin common stock on November 7, 2008, the last trading day before we announced the merger agreement, and [, 2009], the last practicable trading day prior to mailing this document. The table also represents the equivalent value of the merger consideration per share of Benjamin Franklin common stock on those dates, calculated by multiplying the closing price of Independent common stock on those dates by 0.59, which represents the fraction of a share of Independent common stock that Benjamin Franklin's shareholders would receive in the merger for each share of Benjamin Franklin common stock, assuming no proration.

Date	Independent Closing Price	Benjamin Franklin Closing Price	Equivalent per Share Value
November 7, 2008	\$ 26.73	\$ 13.05	\$ 15.77
[, 2009]	\$	\$	\$

The above table shows only historical comparisons. These comparisons may not provide meaningful information to Independent shareholders in determining whether to approve the issuance of shares of Independent common stock in connection with the merger or to Benjamin Franklin shareholders in determining whether to adopt the merger agreement. Independent and Benjamin Franklin shareholders are urged to obtain current market quotations for Independent and Benjamin Franklin common stock and to review carefully the other information contained in this joint proxy statement/prospectus or incorporated by reference into this joint proxy statement/prospectus in considering whether to approve the issuance of shares of Independent common stock in the merger in the case of Independent's shareholders, and whether to adopt the merger agreement in the case of Benjamin Franklin's shareholders. See the section entitled **Where You Can Find More Information** beginning on page 104 of this joint proxy statement/prospectus.

Comparative Stock Prices and Dividends

The following table sets forth, for the periods indicated, the high and low sale prices per share of Independent common stock as reported by the NASDAQ Global Select Market and the high and low sale prices per share of Benjamin Franklin common stock as reported by the NASDAQ Global Market. The table also provides information as to dividends paid per share of Independent common stock and Benjamin Franklin common stock.

Independent Sale Prices		Dividend	Benjamin Franklin Sale Prices		Dividend per Share
High	Low	per Share	High	Low	Share

2007

First Quarter	\$ 36.35	\$ 30.02	\$ 0.17	\$ 16.94	\$ 14.19	\$ 0.04
Second Quarter	33.20	28.46	0.17	15.68	13.50	0.06
Third Quarter	32.21	26.11	0.17	14.34	12.01	0.06
Fourth Quarter	31.46	26.03	0.17	14.98	11.50	0.06

2008

First Quarter	\$ 31.91	\$ 24.00	\$ 0.18	\$ 14.62	\$ 12.77	\$ 0.06
Second Quarter	31.77	23.83	0.18	14.59	12.50	0.08
Third Quarter	39.17	20.12	0.18	12.92	11.15	0.08
Fourth Quarter	[]	[]	[]	[]	[]	0.08

2009

First Quarter (through [, 2009)	[]	[]	[]	[]	[]	[]
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Independent expects that after completion of the merger, its ability to increase dividends on its common stock may be restricted if it participates in the TARP Capital Repurchase Program. The current annualized rate of distribution on a share of Independent common stock is \$0.72 per share. After completion of this offering,

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subject to restrictions under the TARP Capital Purchase Program and subject to approval and declaration by the Independent board of directors, Independent expects to continue to declare quarterly cash dividends on shares of its common stock consistent with past practices.

Benjamin Franklin expects to continue to declare quarterly cash dividends on Benjamin Franklin common stock until the merger is completed, subject to terms and conditions of the merger agreement. Holders of Benjamin Franklin common stock will stop receiving cash dividends with respect to shares of Benjamin Franklin common stock upon completion of the merger, when the separate corporate existence of Benjamin Franklin will cease.

Historical and Pro Forma Per Share Data

We have summarized below historical earnings, dividend and book value per share information for Independent and Benjamin Franklin and additional similar information as if the companies had been combined for the periods shown, which we refer to as pro forma information. The pro forma combined and pro forma equivalent per share information gives effect to the merger as if the transaction had been effective at the year end dates presented, in the case of book value data, and as if the transaction had been effective at the beginning of each period presented, in the case of the earnings and dividend data.

The pro forma combined and pro forma equivalent per share information below is based on the historical consolidated financial statements of Independent and Benjamin Franklin under the assumptions and adjustments set forth in the accompanying notes on pages 23-28. Pro forma information is based upon Independent's closing price of \$31.17 and \$27.22 on September 30, 2008 and December 31, 2007, respectively. Pro forma equivalent per share amounts for Benjamin Franklin are based on multiplying the pro forma combined amounts by the 0.59 exchange ratio.

We expect that both Independent and Benjamin Franklin will incur merger and integration costs as a result of the merger. We also anticipate that the merger will provide the combined company with financial benefits that may include reduced operating expenses. The information set forth below, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, may not reflect all of these anticipated financial expenses and does not reflect any of these anticipated financial benefits and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combined company would have been had our companies been combined during the periods presented.

The information in the following table is based on, and you should read it together with, the historical financial information and the notes thereto for Independent and Benjamin Franklin contained in this joint proxy statement/prospectus.

	As of or for the Year Ended December 31, 2007	As of or for the Nine Months Ended September 30, 2008
Book value per share:		
Independent historical	\$ 16.04	\$ 18.72
Benjamin Franklin historical	13.67	13.81
Pro forma combined	18.65	21.48
Benjamin Franklin pro forma equivalent	11.12	12.67
Tangible book value per share:		

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Independent historical	\$	11.64	\$	10.95
Benjamin Franklin historical		9.06		9.17
Pro forma combined		11.48		10.90
Benjamin Franklin pro forma equivalent		6.77		6.43
Cash dividends declared per share:				
Independent historical	\$	0.68	\$	0.54
Benjamin Franklin historical		0.22		0.22
Pro forma combined		0.68		0.54
Benjamin Franklin pro forma equivalent		0.40		0.32

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	As of or for the Year Ended December 31, 2007		As of or for the Nine Months Ended September 30, 2008	
Basic net income per share:				
Independent historical	\$	2.02	\$	1.35
Benjamin Franklin historical		0.48		0.48
Pro forma combined		1.48		1.01
Benjamin Franklin pro forma equivalent		0.87		0.60
Diluted net income per share:				
Independent historical	\$	2.00	\$	1.34
Benjamin Franklin historical		0.47		0.48
Pro forma combined		1.47		1.01
Benjamin Franklin pro forma equivalent		0.87		0.60

Independent Selected Historical Financial and Operating Data

The following table provides summary historical consolidated financial data for Independent as of the end of and for each of the fiscal years in the five-year period ended December 31, 2007 and as of the end of and for the nine months ended September 30, 2008 and September 30, 2007. The historical consolidated financial data as of the end of and for each of the fiscal years in the five-year period ended December 31, 2007 have been derived in part from Independent's audited financial statements and related notes incorporated by reference into this document. The historical consolidated financial data as of the end of and for the nine months ended September 30, 2008 and September 30, 2007 have been derived from Independent's unaudited financial statements and related notes incorporated by reference into this document. The following information is only a summary and you should read it in conjunction with Independent's financial statements and related notes incorporated by reference into this document.

	At September 30, 2008	2007	2006	At December 31,		2004	2003
				2005			
				(Dollars in thousands, except per share data)			
FINANCIAL CONDITION DATA:							
Securities available for sale	\$ 524,482	\$ 460,518	\$ 417,088	\$ 581,516	\$ 680,286	\$ 527,507	
Securities held to maturity	33,354	45,265	76,747	104,268	107,967	121,894	
Loans	2,585,558	2,042,952	2,024,909	2,040,808	1,916,358	1,581,135	
Allowance for loan losses	33,287	26,831	26,815	26,639	25,197	23,163	
Total assets	3,477,235	2,768,413	2,828,919	3,041,685	2,943,926	2,436,755	
Total deposits	2,538,031	2,026,610	2,090,344	2,205,494	2,060,235	1,783,338	
Total borrowings(1)	597,169	504,344	493,649	587,810	655,161	415,369	47,857

Corporation-obligated
mandatorily
redeemable

Trust Preferred

Securities(1)

Stockholders equity	304,740	220,465	229,783	228,152	210,743	171,847
Non-performing loans	16,644	7,644	6,979	3,339	2,702	3,514
Non-performing assets	17,883	8,325	7,169	3,339	2,702	3,514

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	At or for the Nine Months		For the Year Ended December 31,					
	Ended September 30, 2008	2007	2007	2006	2005	2004	2003	
	(Dollars in thousands, except per share data)							
OPERATING DATA:								
Interest income	\$ 130,904	\$ 119,578	\$ 159,738	\$ 167,693	\$ 155,661	\$ 134,613	\$ 128,306	
Interest expense(1)	43,939	47,886	63,555	65,038	49,818	36,797	32,533	
Net interest income	86,965	71,692	96,183	102,655	105,843	97,816	95,773	
Provision for loan losses	5,312	1,775	3,130	2,335	4,175	3,018	3,420	
Non-interest income	24,432	23,552	32,051	26,644	27,273	28,355	27,794	
Non-interest expenses	77,552	65,925	87,932	79,354	80,615	77,691	73,827	
Minority interest expense(1)						1,072	4,353	
Net income	20,943	20,651	28,381	32,851	33,205	30,767	26,431	
PER SHARE DATA:								
Net income Basic	\$ 1.35	\$ 1.46	\$ 2.02	\$ 2.20	\$ 2.16	\$ 2.06	\$ 1.82	
Net income Diluted	1.34	1.45	2.00	2.17	2.14	2.03	1.79	
Cash dividends declared	0.54	0.51	0.68	0.64	0.60	0.56	0.52	
Book value(2)	18.72	15.61	16.04	15.65	14.81	13.75	11.75	
Tangible book value per share(3)	10.95	11.35	11.64	11.80	11.12	10.01	9.27	
OPERATING RATIOS:								
Return on average assets	0.87%	1.02%	1.05%	1.12%	1.11%	1.13%	1.11%	
Return on average equity	9.74%	12.55%	12.93%	14.60%	15.10%	16.27%	15.89%	
Net interest margin (on a fully tax equivalent basis)	4.00%	3.89%	3.90%	3.85%	3.88%	3.95%	4.40%	
Equity to assets	8.76%	8.01%	7.96%	8.12%	7.50%	7.16%	7.05%	
Dividend payout ratio	40.92%	32.49%	33.41%	29.10%	27.79%	27.23%	28.64%	
ASSET QUALITY RATIOS:								
Non-performing loans as a percent of gross loans	0.64%	0.32%	0.37%	0.34%	0.16%	0.14%	0.22%	
Non-performing assets as a percent of total assets	0.51%	0.25%	0.30%	0.25%	0.11%	0.09%	0.14%	
Allowance for loan losses as a percent of total loans	1.29%	1.32%	1.31%	1.32%	1.31%	1.31%	1.46%	
Allowance for loan losses as a percent of non-performing loans	199.99%	412.41%	351.01%	384.22%	797.81%	932.53%	659.16%	
CAPITAL RATIOS:								
Tier 1 leverage capital ratio	7.69%	7.98%	8.02%	8.05%	7.71%	7.06%	7.60%	
Tier 1 risk-based capital ratio	9.66%	10.35%	10.20%	11.05%	10.74%	10.19%	11.00%	
Total risk-based capital ratio	12.06%	11.60%	11.45%	12.30%	11.99%	11.44%	12.25%	

- (1) Financial Accounting Standards Board (FASB) Interpretation (FIN) No. 46 Revised. Consolidation of Variable Entities an Interpretation of Accounting Research Bulletin FIN. 51 (FIN 46R) required Independent to deconsolidate its two subsidiary trusts (Independent Capital Trust III and Independent Capital Trust IV) on March 31, 2004. The result of deconsolidating these subsidiary trusts is that trust preferred securities of the trusts, which were classified between liabilities and equity on the balance sheet (mezzanine section), no longer appear on the consolidated balance sheets of Independent. The related minority interest expense also is no longer included in the consolidated statement of income. Due to FIN 46R, the junior subordinated debentures of the parent company that were previously eliminated in consolidation are now included in the consolidated balance sheets within total borrowings. The interest expense on the junior

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subordinated debentures is included in the calculation of net interest margin of the consolidated company, negatively impacting the net interest margin by approximately 0.13% for the twelve months ending December 31, 2004 on an annualized basis and 0.16% for the fiscal years to follow. There is no impact on net income as the amount of interest previously recognized as minority interest is equal to the amount of interest expense.

- (2) Calculated by dividing total stockholders' equity by the net outstanding shares as of the end of each period.
- (3) Calculated by dividing stockholders' equity less goodwill and core deposit intangible by the net outstanding shares as of the end of each period.

Benjamin Franklin Selected Historical Consolidated Financial Data

The following table provides summary historical consolidated financial data for Benjamin Franklin as of the end of and for each of the fiscal years in the five-year period ended December 31, 2007 and as of the end of and for the nine months ended September 30, 2008 and September 30, 2007. The historical consolidated financial data as of the end of and for each of the fiscal years in the five-year period ended December 31, 2007 have been derived in part from Benjamin Franklin's audited financial statements and related notes incorporated by reference into this document. The historical consolidated financial data as of the end of and for the nine months ended September 30, 2008 and September 30, 2007 have been derived from Benjamin Franklin's unaudited financial statements and related notes incorporated by reference into this document. The following information is only a summary and you should read it in conjunction with Benjamin Franklin's financial statements and related notes incorporated by reference into this document.

	At September 30, 2008	2007	2006	At December 31,		2003
				2005(1)	2004	
(Dollars in thousands, except per share data)						
FINANCIAL CONDITION DATA:						
Securities available for sale(2)	\$ 194,362	\$ 168,352	\$ 137,933	\$ 132,391	\$ 93,045	\$ 109,868
Securities held to maturity			31	109	217	386
Loans(3)	678,908	612,735	645,550	610,802	386,545	291,385
Allowance for loan losses	6,853	5,789	5,337	5,212	2,874	2,395
Total assets	980,737	903,278	914,122	867,515	517,691	458,972
Total deposits	660,745	617,368	633,179	611,673	396,499	380,257
Total borrowings	197,109	165,284	158,969	140,339	85,250	45,000
Stockholders' equity	106,514	107,444	109,405	108,112	31,328	29,301
Non-performing loans	8,808	1,598	1,548	467	337	463
Non-performing assets	8,808	1,598	1,548	467	337	463

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	At or for the Nine Months			For the Year Ended December 31,			
	Ended September 30, 2008	2007	2007	2006	2005(1)	2004	2003
(Dollars in thousands, except per share data)							
OPERATING DATA:							
Interest income	\$ 36,762	\$ 35,972	\$ 48,173	\$ 44,259	\$ 35,135	\$ 20,795	\$ 19,532
Interest expense	17,036	18,328	24,488	20,863	13,117	7,032	6,752
Net interest income	19,726	17,644	23,685	23,396	22,018	13,763	12,780
Provision for loan losses	1,128	469	634	201	525	451	497
Non-interest income	4,268	5,845	7,810	3,524	3,487	2,124	3,076
Non-interest expenses	17,691	19,461	25,687	22,337	23,437	12,855	12,852
Net income	3,505	2,492	3,642	4,740	431	1,689	1,688
PER SHARE DATA:							
Net income Basic	\$ 0.48	\$ 0.32	\$ 0.48	\$ 0.60	\$ n/a	\$ n/a	\$ n/a
Net income Diluted	0.48	0.32	0.47	0.60	n/a	n/a	n/a
Cash dividends declared	0.22	0.16	0.22	0.13	0.06	n/a	n/a
Book value(4)	13.81	13.43	13.67	13.26	12.74	n/a	n/a
Tangible book value per share(5)	9.17	8.86	9.06	8.80	8.27	n/a	n/a
OPERATING RATIOS:							
Return on average assets	0.49%	0.37%	0.40%	0.53%	0.06%	0.34%	0.36%
Return on average equity	4.37%	3.06%	3.36%	4.35%	0.49%	5.59%	5.65%
Net interest margin (on a fully tax equivalent basis)	3.06%	2.99%	3.00%	3.01%	3.21%	3.00%	2.98%
Equity to assets	10.86%	11.80%	11.89%	11.97%	12.46%	6.05%	6.38%
Dividend payout ratio	50.33%	54.29%	46.81%	21.67%	n/a	n/a	n/a
ASSET QUALITY RATIOS:							
Non-performing loans as a percent of gross loans	1.30%	0.54%	0.26%	0.24%	0.08%	0.09%	0.16%
Non-performing assets as a percent of total assets	0.90%	0.38%	0.18%	0.17%	0.05%	0.07%	0.10%
Allowance for loan losses as a percent of total loans	1.01%	0.94%	0.94%	0.92%	0.85%	0.74%	0.82%
Allowance for loan losses as a percent of non-performing loans	77.80%	172.87%	362.27%	344.77%	1115.85%	852.82%	517.28%
CAPITAL RATIOS:							
Tier 1 leverage capital ratio	7.76%	9.38%	8.32%	9.62%	9.82%	7.35%	7.77%
Tier 1 risk-based capital ratio	10.71%	12.96%	11.38%	13.49%	14.30%	11.51%	13.24%
Total risk-based capital ratio	11.74%	13.88%	12.32%	14.42%	15.29%	12.48%	14.17%

- (1) Benjamin Franklin's mutual-to-stock conversion was completed on April 4, 2005. Because shares were not issued and outstanding for the entire period, earnings per share have not been reported for the year ended December 31, 2005. Earnings per share (both basic and diluted) were \$.16 in each of the third and fourth quarters of 2005. Cash dividends paid per share were \$.03 in each of the third and fourth quarters of 2005.
- (2) Includes restricted equity securities.
- (3) Includes loans held for sale of \$63,730 at December 31, 2006.
- (4) Calculated by dividing total stockholders' equity by the net outstanding shares as of the end of each period.
- (5) Calculated by dividing stockholders' equity less goodwill and core deposit intangible by the net outstanding shares as of the end of each period.

Table of Contents**UNAUDITED PRO FORMA FINANCIAL DATA**

The following unaudited pro forma condensed combined consolidated balance sheet as of September 30, 2008 and unaudited pro forma condensed combined consolidated statements of income for the nine months ended September 30, 2008 and the year ended December 31, 2007 combine the historical financial statements of Independent and Benjamin Franklin. The unaudited pro forma financial statements give effect to the proposed merger of Benjamin Franklin with and into Independent as if the merger occurred on September 30, 2008 with respect to the balance sheet, and on January 1, 2008 and January 1, 2007 with respect to the statements of income for the nine months ended September 30, 2008 and the year ended December 31, 2007, respectively. The pro forma calculations, shown below, assume a closing price of \$31.17, which represents the closing price of Independent's common stock on September 30, 2008. The unaudited pro forma financial statements give effect to the proposed merger under the acquisition method of accounting.

The unaudited pro forma information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected cost savings or opportunities to earn additional revenue and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combined company would have been had our companies been combined during this period.

In December 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Standards (SFAS) No. 141 Revised (SFAS 141R), which replaced SFAS 141, Business Combinations, for periods beginning on or after December 15, 2008, (January 1, 2009 for Independent) but retains the fundamental requirements in SFAS 141, that the acquisition method of accounting (which SFAS 141 called the purchase method) be used for all business combinations and for an acquirer to be identified for each business combination.

SFAS 141R revises the definition of the acquisition date as the date the acquirer obtains control of the acquiree. This is typically the closing date, and is used to measure the fair value of the consideration paid. When the acquirer issues equity instruments as full or partial payment for the acquiree, the fair value of the acquirer's equity instruments will be measured at the acquisition date, rather than an earlier measurement date as currently required under SFAS 141. Under SFAS 141R all loans are transferred at fair value, including adjustments for credit and no allowance is carried over. Transaction costs are excluded from the acquisition accounting. They are instead accounted for under other generally accepted accounting principles, which may mean the costs are expensed as incurred (e.g., due diligence costs), or, to the extent applicable, treated as a cost of issuing equity securities. Statement 141R nullifies EITF No. 95-3, Recognition of Liabilities in Connection with a Purchase Business Combination and requires costs associated with restructuring or exit activities that do not meet the recognition criteria in SFAS 146, Accounting for Costs Associated with Exit or Disposal Activities as of the acquisition date to be subsequently recognized as post-combination costs when those criteria are met.

SFAS 141R also retains the guidance in SFAS 141 for identifying and recognizing intangible assets separately from goodwill. However, SFAS 141R's scope is broader than that of SFAS 141, which was applied to only business combinations in which control was obtained by transferring consideration. As the transaction is expected to close after January 1, 2009, the application of SFAS 141R was considered in arriving at the unaudited pro forma results in the tables provided below.

The acquisition method of accounting requires that all of Benjamin Franklin assets and liabilities be adjusted to their fair market values as of the date of acquisition. For purposes of the unaudited pro forma financial statements, fair market value of September 30, 2008 assets and liabilities has been estimated by management of Independent using

market information available on September 30, 2008. Accordingly, these adjustments are only approximations. This information may not necessarily be indicative of the financial position or results of operations that would have occurred if the merger had been consummated on the date or at the beginning of the period indicated or which may be obtained in the future. Upon consummation of the merger, Independent will make adjustments as of the date of consummation based on appraisals and estimates.

Table of Contents**Independent and Benjamin Franklin****Unaudited Pro Forma Condensed Combined Consolidated Balance Sheet
As of September 30, 2008**

	Independent	Benjamin Franklin	Adjustments	Unaudited Pro Forma
	(Dollars in thousands, except per share data)			
Cash and Short Term Investments	\$ 92,852	\$ 51,052	\$ 5,173(1)	\$ 149,077
Securities	560,884	194,362		755,246
Loans, net	2,552,271	672,055	36(2)	3,224,362
Bank Premises and Equipment	35,246	5,049	413(3)	40,708
Goodwill	116,622	33,763	49,058(4)	199,443
Identifiable Intangible Assets	9,790	2,057	9,746(5)	21,593
Other Assets	109,570	22,399	(4,570)(6)	127,399
Total Assets	\$ 3,477,235	\$ 980,737	\$ 59,856	\$ 4,517,828
Deposits	2,538,031	660,745	(664)(7)	3,198,112
Borrowings	597,169	197,109	22,817(8)	817,095
Other Liabilities	37,295	16,369		53,664
Stockholders Equity	304,740	106,514	37,703(9)	448,957
Total Liabilities and Stockholders Equity	\$ 3,477,235	\$ 980,737	\$ 59,856	\$ 4,517,828
Common shares	16,278,392	7,842,015(10)	(3,215,226)	20,905,181

(1) Includes cash received from termination of Benjamin Franklin employee stock ownership plan.

(2) Calculated to reflect fair value adjustments on loans of (\$6,817), net of eliminated Benjamin Franklin allowance for loan losses of \$6,853.

(3) Calculated to reflect the step-up in bank premises values to fair value.

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- (4) Calculated to reflect the amount of goodwill estimated to be recorded in the acquisition of Benjamin Franklin, less amounts allocated to the fair value of tangible assets acquired. The purchase price, purchase price allocation, and financing of the transaction are as follows:

Purchase Price for Benjamin Franklin paid as:

Conversion of 100% of Benjamin Franklin's outstanding shares of common stock into 0.59 shares of Independent stock (based upon the average closing Independent stock value of \$31.17 based upon the closing stock price at September 30, 2008) plus the value of the portion of options of Benjamin Franklin to be converted to Independent options	\$ 145,895
Cashing out a portion of the options as specified in the merger agreement	688
	146,583
Allocated to:	
Historical net book value of Benjamin Franklin assets and liabilities	(106,514)
Adjustment to Benjamin Franklin equity resulting from transaction related expenses paid by Benjamin Franklin	19,550
Adjustments to step-up assets and liabilities to fair value:	
Loans, net	(36)
Bank premises and equipment	(413)
Capital benefit from cash out of ESOP plan, net of tax adjustment of \$879	(4,294)
Other assets	3,691
Deposits & borrowings	1,644
Core deposit intangible	(11,153)
Excess purchase price over allocation to identifiable assets and liabilities (goodwill)	\$ 49,058

- (5) Calculated to reflect the recognition of the estimated fair value of core deposit intangibles (CDI) of \$11,153, expected to be acquired in the Benjamin Franklin acquisition, less the elimination of Benjamin Franklin's prior identifiable intangible balance of \$2,057. The estimated CDI represents the estimated future economic benefit resulting for the acquired customer balances and relationships. This value was derived from similar transactions. The final value will be determined based upon an independent appraisal at the date of acquisition. This amount also includes the non-compete agreements totaling \$650.
- (6) Calculated to reflect estimated deferred tax liabilities of \$4,600 arising from the core deposit intangible less estimated net deferred income tax assets of \$971 arising from the purchase and fair value adjustments of assets and liabilities, which includes a 1.00% adjustment, reflective of Independent's higher statutory federal tax rate of 35%, and taxes payable of \$879 from the elimination of Benjamin Franklin's ESOP plan.
- (7) Calculated to reflect fair value adjustments on deposits at current market rates.
- (8) Calculated to reflect the fair value adjustment of borrowings at current market rates (\$2,308) and to adjust for additional borrowings needed to fund the transaction (\$20,509).
- (9) Calculated to reflect the elimination of Benjamin Franklin stockholders' equity as a part of the purchase accounting adjustments and represents the conversion of 100% of Benjamin Franklin shares into Independent shares at an exchange ratio of 0.59 of Independent shares (assuming a stock price of \$31.17).

- (10) Amount represents common shares issued, which includes 131,383 restricted stock awards that would vest immediately upon acquisition.

Table of Contents**Independent and Benjamin Franklin****Unaudited Pro Forma Income Statement
Year Ended December 31, 2007**

	Independent	Benjamin Franklin	Adjustments	Unaudited Pro Forma
	(Dollars in thousands, except per share data)			
INTEREST INCOME				
Interest on Loans	\$ 135,391	\$ 39,182	\$ (85)(1)	\$ 174,488
Interest and Dividends on Securities	22,879	8,139		31,018
Interest on Fed Funds Sold and Short Term Investments	1,468	852		2,320
Total Interest Income	159,738	48,173	(85)	207,826
INTEREST EXPENSE				
Interest on Deposits	43,639	16,985	332(2)	60,956
Interest on Borrowed Funds	19,916	7,503	(546)(3)	26,873
Total Interest Expense	63,555	24,488	(214)	87,829
Net Interest Income	96,183	23,685	129	119,997
Less Provision for Loan Losses	3,130	634		3,764
Net Interest Income after Provision for Loan Losses	93,053	23,051	129	116,233
NON-INTEREST INCOME				
Service Charges on Deposit Accounts	14,414	1,487		15,901
Wealth Management	8,110			8,110
Mortgage Banking Income	3,166	680		3,846
BOLI Income	2,004	402		2,406
ATM Servicing Fees		2,534		2,534
Other Non-Interest Income	4,357	2,707		7,064
Total Non-Interest Income	32,051	7,810		39,861
NON-INTEREST EXPENSE				
Salaries and Employee Benefits	52,520	14,687		67,207
Occupancy and Equipment Expenses	9,932	3,456	10(4)	13,398
Data Processing and Facilities Management	4,584	2,411		6,995
Other Non-Interest Expense	20,896	5,133	6,893(5)	32,922
Total Non-Interest Expense	87,932	25,687	6,903	120,522

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INCOME BEFORE INCOME TAXES	37,172	5,174	(6,774)	35,572
PROVISION FOR INCOME TAXES	8,791	1,532	(2,413)(6)	7,910
NET INCOME	\$ 28,381	\$ 3,642	\$ (4,361)	\$ 27,662
BASIC EARNINGS PER SHARE	\$ 2.02	\$ 0.48		\$ 1.48
DILUTED EARNINGS PER SHARE	\$ 2.00	\$ 0.47		\$ 1.47
BASIC AVERAGE SHARES(7)	14,033,257	7,644,470	(3,017,681)	18,660,046
DILUTED AVERAGE SHARES(8)	14,160,598	7,686,543	(3,026,872)	18,820,269

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- (1) Amount represents accretion of loan discount of approximately \$426, over estimated life of 5 years. The \$426 is the portion of the fair value adjustment on loans which is due to changes in the interest rate environment and not the portion that reflects the credit quality fair value adjustment on the loans.
- (2) Amount represents amortization of deposit fair value adjustment over 2 years, which is based on the estimated weighted average life of deposits.
- (3) Amount represents amortization of fair value adjustment on borrowings (\$577), net of interest expense of \$31 associated with incremental borrowings used to finance the transaction.
- (4) Amount represents amortization of fair value adjustment on fixed assets over estimated life of 39.5 years.
- (5) Amount represents CDI Amortization of \$1,673 over an estimated life of 10 years using an accelerated method based on anticipated life of deposits, amortization of non-compete agreements over one year for top executive officers of \$650, additional acquisition expenses of \$1,640 (\$1,000 of which is not tax deductible), \$1,988 for elimination of vendor contracts, and severance payments of \$942. The final severance estimate may change at the date of acquisition.
- (6) Amount represents a change in taxes from adjustments at an assumed tax rate of 41.8%.
- (7) Represents the number of shares issued from the transaction (4,626,789) less shares outstanding at the end of the period.
- (8) Represents the number of shares issued from the transaction (4,626,789) plus dilutive shares (32,882) from the transaction, less shares outstanding at the end of the period.

Table of Contents**Independent and Benjamin Franklin****Unaudited Pro Forma Income Statement
Nine Months Ended September 30, 2008**

	Independent	Benjamin Franklin	Adjustments	Unaudited Pro Forma
	(Dollars in thousands, except per share data)			
INTEREST INCOME				
Interest on Loans	\$ 113,025	\$ 30,152	\$ (64)(1)	\$ 143,113
Interest and Dividends on Securities	17,783	6,213		23,996
Interest on Fed Funds Sold and Short Term Investments	96	397		493
Total Interest Income	130,904	36,762	(64)	167,602
INTEREST EXPENSE				
Interest on Deposits	28,933	10,462	249(2)	39,644
Interest on Borrowed Funds	15,006	6,574	(410)(3)	21,170
Total Interest Expense	43,939	17,036	(161)	60,814
Net Interest Income	86,965	19,726	97	106,788
Less Provision for Loan Losses	5,312	1,128		6,440
Net Interest Income after Provision for Loan Losses	81,653	18,598	97	100,348
NON-INTEREST INCOME				
Service Charges on Deposit Accounts	11,681	1,305		12,986
Wealth Management	8,554			8,554
Mortgage Banking Income	2,574	216		2,790
BOLI Income	1,816	295		2,111
ATM Servicing Fees		937		937
Net Loss on Sale of Securities	(609)			(609)
Other-Than-Temporary-Impairment on Certain Pooled Trust Preferred Securities Rated (BBB)	(2,570)			(2,570)
Other Non-Interest Income	2,986	1,515		4,501
Total Non-Interest Income	24,432	4,268		28,700
NON-INTEREST EXPENSE				
Salaries and Employee Benefits	43,806	9,963		53,769
Occupancy and Equipment Expenses	9,338	2,657	8(4)	12,003
Data Processing and Facilities Management	4,170	1,728		5,898

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Other Non-Interest Expense	20,238	3,343	6,313(5)	29,894
Total Non-Interest Expense	77,552	17,691	6,321	101,564
INCOME BEFORE INCOME TAXES	28,533	5,175	(6,224)	27,484
PROVISION FOR INCOME TAXES	7,590	1,670	(2,184)(6)	7,076
NET INCOME	\$ 20,943	\$ 3,505	\$ (4,040)	\$ 20,408
BASIC EARNINGS PER SHARE	\$ 1.35	\$ 0.48		\$ 1.01
DILUTED EARNINGS PER SHARE	\$ 1.34	\$ 0.48		\$ 1.01
BASIC AVERAGE SHARES(7)	15,518,540	7,300,101	(2,673,221)	20,145,420
DILUTED AVERAGE SHARES(8)	15,591,167	7,369,376	(2,687,208)	20,273,335

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- (1) Amount represents accretion of loan discount of approximately \$320, over estimated life of 5 years. The \$320 is the portion of the fair value adjustment on loans which is due to changes in the interest rate environment and not the portion that reflects the credit quality fair value adjustment on the loans.
- (2) Amount represents amortization of deposit fair value adjustment over 2 years, which is based on the estimated weighted average life of deposits.
- (3) Amount represents amortization of fair value adjustment on borrowings (\$433), net of interest expense of \$23 associated with incremental borrowings used to finance the transaction.
- (4) Amount represents amortization of fair value adjustment on fixed assets over estimated life of 39.5 years.
- (5) Amount represents CDI Amortization of \$1,255 over an estimated life of 10 years, plus non-compete agreements for executive officers of \$488, plus additional acquisition expenses of \$1,640 (\$1,000 of which is not tax deductible), \$1,988 for elimination of vendor contracts, and severance payments of \$942. The final severance estimate may change at the date of acquisition.
- (6) Amount represents a change in taxes from adjustments at an assumed tax rate of 41.8%.
- (7) Represents the number of shares issued from the transaction (4,626,789) less shares outstanding at the end of the period.
- (8) Represents the number of shares issued from the transaction (4,626,789) plus dilutive shares (55,379) from the transaction, less shares outstanding at the end of the period.

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THE SPECIAL MEETING OF BENJAMIN FRANKLIN SHAREHOLDERS

Date, Time and Place of the Special Meeting

The special meeting of shareholders of Benjamin Franklin will be held at [], located at [] on [, 2009] at [:] a.m., Eastern Standard Time.

Purpose of the Special Meeting

At the special meeting, holders of Benjamin Franklin common stock will be asked to:

1. adopt the merger agreement and thereby approve the transactions contemplated by the merger agreement, including the merger (the Benjamin Franklin merger agreement proposal);
2. approve one or more adjournments of the special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the Benjamin Franklin merger agreement proposal (the Benjamin Franklin adjournment proposal); and
3. transact any other business which may properly come before the special meeting or any adjournment or postponement thereof.

Recommendation of Benjamin Franklin's Board of Directors

The Benjamin Franklin board of directors has determined that the merger agreement is advisable and in the best interests of Benjamin Franklin and its shareholders and unanimously recommends that shareholders vote FOR approval of the Benjamin Franklin merger agreement proposal and FOR the Benjamin Franklin adjournment proposal.

Record Date; Shares Entitled to Vote

Only holders of record of Benjamin Franklin common stock at the close of business on the record date of [, 2009], are entitled to notice of and to vote at the Benjamin Franklin special meeting. As of the record date, there were [] shares of Benjamin Franklin common stock outstanding, held of record by approximately [] holders of record. Each holder of Benjamin Franklin common stock is entitled to one vote for each share of Benjamin Franklin common stock he, she or it owned as of the record date.

A list of Benjamin Franklin's shareholders as of the record date will be available for review by any Benjamin Franklin shareholder entitled to vote at the Benjamin Franklin special meeting, the shareholder's agent or attorney at Benjamin Franklin's principal executive offices during regular business hours beginning two business days after notice of the Benjamin Franklin special meeting is given and continuing through the meeting.

Quorum; Vote Required

A quorum of Benjamin Franklin shareholders is necessary to hold a valid meeting. If the holders of at least a majority of the total number of outstanding shares of Benjamin Franklin common stock entitled to vote are represented in person or by proxy at the special meeting, a quorum will exist. Benjamin Franklin will include proxies marked as abstentions and broker non-votes in determining the number of shares present at the special meeting.

The affirmative vote of the holders of at least a majority of the outstanding shares of Benjamin Franklin common stock as of the record date is required to approve the Benjamin Franklin merger agreement proposal. If you do not vote, either in person or by proxy, it will have the same effect as voting against approval of the Benjamin Franklin merger agreement proposal.

A majority of the votes properly cast is required to approve the Benjamin Franklin adjournment proposal.

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Share Ownership of Management

Information pertaining to the security ownership of certain beneficial owners and directors and officers of Benjamin Franklin is incorporated by reference to Benjamin Franklin's Annual Report on Form 10-K for the year ended December 31, 2007, as filed with the Securities and Exchange Commission.

Benjamin Franklin Voting Agreements

Under voting agreements with Independent, Benjamin Franklin's directors and executive officers have agreed to vote all of their shares of Benjamin Franklin common stock in favor of the Benjamin Franklin merger agreement proposal and have granted to Independent a proxy to vote their shares in favor of the proposal if they fail to do so. As of the record date for the Benjamin Franklin special meeting, the Benjamin Franklin shareholders who are parties to the Benjamin Franklin voting agreements collectively had sole or shared voting power over [] shares, or approximately []%, of the Benjamin Franklin common stock outstanding and entitled to vote at the special meeting. For more information about the Benjamin Franklin voting agreements, see Voting Agreements.

Voting of Proxies

Benjamin Franklin's board of directors requests that you submit the proxy card accompanying this document for use at the Benjamin Franklin special meeting. Please complete, date and sign the proxy card and promptly return it in the enclosed pre-paid envelope. In addition, you may vote your shares through the Internet or by telephone by following the instructions included on the enclosed proxy card. If you vote your shares through the Internet or by telephone, please do not return the proxy card. Please see the proxy card for information regarding the deadline for voting through the Internet or by telephone.

All properly signed proxies received prior to the Benjamin Franklin special meeting and not revoked before the vote at the special meeting will be voted at the special meeting according to the instructions indicated on the proxies or, if no instructions are given, the shares will be voted FOR approval of the Benjamin Franklin merger agreement proposal and FOR the Benjamin Franklin adjournment proposal, if necessary to solicit additional proxies, and in the proxies discretion with respect to any other matters as may properly come before the Benjamin Franklin special meeting or any adjournment or postponement thereof.

We do not expect that any matters other than those set forth in the notice for the Benjamin Franklin special meeting will be brought before the meeting. If other matters are properly presented and are within the purpose of the Benjamin Franklin special meeting, however, the persons named as proxies will vote on those matters in such manner as shall be determined by a majority of Benjamin Franklin's board of directors.

If you hold your shares of Benjamin Franklin common stock in street name, meaning in the name of a bank, broker or other nominee who is the record holder, you must either direct the record holder of your shares of Benjamin Franklin common stock how to vote your shares or obtain a proxy from the record holder to vote your shares in person at the special meeting.

If you have questions or need assistance in completing or submitting your proxy card, please contact Claire S. Bean, at the following address or telephone number:

**Benjamin Franklin Bancorp, Inc.
58 Main Street**

Franklin, Massachusetts 02038
(617) 528-7000

You may also contact Georgeson Inc. at (800) 611-7560.

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How to Revoke Your Proxy

You may revoke your proxy at any time by taking any of the following actions before your proxy is voted at the Benjamin Franklin special meeting:

delivering a written notice bearing a date later than the date of your proxy card to the clerk/secretary of Benjamin Franklin, stating that you revoke your proxy;

signing and delivering to the clerk/secretary of Benjamin Franklin a new proxy card relating to the same shares and bearing a later date;

properly casting a new vote through the Internet or by telephone at any time before the closure of the Internet voting facilities and the telephone voting facilities; or

attending the Benjamin Franklin special meeting and voting in person, but you also must file a written revocation with the clerk/secretary of the special meeting prior to the voting.

You should send any notice of revocation or your completed new proxy card, as the case may be, to Benjamin Franklin at the following address:

Benjamin Franklin Bancorp, Inc.
58 Main Street
Franklin, Massachusetts 02038
Attention: Anne M. King, Secretary

If you have instructed a bank, broker or other nominee to vote your shares, you must follow the directions you receive from your bank, broker or other nominee to change your vote.

Voting in Person

If you plan to attend the Benjamin Franklin special meeting and wish to vote in person, you will be given a ballot at the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the Benjamin Franklin special meeting, you must bring additional documentation from the broker, bank or other nominee in order to vote your shares. Whether or not you plan to attend the Benjamin Franklin special meeting, Benjamin Franklin requests that you complete, sign, date and return the enclosed proxy card as soon as possible in the enclosed postage-paid envelope, or submit a proxy through the Internet or by telephone as described on the enclosed proxy card. This will not prevent you from voting in person at the Benjamin Franklin special meeting but will assure that your vote is counted if you are unable to attend.

Abstentions and Broker Non-Votes

Only shares affirmatively voted for approval of the Benjamin Franklin merger agreement proposal, including shares represented by properly executed proxies that do not contain voting instructions, will be counted as votes FOR the merger agreement and the transactions contemplated thereby.

Brokers who hold shares of Benjamin Franklin common stock in street name for a customer who is the beneficial owner of those shares may not exercise voting authority on the customer's shares with respect to the actions proposed

in this document without specific instructions from the customer. Proxies submitted by a broker that do not exercise this voting authority are referred to as broker non-votes. If your broker holds your shares of Benjamin Franklin common stock in street name, your broker will vote your shares only if you provide instructions on how to vote by filling out the voter instruction form sent to you by your broker with this document.

Accordingly, you are urged to mark and return the enclosed proxy card to indicate your vote, submit a proxy through the Internet or by telephone by following the instructions included on the enclosed proxy card, or fill out the voter instruction form, if applicable.

Abstentions and broker non-votes will be included in determining the presence of a quorum at the Benjamin Franklin special meeting, and will have the same effect as voting against approval of the Benjamin

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Franklin merger agreement proposal. Abstentions and broker non-votes will have no effect on the outcome of the Benjamin Franklin adjournment proposal.

Proxy Solicitation

Benjamin Franklin will pay the costs of soliciting proxies from Benjamin Franklin's shareholders for the Benjamin Franklin special meeting. In addition to solicitation by mail, directors, officers and employees acting on behalf of Benjamin Franklin may solicit proxies for the special meeting in person or by telephone, facsimile or other means of communication. Benjamin Franklin will not pay any additional compensation to these directors, officers or employees for these activities, but may reimburse them for reasonable out-of-pocket expenses. Benjamin Franklin will make arrangements with brokerage houses, custodians, nominees and fiduciaries for forwarding of proxy solicitation materials to beneficial owners of shares held of record by these brokerage houses, custodians, nominees and fiduciaries, and Benjamin Franklin will reimburse these brokerage houses, custodians, nominees and fiduciaries for their reasonable expenses incurred in connection with the solicitation. Benjamin Franklin has also engaged Georgeson Inc., a proxy soliciting firm, to assist in the solicitation of proxies for a fee of \$6,000 plus per item and out-of-pocket expenses.

Dissenters' Rights of Appraisal

Section 13.02(a)(1) of the Massachusetts Business Corporation Act generally provides that shareholders of Massachusetts corporations are entitled to assert appraisal rights in the event of a merger. An exemption set forth in Section 13.02(a)(1)(A) of the Massachusetts Business Corporation Act provides that shareholders are not entitled to appraisal rights in transactions that result in shareholders receiving marketable securities of the surviving corporation in exchange for marketable securities held by them. We believe that this exemption would clearly apply to the merger if it were structured as a direct merger of Benjamin Franklin into Independent. However, the merger is structured as a so-called reverse triangular merger, where Merger Sub will merge into Benjamin Franklin. As a technical legal matter, Independent will not be the surviving corporation in the merger, so the receipt of shares of Independent common stock by Benjamin Franklin's shareholders may not be deemed to constitute receipt of shares of the surviving corporation as provided for in Section 13.02 of the Massachusetts Business Corporation Act.

Section 13.20 of the Massachusetts Business Corporation Act requires us to report to shareholders our conclusion as to whether shareholders are, are not, or may be entitled to assert appraisal rights. We believe that the legislative intent was to provide an exemption from appraisal rights in transactions such as the merger. However, in light of the language of the statute as described in the previous paragraph, and since Section 13.02 has not yet been the subject of judicial interpretation, Benjamin Franklin has concluded that shareholders may be entitled to assert appraisal rights in connection with the merger.

If you believe that you are entitled to appraisal rights, you should do the following pursuant to Part 13 of the Massachusetts Business Corporation Act:

deliver written notice of your intent to demand payment for your shares of Benjamin Franklin common stock to Anne M. King, Secretary, Benjamin Franklin Bancorp, Inc., 58 Main Street, Franklin, MA 02038 before the vote on the approval of the merger agreement is taken;

NOT vote for the approval of the merger agreement; and

comply with other procedures as are required by Part 13 of the Massachusetts Business Corporation Act.

As long as you do not vote for the approval of the merger agreement, failure to vote against the approval of the merger agreement does not constitute a waiver of your appraisal rights. However, in order to exercise any appraisal rights you may have, you must comply with the procedures as required by Part 13 of the Massachusetts Business Corporation Act.

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Part 13 of the Massachusetts Business Corporation Act requires that we deliver, within 10 days after the effective date of the merger, a written appraisal notice and forms containing certain information to all shareholders who have properly demanded appraisal rights. If appraisal rights are available in connection with the merger:

each shareholder that has properly perfected his appraisal rights will be entitled to a cash payment of the estimated fair value of the shares, plus interest but subject to any applicable withholding taxes, within 30 days of the written appraisal notice and forms due date;

a shareholder that fails to execute and return the forms, and comply with the terms stated therein, will not be entitled to such a payment; and

if dissatisfied with the payment or offer, shareholders may demand further payment.

The foregoing summary is not intended to be a complete statement of the procedures for exercising appraisal rights under Part 13. Any shareholder who believes he or she is entitled to appraisal rights and who wishes to preserve those rights should carefully review Sections 13.01 through 13.31 of Part 13 of the Massachusetts Business Corporation Act, attached as Annex D to this joint proxy statement/prospectus, which sets forth the procedures to be complied with in perfecting any such rights. In light of the complexity of Part 13 (and in particular, Section 13.02) of the Massachusetts Business Corporation Act, those shareholders who may wish to dissent from the merger and pursue appraisal rights should consult their legal advisers, as failure to strictly comply with the procedures specified in Part 13 would result in the loss of any appraisal rights to which such shareholder may be entitled. Shareholders should also consult their tax advisers with regard to the particular federal, state, local, foreign and other tax consequences to them of exercising their appraisal rights under Massachusetts law.

Stock Certificates

You should not send in any certificates representing Benjamin Franklin common stock at this time. If the merger is approved, you will receive separate instructions for the exchange of your certificates representing Benjamin Franklin common stock. For more information regarding these instructions, please see the section in this document titled "The Merger Agreement - Exchange of Benjamin Franklin Stock Certificate for Independent Certificates" beginning on page 70 of this document.

Proposal to Approve Adjournment of the Benjamin Franklin Special Meeting

Benjamin Franklin is submitting a proposal for consideration at the Benjamin Franklin special meeting to authorize the named proxies to approve one or more adjournments of the Benjamin Franklin special meeting if there are not sufficient votes to approve the Benjamin Franklin merger agreement proposal at the time of the meeting. Even though a quorum may be present at the Benjamin Franklin special meeting, it is possible that Benjamin Franklin may not have received sufficient votes to approve the Benjamin Franklin merger agreement proposal by the time of the meeting. In that event, Benjamin Franklin would need to adjourn the Benjamin Franklin special meeting in order to solicit additional proxies. The adjournment proposal relates only to an adjournment of the Benjamin Franklin special meeting for purposes of soliciting additional proxies to obtain the requisite shareholder vote to approve the Benjamin Franklin merger agreement proposal. Any other adjournment of the Benjamin Franklin special meeting (e.g., an adjournment required because of the absence of a quorum) would be voted upon pursuant to the discretionary authority granted by the proxy. If the Benjamin Franklin special meeting is adjourned for 30 days or less, Benjamin Franklin is not required to give notice of the time and place of the adjourned meeting if the new time and place is announced at the meeting before adjournment, unless the board of directors fixes a new record date for the Benjamin Franklin special meeting.

The Benjamin Franklin adjournment proposal relates only to an adjournment of the Benjamin Franklin special meeting occurring for purposes of soliciting additional proxies for approval of the Benjamin Franklin merger agreement proposal in the event that there are insufficient votes to approve that proposal. Each of the Benjamin Franklin board of directors and the presiding officer of the Benjamin Franklin special meeting retains full authority to the extent set forth in Benjamin Franklin's bylaws and under Massachusetts law to adjourn the Benjamin Franklin special meeting for any other purpose, or to postpone the Benjamin Franklin special meeting before it is convened, without the consent of any Benjamin Franklin shareholders.

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THE SPECIAL MEETING OF INDEPENDENT SHAREHOLDERS

Date, Time and Place of the Special Meeting

The special meeting of shareholders of Independent will be held in the Rockland Trust Company Board Room, located on the Second Floor of 2036 Washington Street, Hanover, Massachusetts, 02339 on [], 2009] at [:] a.m., Eastern Standard Time.

Purpose of the Special Meeting

At the special meeting, holders of Independent common stock will be asked to:

1. approve the issuance of Independent common stock to the shareholders of Benjamin Franklin in connection with the merger (the Independent merger share proposal);
2. approve one or more adjournments of the special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the Independent merger share proposal (the Independent adjournment proposal); and
3. transact any other business which may properly come before the special meeting or any adjournment or postponement thereof.

Recommendation of Independent s Board of Directors

Independent s board of directors has determined that the merger agreement is advisable and in the best interests of Independent and its shareholders and unanimously recommends that shareholders vote FOR approval of the Independent merger share proposal and FOR the Independent adjournment proposal.

Record Date; Shares Entitled to Vote

Only holders of record of Independent common stock at the close of business on the record date of [], 2009], are entitled to notice of and to vote at the Independent special meeting. As of the record date, there were [] shares of Independent common stock outstanding, held of record by approximately [] holders of record. Each holder of Independent common stock is entitled to one vote for each share of Independent common stock he, she or it owned as of the record date.

A list of Independent s shareholders as of the record date will be available for review by any Independent shareholder entitled to vote at the Independent special meeting, the shareholder s agent or attorney at Independent s principal executive offices during regular business hours beginning two business days after notice of the Independent special meeting is given and continuing through the meeting.

Quorum; Vote Required

A quorum of Independent shareholders is necessary to hold a valid meeting. If the holders of at least a majority of the total number of outstanding shares of Independent common stock entitled to vote are represented in person or by proxy at the special meeting, a quorum will exist. Independent will include proxies marked as abstentions and broker non-votes in determining the number of shares present at the special meeting.

The affirmative vote of the holders of a majority of the shares of Independent common stock voting at the special meeting is required to approve the Independent merger share proposal and the Independent adjournment proposal.

Share Ownership of Management

As of the record date, the directors and executive officers of Independent, together with their affiliates, had sole or shared voting power over [] shares of Independent common stock, or approximately []% of Independent s outstanding shares. Information pertaining to the security ownership of certain

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beneficial owners and directors and officers of Independent is incorporated by reference to Independent's Annual Report on Form 10-K for the year ended December 31, 2007, as filed with the Securities and Exchange Commission.

Voting of Proxies

Independent's board of directors requests that you submit the proxy card accompanying this document for use at the Independent special meeting. Please complete, date and sign the proxy card and promptly return it in the enclosed pre-paid envelope. In addition, you may vote your shares through the Internet or by telephone by following the instructions included on the enclosed proxy card. If you vote your shares through the Internet or by telephone, please do not return the proxy card. Please see the proxy card for information regarding the deadline for voting through the Internet or by telephone.

All properly signed proxies received prior to the Independent special meeting and not revoked before the vote at the special meeting will be voted at the special meeting according to the instructions indicated on the proxies or, if no instructions are given, the shares will be voted **FOR** approval of the Independent merger share proposal and **FOR** the Independent adjournment proposal, if necessary to solicit additional proxies, and in the proxies' discretion with respect to any other matters as may properly come before the Independent special meeting or any adjournment or postponement thereof.

We do not expect that any matters other than those set forth in the notice for the Independent special meeting will be brought before the meeting. If other matters are properly presented and are within the purpose of the Independent special meeting, however, the persons named as proxies will vote on those matters in such manner as shall be determined by a majority of Independent's board of directors.

If you hold your shares of Independent common stock in street name, meaning in the name of a bank, broker or other nominee who is the record holder, you must either direct the record holder of your shares of Independent common stock how to vote your shares or obtain a proxy from the record holder to vote your shares in person at the special meeting.

If you have questions or need assistance in completing or submitting your proxy card, please contact Edward H. Seksay, at the following address or telephone number:

Independent Bank Corp.
288 Union Street
Rockland, Massachusetts 02370
(781) 982-6158

You may also contact Georgeson Inc. at (866) 357-4028.

How to Revoke Your Proxy

You may revoke your proxy at any time by taking any of the following actions before your proxy is voted at the Independent special meeting:

delivering a written notice bearing a date later than the date of your proxy card to the clerk/secretary of Independent, stating that you revoke your proxy;

signing and delivering to the clerk/secretary of Independent a new proxy card relating to the same shares and bearing a later date;

properly casting a new vote through the Internet or by telephone at any time before the closure of the Internet voting facilities and the telephone voting facilities; or

attending the Independent special meeting and voting in person, but you also must file a written revocation with the clerk/secretary of the special meeting prior to the voting.

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You should send any notice of revocation or your completed new proxy card, as the case may be, to Independent at the following address:

Independent Bank Corp.
288 Union Street
Rockland, Massachusetts 02370
Attention: Linda M. Campion, Clerk

If you have instructed a bank, broker or other nominee to vote your shares, you must follow the directions you receive from your bank, broker or other nominee to change your vote.

Voting in Person

If you plan to attend the Independent special meeting and wish to vote in person, you will be given a ballot at the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the Independent special meeting, you must bring additional documentation from the broker, bank or other nominee in order to vote your shares. Whether or not you plan to attend the Independent special meeting, Independent requests that you complete, sign, date and return the enclosed proxy card as soon as possible in the enclosed postage-paid envelope, or submit a proxy through the Internet or by telephone as described on the enclosed proxy card. This will not prevent you from voting in person at the Independent special meeting but will assure that your vote is counted if you are unable to attend.

Abstentions and Broker Non-Votes

Only shares affirmatively voted for approval of the Independent merger share proposal, including shares represented by properly executed proxies that do not contain voting instructions, will be counted as votes FOR the Independent merger share proposal.

Brokers who hold shares of Independent common stock in street name for a customer who is the beneficial owner of those shares may not exercise voting authority on the customer's shares with respect to the actions proposed in this document without specific instructions from the customer. Proxies submitted by a broker that do not exercise this voting authority are referred to as broker non-votes. If your broker holds your shares of Independent common stock in street name, your broker will vote your shares only if you provide instructions on how to vote by filling out the voter instruction form sent to you by your broker with this document.

Accordingly, you are urged to mark and return the enclosed proxy card to indicate your vote, submit a proxy through the Internet or by telephone by following the instructions included on the enclosed proxy card, or fill out the voter instruction form, if applicable.

Abstentions and broker non-votes will be included in determining the presence of a quorum at the Independent special meeting. Abstentions will have the same effect as shares voted against both the Independent merger share proposal and the Independent adjournment proposal. Broker non-votes will have no effect on the outcome of either vote.

Proxy Solicitation

Independent is soliciting proxies from Independent's shareholders for the Independent special meeting. Independent will bear the entire cost of soliciting the proxies from Independent's shareholders, including the expense incurred in connection with the filing of the registration statement of which this joint proxy statement/prospectus is a part. In

addition to solicitation by mail, directors, officers and employees acting on behalf of Independent may solicit proxies for the Independent special meeting in person or by telephone, facsimile or other means of communication. Independent will not pay any additional compensation to these directors, officers or employees for these activities, but may reimburse them for reasonable out-of-pocket expenses. Independent will make arrangements with brokerage houses, custodians, nominees and fiduciaries for forwarding of proxy solicitation materials to beneficial owners of shares held of record by these brokerage houses, custodians, nominees and fiduciaries, and Independent will reimburse these brokerage houses, custodians, nominees and fiduciaries for their reasonable expenses incurred in connection with the solicitation.

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Independent has also engaged Georgeson Inc., proxy soliciting firm, to assist in the solicitation of proxies for a fee of \$6,000 plus per item and out-of-pocket expenses.

Proposal to Approve Adjournment of the Independent Special Meeting

Independent is submitting a proposal for consideration at the Independent special meeting to authorize the named proxies to approve one or more adjournments of the Independent special meeting if there are not sufficient votes to approve the Independent merger share proposal at the time of the meeting. Even though a quorum may be present at the Independent special meeting, it is possible that Independent may not have received sufficient votes to approve the Independent merger share proposal by the time of the meeting. In that event, Independent would need to adjourn the Independent special meeting in order to solicit additional proxies. The adjournment proposal relates only to an adjournment of the Independent special meeting for purposes of soliciting additional proxies to obtain the requisite shareholder vote to approve the Independent merger share proposal. Any other adjournment of the Independent special meeting (e.g., an adjournment required because of the absence of a quorum) would be voted upon pursuant to the discretionary authority granted by the proxy. If the Independent special meeting is adjourned for 30 days or less, Independent is not required to give notice of the time and place of the adjourned meeting if the new time and place is announced at the meeting before adjournment, unless the board of directors fixes a new record date for the Independent special meeting.

The Independent adjournment proposal relates only to an adjournment of the Independent special meeting occurring for purposes of soliciting additional proxies for approval of the Independent merger share proposal in the event that there are insufficient votes to approve that proposal. Each of the Independent board of directors and the presiding officer of the Independent special meeting retains full authority to the extent set forth in Independent's bylaws and under Massachusetts law to adjourn the Independent special meeting for any other purpose, or to postpone the Independent special meeting before it is convened, without the consent of any Independent shareholders.

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The discussion in this joint proxy statement/prospectus of the merger and the principal terms of the merger agreement are subject to, and are qualified in their entirety by reference to, the merger agreement, a copy of which is attached to this joint proxy statement/prospectus as Annex A and is incorporated into this joint proxy statement/prospectus by reference.

General

The merger is structured as an all-stock transaction. Before entering into the merger agreement, Independent formed Independent Acquisition Subsidiary, Inc. (Merger Sub). Under the terms and conditions set forth in the merger agreement, Merger Sub will merge with and into Benjamin Franklin, as a result of which Benjamin Franklin will become a direct wholly owned subsidiary of Independent. At the effective time of the merger, each share of Benjamin Franklin common stock outstanding immediately prior to the effective time will, by virtue of the merger and without any action on the part of the shareholder, be converted into the right to receive 0.59 shares of Independent common stock. The exchange ratio may be adjusted to reflect the effect of any stock split, split-up, reverse stock split, stock dividend, reorganization, recapitalization, reclassification, or other similar change with respect to the common stock of Independent or Benjamin Franklin that occurs before the merger. Independent will not issue any fractional shares of its common stock in the merger, but will instead pay cash (determined on the basis of the average closing prices of Independent's common stock during a twenty-five day measurement period ending five days before the closing of the merger) for any fractional share a Benjamin Franklin shareholder would otherwise receive after aggregating all of his or her shares.

With certain exceptions, holders of Benjamin Franklin options will be given the opportunity to elect to exchange their options for options to purchase Independent common stock. The per share exercise price of such options will be adjusted by dividing such exercise price by the exchange ratio of 0.59 per share, and the number of shares covered by such options will be adjusted by multiplying the number of Benjamin Franklin shares covered by such option by 0.59. All options exchanged for options to purchase Independent common stock will remain outstanding until two years following the effective time of the merger, regardless of continuation of employment. If an option holder does not elect to exchange his or her Benjamin Franklin options for Independent options, such holder's options will be cancelled upon consummation of the merger, and the holder will receive a cash payment upon such cancellation in an amount equal to the product of (i) the number of shares of Benjamin Franklin common stock provided for by such option and (ii) the excess, if any, of (a) the closing value of the merger consideration over (b) the exercise price of the option. For this purpose, closing value of the merger consideration means the product of (x) the average closing prices of Independent common stock on the NASDAQ Global Select Market for the twenty-five (25) trading days ending on the fifth (5th) trading day immediately preceding the completion of the merger, multiplied by (y) the exchange ratio of 0.59 per share.

The Benjamin Franklin shareholders' approval of the merger will cause the acceleration of vesting of all outstanding unvested stock options under Benjamin Franklin's 2006 Stock Incentive Plan. As of December 4, 2008, unvested stock options for approximately 352,466 shares of Benjamin Franklin common stock were outstanding under such plan. The Benjamin Franklin shareholders' approval of the merger will also cause the acceleration of vesting of all outstanding unvested shares of restricted stock. As of December 4, 2008, 131,373 unvested shares of restricted stock were outstanding under such plan. At the effective time of the merger, each of the 131,373 currently unvested shares of Benjamin Franklin restricted stock outstanding under the 2006 Stock Incentive Plan will be converted into the right to receive 0.59 shares of Independent common stock.

Based on the number of shares of Benjamin Franklin common stock outstanding on December 4, 2008, it is expected that approximately 4,626,789 shares of Independent common stock will be issued to Benjamin Franklin shareholders in connection with the merger, which would represent approximately 22.1% of the outstanding Independent common stock (based on the number of shares of Independent common stock outstanding as of December 4, 2008). The merger agreement provides that the exercise of options to purchase

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Benjamin Franklin common stock may result in the issuance of additional shares of Independent common stock. As of December 4, 2008, approximately 317,196 additional Independent shares would be issuable to former Benjamin Franklin option holders, assuming satisfaction as of that date of the applicable vesting, exercise price payment and other conditions to which the exercises of such options are subject. If all of these additional Independent shares were issued, former Benjamin Franklin shareholders would own approximately 22.8% of Independent's common stock outstanding immediately after the merger.

Effective upon the consummation of the merger, the Benjamin Franklin tax-qualified employee stock ownership plan (the ESOP) will terminate immediately. As of December 4, 2008, there were 475,695 shares held by the ESOP. At the consummation of the merger, each share held by the ESOP will be converted into the right to receive 0.59 shares of Independent common stock.

Background of the Merger

Since its conversion to a public company on April 5, 2005, Benjamin Franklin's board of directors and senior management have considered and implemented various business strategies available to Benjamin Franklin for increasing long-term shareholder value and remaining an independent community-oriented bank. Such strategies have primarily focused on enhancing earnings internally, by increasing the emphasis on higher-yielding commercial loans, growing core deposits, and reducing expenses. Given the success of Benjamin Franklin's Chart Bank acquisition in 2005, management has also looked for opportunities for further growth through strategic acquisitions or affiliations with other entities, but found few in-market banks that might be acquisition targets for a company of Benjamin Franklin's size.

In late 2007 and early 2008, the board of directors held a series of meetings with various investment banking firms to review market conditions and competitive challenges facing Benjamin Franklin. These meetings were held in recognition that the three-year anniversary of Benjamin Franklin's mutual to stock conversion was imminent, and that such anniversary would mark the expiration of certain regulatory restrictions imposed on the acquisition of shares of Benjamin Franklin. The board believed that it needed to be prepared to respond in the event that a third party were to make a proposal to acquire, or enter into a strategic affiliation with, Benjamin Franklin.

As the board was focusing on learning about the bank merger market, Thomas R. Venables, the President and Chief Executive Officer of Benjamin Franklin, was receiving periodic calls from the President of another New England financial institution (Company A), who expressed an interest in exploring a business combination between their two institutions. In late 2007, the President of Company A asked Mr. Venables if Benjamin Franklin would consider seeking a regulatory waiver enabling it to enter into a business combination prior to April 5, 2008. Although Mr. Venables declined the suggestion, he and the President of Company A continued their informal discussions about a possible business combination. On March 21, 2008, Benjamin Franklin and Company A entered into a confidentiality agreement to enable them to share non-public information in order to further explore a potential transaction between the two institutions.

In light of the upcoming three-year anniversary of the mutual to stock conversion, and the overtures from Company A, in March 2008 the Chairman of the board of Benjamin Franklin appointed an ad hoc planning committee of the board for the purpose of consulting with management between full board meetings with respect to any third party strategic affiliation proposal. Thereafter, Mr. Venables and Claire S. Bean, the Chief Financial Officer of Benjamin Franklin, took steps to ensure that the company would have a team of professional advisers in place, including updating Benjamin Franklin's legal counsel, Foley Hoag LLP, about recent developments, and interviewing two investment banking firms to replace the recently retired investment banker who had advised the company in the past.

On March 20, 2008, Independent's board of directors met for a regularly scheduled meeting. At that meeting, Christopher Oddleifson, the President of Independent, and Denis K. Sheahan, the Chief Financial Officer of Independent, reviewed with Independent's board the potential advantages of a transaction between Benjamin Franklin and Independent.

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In April, 2008, Mr. Venables was contacted by Mr. Oddleifson. Mr. Venables and Mr. Oddleifson, who were already acquainted through trade association activities, met on April 16, 2008, and discussed in general terms the two companies' business philosophies and cultures and their complementary geographic and product franchises. At that meeting, Mr. Oddleifson indicated that he was interested in exploring a possible combination of Benjamin Franklin and Independent. The executives agreed that it would be appropriate to sign a confidentiality agreement to enable them to share non-public information in order to explore a potential business combination. The confidentiality agreement was executed with an effective date of April 25, 2008.

Given the activity in March and April, the planning committee held its first meeting on April 21, 2008. At the meeting, Mr. Venables updated the committee on his recent discussions with Company A and Independent. Also, the committee interviewed each of the two financial advisers who had previously been interviewed by management, and voted to recommend that the board engage Keefe Bruyette & Woods (KBW) to guide the company in exploring strategic alternatives. The board voted to engage KBW at its regularly scheduled meeting on April 23, 2008.

In May, 2008, Mr. Venables met again with each of Independent and Company A. The meeting with Independent also included Ms. Bean and Mr. Sheahan and focused on sharing information about their companies' financial condition, earnings and business operations. The meeting with Company A (which included a representative of KBW and one of Benjamin Franklin's directors) was primarily a social occasion, although the President of Company A made clear that Company A continued to have strong interest in pursuing a possible business combination with Benjamin Franklin.

On June 5, 2008, the planning committee met with representatives of KBW. After Mr. Venables had updated the committee on recent meetings with Company A and Independent, the KBW representatives presented an analysis of possible business combinations between Benjamin Franklin and eleven (11) different financial institutions, including Company A and Independent. KBW walked the committee through its analysis of the financial impact that an acquisition of Benjamin Franklin would likely have on these institutions, at various assumed per share exchange ratios and cash purchase prices. Of the financial institutions discussed, it appeared from KBW's analysis that Independent was most likely to have both a strong strategic interest, and the ability to make an attractive offer. At the end of the meeting, the committee reaffirmed management's authority to continue to explore various strategic alternatives, including with Independent.

KBW representatives met with Benjamin Franklin's full board on June 25, 2008 and made a presentation similar to the June 5, 2008 planning committee presentation. At that meeting, the board discussed the turbulent market conditions and concluded that there were a limited number of institutions that would likely have the strategic interest and financial ability to pursue a business combination with Benjamin Franklin on terms that would be attractive for Benjamin Franklin's shareholders. The board decided, on the recommendation of senior management and KBW, that it would not be appropriate to initiate a formal process seeking expressions of interest from multiple parties. The board directed management to stay the course with respect to its informal discussions, in order to keep the door open for the possibility of more serious discussions in the future.

From mid-June through mid-August, Mr. Venables (together with other Benjamin Franklin representatives) continued to have informal meetings with other bank executives for the purpose of exploring possible strategic affiliations. These meetings included two meetings with Mr. Oddleifson (on June 23, 2008 and August 20, 2008); another social meeting with the President of Company A (on August 22, 2008); meetings with the presidents of two of the other institutions that KBW had analyzed for the planning committee and board; and a meeting with a banking professional (Banker A) who shared his plans to organize an investment fund for the purpose of acquiring banks and banking assets. On June 24, 2008, Ms. Bean also met with Mr. Sheahan.

On June 19, 2008 and August 21, 2008, Independent's board of directors met for regularly scheduled meetings. At the June 19, 2008 meeting, Mr. Oddleifson updated Independent's board on the status of his discussions with

Mr. Venables. At the August 21, 2008 meeting, Mr. Oddleifson and Robert D. Cozzone, Independent s Treasurer, reviewed the potential financial and other advantages of a transaction with Benjamin Franklin with Independent s board.

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On August 29, 2008, Mr. Oddleifson contacted KBW and said that Independent was very interested in pursuing a business combination with Benjamin Franklin in a stock-for-stock transaction pursuant to which Independent would issue 0.59 shares (fixed exchange ratio) of Independent common stock for each outstanding share of Benjamin Franklin common stock. Mr. Oddleifson said that the proposal represented Independent's best offer, and included a commitment to honor all of Benjamin Franklin's employment contracts and a willingness to add Benjamin Franklin representatives to Independent's board of directors.

At around the same time, the President of Company A contacted KBW and indicated that Company A was prepared to make a proposal for a business combination with Benjamin Franklin. The following week, Company A's financial adviser communicated to KBW a proposal with the merger consideration to be paid 80% in stock and 20% in cash.

Mr. Venables promptly requested a meeting with the planning committee to discuss the Independent and Company A proposals. At that meeting, which was held on September 11, 2008, a KBW representative walked the committee through a detailed presentation regarding the financial terms of both proposed transactions. Based on the closing prices of the Independent and Company A stock on September 10, 2008 and the exchange ratios proposed by the two companies, the value of the Independent proposal was \$16.93 per share and the value of the Company A proposal was \$13.50 per share. At the end of the meeting, the committee invited KBW to the September 24, 2008 board meeting to make a presentation to the full board of directors, focusing primarily on the Independent proposal given the significant difference between the value of the two proposals.

In mid-September, Mr. Venables and Ms. Bean met again with Banker A, who reiterated his general interest in a cash acquisition of Benjamin Franklin, but confirmed that his proposed investment fund was still in the preliminary organizational and regulatory stage. A few days later, Mr. Venables also met with another banking professional (Banker B), who shared his plans (similar to those of Banker A) to organize an investment fund for the purpose of acquiring banks and banking assets, and indicated an interest in Benjamin Franklin. Banker B appeared to Mr. Venables to be further along with the organizational and regulatory work necessary to launch his investment fund and to begin making acquisitions.

On September 4, 2008, the executive committee of Independent's board of directors met for a regularly scheduled meeting. At that meeting, Mr. Oddleifson updated the executive committee on the status of discussions regarding a potential transaction with Benjamin Franklin.

On September 18, 2008, Independent's board of directors met for a regularly scheduled meeting. At that meeting, Mr. Oddleifson updated Independent's board on the status of discussions regarding a potential transaction with Benjamin Franklin. On September 19, 2008, Independent formally engaged Robert W. Baird & Co. Incorporated to act as its financial adviser in connection with a potential transaction with Benjamin Franklin.

On September 24, 2008, the Benjamin Franklin board of directors met, together with representatives from KBW and Foley Hoag. Mr. Venables updated the board on his recent communications with Independent and Company A, and on his discussions with Banker A and Banker B (including his understanding of the status of their respective organizational efforts). He addressed the recent extraordinary developments in the capital markets, and the impact those developments might have on the company's strategic alternatives.

Mr. Venables then turned the meeting over to the KBW representative, who began his presentation by recapping the discussions with Company A and Independent over the previous several months. The KBW representative then presented to the board an updated analysis of eleven New England companies (previously discussed with the planning committee on June 5, 2008) that might have an interest in, and the financial capacity for, a possible combination with Benjamin Franklin (including Independent and Company A). His analysis included an assessment of these companies' financial condition, how much they could likely pay, and what their strategic interest might be in Benjamin Franklin's

franchise, in part based on recent discussions he had had with several of the companies' CEOs. The KBW representative also gave his assessment of the overtures by Banker A and Banker B.

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The Foley Hoag representatives then went over the fiduciary responsibilities and other considerations that the board of directors and management should focus on in considering a possible merger or acquisition of the company.

The KBW representative then discussed the oral expressions of interest that he had received from each of Company A and Independent. Based on then-current stock prices, the value of the Company A proposal was \$13.99 and value of the Independent proposal was \$17.70. As requested by the planning committee and management, the KBW representative focused most of his presentation on a detailed analysis of Independent and its proposal, in light of the significant difference in value between the two proposals. The presentation included a discussion of Independent's financial performance, its market performance and the price and form of consideration offered and the impact that paying such consideration would likely have on a combined institution and its shareholders. Mr. Venables advised the board that Mr. Oddleifson had contacted him on September 19, 2008 and indicated that Independent was not willing to leave its expression of interest outstanding indefinitely, and that he needed a response soon. After a lengthy discussion involving all members of the board, the board voted to authorize Mr. Venables and Ms. Bean to go back to Independent with a counter proposal for a transaction in which (i) the exchange ratio would be 0.60, (ii) three Benjamin Franklin representatives would be added to the Independent and Rockland Trust boards, (iii) all of Benjamin Franklin's existing severance and retirement arrangements would be honored, and (iv) an appropriate walk-away right would be included in the event of a material decline in Independent's stock price prior to closing. They also directed Mr. Venables to keep his previously scheduled September 26, 2008 appointment with Banker B, to learn more about Banker B's timing and level of interest.

After the September 24, 2008 board meeting, the KBW representative communicated the board's vote to Independent's financial adviser Baird. Independent indicated that it would need more detailed financial information to determine if it would be able to increase the exchange ratio as the board had requested, and the parties scheduled a meeting for September 26, 2008 for that purpose. Also, on September 25, 2008, Mr. Venables, Ms. Bean and Benjamin Franklin's senior loan officer met with Mr. Oddleifson and Independent's senior loan officer to provide the two loan officers with the opportunity to compare the credit and lending functions and cultures of the two institutions.

On the morning of September 26, 2008, Mr. Venables, Ms. Bean and a KBW representative had a meeting with Banker B and some of his associates, at which they signed a confidentiality agreement and shared non-public financial information intended to permit Banker B to formulate a proposal. Consistent with the board's request, the KBW representative asked Banker B if he could give a sense of the merger consideration that his investment fund (when organized) might be willing to pay. The following Monday, September 29, 2008, Banker B contacted the KBW representative and indicated that, based on the information provided, it was his sense that cash consideration for Benjamin Franklin would likely fall in the range of \$14.50 to \$16.00 per share.

Immediately after the meeting with Banker B on September 26, 2008, Mr. Venables and Ms. Bean and representatives of Independent met at the offices of Foley Hoag, along with their financial advisers. At that meeting, Ms. Bean provided Independent's senior financial officers with additional budget and earnings projection information in an effort to demonstrate the appropriateness of increasing the proposed merger consideration from 0.59 to 0.60 shares of Independent common stock for each share of Benjamin Franklin common stock. Although the additional information provided by Ms. Bean to Independent at the meeting was well received by Independent, at that meeting the parties realized that there had been a misunderstanding as to the number of outstanding shares of Benjamin Franklin common stock. The original 0.59 exchange ratio had been based on a number of outstanding shares of Benjamin Franklin common stock that did not include shares of unvested restricted stock.

On September 30, 2008, Independent agreed to increase the aggregate merger consideration by maintaining the 0.59 exchange ratio for the corrected (larger) number of outstanding shares, but indicated that its model would not support both an increase in the total outstanding shares and an increase in the per share exchange ratio to 0.60. Independent further agreed to add three Benjamin Franklin representatives to its board of directors, and confirmed that it would

honor all of Benjamin Franklin s severance and retirement

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arrangements. However, in light of the turbulence in the stock market, Independent would not agree to any walk-away provision that would allow Benjamin Franklin to terminate the transaction on the basis of a significant decline in Independent's stock price. In addition, Independent conditioned its proposal on a \$4,500,000 termination fee payable by Benjamin Franklin if a merger agreement between the parties were terminated under certain circumstances involving a third party acquisition proposal.

On October 1, 2008, the Benjamin Franklin board held a special meeting, via conference telephone, at which management, KBW and Foley Hoag updated the board on the developments since the September 24, 2008 board meeting. The board discussed the Independent proposal at length, in particular the lack of a walk-away provision based on a decline in Independent's stock price. The board discussed with its financial and legal advisers the other protections that Benjamin Franklin would have in a definitive agreement, including the ability to terminate such an agreement in the event of a material adverse change in Independent's financial condition. The board further discussed the proposed termination fee required by Independent, the appropriateness of the proposed fee in light of the anticipated deal value, and the legal and fiduciary issues raised by agreeing to such a fee. After discussion, the board voted to authorize management to continue negotiations with Independent on the terms presented, and to commence more in depth due diligence, with the understanding that such negotiations would proceed on an exclusive basis as long as the parties continued to negotiate in good faith. Also on October 1, 2008, Independent's legal counsel circulated an initial draft of an exclusivity agreement, which was negotiated over the ensuing week and executed on October 10, 2008.

In the period from mid September onward, Mr. Oddleifson periodically updated the Chairman of Independent's board on an informal basis about the status of discussions regarding a potential transaction with Benjamin Franklin. On October 2, 2008, the executive committee of Independent's Board met for a regularly scheduled meeting. At the October 2nd meeting, Mr. Oddleifson, Mr. Sheahan and Edward H. Seksay, Independent's in-house General Counsel, updated the executive committee on the status of discussions regarding a potential transaction with Benjamin Franklin. On October 14, 2008, Mr. Venables met with Mr. Oddleifson, Mr. Seksay, the nominating committee of Independent's board of directors and other members of Independent's board to discuss a potential transaction between Independent and Benjamin Franklin.

Commencing the week of October 6, 2008, and continuing over the next several weeks, the parties and their respective advisers engaged in mutual due diligence of each others' business and financial condition, including lengthy interviews of each others' senior management teams and detailed on-site review of each others' loan files. An important part of Independent's diligence was to undertake (with the assistance of an outside accounting firm and in consultation with Independent's own independent registered public accounting firm) an analysis of Benjamin Franklin's balance sheet, to determine the impact of, and the appropriate method to follow in, marking-to-market Benjamin Franklin's assets and liabilities as required under purchase accounting. This undertaking was particularly important, and difficult, in light of a recently revised accounting standard that is being applied for the first time in the current challenging economic environment. As a result, this matter was not resolved until November 6, 2008.

Merger agreement negotiations also commenced on October 6, 2008, when Independent's legal counsel circulated a first draft of the definitive merger agreement. Following the exchange of written comments and preliminary oral negotiations between the parties, on October 20, 2008 Independent's legal counsel circulated a revised draft of the definitive merger agreement.

On October 16 2008, Independent's board of directors met for a regularly scheduled meeting. At that meeting, Mr. Seksay described the status of Independent's due diligence investigation and presented the terms of the proposed transaction to the board, including a review of Benjamin Franklin's severance and retirement arrangements and potential payouts in connection with the potential merger. The Independent board discussed the proposed business terms and the potential advantages and risks associated with a transaction with Benjamin Franklin.

The October 20, 2008 merger agreement draft was distributed to the Benjamin Franklin board in advance of its regularly scheduled October 22, 2008 meeting. At that meeting, legal counsel reviewed the terms of the draft merger agreement in detail, and discussed the terms that remained subject to negotiation. The board also discussed the U.S. Treasury's capital purchase program (CPP) under the Emergency Economic Stabilization

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Act of 2008, and determined that in light of Benjamin Franklin's capital levels, the company should not apply to participate in the CPP.

Following the October 22, 2008 Benjamin Franklin board meeting, the parties continued to work to complete negotiations with respect to the definitive merger agreement, and to prepare related disclosure schedules. The parties also negotiated the terms of the voting agreements and the settlement agreements that would set forth the parties' understanding with respect to payments that would be triggered under Benjamin Franklin's employment, change-in-control, and supplemental retirement agreements with its senior officers.

On November 4, 2008, the financial adviser to Company A notified KBW that Company A expected to submit a revised indication of interest within the next few days. At that time, Independent and Benjamin Franklin's merger agreement negotiations were substantially complete, but Independent and its accounting advisers had not yet completed their discussions about the implications of the new accounting standard. On November 6, 2008, the accounting issues were resolved and Independent and Benjamin Franklin each called a special board meeting to be held on Saturday, November 8, 2008. Copies of the definitive merger agreement and the voting agreement, together with the then current draft of Benjamin Franklin's disclosure schedules, were sent to Benjamin Franklin's directors for delivery on Friday, November 7, 2008.

On November 7, 2008, Company A delivered the promised letter outlining the terms of its revised indication of interest. In the letter, Company A proposed nominal consideration of \$17 per share, 65% in stock and 35% in cash, with the stock portion subject to a floating exchange ratio with a collar establishing a minimum and maximum exchange ratio (as a result of which any decline in the Company A stock price after the date of the letter would have reduced the value of the stock consideration below \$17 per share). The letter was conditioned on Company A's ability to raise capital through the U.S. Treasury's capital purchase program (CPP), among other potentially significant conditions.

On November 8, 2008, Benjamin Franklin's board of directors held a special meeting. The first order of business was to discuss the renewed indication of interest from Company A. The board reviewed Company A's November 7, 2008 letter, and KBW delivered a presentation of the financial terms of the proposal, a pro forma financial analysis of the combined institution that would result from such a transaction. While agreeing that the proposal could be attractive to the Benjamin Franklin shareholders if it were feasible to accomplish, the board concluded that the significant risks of the proposal outweighed the possible benefits. In particular, the board was concerned that the proposal was conditioned upon Company A's receipt of CPP funds from the U.S. Treasury, even though Congressional leaders had recently made public statements that such funds should not be used to acquire healthy banks. The board was also concerned that the terms of the transaction would make it difficult for Company A to obtain the necessary approval of its shareholders, and was concerned that Company A's letter contained a potentially significant erroneous assumption about the cost of settling certain of Benjamin Franklin's employment-related obligations.

The board then turned to the review of the proposed Independent transaction. First, Ms. Bean and Mr. Venables presented the results of the due diligence review that management and its advisers had conducted on the financial condition and operations of Independent. Benjamin Franklin's legal counsel, Foley Hoag, then reviewed the terms of the merger agreement, focusing on the areas that had been negotiated since the October 22, 2008 meeting, and also reviewed the terms of the voting agreement and the settlement agreements with executive officers. The representative of KBW then made a detailed presentation regarding the financial terms of the proposed transaction, and advised the board that KBW would deliver a written fairness opinion at the end of the meeting stating that, based upon and subject to the considerations described in its opinion, the exchange ratio offered by Independent is fair, from a financial point of view, to the Benjamin Franklin shareholders. During the course of the meeting, the board discussed the transaction at some length, including the terms of the merger agreement, the potential advantages and risks associated with the merger and the financial analyses of KBW. The board recognized that the nominal value of the merger consideration

(based on the closing price of the Independent common stock as of November 7, 2008) was \$15.77 per share, and that such value would fluctuate prior to closing based on fluctuations of Independent's stock price. It was the consensus of the board that, regardless of the Independent stock price on any given day, their decision should be focused on the long term value of an investment in the combined institution. Following such discussion, the

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board unanimously voted to approve the merger agreement and to recommend that the Benjamin Franklin shareholders approve the merger agreement and the merger.

On November 8, 2008, Independent's board of directors held a special meeting. Prior to the meeting, copies of the definitive merger agreement were provided to the members of the board for their review. At the special meeting, Mr. Seksay summarized the results of Independent's due diligence investigation and reviewed, in detail, the terms of the merger agreement and the legal duties of the board of directors in considering the transaction. Mr. Sheahan then reviewed the financial aspects of the proposed transaction in detail. Edward F. Jankowski, the Chief Technology and Operations Officer of Independent's wholly-owned bank subsidiary Rockland Trust Company, then presented the board with a risk assessment of the proposed transaction. Baird next discussed the financial terms of the merger in detail. Baird then stated to the board of directors that it was prepared to render a written opinion stating to the board to the effect that, as of that date and based upon and subject to the assumptions made, methodologies used, factors considered and limitations upon the review undertaken by Baird as set forth in its opinion, the exchange ratio was fair, from a financial point of view, to Independent. Following a discussion of the terms of the merger agreement and the financial analyses of Baird, the board unanimously voted to approve the merger agreement and the transactions contemplated thereby, including the issuance of Independent common stock in connection with the merger and the recommendation to the Independent shareholders to approve the share issuance in connection with the merger.

Shortly thereafter, the parties executed the merger agreement. A joint press release publicly announcing the transaction was released on Sunday, November 9, 2008, prior to the next opening of the stock market.

Effective as of December 4, 2008, to correct an inadvertent error, Independent, Merger Sub, Rockland Trust Company, Benjamin Franklin, and Benjamin Franklin Bank executed and delivered an Amended and Restated Agreement and Plan of Merger.

Recommendation of Independent's Board of Directors and Reasons for the Merger

Independent's board of directors determined that the merger agreement and the merger are advisable and in the best interests of Independent and its shareholders. Accordingly, Independent's board of directors adopted and approved the merger agreement, and unanimously recommends that Independent's shareholders vote FOR approval of the issuance of Independent common stock in connection with the merger.

The Independent board of directors unanimously approved the merger agreement and the merger because it determined that the merger should strengthen Independent's existing franchise and increase long term shareholder value because Benjamin Franklin is, like Rockland Trust, a financially healthy, well-run bank that is deeply committed to its customers, employees, and the communities that it serves. The merger is consistent with Independent's geographic expansion strategy, should help Independent accelerate loan and deposit growth in the contiguous, attractive markets where Benjamin Franklin is now located, and should provide Rockland Trust with greater access to customers and potential customers in the suburban communities west of Boston, Massachusetts. The merger should, in particular, significantly improve Independent's deposit market share in Norfolk County, Massachusetts. The transaction is financially attractive to Independent and its shareholders because it allows Independent to add Benjamin Franklin's loan and deposit base to that of Independent while simultaneously providing Independent with the opportunity to maintain and deepen relationships with Benjamin Franklin's customers by offering Independent's deeper set of products. The Independent board of directors believes that the combined company should have the potential to realize a stronger competitive position and improved long-term operating and financial results, including revenue and earning enhancements.

After taking into account these and other factors, the Independent board of directors determined that the merger agreement and the merger were in the best interests of Independent and its shareholders and that Independent should

enter into the merger agreement and complete the merger. Independent's board of directors evaluated the factors described above, including asking questions of Independent's management and Independent's legal and financial advisers, and reached the unanimous decision that the merger was in the best interests of Independent and its shareholders, its employees, its customers and the communities served by Independent. This discussion of the factors considered by Independent's board of directors is not exhaustive, but includes all material factors considered by the board. Independent's board of directors considered these

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factors as a whole, and overall considered them to be favorable to, and to support, its determination. Independent's board of directors did not consider it practical to, nor did it attempt to, quantify, rank or otherwise assign relative weights to the specific factors that it considered in reaching its decision. In considering the factors described above, individual members of Independent's board of directors may have given different weights to different factors. Independent's board of directors considered these factors as a whole, and overall considered them to be favorable to, and to support, its determination.

Recommendation of Benjamin Franklin's Board of Directors and Reasons for the Merger

After careful consideration, Benjamin Franklin's board of directors determined that the merger agreement is advisable and in the best interests of Benjamin Franklin and its shareholders. Accordingly, Benjamin Franklin's board of directors adopted and approved the merger agreement, and unanimously recommends that Benjamin Franklin's shareholders vote FOR approval of the merger agreement and the transactions contemplated thereby.

In reaching its determination that the merger agreement is advisable and in the best interests of Benjamin Franklin and its shareholders, Benjamin Franklin's board consulted with senior management and Benjamin Franklin's financial and legal advisers, and drew on its knowledge of the business, operations, properties, assets, financial condition, operating results, historical market prices and prospects of Benjamin Franklin and Independent. In connection with its review and approval of the merger agreement and in the course of its deliberations, Benjamin Franklin's board of directors also considered numerous factors, including the following positive and negative factors:

Positive Factors

The value of the merger consideration being offered as compared to the book value, earnings per share and historical trading prices of Benjamin Franklin's common stock.

The fact that Benjamin Franklin's shareholders will experience an increase in the liquidity for their shares as Independent's common stock is traded on the NASDAQ Global Select Market and, historically, has a much larger volume of shares traded on a daily basis than trades in Benjamin Franklin common stock.

Benjamin Franklin's positive perception about Independent due to its understanding of, and review of information concerning, the management, business, results of operations, financial condition, competitive position, growth potential and future prospects of Independent, including the results of its due diligence review of Independent.

The fact that Benjamin Franklin's shareholders may receive dividend income from such investment in the future, which dividend income on an exchange basis is currently \$0.42 per Benjamin Franklin share on an annual basis.

Benjamin Franklin's board of directors' belief that, given the current prospective environment in which Benjamin Franklin operates, including the economic, competitive and regulatory conditions facing financial institutions generally and the trend toward consolidation in the banking and financial services industries, pursuing the merger with Independent would be more beneficial to shareholders than continuing to operate as an independent financial institution.

The types of business that Independent conducts in the region, and the expanded service Independent can provide to Benjamin Franklin's customers and the communities it serves.

The compatibility of the respective business philosophies and cultures of Benjamin Franklin and Independent.

The perceived ability of Independent to receive the requisite regulatory approvals in a timely manner.

Independent's agreement that Benjamin Franklin representatives, including its President and Chief Executive Officer, would be elected to Independent's board of directors.

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The terms and conditions of the merger agreement, including the parties' respective representations and warranties, the conditions to closing and termination provisions which the board believed provided adequate assurances about the current operations of Independent and its ability to consummate the merger in a timely manner without any extraordinary conditions.

The fact that the transaction eliminates the necessity and business risks associated with Benjamin Franklin undertaking the additional capital investment necessary to expand Benjamin Franklin's product offerings as well as the expansion of its branch and technology infrastructure in order to continue to grow the business franchise and shareholder value.

The alternatives of Benjamin Franklin continuing as an independent community-focused banking company or combining with other potential merger partners, as compared to the effect of Benjamin Franklin combining with Independent pursuant to the merger agreement, and the determination that the transaction with Independent presented the best opportunity for maximizing shareholder value and achieving Benjamin Franklin's other strategic goals.

The written opinion of KBW that the consideration to be received by the Benjamin Franklin shareholders pursuant to the merger agreement was fair to them from a financial point of view.

Negative Factors

The fact that the merger agreement provides for Benjamin Franklin's payment of a \$4.5 million termination fee to Independent if the merger agreement is terminated under certain limited circumstances, although this factor was mitigated somewhat by the fact that such circumstances would generally involve the receipt of an acquisition proposal from a third party.

The fact that the merger agreement limits Benjamin Franklin's ability to solicit or discuss alternative transactions during the pendency of the merger, although this was mitigated by the fact that Benjamin Franklin's board is permitted, in certain circumstances in the exercise of its fiduciary duties, to engage in discussions with parties who submit an unsolicited proposal.

The fact that the Benjamin Franklin shareholders will receive a fixed ratio of 0.59 shares of Independent common stock for each share of Benjamin Franklin common stock regardless of any decline in the market value of Benjamin Franklin common stock or Independent common stock before the completion of the merger, and the lack of any "walk-away" provision that would enable Benjamin Franklin to terminate the agreement based on a decline in the market price of Independent's common stock, including a decline relative to the market prices of the common stock of peer institutions.

The potential job loss among Benjamin Franklin employees.

Some of Benjamin Franklin's officers and directors may be deemed to have interests in the merger, described under "Interests of Benjamin Franklin's Executive Officers and Directors in the Merger" beginning on page 65 of this document, that are in addition to or different from their interests as Benjamin Franklin's shareholders generally. This discussion of the information and factors considered by Benjamin Franklin's board of directors is not exhaustive, but includes all material factors considered by the board. In view of the wide variety of factors considered by Benjamin Franklin's board of directors in connection with its evaluation of the merger and the complexity of these matters, Benjamin Franklin's board of directors did not consider it practical to, nor did it attempt to, quantify, rank or otherwise assign relative weights to the specific factors that it considered in reaching its decision. Benjamin Franklin's board of

directors evaluated the factors described above, including asking questions of Benjamin Franklin's management and Benjamin Franklin's legal and financial advisers, and reached the unanimous decision that the merger was in the best interests of Benjamin Franklin and its shareholders, its employees, its customers and the communities served by Benjamin Franklin. In considering the factors described above, individual members of Benjamin Franklin's board of directors may have given different weights to different factors. Benjamin Franklin's board of directors considered these factors as a whole, and overall considered them to be favorable to, and to support, its determination.

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Opinion of Independent's Financial Adviser

Independent's board of directors retained Robert W. Baird & Co. Incorporated as its financial adviser in connection with the merger and to render an opinion as to the fairness, from a financial point of view, to Independent of the exchange ratio of 0.59 shares of Independent common stock for each share of Benjamin Franklin common stock to be paid by Independent pursuant to the terms of, and subject to the conditions set forth in, the merger agreement.

On November 8, 2008, Baird rendered its oral and written opinion to Independent's board of directors to the effect that, subject to the contents of such opinion, including the various assumptions made, methodologies used, factors considered and limitations set forth therein, Baird was of the opinion that, as of such date, the exchange ratio to be paid by Independent was fair, from a financial point of view, to Independent. Baird was not requested to express, and did not express, any opinion with respect to any of the other terms, conditions, determinations or actions with respect to the merger.

As a matter of policy, Baird's opinion was approved by its fairness committee, a majority of the members of which were not involved in providing financial advisory services on Baird's behalf to Independent in connection with the merger.

The full text of Baird's written opinion, dated November 8, 2008, which sets forth the assumptions made, general procedures followed, methodologies used, factors considered and limitations upon the scope of review undertaken by Baird in rendering its opinion, is attached as Annex B and is incorporated herein by reference in its entirety. Baird's opinion is directed only to the fairness, as of the date of the opinion and from a financial point of view, to Independent of the exchange ratio to be paid by Independent in the merger and does not constitute a recommendation to any shareholder as to how such shareholder should vote with respect to the merger, the merger share proposal or any other matter. The summary of Baird's opinion set forth below is qualified in its entirety by reference to the full text of such opinion attached as Annex B. Independent shareholders are urged to read the opinion carefully in its entirety. Baird has not assumed any responsibility for updating or revising its opinion based on circumstances or events occurring after the date of its opinion.

In conducting its investigation and analyses and in arriving at its opinion, Baird reviewed such information and took into account such financial and economic factors, investment banking procedures and considerations as Baird deemed relevant under the circumstances. In that connection, Baird, among other things:

- (i) reviewed certain internal information, primarily financial in nature, including financial forecasts (the "Forecasts"), concerning the business and operations of Benjamin Franklin and Independent and the strategic and operating benefits and cost savings and synergies associated with the merger (the "Synergies"), all as prepared and furnished to Baird by senior management of Independent for purposes of Baird's analysis;
- (ii) reviewed certain publicly available information including, but not limited to, Benjamin Franklin's and Independent's then recent filings with certain regulatory agencies and with the Securities and Exchange Commission, as well as then recent equity analyst research reports covering Independent and Benjamin Franklin prepared by various investment banking firms, including Baird;
- (iii) reviewed the exchange ratio set forth in the draft merger agreement in the form presented to Independent's board of directors;

(iv) compared the financial position and operating results of Benjamin Franklin and Independent with those of other publicly traded companies Baird deemed relevant and considered the market trading multiples of such companies;

(v) compared the historical market prices and trading activity of Benjamin Franklin and Independent common stock with those of other publicly traded companies Baird deemed relevant;

(vi) compared the exchange ratio with the financial terms of other business combinations Baird deemed relevant;

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- (vii) considered the present values of the forecasted cash flows of Benjamin Franklin as set forth in the Forecasts; and
- (viii) reviewed certain potential pro forma financial effects of the merger as prepared and provided to Baird by senior management of Independent.

Prior to rendering its opinion, Baird held discussions with members of Benjamin Franklin's and Independent's respective senior managements concerning Benjamin Franklin's and Independent's historical and then current financial condition and operating results, as well as the then expected future prospects of Benjamin Franklin and Independent, respectively. Baird also considered such other information, financial studies, analyses and investigations and financial, economic and market criteria which it deemed relevant for the preparation of its opinion.

In arriving at its opinion, Baird assumed and relied upon the accuracy and completeness of all of the financial and other information that was publicly available or provided to Baird by or on behalf of Benjamin Franklin and Independent, including the Forecasts, the Synergies and the potential pro forma financial effects of the merger. Baird was not engaged to independently verify, and did not assume any responsibility to verify, assumed no liability for, and expressed no opinion on, any such information or the estimates or judgments on which they were based, and Baird assumed that neither Benjamin Franklin nor Independent was aware of any information prepared by it or its advisers that might be material to Baird's opinion that was not provided to Baird. Baird also assumed that:

- (i) all material assets and liabilities (contingent, derivative, off-balance sheet or otherwise, known or unknown) of Benjamin Franklin and Independent were as set forth in their respective financial statements;
- (ii) the financial statements of Benjamin Franklin and Independent provided to Baird presented fairly the results of operations, cash flows and financial condition of Benjamin Franklin and Independent, respectively, for the periods and as of the dates indicated and were prepared in conformity with U.S. generally accepted accounting principles consistently applied;
- (iii) the Forecasts for Benjamin Franklin and Independent were reasonably prepared on bases reflecting the best available estimates and good faith judgments of Independent's senior management as to the future performance of Benjamin Franklin and Independent, and Baird relied upon such Forecasts, without independent verification, in the preparation of its opinion;
- (iv) the Synergies and potential pro forma financial effects of the merger, all as then contemplated by Independent's senior management, would be realized in the amounts and over the time periods then contemplated by Independent's senior management, without independent verification;
- (v) the merger would be consummated in accordance with the terms and conditions of the draft merger agreement presented to Independent's board of directors without any material amendment thereto and without waiver by any party of any of the material conditions to their respective obligations thereunder;
- (vi) in all respects material to Baird's analysis, the representations and warranties contained in the draft merger agreement presented to Independent's board of directors were true and correct and that each party would perform all of the covenants and agreements required to be performed by it under the merger agreement; and
- (vii) all material corporate, governmental, regulatory or other consents and approvals required to consummate the merger have been or will be obtained without impacting the exchange ratio, the terms and conditions of the merger or the conclusions reached from Baird's review of the information described above.

Baird relied as to all legal and tax matters regarding the merger on the advice of counsel to Independent. In conducting its review, Baird did not undertake or obtain an independent evaluation or appraisal of any of the assets or liabilities (contingent, derivative, off-balance sheet or otherwise) or solvency of Benjamin Franklin or Independent, including particularly any mark-to-market balance sheet adjustments resulting from

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the merger, market conditions or otherwise, nor did Baird make a physical inspection of the properties or facilities of Benjamin Franklin or Independent. Baird did not make an independent evaluation of the adequacy of the allowance for loan losses of Benjamin Franklin or Independent and Baird did not review any individual credit files relating to Benjamin Franklin or Independent. Baird assumed, without independent verification, that the respective allowances for loan losses for both Benjamin Franklin and Independent were adequate to cover such losses. Baird did not consider the impacts of merger costs, including certain change-in-control and severance payments payable to certain of Benjamin Franklin's executives and employees, in connection with Baird's evaluation of the exchange ratio. Moreover, Baird expressed no opinion about the fairness of the compensation to any officers, directors or employees of Independent or Benjamin Franklin, or any class of such persons, relative to the exchange ratio, Independent's shareholders or otherwise. In each case above, Baird made the assumptions and took the actions or inactions above with Independent's consent.

Baird's opinion necessarily was based upon economic, monetary and market conditions as they existed and could be evaluated as of the date of its opinion, and Baird's opinion did not predict or take into account any changes which may occur, or information which may become available, after such date. Furthermore, Baird expressed no opinion as to the price or trading range at which any of Benjamin Franklin's or Independent's securities (including Benjamin Franklin common stock and Independent common stock) would trade following the date of its opinion, including any earnings or ownership dilution that may result from Independent's issuance of its common stock in the merger. Although subsequent developments may affect the aggregate dollar value of the Independent common stock to be issued pursuant to the exchange ratio, Baird does not have any obligation to update, revise or reaffirm its opinion. Moreover, Baird's opinion stated that the unprecedented nature of the current market conditions for financial service companies and, in particular, financial institutions, banks and bank holding companies, and their uncertain future potential impact on the value, volatility and viability of such types of financial institutions, including Independent and/or Benjamin Franklin, may render many customary and accepted valuation criteria and metrics less reliable as traditional measures of assessing the fairness, from a financial point of view, of a transaction such as the merger.

Baird's opinion was prepared at the request and solely for the information of Independent's board of directors. Baird's opinion was only one of many factors considered by Independent's board of directors in its evaluation of the merger and should not be viewed as being determinative of the views of Independent with respect to the merger or the exchange ratio. Baird's opinion did not address the relative merits of: (i) the merger, the merger agreement or any other agreements or other matters provided for or contemplated by the merger agreement; (ii) any other transactions that may be or might have been available as an alternative to the merger; or (iii) the merger compared to any other potential alternative transactions or business strategies considered by Independent's board of directors and, accordingly, Baird relied upon discussions with the senior management of Independent with respect to the availability and consequences of any alternatives to the merger. Baird was not requested to, and did not, recommend a specific exchange ratio or the agreed upon exchange ratio, which was determined through negotiations between Independent and Benjamin Franklin.

The following is a summary of the material financial analyses performed by Baird in connection with rendering its opinion, which is qualified in its entirety by reference to the full text of such opinion attached as Annex B and to the other disclosures contained in this section. The following summary, however, does not purport to be a complete description of the financial analyses performed by Baird. The order of analyses described below does not represent any relative importance or weight given to the analyses performed by Baird. Some of the summaries of the financial analyses include information presented in a tabular format. These tables must be read together with the full text of each summary. The tables alone are not a complete description of Baird's financial analyses. Except as otherwise noted, the following quantitative information was based on market and financial data as it existed on or before November 7, 2008 and September 30, 2008, respectively, and is not necessarily indicative of current or future market conditions.

Implied Valuation, Transaction Multiples and Transaction Premiums

Based on the exchange ratio of 0.59 shares of Independent common stock for each share of Benjamin Franklin common stock and Independent's stock price of \$26.73 as of November 7, 2008, the implied per share purchase price of Benjamin Franklin common stock pursuant to the merger as of such date was \$15.77

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per share. Baird calculated the implied equity purchase price (defined as the per share purchase price multiplied by the total number of fully diluted common shares outstanding of Benjamin Franklin, including gross shares issuable upon the exercise of stock options and warrants, less assumed option and warrant proceeds) of Benjamin Franklin pursuant to the merger to be approximately \$125 million. Baird then calculated the multiples of the per share purchase price to Benjamin Franklin's diluted earnings per share (EPS) for the last 12 months (LTM) ended on September 30, 2008 and Benjamin Franklin's book value per share (BVPS) and tangible book value per share (TBVPS) at September 30, 2008, as provided to Baird by the senior management of Independent and Benjamin Franklin. Baird also calculated the core deposit premium for the transaction where core deposit premium was defined as transaction value less tangible book value divided by core deposits. Core deposits were defined as total deposits less time deposits greater than \$100,000 and brokered deposits. These transaction multiples are summarized in the table below:

Transaction Metric	Multiple
Price/LTM Diluted EPS	25.0x
Price/BVPS	114.2%
Price/TBVPS	172.0%
Core Deposit Premium	9.7%

Baird reviewed the historical price and trading activity of Benjamin Franklin common stock and noted that the high, low and volume-adjusted average closing prices for Benjamin Franklin common stock were \$16.93, \$9.80 and \$13.88, respectively, over the last three years. In addition, Baird noted that the Benjamin Franklin common stock outperformed an index of selected companies (listed below) on a total return basis over the last three years.

Benjamin Franklin Selected Publicly Traded Company Analysis

In choosing comparable companies to analyze, Baird selected a peer group of publicly traded thrifts operating in the New England region of the United States with assets between \$500 million and \$3 billion and a ratio of non-performing assets to assets of less than 1.5%. The selected comparable companies for Benjamin Franklin included:

Berkshire Hills Bancorp, Inc.	Legacy Bancorp, Inc.
Brookline Bancorp, Inc.	LSB Corporation
Chicopee Bancorp, Inc.	New England Bancshares, Inc.
Danvers Bancorp, Inc.	New Hampshire Thrift Bancshares, Inc.
Hampden Bancorp, Inc.	United Financial Bancorp, Inc.
Hingham Institution for Savings	Westfield Financial, Inc.

Baird chose these companies based on a review of publicly traded companies that possessed general business, operating and financial characteristics representative of companies in the industry in which Benjamin Franklin operates. Baird noted that none of the companies reviewed was identical to Benjamin Franklin and that, accordingly, the analysis of such companies necessarily involved complex qualitative considerations and judgments concerning differences in the business, operating and financial characteristics of each company and other factors that affect the public market values of such companies.

To perform this analysis, Baird used financial information at or for the LTM ended on September 30, 2008, if available (and if not available, used financial information as of June 30, 2008), as indicated in the tables below. Market price information was as of November 7, 2008. Certain financial data prepared by Baird, and as referenced in

the tables presented below, may not correspond to the data presented in Benjamin Franklin's and Independent's historical financial statements, or to the data prepared by KBW presented under the section Opinion of Benjamin Franklin's Financial Adviser, as a result of the different periods, assumptions and methods used by Baird to compute the financial data presented.

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Baird's analysis showed the following concerning Benjamin Franklin's financial performance:

Financial Performance Measures(1):	Benjamin Franklin	Benjamin Franklin Peer Group Median	Benjamin Franklin Peer Group Mean	Benjamin Franklin Peer Group Maximum	Benjamin Franklin Peer Group Minimum
Return on Average Equity	4.34%	1.69%	1.97%	10.38%	(8.98)%
Return on Average Assets	0.49%	0.32%	0.29%	0.81%	(0.79)%
Net Interest Margin	3.06%	3.17%	3.11%	3.43%	2.56%
Efficiency Ratio	73.80%	69.25%	75.84%	112.09%	51.82%

(1) Calculated for the LTM period ended September 30, 2008.

Baird's analysis showed the following concerning Benjamin Franklin's financial condition:

Financial Condition Measures(1):	Benjamin Franklin	Benjamin Franklin Peer Group Median	Benjamin Franklin Peer Group Mean	Benjamin Franklin Peer Group Maximum	Benjamin Franklin Peer Group Minimum
Total Risk-Based Capital Ratio	11.74%	16.55%	19.93%	45.79%	10.18%
Tangible Equity to Tangible Assets	7.48%	13.35%	13.20%	25.46%	5.48%
Non-Performing Assets to Assets	0.90%	0.50%	0.55%	1.14%	0.26%
Reserves to Loans	1.01%	1.05%	1.05%	1.38%	0.67%

(1) Calculated at September 30, 2008 or June 30, 2008.

Baird's analysis showed the following concerning Benjamin Franklin's market performance:

Market Performance Measures:	Benjamin Franklin	Benjamin Franklin Peer Group Median	Benjamin Franklin Peer Group Mean	Benjamin Franklin Peer Group Maximum	Benjamin Franklin Peer Group Minimum
Price to LTM Diluted EPS(1)(2)	20.7x	13.7x	19.7x	34.3x	10.1x
Price to BVPS(3)	94.5%	90.7%	95.0%	135.0%	67.6%
Price to TBVPS(3)	142.3%	106.9%	111.6%	181.9%	78.3%

(1)

Calculated based upon the closing stock price as of November 7, 2008 and earnings for the LTM period ended September 30, 2008.

- (2) Benjamin Franklin Peer Group Median, Maximum and Minimum exclude multiples greater than 50.0x.
- (3) Calculated based upon the closing stock price as of November 7, 2008 and at September 30, 2008.

Baird then compared the transaction multiples implied in the merger with the corresponding trading multiples for the selected companies. A summary of the implied multiples is provided in the table below:

September 30, 2008	Implied Transaction Multiples per Share	Selected Company Multiples			
		Median	Mean	Maximum	Minimum
LTM Diluted EPS	25.0x	13.7x	19.7x	34.3x	10.1x
BVPS	114.2%	90.7%	95.0%	135.0%	67.6%
TBVPS	172.0%	106.9%	111.6%	181.9%	78.3%

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In addition, Baird calculated the implied exchange ratios based on the trading multiples of the selected public companies and compared such values to the exchange ratio of 0.59 in the merger. The implied exchange ratios, based on the multiples that Baird deemed relevant, are summarized in the table below:

September 30, 2008	Benjamin Franklin per Share	Median	Implied Exchange Ratio(1)		
			Mean	Maximum	Minimum
LTM Diluted EPS	\$ 0.63	0.32	0.46	0.81	0.24
BVPS	\$ 13.81	0.47	0.49	0.70	0.35
TBVPS	\$ 9.17	0.37	0.38	0.62	0.27

(1) Based on Independent's stock price of \$26.73 per share as of November 7, 2008.

Benjamin Franklin Selected Acquisition Analysis

Baird reviewed publicly available information for 10 transactions it deemed relevant involving, as acquired institutions, publicly traded thrifts based in the New England region of the United States that were announced from November 1, 2003 to November 7, 2008 with target assets greater than \$150 million. The group of selected acquisition transactions is listed below:

Acquiror**Target**

Eastern Bank Corporation	MASSBANK Corp.
Assabet Valley Bancorp	Westborough Financial Services, Inc.
Webster Financial Corporation	NewMil Bancorp, Inc.
Berkshire Hills Bancorp Inc.	Woronoco Bancorp, Inc.
Benjamin Franklin Bancorp, MHC	Chart Bank, A Co-op Bank
Brookline Bancorp, Inc.	Mystic Financial, Inc.
Banknorth Group, Inc.	BostonFed Bancorp, Inc.
Sovereign Bancorp, Inc.	Seacoast Financial Services Corporation
Independent Bank Corp.	Falmouth Bancorp, Inc.
Banknorth Group, Inc.	Foxborough Savings Bank

Baird chose these acquisition transactions based on a review of completed acquisition transactions involving target companies that possessed general business, operating and financial characteristics representative of companies in the industry in which Benjamin Franklin operates. Baird noted that none of the acquisition transactions or subject target companies reviewed was identical to the merger or Benjamin Franklin, respectively, and that, accordingly, the analysis of such acquisition transactions necessarily involved complex qualitative considerations and judgments concerning differences in the business, operating and financial characteristics of each subject target company and each acquisition transaction and other factors that affect the values implied in such acquisition transactions.

For each transaction, Baird calculated multiples of each target company's purchase price per share to its LTM diluted EPS and its BVPS and TBVPS. In addition, Baird calculated the core deposit premium of each transaction where core deposit premium was defined as transaction value less tangible book value divided by core deposits. Core deposits were defined as total deposits less time deposits greater than \$100,000 and brokered deposits. Baird also calculated the

acquisition premiums paid in such transactions where the target companies were publicly traded. Baird then compared the transaction multiples and premiums implied in the merger with the corresponding acquisition transaction multiples and premiums for the selected acquisition transactions. Stock market and historical financial information for each selected transaction was based on

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publicly available information as of the date of each respective transaction. A summary of the implied multiples and premiums is provided in the tables below:

	Implied Transaction Multiples per Share	Selected Acquisition Multiples			
		Median	Mean	Maximum	Minimum
LTM Diluted EPS	25.0x	29.4x	30.4x	58.7x	19.2x
BVPS	114.2%	208.2%	222.9%	319.3%	155.7%
TBVPS	172.0%	225.4%	251.6%	396.0%	157.3%
Core Deposit Premium	9.7%	14.5%	19.0%	35.1%	11.4%

Time Prior to Announcement	Benjamin Franklin Stock Price	Implied Transaction Premium(1)	Selected Acquisition Multiples			
			Median	Mean	Maximum	Minimum
1-Trading Day	\$ 13.05	20.8%	13.9%	15.3%	41.8%	(1.6)%
6-Trading Days	\$ 12.99	21.4%	18.1%	17.8%	48.1%	(1.7)%
1-Month	\$ 11.25	40.2%	28.7%	25.2%	36.6%	2.8%
3-Months	\$ 11.52	36.9%	25.2%	22.9%	51.3%	(6.1)%
1-Year	\$ 14.45	9.1%	47.3%	47.4%	85.7%	8.9%

(1) Based on the implied per share purchase price of \$15.77 as of November 7, 2008 by the exchange ratio in the merger.

In addition, Baird calculated the implied exchange ratios based on the acquisition transaction multiples of the selected acquisition transactions and compared such values to the exchange ratio of 0.59 in the merger. The implied exchange ratios, based on the multiples that Baird deemed relevant, are summarized in the table below:

	Benjamin Franklin per Share	Implied Exchange Ratio(1)			
		Median	Mean	Maximum	Minimum
LTM EPS(2)	\$ 0.63	0.69	0.72	1.38	0.45
BVPS(2)	\$ 13.81	1.08	1.15	1.65	0.80
TBVPS(2)	\$ 9.17	0.77	0.86	1.36	0.54
Core Deposit Premium	N/A	0.73	0.85	1.28	0.63

(1) Based on Independent's stock price of \$26.73 per share as of November 7, 2008.

(2) Benjamin Franklin per share data as of September 30, 2008.

Benjamin Franklin Discounted Cash Flow Analysis

Baird performed a discounted cash flow analysis to estimate a range of implied exchange ratios for Benjamin Franklin. In this analysis, Baird assumed discount rates ranging from 11.5% to 15.5% to derive: (i) the present value of the estimated free cash flows that Benjamin Franklin could generate over the five-year period beginning April 2009 and ending March 2014, including certain expenses and Synergies forecasted by Independent's management as a result of the merger, and assuming excess capital generated at time zero after a target tangible equity to tangible asset ratio of 6.0% and (ii) the present value of Benjamin Franklin's terminal value calculated in year five. Terminal values for Benjamin Franklin were calculated based on a range of 11.0x to 15.0x estimated Benjamin Franklin earnings for the LTM ending March 31, 2015. In performing this analysis, Baird used Independent and Benjamin Franklin managements' standalone earnings estimates for Benjamin Franklin for the five-year period. Certain data was adjusted to account for certain restructuring charges anticipated by Independent's management to result from the merger and Independent's management's assumptions of the Synergies resulting from the merger. Based on these assumptions, Baird derived a range of implied exchange ratios from 0.54 to 0.79, as compared to the exchange ratio of 0.59 in the merger.

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The discounted cash flow analysis is a widely used valuation methodology, but the results of such methodology are highly dependent on the assumptions that must be made, including earnings growth rates, terminal values, and discount rates. The analysis did not purport to be indicative of the actual values or expected values of Benjamin Franklin.

Pro Forma Merger Analysis

Baird analyzed the estimated financial impact of the merger on Independent's 2009 and 2010 estimated diluted EPS. For Independent, Baird used Independent's management's estimates of diluted EPS for 2009 and 2010; for Benjamin Franklin, Baird used Independent's and Benjamin Franklin's managements' standalone estimates of EPS for 2009 and 2010. In addition, Baird assumed that the merger would result in Synergies equal to Independent's management's estimates. Based on its analysis and such assumptions, Baird determined that the merger would be accretive to Independent's diluted EPS in 2009 and 2010, excluding Independent's management's estimated one-time after-tax transaction charges expected to occur in 2009.

Furthermore, the analysis indicated that Independent's leverage ratio, Tier 1 risk-based capital ratio and total risk-based capital ratio would all remain above regulatory minimums for well capitalized institutions. This analysis was based on internal projections provided by Independent's and Benjamin Franklin's senior management teams. For all of the above analysis, the actual results achieved by Independent following the merger may vary from the projected results, and the variations may be material.

Contribution Analysis

Baird analyzed Independent's and Benjamin Franklin's relative contribution to the combined company in terms of assets, gross loans, deposits, tangible equity and 2009 generally accepted accounting principles estimated earnings as provided by the managements of Independent and Benjamin Franklin. As a result of the merger and the number of shares of Independent common stock to be issued in the merger pursuant to the exchange ratio, Benjamin Franklin shareholders will own approximately 22% of the pro forma outstanding Independent common stock. Independent's and Benjamin Franklin's contributions to the combined company are summarized in the table below:

Category	Independent	Benjamin Franklin
Assets(1)	78.0%	22.0%
Gross Loans(1)	79.2%	20.8%
Deposits(1)	79.3%	20.7%
Tangible Equity(1)	71.6%	28.4%
2009 Estimated Earnings (GAAP)(2)	85.7%	14.3%
Estimated Pro Forma Ownership	77.8%	22.2%

(1) As of September 30, 2008.

(2) Based on standalone estimates provided by the managements of Independent and Benjamin Franklin.

Note: Except for estimated pro forma ownership, contribution percentages do not include purchase accounting adjustments.

Other Analyses

Baird reviewed the relative financial and market performance of Independent and Benjamin Franklin to a variety of relevant industry peer groups and indices. Baird also reviewed earnings estimates, balance sheet composition, historical stock performance and other financial data for Independent.

The foregoing summary does not purport to be a complete description of the analyses performed by Baird or its presentations to Independent's board of directors. The preparation of financial analyses and a fairness opinion is a complex process and is not necessarily susceptible to partial analyses or summary description. Baird believes that its analyses (and the summary set forth above) must be considered as a whole and that selecting portions of such analyses and other factors considered by Baird, without considering all of such

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analyses and factors, could create an incomplete and/or misleading view of the processes and judgments underlying the analyses performed and conclusions reached by Baird and its opinion. Baird did not attempt to assign specific weights to any particular analyses, but rather made qualitative judgments as to the significance and relevance of each analysis. In its analysis, Baird made numerous assumptions with respect to industry performance, general business, financial and economic conditions and other matters, many of which are beyond the control of Baird. Because these assumptions are inherently subject to uncertainty, Baird does not assume any responsibility or liability if future results are materially different from such assumptions. Any estimates contained in Baird's analyses are not necessarily indicative of actual results or values or predictive of future results or values, which may be significantly more or less favorable than as set forth therein. Estimates of values of companies do not purport to be appraisals or necessarily reflect the prices at which companies may actually be sold. Because such estimates are inherently subject to uncertainty, Baird does not assume any responsibility or liability for their accuracy.

As part of its investment banking business, Baird is engaged in the evaluation of businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes. As compensation for its services in connection with the merger, Baird received a fairness opinion fee of \$150,000, which was paid upon delivery of its opinion, and a financial advisory fee of \$150,000, which was paid upon execution of the merger agreement. Baird also will receive a transaction fee of \$300,000 upon closing of the merger. Baird also will receive a fee if Independent receives a termination fee from Benjamin Franklin. In addition, Independent has agreed to reimburse Baird for reasonable out-of-pocket expenses and to indemnify Baird against certain liabilities that may arise out of its engagement, including liabilities under the federal securities laws. In the past, Baird has provided investment banking and financial advisory services to Independent for which Baird received customary compensation. Specifically, within the past two years, Baird provided investment banking and financial advisory services to Independent in connection with Independent's issuance of \$30 million of subordinated debentures and its acquisition of Slade's Ferry Bancorp. in 2008. Baird received customary fees from Independent in connection with its financial advisory role in Independent's acquisition of Slade's Ferry Bancorp. Baird received a customary referral fee from the purchaser of Independent's subordinated debentures. Baird has never provided investment banking or financial advisory services to Benjamin Franklin.

Baird is a full service securities firm. As such, in the ordinary course of its business, Baird may from time to time trade the securities of Independent or Benjamin Franklin for its own account or the accounts of its customers and, accordingly, may at any time hold long or short positions or effect transactions in such securities. Baird has in the past prepared equity analyst research reports from time to time regarding Independent, and likely will continue to do so in the future.

Opinion of Benjamin Franklin's Financial Adviser

On May 7, 2008 Benjamin Franklin engaged Keefe, Bruyette & Woods, Inc. (KBW) to render financial advisory and investment banking services to Benjamin Franklin. Pursuant to that engagement, KBW agreed to assist Benjamin Franklin in assessing the fairness, from a financial point of view, of the merger with Independent to the shareholders of Benjamin Franklin. Benjamin Franklin selected KBW because KBW is a nationally recognized investment banking firm with substantial experience in transactions similar to the merger and is familiar with Benjamin Franklin and its business. As part of its investment banking business, KBW is continually engaged in the valuation of financial services companies and their securities in connection with mergers and acquisitions.

As part of its engagement, a representative of KBW attended the meeting of the Benjamin Franklin board held on November 8, 2008, at which the Benjamin Franklin board evaluated the proposed merger with Independent. At this meeting, KBW reviewed the financial aspects of the proposed merger and rendered an opinion that, as of such date, the exchange ratio offered to Benjamin Franklin shareholders in the merger was fair from a financial point of view.

The Benjamin Franklin board approved the merger agreement at this meeting.

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The full text of KBW's written opinion is attached as Annex C to this document and is incorporated herein by reference. Benjamin Franklin shareholders are urged to read the opinion in its entirety for a description of the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW. The description of the opinion set forth herein is qualified in its entirety by reference to the full text of such opinion.

KBW's opinion speaks only as of the date of the opinion. The opinion is directed to the Benjamin Franklin board and addresses only the fairness, from a financial point of view, of the consideration offered to the Benjamin Franklin shareholders. It does not address the underlying business decision to proceed with the merger and does not constitute a recommendation to any Benjamin Franklin shareholder as to how the shareholder should vote at the Benjamin Franklin special meeting on the merger or any related matter.

In rendering its opinion, KBW:

reviewed, among other things,

the merger agreement,

Annual Reports to shareholders and Annual Reports on Form 10-K for the three years ended December 31, 2007 of Independent,

Quarterly Reports on Form 10-Q of Independent,

Annual Reports to shareholders and Annual Reports on Form 10-K for the three years ended December 31, 2007 of Benjamin Franklin, and

Quarterly Reports on Form 10-Q of Benjamin Franklin;

held discussions with members of senior management of Benjamin Franklin and Independent regarding

past and current business operations,

regulatory relations,

financial condition and

future prospects of their respective companies;

reviewed the market prices, valuation multiples, publicly reported financial condition and results of operations for Benjamin Franklin and Independent and compared them with those of certain publicly traded companies that KBW deemed to be relevant;

compared the proposed financial terms of the merger with the financial terms of certain other transactions that KBW deemed to be relevant; and

performed other studies and analyses that it considered appropriate.

In conducting its review and arriving at its opinion, KBW relied upon and assumed the accuracy and completeness of all of the financial and other information provided to or otherwise made available to KBW or that was discussed with,

or reviewed by KBW, or that was publicly available. KBW did not attempt or assume any responsibility to verify such information independently. KBW relied upon the management of Benjamin Franklin and Independent as to the reasonableness and achievability of the financial and operating forecasts and projections (and assumptions and bases therefor) provided to KBW. KBW assumed, without independent verification, that the aggregate allowances for loan and lease losses for Independent and Benjamin Franklin are adequate to cover those losses. KBW did not make or obtain any evaluations or appraisals of any assets or liabilities of Independent or Benjamin Franklin, nor did it examine or review any individual credit files.

The projections furnished to KBW and used by it in certain of its analyses were prepared by Benjamin Franklin's and Independent's senior management teams. Benjamin Franklin and Independent do not publicly disclose internal management projections of the type provided to KBW in connection with its review of the merger. As a result, such projections were not prepared with a view towards public disclosure. The projections were based on numerous variables and assumptions, which are inherently uncertain, including factors related

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to general economic and competitive conditions. Accordingly, actual results could vary significantly from those set forth in the projections.

For purposes of rendering its opinion, KBW assumed that, in all respects material to its analyses:

the merger will be completed substantially in accordance with the terms set forth in the merger agreement;

the representations and warranties of each party in the merger agreement and in all related documents and instruments referred to in the merger agreement are true and correct;

each party to the merger agreement and all related documents will perform all of the covenants and agreements required to be performed by such party under such documents;

all conditions to the completion of the merger will be satisfied without any waivers; and

in the course of obtaining the necessary regulatory, contractual, or other consents or approvals for the merger, no restrictions, including any divestiture requirements, termination or other payments or amendments or modifications, will be imposed that will have a material adverse effect on the future results of operations or financial condition of the combined entity or the contemplated benefits of the merger, including the cost savings and related expenses expected to result from the merger.

KBW further assumed that the merger will be accounted for as an acquisition under generally accepted accounting principles, and that the conversion of Benjamin Franklin's common stock into Independent common stock will be tax-free for Independent and Benjamin Franklin. KBW's opinion is not an expression of an opinion as to the prices at which shares of Benjamin Franklin common stock or shares of Independent common stock will trade following the announcement of the merger or the actual value of the shares of common stock of the combined company when issued pursuant to the merger, or the prices at which the shares of common stock of the combined company will trade following the completion of the merger.

In performing its analyses, KBW made numerous assumptions with respect to industry performance, general business, economic, market and financial conditions and other matters, which are beyond the control of KBW, Benjamin Franklin and Independent. Any estimates contained in the analyses performed by KBW are not necessarily indicative of actual values or future results, which may be significantly more or less favorable than suggested by these analyses. Additionally, estimates of the value of businesses or securities do not purport to be appraisals or to reflect the prices at which such businesses or securities might actually be sold. Accordingly, these analyses and estimates are inherently subject to substantial uncertainty. In addition, the KBW opinion was among several factors taken into consideration by the Benjamin Franklin board in making its determination to approve the merger agreement and the merger. Consequently, the analyses described below should not be viewed as determinative of the decision of the Benjamin Franklin board with respect to the fairness of the consideration.

The following is a summary of the material analyses presented by KBW to the Benjamin Franklin board on November 8, 2008, in connection with its fairness opinion. The summary is not a complete description of the analyses underlying the KBW opinion or the presentation made by KBW to the Benjamin Franklin board, but summarizes the material analyses performed and presented in connection with such opinion. The preparation of a fairness opinion is a complex analytic process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances. Therefore, a fairness opinion is not readily susceptible to partial analysis or summary description. In arriving at its opinion, KBW did not attribute any particular weight to any analysis or factor that it considered, but rather made qualitative judgments as to the significance and relevance of each analysis and factor. The financial analyses summarized below include information

presented in tabular format. Accordingly, KBW believes that its analyses and the summary of its analyses must be considered as a whole and that selecting portions of its analyses and factors or focusing on the information presented below in tabular format, without considering all analyses and factors or the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete

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view of the process underlying its analyses and opinion. The tables alone do not constitute a complete description of the financial analyses.

Summary of Proposal

The terms of the merger agreement call for each outstanding share of Benjamin Franklin common stock to be converted into 0.59 shares of Independent common stock. Based on Independent's closing stock price on November 7, 2008 of \$26.73, the exchange ratio represents a value of \$15.77 per share to Benjamin Franklin.

Selected Peer Group Analysis

Using publicly available information, KBW compared the financial performance, financial condition and market performance of Benjamin Franklin and Independent to the following depository institutions that KBW considered comparable to Benjamin Franklin and Independent.

Companies included in Benjamin Franklin's peer group were:

Banks:

Independent Bank Corp.
 Century Bancorp, Inc.
 Enterprise Bancorp, Inc.
 Wainwright Bank & Trust Company
 Cambridge Bancorp

Thriffs:

Berkshire Hills Bancorp, Inc.
 Brookline Bancorp, Inc.
 Westfield Financial, Inc.
 Legacy Bancorp, Inc.
 Hingham Institution for Savings
 LSB Corporation
 Hampden Bancorp, Inc.
 Central Bancorp, Inc.

Companies included in Independent's peer group were:

Signature Bank
 Harleysville National Corporation
 Community Bank System, Inc.
 NBT Bancorp Inc.
 Sun Bancorp, Inc.
 Washington Trust Bancorp, Inc.

Lakeland Bancorp, Inc.
 Camden National Corporation
 Intervest Bancshares Corporation
 Sterling Bancorp
 Univest Corporation of Pennsylvania

To perform this analysis, KBW used financial information as of the three month period ended September 30, 2008 except for the comparison of net charge offs to average loans, for which the twelve month period ended September 30, 2008 was used. Market price information was as of November 7, 2008. 2008 and 2009 earnings estimates were taken from a nationally recognized earnings estimate consolidator for comparable companies, except for Benjamin Franklin where KBW relied upon management's estimates. Certain financial data prepared by KBW, and as referenced in the tables presented below, may not correspond to the data presented in Benjamin Franklin and Independent's historical financial statements, or to the data prepared by Baird presented under the section Opinion of Independent's Financial Adviser, as a result of the different periods, assumptions and methods used by KBW to compute the financial data presented.

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KBW's analysis showed the following concerning Independent's and Benjamin Franklin's financial performance:

	Independent	Independent Peer Group Median	Independent Peer Group Average
Core Return on Average Assets	1.04%	0.91%	0.82%
Core Return on Average Equity	11.60%	9.70%	10.40%
Net Interest Margin	4.09%	3.28%	3.37%
Fee Income/Revenue	22.90%	27.10%	24.20%
Efficiency Ratio	62.60%	60.90%	59.40%

	Benjamin Franklin Bank Peer Group Median	Benjamin Franklin Bank Peer Group Average	Benjamin Franklin Thrift Peer Group Median	Benjamin Franklin Thrift Peer Group Average
Core Return on Average Assets	0.50%	0.58%	0.76%	0.55%
Core Return on Average Equity	4.60%	8.30%	9.70%	3.30%
Net Interest Margin	3.13%	4.09%	3.72%	3.16%
Fee Income/Revenue	15.00%	22.70%	16.50%	10.70%
Efficiency Ratio	71.30%	70.80%	75.10%	63.00%

KBW's analysis showed the following concerning Independent's and Benjamin Franklin's financial condition:

	Independent	Independent Peer Group Median	Independent Peer Group Average
Equity/Assets	8.76%	8.51%	8.45%
Tangible Equity/Tangible Assets	5.32%	6.05%	6.16%
Loans/Deposits	101.70%	93.10%	91.40%
Core Deposits/Total Deposits	88.20%	86.60%	85.60%
Loan Loss Reserve/Loans	1.29%	1.25%	1.24%
Nonperforming Assets/Loans + OREO	0.69%	0.72%	1.36%
Last Twelve Months Net Charge-Offs/Average Loans	0.22%	0.32%	0.37%

	Benjamin Franklin Bank Peer Group Median	Benjamin Franklin Bank Peer Group Average	Benjamin Franklin Thrift Peer Group Median	Benjamin Franklin Thrift Peer Group Average
Equity/Assets	8.76%	8.51%	8.51%	8.45%
Tangible Equity/Tangible Assets	5.32%	6.05%	6.05%	6.16%
Loans/Deposits	101.70%	93.10%	93.10%	91.40%
Core Deposits/Total Deposits	88.20%	86.60%	86.60%	85.60%
Loan Loss Reserve/Loans	1.29%	1.25%	1.25%	1.24%
Nonperforming Assets/Loans + OREO	0.69%	0.72%	0.72%	1.36%
Last Twelve Months Net Charge-Offs/Average Loans	0.22%	0.32%	0.32%	0.37%

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Equity/Assets	10.86%	7.80%	7.63%	13.84%	13.70%
Tangible Equity/Tangible Assets	7.48%	6.79%	6.75%	10.07%	12.52%
Loans/Deposits	102.80%	96.20%	88.40%	113.30%	117.50%
Core Deposits/Total Deposits	84.20%	88.20%	86.80%	80.40%	79.20%
Loan Loss Reserve/Loans	1.01%	1.29%	1.38%	1.08%	1.07%
Nonperforming Assets/Loans + OREO	1.30%	0.56%	0.50%	0.82%	0.98%
Last Twelve Months Net					
Charge-Offs/Average Loans	0.04%	0.10%	0.16%	0.06%	0.11%

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KBW's analysis showed the following concerning Independent's and Benjamin Franklin's market performance:

	Independent	Independent Peer Group Median	Independent Peer Group Average
Stock Price/Book Value per Share	1.43x	1.38x	1.38x
Stock Price/Tangible Book Value per Share	2.44x	1.95x	2.02x
Stock Price/2008 Estimated GAAP EPS	13.40x	14.70x	15.20x
Stock Price/2009 Estimated GAAP EPS	13.00x	14.10x	14.10x
Dividend Yield	2.70%	3.70%	3.40%
2009 Dividend Payout Ratio	35.10%	44.40%	39.20%

	Benjamin Franklin Bank Peer Group Median	Benjamin Franklin Bank Peer Group Average	Benjamin Franklin Thrift Peer Group Median	Benjamin Franklin Thrift Peer Group Average
Stock Price/Book Value per Share	0.94x	0.99x	1.11x	0.95x
Stock Price/Tangible Book Value per Share	1.42x	1.03x	1.34x	1.03x
Stock Price/2008 Estimated GAAP EPS	18.90x	13.40x	13.40x	34.10x
Stock Price/2009 Estimated GAAP EPS	17.20x	13.00x	13.00x	27.50x
Dividend Yield	2.50%	3.40%	3.60%	2.70%
2009 Dividend Payout Ratio	42.10%	35.10%	35.10%	53.70%

Comparable Transaction Analysis

KBW reviewed publicly available information related to selected comparably sized acquisitions of banks and bank holding companies as well as thrifts and thrift holding companies with headquarters in the New England region (ME, NH, MA, VT, RI, and CT) and the Mid-Atlantic region (PA, NY, NJ, MD) announced after July 1, 2007, with aggregate transaction values between \$25 million and \$500 million. The transactions included in the groups were:

Acquiror

Valley National Bancorp
F.N.B. Corporation
S&T Bancorp, Inc.
Eagle Bancorp, Inc.
Tompkins Financial Corporation
F.N.B. Corporation
Independent Bank Corp.

Bank Acquiree

Greater Community Bancorp
Iron & Glass Bancorp, Inc.
IBT Bancorp, Inc.
Fidelity & Trust Financial Corporation
Sleepy Hollow Bancorp, Inc.
Omega Financial Corporation
Slade's Ferry Bancorp.

Camden National Corporation
Community Bancorp.
Cape Bancorp, Inc.

Union Bankshares Company
LyndonBank
Boardwalk Bancorp, Inc.

Acquiror

Harleysville National Corporation
Eastern Bank Corporation
First Niagara Financial Group, Inc.
National Penn Bancshares, Inc.

Thrift Acquiree

Willow Financial Bancorp, Inc.
MASSBANK Corp.
Great Lakes Bancorp, Inc.
KNBT Bancorp, Inc.

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Transaction multiples for the merger were derived from an offer price of \$15.77 (based upon Independent's closing share price on November 7, 2008) per share for Benjamin Franklin. For each precedent transaction, KBW derived and compared, among other things, the implied ratio of price per common share paid for the acquired company to:

the earnings per share of the acquired company for the latest 12 months of results publicly available prior to the time the transaction was announced;

book value per share of the acquired company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition.

tangible book value per share of the acquired company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition.

tangible equity premium to core deposits (total deposits less time deposits greater than \$100,000) based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition.

market premium based on the latest closing price 1-day prior to the announcement of the acquisition.

The results of the analysis are set forth in the following table:

Transaction Price to:	Independent/ Benjamin Franklin Merger	Comparable Bank Transactions Median	Comparable Thrift Transactions Median
Last Twelve Months Earnings per Share	25.0x	23.1x	22.8x
Book Value	114.0%	199.0%	120.0%
Tangible Book Value	172.0%	218.0%	167.0%
Core Deposit Premium	8.8%	15.7%	9.4%
Market Premium(1)	20.8%	31.5%	18.0%

(1) Based on Benjamin Franklin closing price of \$13.05 on November 7, 2008.

No company or transaction used as a comparison in the above analysis is identical to Benjamin Franklin, Independent or the merger. Accordingly, an analysis of these results is not mathematical. Rather, it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies.

Contribution Analysis

KBW analyzed the relative contributions of Independent and Benjamin Franklin to the pro forma balance sheet and income statement items of the combined entity, including assets, common equity, tangible equity, deposits, loans, market capitalization, estimated 2008 net income and cash net income, and estimated 2009 net income and cash net income with and without estimated 2009 cost savings added to Benjamin Franklin's earnings. KBW compared the relative contribution of balance sheet and income statement items with the

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estimated pro forma ownership for Benjamin Franklin based on an exchange ratio of 0.59 given a 100% stock transaction. The results of KBW's analysis are set forth in the following table.

Category	Independent	Benjamin Franklin
2008 Estimated Net Income	86.7%	13.3%
2008 Estimated Cash Net Income	85.2%	14.8%
2009 Estimated Net Income	85.8%	14.2%
2009 Estimated Net Income with Cost Savings	74.2%	25.8%
2009 Estimated Cash Net Income	84.4%	15.6%
2009 Estimated Cash Net Income with Cost Savings	73.4%	26.6%
Total Assets	78.0%	22.0%
Gross Loans	79.2%	20.8%
Total Deposits	79.3%	20.7%
Common Equity	74.1%	25.9%
Tangible Common Equity	71.6%	28.4%
Market Capitalization	81.0%	19.0%
Ownership at 100% Stock	78.5%	21.5%

Financial Impact Analysis

KBW performed pro forma merger analyses that combined projected income statement and balance sheet information of Independent and Benjamin Franklin. Assumptions regarding the accounting treatment, acquisition adjustments and cost savings were used to calculate the financial impact that the merger would have on certain projected financial results of Independent. In the course of this analysis, KBW used earnings estimates for Independent for 2008 and 2009 from a nationally recognized earnings estimate consolidator and used earnings estimates for Benjamin Franklin for 2008 and 2009 from Benjamin Franklin's management. This analysis indicated that the merger is expected to be accretive to Independent's estimated earnings per share and cash earnings per share in 2009. Cash earnings were estimated by adding both the anticipated core deposit intangible amortization expense and Independent's existing core deposit intangible expense to GAAP earnings. The analysis also indicated that the merger is expected to be accretive to book value per share and accretive to tangible book value per share for Independent and that Independent would maintain well capitalized capital ratios. For all of the above analyses, the actual results achieved by Independent following the merger will vary from the projected results, and the variations may be material.

Discounted Cash Flow Analysis

KBW performed a discounted cash flow analysis to estimate a range of the present values of after-tax cash flows that Benjamin Franklin could provide to equity holders through 2013 on a stand-alone basis. In performing this analysis, KBW used earnings estimates for Benjamin Franklin for 2009 from Benjamin Franklin's management and applied a range of long-term growth rates from 4.0% to 12.0% thereafter. The range of values was determined by adding (1) the present value of projected cash dividends to Benjamin Franklin shareholders from 2009 to 2013, assuming an annual dividend payout ratio (percentage of earnings per share payable to shareholders) of 42.1% and (2) the present value of the terminal value of Benjamin Franklin's common stock. In calculating the terminal value of Benjamin Franklin, KBW applied multiples ranging from 12.0x to 16.0x to 2014 forecasted earnings. The dividend stream and the terminal value were discounted back to present value using an 11% discount rate calculated using the capital asset pricing model. This resulted in a range of values of Benjamin Franklin from \$8.50 to \$15.34 per share.

KBW stated that the discounted cash flow present value analysis is a widely used valuation methodology but noted that it relies on numerous assumptions, including asset and earnings growth rates, terminal values and discount rates. The analysis did not purport to be indicative of the actual values or expected values of Benjamin Franklin.

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Dividend Accretion Analysis

KBW calculated the increase in dividends per share for Benjamin Franklin by multiplying Independent's annualized most recent dividend of \$0.72 by the 0.59 exchange ratio, and dividing the product by Benjamin Franklin's annualized most recent dividend of \$0.32. The result was a 32.8% increase in dividends to Benjamin Franklin's shareholders.

Other Analyses

KBW reviewed the relative financial and market performance of Benjamin Franklin and Independent to a variety of relevant industry peer groups and indices. KBW also reviewed earnings estimates, balance sheet composition, historical stock performance and other financial data for Independent.

The Benjamin Franklin board has retained KBW as an independent contractor to act as financial adviser to Benjamin Franklin regarding the merger. As part of its investment banking business, KBW is continually engaged in the valuation of banking businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes. As specialists in the securities of banking companies, KBW has experience in, and knowledge of, the valuation of banking enterprises. In the ordinary course of its business as a broker-dealer, KBW may, from time to time, purchase securities from, and sell securities to, Benjamin Franklin and Independent. As a market maker in securities KBW may from time to time have a long or short position in, and buy or sell, debt or equity securities of Benjamin Franklin and Independent for KBW's own account and for the accounts of its customers.

Benjamin Franklin and KBW have entered into an agreement relating to the services to be provided by KBW in connection with the merger. Benjamin Franklin paid KBW a cash fee of \$150,000 concurrently with the execution of the merger agreement, and agreed to pay a cash fee of \$150,000 promptly after the mailing of this joint proxy statement/prospectus. Finally, Benjamin Franklin will pay to KBW at the time of closing of the merger a cash fee (Contingent Fee) equal to 1.00% of the market value of the aggregate consideration offered in exchange for the outstanding shares of common stock and options of Benjamin Franklin in the merger, where aggregate consideration means the total amount of cash and the fair market value on the date of closing of the Independent common stock paid or payable by Independent to Benjamin Franklin's shareholders and option holders in connection with the merger. The fees paid prior to the Contingent Fee payment will be credited against the Contingent Fee. Pursuant to the KBW engagement agreement, Benjamin Franklin also agreed to reimburse KBW for reasonable out-of-pocket expenses and disbursements incurred in connection with its engagement and to indemnify KBW against certain losses, claims, damages and liabilities relating to or arising out of its engagement, including liabilities under the federal securities laws.

Regulatory Approvals Required to Complete the Merger

The merger is subject to the condition that all consents and approvals of any governmental authority required to consummate the merger and the other transactions contemplated by the merger agreement shall have been obtained and remain in full force and effect and all statutory waiting periods in respect thereof shall have expired or been terminated. The merger also is subject to the condition that none of such regulatory approvals shall impose a Burdensome Condition, which is defined in the merger agreement to mean any term, condition or restriction upon Independent or any of its subsidiaries that Independent reasonably determines would prohibit or materially limit the ownership or operation by Benjamin Franklin or any of its subsidiaries, or by Independent or any of its subsidiaries, of all or any material portion of the business or assets of Benjamin Franklin or any of its subsidiaries or Independent or its subsidiaries, or compel Independent or any of its subsidiaries to dispose of or hold separate all or any material portion of the business or assets of Benjamin Franklin or any of its subsidiaries or Independent or any of its

subsidiaries.

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The consents and approvals of governmental authorities that Independent and Benjamin Franklin believe are required to consummate the merger are as follows:

the approval of the Board of Bank Incorporation of the Commonwealth of Massachusetts to merge Merger Sub with and into Benjamin Franklin, with Benjamin Franklin becoming a wholly owned subsidiary of Independent;

confirmation from the Massachusetts Housing Partnership Fund (the Housing Partnership Fund) that Independent has made arrangements satisfactory to the Housing Partnership Fund; and

the approval or waiver of the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956.

The consents and approvals of governmental authorities that Independent and Benjamin Franklin believe are required to consummate the merger of Benjamin Franklin Bank with Rockland Trust (which are not conditions to consummation of the merger) are as follows:

the FDIC's approval of the merger of Benjamin Franklin Bank with and into Rockland Trust; and

the approval of the Massachusetts Commissioner of Banks to merge Benjamin Franklin Bank with and into Rockland Trust, with Rockland Trust being the surviving entity.

The parties have filed all applications and notice materials necessary to obtain these regulatory approvals or non-objections, including a request for a waiver from the application requirements of the Bank Holding Company Act. The merger cannot be completed until the first three approvals and non-objections listed above have been obtained, are in full force and effect and all statutory waiting periods in respect thereof have expired, and the merger between Rockland Trust and Benjamin Franklin Bank (the bank merger) cannot be completed until after the last two approvals listed above have been obtained. The merger may not be consummated until 30 days after the approval of the Federal Reserve Board (or such shorter period as the Federal Reserve Board may prescribe with the concurrence of the United States Department of Justice, but not less than 15 days), during which time the Department of Justice may challenge the merger on antitrust grounds. The bank merger (the completion of which is not a condition to the merger) may not be consummated until 30 days after the approval of the FDIC (or such shorter period as the FDIC may prescribe with the concurrence of the United States Department of Justice, but not less than 15 days), during which time the Department of Justice may challenge the bank merger on antitrust grounds. The commencement of an antitrust action by the Department of Justice would stay the effectiveness of the Federal Reserve Board or FDIC approval, as the case may be, unless a court specifically orders otherwise. In reviewing the merger and the bank merger, the Department of Justice could analyze the merger's effect on competition differently than the Federal Reserve Board and the FDIC, and it is possible that the Department of Justice could reach a different conclusion than the applicable banking regulator regarding the merger's (or the bank merger's) competitive effects.

Independent and Benjamin Franklin cannot assure you that all required regulatory approvals or non-objections will be obtained, when they will be obtained or whether there will be conditions in the approvals or any litigation challenging the approvals. Independent and Benjamin Franklin also cannot assure you that the United States Department of Justice or the Attorney General of the Commonwealth of Massachusetts will not attempt to challenge the merger on antitrust grounds, or what the outcome will be if such a challenge is made. Independent and Benjamin Franklin are not aware of any other government approvals or actions that are required prior to the parties' consummation of the merger. It is currently contemplated that if any such additional governmental approvals or actions are required, such approvals or actions will be sought. There can be no assurance, however, that any such additional approvals or actions will be obtained.

Interests of Benjamin Franklin s Executive Officers and Directors in the Merger

Benjamin Franklin s executive officers and directors have interests in the merger that may be different from, or in addition to, the interests of other Benjamin Franklin s shareholders generally. The Benjamin

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Franklin board of directors was aware of these interests and considered them, among other matters, when it approved the merger agreement.

Equity Plans

All outstanding unvested Benjamin Franklin stock options will become fully vested upon approval of the merger agreement and the merger by Benjamin Franklin's shareholders. With the exception of options held by Thomas R. Venables and Claire S. Bean, as described below, holders of Benjamin Franklin options will be given the opportunity to elect to exchange their options for options to purchase Independent common stock. The per share exercise price of such options will be adjusted by dividing such exercise price by the exchange ratio of 0.59 per share, and the number of shares covered by such options will be adjusted by multiplying the number of Benjamin Franklin shares covered by such option by 0.59. All options exchanged for options to purchase Independent common stock will remain outstanding until two years following the effective time of the merger, regardless of continuation of employment. If an option holder does not elect to exchange his or her Benjamin Franklin options for Independent options, such holder's options will be cancelled upon consummation of the merger, and the holder will receive a cash payment upon such cancellation in an amount equal to the product of (i) the number of shares of Benjamin Franklin common stock provided for by such option and (ii) the excess, if any, of (a) the closing value of the merger consideration over (b) the exercise price of the option. For this purpose, closing value of the merger consideration means the product of (x) the average closing prices of Independent common stock on the NASDAQ Global Select Market for the twenty-five (25) trading days ending on the fifth (5th) trading day immediately preceding the completion of the merger, multiplied by (y) the exchange ratio of 0.59 per share.

Pursuant to the merger agreement, Mr. Venables and Ms. Bean may not elect to exchange the options held by them into options to purchase Independent common stock. All options held by Mr. Venables and Ms. Bean will be cancelled in exchange for a cash payment, as described above.

The Benjamin Franklin shareholders' approval of the merger will cause the acceleration of vesting of all outstanding unvested stock options under Benjamin Franklin's 2006 Stock Incentive Plan. As of December 4, 2008, unvested stock options for approximately 352,466 shares of Benjamin Franklin common stock were outstanding under such plan. The Benjamin Franklin shareholders' approval of the merger will also cause the acceleration of vesting of all outstanding unvested shares of restricted stock. As of December 4, 2008, 131,373 unvested shares of restricted stock were outstanding under such plan. At the effective time of the merger, each of the 131,373 currently unvested shares of Benjamin Franklin restricted stock outstanding under the 2006 Stock Incentive Plan will be converted into the right to receive 0.59 shares of Independent common stock. The merger agreement provides for the immediate termination of the tax-qualified employee stock ownership plan of Benjamin Franklin subject to, and effective upon, the consummation of the merger. See Merger Agreement Employee Benefits Matters below.

The following table sets forth, as of December 4, 2008, the total number of options held by the named executive officers of Benjamin Franklin, the executive officers of Benjamin Franklin as a group and all non-employee directors of Benjamin Franklin as a group, as well as the value of cash payments to be received upon cancellation of such options assuming the option holder does not elect to exchange such options for options to purchase Independent common stock. In addition, the following table reflects the number of unvested shares of restricted stock held by the named executive officers of Benjamin Franklin, the executive

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officers of Benjamin Franklin as a group and all non-employee directors of Benjamin Franklin as a group which will vest as a result of the merger.

Name	Number of Options	Payment at Completion of Merger if Options are Cancelled (Before Deduction of Withholding Taxes)(1)		Number of Currently Unvested Shares of Restricted Stock	Value at Completion of Merger of Currently Unvested Shares of Restricted Stock (Before Deduction of Withholding Taxes)(2)	
		\$			\$	
Thomas R. Venables	113,500	\$	221,170	34,781	\$	548,496
Claire S. Bean	67,500		134,530	26,177		412,811
Rose M. Buckley	32,100		61,488	4,934		77,809
Mariane E. Broadhurst	26,900		51,732	4,934		77,809
Michael J. Piemonte	7,400		15,512	4,700		74,119
Executive Officers as a Group	247,400		484,432	75,526		1,191,044
Non-Employee Directors as a Group (13 Persons)	120,471		266,707	32,227		508,220
TOTAL	367,871	\$	751,139	107,753	\$	1,699,264

(1) Calculated by multiplying the number of options by the amount of the excess of the implied per share purchase price of \$15.77 as of November 7, 2008 over the exercise price of the options.

(2) Calculated by multiplying the number of unvested shares of restricted stock by the implied per share purchase price of \$15.77 as of November 7, 2008.

Settlement Agreements

Independent has agreed to honor Benjamin Franklin's pre-existing employment agreements, change in control agreements and supplemental retirement agreements with Thomas R. Venables, Benjamin Franklin's President and Chief Executive Officer, Claire S. Bean, Benjamin Franklin's Executive Vice President and Chief Financial Officer, Mariane E. Broadhurst, Benjamin Franklin's Senior Vice President and Retail Banking Officer, Rose M. Buckley, Benjamin Franklin's Senior Vice President and Senior Lending Officer, Michael J. Piemonte, Benjamin Franklin's Senior Vice President and Risk Management Officer, and two other Benjamin Franklin officers. In connection with the merger agreement, Independent and Benjamin Franklin have entered into settlement agreements (that include waiver and release provisions) with these officers for the purpose of setting forth, and avoiding any future disagreement with respect to, the lump sum payments and continuation of health insurance benefits that the executive officers are entitled to receive under their agreements with Benjamin Franklin. Pursuant to the settlement agreements, the pre-existing agreements will terminate at the closing of the merger (other than the survival of certain specified provisions) and the officers will look solely to the terms of the settlement agreements to determine their rights to

receive severance and other payments and benefits related to the termination of their employment.

Under these settlement agreements, in settlement of certain portions of their existing employment agreements or change in control agreements with Benjamin Franklin, lump sum cash payments will be made immediately prior to closing to these executives, in the amount of \$1,518,945 for Mr. Venables, \$1,069,567 for Ms. Bean, \$408,400 for Ms. Broadhurst, \$449,600 for Ms. Buckley, \$127,050 for Mr. Piemonte and \$262,325 in aggregate for the other two Benjamin Franklin officers. The settlement agreements also confirm these officers' rights under their existing employment and change-in-control agreements to receive continuation of their health benefits for the following periods: Mr. Venables and Ms. Bean thirty-six (36) months; Ms. Broadhurst and Ms. Buckley twenty-four (24) months; and Mr. Piemonte and the two other Benjamin Franklin officers twelve (12) months. In the case of Mr. Venables and Ms. Bean, these payments will not be made directly to the officers but will be deposited into a trust, which will make the payments to the officers six months after closing.

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Independent has also agreed to honor the supplemental retirement agreements (SERPs) between Benjamin Franklin and each of Mr. Venables and Ms. Bean. Pursuant to the settlement agreements with these executives, as full settlement of the SERPs, a payment will be made into a trust in an amount equal to approximately \$6,969,394 and \$3,351,884 for the benefit of Mr. Venables and Ms. Bean, respectively (with such payments to be distributed by the trust to the officers six months after closing). Each of Mr. Venables and Ms. Bean has also agreed to be bound by non-competition and non-solicitation provisions contained within their settlement agreements for a period of one (1) year following the merger for which they will be paid a total of \$400,000 and \$250,000, respectively, with such amount paid in equal monthly installments in arrears.

In addition, as provided in their existing employment agreements, Mr. Venables and Ms. Bean will be provided with an indemnification payment for the excise taxes imposed under Section 4999 of the Internal Revenue Code so that, after payment of the excise tax and all income and excise taxes imposed on the indemnification payments, the executive will retain the same or approximately the same net-after tax amounts that he or she would have retained if there were no 20% excise tax imposed under Section 280G. The amount of this indemnification payment is currently estimated to be approximately \$3,397,209 for Mr. Venables and \$1,768,726 for Ms. Bean. The amounts payable to Ms. Broadhurst, Ms. Buckley, Mr. Piemonte and the other two Benjamin Franklin officers will be reduced, if necessary, to ensure that no portion of the amounts payable to them would be subject to excise tax under Section 4999 of the Internal Revenue Code or would be non-deductible to the payor by reason of Section 280G of the Internal Revenue Code. It is not expected that any such reduction will be necessary.

Director Fee Continuation Plan.

Each non-employee director of Benjamin Franklin whose service as a director is terminated in connection with, or within three years following, the merger will be entitled to accelerated vesting and the receipt of a lump sum benefit under Benjamin Franklin s existing director fee continuation plan. The lump sum benefit will be equal to the average total annual fees for services as a director received by the director for the three calendar years preceding the termination of the director s services, multiplied by five. On average, the payments per director will be approximately \$147,000, and range from a low of approximately \$113,000 to a high of approximately \$180,000.

Indemnification and Insurance

The merger agreement provides that Independent will indemnify and hold harmless the present and former officers and directors of Benjamin Franklin and its subsidiaries against costs or expenses, judgments, fines, losses, claims, damages or liabilities incurred in connection with any claim, action, suit, proceeding or investigation, whether civil, criminal, administrative or investigative, arising out of or pertaining to matters existing or occurring at or prior to the merger, whether asserted or claimed prior to, at or after the effective date of the merger, to the extent such indemnified party would have been indemnified, as a director or officer of Benjamin Franklin or any of its subsidiaries under Benjamin Franklin s bylaws. Independent will also continue to cover those persons for a period of six years following the effective date of the merger arising out of actions or omissions occurring at or prior to the merger, except that Independent is not required to expend more than 225% per year of the current amount expended by Benjamin Franklin to maintain such insurance.

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THE MERGER AGREEMENT

The following summary describes certain aspects of the merger, including material provisions of the merger agreement. This summary is not complete and is qualified in its entirety by reference to the merger agreement, a copy of which is attached as Annex A to this document and is incorporated into this document by reference. You should read the merger agreement in its entirety, as it is the legal document governing the merger.

The Merger

Each of Benjamin Franklin's board of directors and Independent's board of directors has unanimously approved the merger agreement, which provides for the merger of Merger Sub, a newly formed, wholly owned subsidiary of Independent, with and into Benjamin Franklin. Benjamin Franklin will survive the merger as a wholly owned subsidiary of Independent. Each share of Independent common stock issued and outstanding at the effective time of the merger will remain issued and outstanding as one share of common stock of Independent, and each share of Benjamin Franklin common stock issued and outstanding at the effective time of the merger will be converted into 0.59 shares of Independent common stock, as described below. See Consideration To Be Received in the Merger below.

The merger agreement provides that Independent may change the structure of the merger as long as such change does not alter the kind or amount of merger consideration to be provided under the merger agreement, or materially delay or jeopardize receipt of any required regulatory approvals or adversely affect the tax treatment of Benjamin Franklin's shareholders as a result of receiving the merger consideration.

Effective Time and Completion of the Merger

The merger will be completed and will become effective upon the acceptance for filing by the Secretary of the Commonwealth of Massachusetts of the articles of merger related to the merger. However, the parties may agree to a later time for completion of the merger and specify that later time in the articles of merger in accordance with Massachusetts law.

We currently expect that the merger will be completed in the second quarter of 2009, subject to Independent's shareholders' approval of the share issuance pursuant to the merger agreement and Benjamin Franklin's shareholders' approval of the merger agreement and the transactions contemplated thereby, the receipt of all necessary regulatory approvals and the expiration of all regulatory waiting periods. However, completion of the merger could be delayed if there is a delay in obtaining the required regulatory approvals or in satisfying any other conditions to the merger. There can be no assurances as to whether, or when, Benjamin Franklin and Independent will obtain the required approvals or complete the merger.

Board of Directors of Independent

Prior to completion of the merger, Independent's board of directors will increase by three the number of directors constituting the entire board of directors, effective as of and contingent upon the occurrence of the effective time of the merger. Independent will elect Thomas R. Venables and two other Benjamin Franklin representatives (selected in Independent's sole discretion from among the Benjamin Franklin directors other than Mr. Venables who meet the qualifications described in the merger agreement and Benjamin Franklin's Chief Financial Officer) to fill the vacancies and thereby become directors of Independent, effective as of and contingent upon the occurrence of the effective time of the merger. One such director will be elected to serve a term to expire at the 2010 annual meeting of Independent's

shareholders and two directors will be elected to serve a term to expire at the 2011 annual meeting of Independent s shareholders. Independent will use commercially reasonable efforts to nominate each of them for at least one additional three-year term so long as they remain qualified to serve.

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Consideration to Be Received in the Merger

In the merger, each outstanding share of Benjamin Franklin common stock will be converted into the right to receive 0.59 shares of Independent common stock. Independent will not issue any fractional shares of its common stock in the merger, but will instead pay cash (determined on the basis of the average closing prices of Independent's common stock during a twenty-five day measurement period ending five days before the closing of the merger) for any fractional share a Benjamin Franklin shareholder would otherwise receive after aggregating all of his or her shares.

Exchange of Benjamin Franklin Stock Certificates for Independent Stock Certificates

On or before the closing date of the merger, Independent will cause to be delivered to the exchange agent certificates representing the shares of Independent common stock to be issued in the merger. In addition, Independent will deliver to the exchange agent an aggregate amount of cash sufficient to paid in lieu of fractional shares of Independent common stock. Independent has selected Computershare Limited to act as the exchange agent in connection with the merger.

If the merger is approved, Benjamin Franklin's shareholders will receive separate instructions for the exchange of certificates representing Benjamin Franklin common stock. No later than five business days following the effective time of the merger, the exchange agent will mail to each Benjamin Franklin shareholder of record at the effective time of the merger who did not previously surrender Benjamin Franklin stock certificates, a letter of transmittal and instructions for use in surrendering the shareholder's Benjamin Franklin stock certificates. When such Benjamin Franklin shareholders deliver their Benjamin Franklin stock certificates to the exchange agent along with a properly completed and duly executed letter of transmittal and any other required documents, their Benjamin Franklin stock certificates will be cancelled and in exchange they will receive:

an Independent stock certificate representing the number of whole shares of Independent common stock that they are entitled to receive under the merger agreement; and

a check representing the amount of cash that they are entitled to receive in lieu of fractional shares, if any.

No interest will be paid or accrued on any cash constituting merger consideration.

Benjamin Franklin's shareholders are not entitled to receive any dividends or other distributions on Independent common stock with a record date after the closing date of the merger until they have surrendered their Benjamin Franklin stock certificates in exchange for an Independent stock certificate. After the surrender of their Benjamin Franklin stock certificates, Benjamin Franklin shareholders of record will be entitled to receive any dividend or other distribution, without interest, which had become payable with respect to their Independent common stock.

Independent will only issue a stock certificate for Independent common stock or a check for cash in lieu of a fractional share in a name other than the name in which a surrendered Benjamin Franklin stock certificate is registered if the exchange agent is presented with all documents required to show and effect the unrecorded transfer of ownership, together with evidence that any applicable stock transfer taxes have been paid.

Stock Options and Restricted Stock

Stock Options

All outstanding unvested Benjamin Franklin stock options will become fully vested upon approval of the merger agreement and the merger by Benjamin Franklin's shareholders. With the exception of options held by Thomas R. Venables and Claire S. Bean, as described below, holders of Benjamin Franklin options will be given the opportunity to elect to exchange their options for options to purchase Independent common stock. The per share exercise price of such options will be adjusted by dividing such exercise price by the exchange ratio of 0.59 per share, and the number of shares covered by such options will be adjusted by multiplying the number of Benjamin Franklin shares covered by such option by 0.59. All options exchanged for options to

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purchase Independent common stock will remain outstanding until two years following the effective time of the merger, regardless of continuation of employment. If an option holder does not elect to exchange his or her Benjamin Franklin options for Independent options, such holder's options will be cancelled upon consummation of the merger, and the holder will receive a cash payment upon such cancellation in an amount equal to the product of (i) the number of shares of Benjamin Franklin common stock provided for by such option and (ii) the excess, if any, of (a) the closing value of the merger consideration over (b) the exercise price of the option. For this purpose, closing value of the merger consideration means the product of (x) the average closing prices of Independent common stock on the NASDAQ Global Select Market for the twenty-five (25) trading days ending on the fifth (5th) trading day immediately preceding the completion of the merger, multiplied by (y) the exchange ratio of 0.59 per share

Pursuant to the merger agreement, Mr. Venables and Ms. Bean may not elect to exchange the options held by them into options to purchase Independent common stock. All options held by Mr. Venables and Ms. Bean will be cancelled in exchange for a cash payment, as described above.

The cash payment will be made without interest and will be net of all applicable withholding taxes. Benjamin Franklin will request each option holder who does not intend to elect to exchange his or her options for Independent stock options to provide a written acknowledgement of the cancellation of such options and payment for such options as described in this section. As of December 4, 2008, there were outstanding options to purchase 537,620 shares of Benjamin Franklin common stock.

Restricted Stock

All outstanding unvested shares of Benjamin Franklin restricted stock will become fully vested upon approval of the merger agreement and the merger by Benjamin Franklin's shareholders. All of such shares will be treated as outstanding Benjamin Franklin shares for all purposes under the merger agreement, including for purposes of the holder's right to receive the merger consideration. As of December 4, 2008, there were 131,373 shares of unvested Benjamin Franklin restricted stock outstanding.

Representations and Warranties

The merger agreement contains customary representations and warranties of Independent and Benjamin Franklin relating to their respective businesses. With the exception of certain representations that must be true and correct in all material respects or true and correct except to a de minimis extent, no representation or warranty will be deemed untrue or incorrect as a consequence of the existence or absence of any fact, circumstance or event unless that fact, circumstance or event, individually or when taken together with all other facts, circumstances or events, has had or is reasonably likely to have a material adverse effect on the company making the representation or its ability to timely complete the merger and the bank merger. In determining whether a material adverse effect has occurred or is reasonably likely, the parties will disregard any effects resulting from (1) changes in banking and similar laws of general applicability or interpretations thereof, (2) changes in generally accepted accounting principles or regulatory accounting requirements applicable to banks or bank holding companies generally, (3) any modifications or changes to Benjamin Franklin's valuation policies and practices in connection with the merger or restructuring charges taken in connection with the merger, in each case in accordance with generally accepted accounting principles and with Independent's prior written consent, (4) changes after the date of the merger agreement in general economic or capital market conditions affecting financial institutions or their market prices generally and not disproportionately affecting Benjamin Franklin or Independent, including, but not limited to, changes in levels of interest rates generally, (5) the effects of compliance with the merger agreement on the operating performance of Benjamin Franklin or Independent, including the expenses incurred by Benjamin Franklin or Independent in consummation of the merger, and (6) the effects of any action or omission taken by Benjamin Franklin with the prior consent of Independent, and vice versa, or as otherwise expressly permitted or contemplated by the merger agreement.

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The representations and warranties of each of Independent and Benjamin Franklin have been made solely for the benefit of the other party and such representations and warranties should not be relied on by any other person. In addition, such representations and warranties:

have been qualified by information set forth in confidential disclosure schedules exchanged by the parties in connection with signing the merger agreement the information contained in these schedules modifies, qualifies and creates exceptions to the representations and warranties in the merger agreement;

will not survive consummation of the merger and cannot be the basis for any claims under the merger agreement by the other party after termination of the merger agreement;

may be intended not as statements of fact, but rather as a way of allocating the risk to one of the parties to the merger agreement if those statements turn out to be inaccurate;

are subject to the materiality standard described in the merger agreement which may differ from what may be viewed as material by you; and

were made only as of the date of the merger agreement or such other date as is specified in the merger agreement.

Each of Independent and Benjamin Franklin has made representations and warranties to the other regarding, among other things:

capital stock;

corporate matters, including due organization and qualification;

authority relative to execution and delivery of the merger agreement and the absence of conflicts with, or violations of, organizational documents or other obligations as a result of the merger;

the filing of securities and regulatory reports, and the absence of investigations by regulatory agencies;

governmental filings and consents necessary to complete the merger;

absence of certain changes or events;

compliance with applicable laws;

regulatory capitalization;

loan, non-performing and classified assets;

trust business and fiduciary accounts;

the Community Reinvestment Act and anti-money laundering requirements;

accuracy of this joint proxy statement/prospectus;

legal proceedings;

broker's fees payable in connection with the merger;

employee benefit matters;

labor matters;

environmental matters;

tax matters, including tax treatment of the merger; and

the accuracy of information supplied for inclusion in this document and other similar documents.

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In addition, Benjamin Franklin has made other representations and warranties about itself and its subsidiaries to Independent as to:

organization and ownership of subsidiaries;

matters relating to certain contracts;

investment securities;

derivative transactions;

investment management;

repurchase agreements;

deposit insurance;

transactions with affiliates and insiders;

tangible properties and assets;

intellectual property;

insurance;

the inapplicability of state anti-takeover laws;

the receipt of a fairness opinion; and

transaction costs.

Conduct of Business Pending the Merger

Benjamin Franklin has undertaken customary covenants that place restrictions on it and its subsidiaries until the effective time of the merger. In general, Benjamin Franklin has agreed that it will, and will cause each of its subsidiaries to: (1) conduct its business in the ordinary course consistent with past practice; and (2) use commercially reasonable efforts to maintain and preserve intact its business organization and advantageous business relationships, including retaining the services of key officers and key employees and the goodwill of customers and other parties. Benjamin Franklin further has agreed that, with certain exceptions, Benjamin Franklin will not, and will not permit any of its subsidiaries to, among other things, undertake the following actions without the prior written consent of Independent:

issue, or enter into an agreement to issue, shares of common stock except pursuant to the exercise of Benjamin Franklin stock options outstanding as of the date of the merger agreement, accelerate the vesting of any rights to acquire shares of common stock, or change the number of, or provide for the exchange of, shares of Benjamin Franklin stock, any securities convertible into or exchangeable for any additional shares of stock, any rights issued and outstanding prior to the effective date of the merger as a result of a stock split, stock dividend, recapitalization, reclassification, or similar transaction with respect to its outstanding stock or any other such

securities;

declare, set aside or pay any dividends or other distributions on any shares of its capital stock, other than (1) dividends paid by any of the wholly owned subsidiaries of Benjamin Franklin to Benjamin Franklin or to any of its wholly owned subsidiaries, and (2) regular quarterly cash dividends at a rate not to exceed \$0.08 per share;

enter into or amend or renew any employment, consulting, severance or similar agreements or arrangements with any director, officer, employee of Benjamin Franklin or any of its subsidiaries, or grant any salary or wage increase or increase any employee benefit plan or pay any incentive or bonus payments, subject to certain exceptions primarily intended to permit increases in compensation and the payment of bonuses in the ordinary course of business;

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hire any person except for at-will employees at an annual rate of salary not to exceed \$75,000 to fill vacancies that may arise from time to time in the ordinary course of business, or promote any employee, except to satisfy contractual obligations existing as of the date of the merger agreement;

with certain exceptions, enter into, establish, adopt, amend, modify or terminate any benefit plan or other pension, retirement, stock option, stock purchase, savings, profit sharing, deferred compensation, consulting, bonus, group insurance or other employee benefit, incentive or welfare contract, plan or arrangement, or any trust agreement related thereto, in respect of any current or former director, officer or employee;

except pursuant to agreements in effect as of the date of the merger agreement, pay, loan or advance any amount to, or sell, transfer or lease any properties or assets to, or enter into any agreement with, any of its officers or directors or any of their immediate family members or any affiliates or associates of any of its officers or directors other than compensation or business expense reimbursement in the ordinary course of business consistent with past practice;

sell, transfer, mortgage, pledge, encumber or otherwise dispose or discontinue any of its assets, deposits, business or properties other than in the ordinary course of business consistent with past practice;

acquire, other than by way of foreclosures or acquisitions of control in a bona fide fiduciary capacity or in satisfaction of debts previously contracted in good faith, all or any portion of the assets, business, deposits or properties of any other entity other than in the ordinary course of business consistent with past practice;

with certain exceptions, make any capital expenditures other than in the ordinary course of business consistent with past practice in amounts not exceeding \$50,000 individually or \$100,000 in the aggregate unless consented to in writing by Independent (which consent will not be unreasonably delayed or withheld);

amend its articles of organization or bylaws or any equivalent documents of any Benjamin Franklin subsidiary;

implement or adopt any change in its accounting principles, practices or methods, other than as may be required by applicable laws or regulations or generally accepted accounting principles in the United States of America;

with certain exceptions, enter into, amend, modify or terminate any material contract, lease, or insurance policy;

enter into any settlement of any action, suit, proceeding, order or investigation to which Benjamin Franklin or any of its subsidiaries becomes party after the date of the merger agreement, which settlement involves payment of an amount exceeding \$25,000 individually or \$50,000 in the aggregate and/or would impose any material restriction on the business of Benjamin Franklin or its subsidiaries;

enter into any new material line of business or materially change its lending, investment, underwriting, risk and asset liability management and other banking and operative policies, except as required by applicable law, regulation or policies imposed by any governmental authority, or file any application or make any contract with respect to branching or site location or relocation;

enter into any derivatives transactions;

incur indebtedness or in any way assume the indebtedness of another person, except in the ordinary course of business;

with certain exceptions, acquire, sell or otherwise dispose of any debt security or equity investment unless consented to in writing by Independent (which consent will not be unreasonably delayed or withheld);

make or renew any loan, loan commitment, letter of credit or other extension of credit in excess of \$2.5 million or in connection with collateral located outside of the Commonwealth of Massachusetts or

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in violation of Benjamin Franklin's credit policies or procedures other than in the ordinary course of business consistent with recent past practice unless consented to in writing by Independent (which consent will not be unreasonably delayed or withheld);

make any investment or commitment to invest in real estate or in any real estate development project other than by way of foreclosure or deed in lieu thereof;

make or change any material tax election, file any material amended tax return, enter into any material closing agreement, settle or compromise any material liability with respect to taxes, agree to any material adjustment of any tax attribute, file any claim for a material refund of taxes, or consent to any extension or waiver of the limitation period applicable to any material tax claim or assessment;

commit any act or omission which constitutes a material breach or default of an agreement with any governmental authority or any other material agreement or license;

foreclose on or take a deed or title to any commercial real estate without first conducting a Phase I environmental assessment of the property or foreclose on any commercial real estate if such environmental assessment indicates the presence of a condition or matter with respect to which liability will exceed \$25,000 individually or \$50,000 in the aggregate;

except as may be required by applicable law or regulation, take or fail to take any action which would result in (1) any of Benjamin Franklin's representations and warranties in the merger agreement becoming untrue in any material respect, (2) any of the conditions to the merger not being satisfied, or (3) a material violation of any provision of the merger agreement;

repurchase, redeem or otherwise acquire any shares of its capital stock or any securities convertible into or exercisable for any shares of its capital stock; or

enter into any contract with respect to, or otherwise agree to do any of the actions prohibited by the preceding bullet points.

Independent has agreed that, except with Benjamin Franklin's prior written consent, Independent will not, among other things, undertake the following actions:

except as may be required by applicable law or regulation, take any action or fail to take any action that is intended or reasonably likely to result in: a delay in the consummation of the merger or the transactions contemplated by the merger agreement; any impediment to its ability to consummate the merger or the transactions contemplated by the merger agreement; any of its representations and warranties contained in the merger agreement becoming untrue in any material respect at or prior to the effective time; any of the conditions contained in the merger agreement not being satisfied; or a material violation of any provision of the merger agreement; or

enter into any contract with respect to, or otherwise agree to do any of the actions prohibited by the preceding bullet point.

Independent has also agreed to keep the Chief Executive Officer of Benjamin Franklin informed with respect to, and include him in board discussions relating to, any plans that Independent is seriously considering (and that would, if consummated, be commenced prior to or immediately following the closing of the merger) with respect to a material sale of additional shares of Independent capital stock or a material acquisition of another whole bank by merger or

otherwise.

The merger agreement also contains mutual covenants relating to preparation of this document, access to information of the other company, public announcements with respect to the transactions contemplated by the merger agreement, regulatory filings and consents, notification of certain changes, information systems conversion, and coordination of dividends and agreements by Benjamin Franklin allowing Independent access to Benjamin Franklin's customers and suppliers and to conduct environmental assessments of certain real property owned by Benjamin Franklin.

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Shareholder Approval

Independent has agreed to convene a special meeting of its shareholders to consider and vote upon approval of the share issuance of Independent common stock in connection with the merger. Independent agreed to use commercially reasonable efforts to convene the meeting within 45 days following the time when the registration statement becomes effective. Independent has agreed to take all lawful action to solicit shareholder approval of the share issuance of Independent common stock in connection with the merger agreement.

Benjamin Franklin has agreed to convene a special meeting of its shareholders to consider and vote upon approval of the merger agreement and any other matters required to be approved by Benjamin Franklin's shareholders in order to permit consummation of the transactions contemplated by the merger agreement. Benjamin Franklin agreed to use commercially reasonable efforts to convene the meeting within 45 days following the time when the registration statement becomes effective. Benjamin Franklin has agreed to take all lawful action to solicit shareholder approval of the merger agreement, although under certain circumstances Benjamin Franklin's board of directors may recommend to Benjamin Franklin's shareholders a Superior Proposal (as defined below) in the exercise of its fiduciary duties, as described below under No Solicitation of Alternative Transactions.

Under the merger agreement, Independent's board of directors must, at all times prior to and during the special meeting, recommend approval of the issuance of Independent common stock pursuant to the merger agreement and may not withhold, withdraw, amend or modify its recommendation in any manner adverse to Benjamin Franklin or take any other action or make any other public statement inconsistent with its recommendation.

Under the merger agreement, Benjamin Franklin's board of directors must, at all times prior to and during the special meeting, recommend adoption of the merger agreement by Benjamin Franklin's shareholders and may not withhold, withdraw, amend or modify its recommendation in any manner adverse to Independent or take any other action or make any other public statement inconsistent with its recommendation, except as and to the extent described below under No Solicitation of Alternative Transactions. Notwithstanding any change in recommendation, the merger agreement must be submitted to Benjamin Franklin's shareholders for their approval.

No Solicitation of Alternative Transactions

With certain exceptions described below, Benjamin Franklin has agreed that it, its subsidiaries and their officers and directors will not, and Benjamin Franklin will use its reasonable best efforts to cause each of its and its subsidiaries representatives not to, directly or indirectly:

solicit, initiate or knowingly encourage any inquiry with respect to, or the making of, any proposal that constitutes or could reasonably be expected to lead to an Acquisition Proposal (as defined below);

participate in any negotiations regarding an Acquisition Proposal with, or furnish any nonpublic information relating to a Acquisition Proposal to, any party that has made or, to the knowledge of Benjamin Franklin, is considering making an Acquisition Proposal; or

engage in discussions regarding an Acquisition Proposal with any party that has made, or, to Benjamin Franklin's knowledge, is considering making, an Acquisition Proposal.

However, prior to the time that Benjamin Franklin's shareholders approve the merger agreement and the transactions contemplated thereby, if Benjamin Franklin receives a written and unsolicited Acquisition Proposal that Benjamin

Franklin's board of directors reasonably believes to be credible, which the board of directors determines in good faith (after consultation with its financial advisers and outside counsel) is or could reasonably be expected to result in a Superior Proposal, Benjamin Franklin may take the following actions:

furnish nonpublic information to the party making such Acquisition Proposal, but only if (1) prior to so furnishing such information, Benjamin Franklin has entered into a customary confidentiality agreement

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with such party, and (2) all such information has previously been provided to Independent or is provided to Independent prior to or contemporaneously with the time it is provided to the party making such Acquisition Proposal; and

engage or participate in any discussions or negotiations with such party with respect to the Acquisition Proposal.

Benjamin Franklin must promptly advise Independent of the receipt of:

any proposal that constitutes or could reasonably be expected to lead to an Acquisition Proposal and the material terms of the proposal; and

any request for non-public information relating to Benjamin Franklin or any of its subsidiaries other than requests for information not reasonably expected to be related to an Acquisition Proposal.

Thereafter, Benjamin Franklin must keep Independent reasonably informed on a reasonably current basis of the status of any such Acquisition Proposal (including any material change to the terms thereof).

Except as described below, Benjamin Franklin's board of directors may not:

withhold, withdraw or modify (or publicly propose to withhold, withdraw or modify), in a manner adverse to Independent, its recommendation that Benjamin Franklin shareholders approve the merger agreement and the transactions contemplated thereby; or

approve or recommend (or publicly propose to approve or recommend) any Acquisition Proposal.

Benjamin Franklin may not, and its board of directors may not allow it to, and Benjamin Franklin may not allow any of its subsidiaries to enter into any letter of intent, memorandum of understanding, agreement in principle, acquisition agreement, merger agreement or other agreement (except for customary confidentiality agreements as described above) relating to any Acquisition Proposal.

Notwithstanding the previous paragraph, Benjamin Franklin's board of directors may, prior to the time Benjamin Franklin's shareholders approve the merger agreement and the transactions contemplated thereby, (1) change its recommendation that Benjamin Franklin shareholders approve the merger agreement and the transactions contemplated thereby or (2) terminate the merger agreement, in either case if and only if the board of directors has determined in good faith, after consulting with its outside counsel, that the failure to take such action would be inconsistent with the directors' fiduciary duties. However, the board of directors may not take any such action in connection with an Acquisition Proposal unless:

the Acquisition Proposal constitutes a Superior Proposal (as defined below);

prior to terminating the merger agreement, Benjamin Franklin provides written notice to Independent at least three business days in advance of its intention to take such action (which notice must specify all material terms and conditions of the Superior Proposal, including documentation related thereto and the identity of the party making the Superior Proposal);

during the three-day notice period, Benjamin Franklin negotiates with Independent in good faith if Independent proposes to make adjustments in the terms and conditions of this merger agreement so that the Acquisition Proposal ceases to constitute a Superior Proposal; and

the Acquisition Proposal continues to constitute a Superior Proposal after taking into account any amendments that Independent agrees to make to the merger agreement.

As used in the merger agreement, the term Acquisition Proposal means any proposal or offer with respect to any of the following involving Benjamin Franklin:

any merger, consolidation, share exchange, business combination or other similar transaction;

any sale, lease, exchange, mortgage, pledge, transfer or other disposition of assets and/or liabilities that constitute a substantial portion of the net revenues, net income or assets of Benjamin Franklin in a single transaction or series of transactions;

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any tender offer or exchange offer for 20% or more of the outstanding shares of Benjamin Franklin's capital stock or the filing of a registration statement under the Securities Act, in connection therewith; or

any public announcement by any party of a proposal, plan or intention to do any of the foregoing or any agreement to engage in any of the foregoing.

As used in the merger agreement, the term "Superior Proposal" means any bona fide written Acquisition Proposal with respect to more than 50% of the combined voting power of the shares of Benjamin Franklin common stock then outstanding or all or substantially all of the assets of Benjamin Franklin:

that is on terms which Benjamin Franklin's board of directors determines in good faith, after consultation with its financial adviser, to be more favorable from a financial point of view to Benjamin Franklin's shareholders than the transactions contemplated by the merger agreement;

that constitutes a transaction that, in the good faith judgment of Benjamin Franklin's board of directors, is reasonably likely to be consummated on the terms set forth, taking into account all legal, financial, regulatory and other aspects of such proposal; and

for which financing, to the extent required, is then committed pursuant to a written commitment letter.

Employee Benefits Matters

Benefit Plans

The merger agreement provides that following the effective date of the merger, Independent will provide those individuals who are employees of Benjamin Franklin and its subsidiaries and who continue as employees of Independent or any of its subsidiaries with employee benefit plans of general applicability for which Independent has analogous plans (other than stock options and other equity-based plans) with such employee plans being either those of Benjamin Franklin or Independent as selected by Independent coverage; provided, however, that within one year of the completion of the merger, all such employees will be entitled to participate in all benefit plans of general applicability then maintained by Independent to the same extent as similarly-situated employees of Independent. Independent will make all commercially reasonable efforts to cause each benefit plan providing medical or dental benefits to continuing employees to waive any preexisting condition limitations relating to any conditions that were covered under the applicable medical or dental plans of Benjamin Franklin and its subsidiaries, take into account all eligible expenses incurred for purposes of satisfying the deductible and coinsurance and waive any waiting period limitation or evidence of insurability requirement which would otherwise be applicable to the continuing employee.

Severance Pay Plan

Independent has agreed to assume and honor the Severance Pay Plan of Benjamin Franklin. The Severance Pay Plan provides for severance benefits for eligible employees not covered by any contractual severance arrangement in connection with certain terminations of employment that occur within one year after the effective date of the merger. Under the Severance Pay Plan, eligible employees who are not paid on a commission-only basis and whose employment is terminated without cause during the one year following the merger would be entitled to receive severance pay in a lump sum. The amount of this lump sum payment would be equal to two weeks' salary per year of service up to a maximum of fifty-two (52) weeks, with certain minimum benefits being provided based upon an individual's title if this yields a greater benefit.

In addition to the severance benefits provided above, employees who receive a lump sum severance payment will also be eligible to receive continued medical, dental and life insurance coverage for the greater of (i) six (6) months or (ii) the number of weeks of their cash severance benefit. Commission-only employees whose employment is terminated without cause during the one year following the merger would be eligible to receive continued medical, dental and life insurance coverage for six (6) months with no cash severance paid.

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Employee Stock Ownership Plan

The merger agreement provides for the immediate termination of the tax-qualified employee stock ownership plan of Benjamin Franklin (the ESOP) subject to, and effective upon, the consummation of the merger. All shares held by the ESOP will be converted into the right to receive the 0.59 shares of Independent common stock. All accounts under ESOP will vest in full upon the termination of the ESOP. Any surplus unallocated assets held in the ESOP upon termination will first be used to satisfy the outstanding loan that was incurred by the ESOP to purchase shares of Benjamin Franklin common stock, as well as any administrative costs of the ESOP. Any remaining surplus assets will then be allocated to the accounts of ESOP participants in proportion to their account balances at the time of the ESOP s termination. Upon the receipt of a favorable determination letter from the Internal Revenue Service related to the ESOP s termination, the amounts held in the ESOP will be distributed to the account holders.

Conditions to Complete the Merger

Our respective obligations to complete the merger are subject to the fulfillment or waiver of mutual conditions, including:

receipt of approval of our shareholders;

the effectiveness of the registration statement of which this document is a part, with respect to the Independent common stock to be issued in the merger under the Securities Act, and the absence of any stop order or proceedings initiated or threatened by the Securities and Exchange Commission for that purpose;

the receipt by each party of a legal opinion from its counsel with respect to certain U.S. federal income tax consequences of the merger;

the receipt and effectiveness of all regulatory approvals, registrations and consents, and the expiration of all waiting periods required to complete the merger; and

the absence of any statute, regulation, rule, decree, injunction or other order in effect by any court or other governmental entity that prohibits completion of the transactions contemplated by the merger agreement.

Each of Benjamin Franklin s and Independent s obligations to complete the merger is also separately subject to the satisfaction or waiver of a number of conditions, including the performance by the other party in all material respects of its obligations under the merger agreement, and the other company s representations and warranties in the merger agreement being true and correct in all material respects (except that no representation or warranty will be deemed not to be true and correct unless the failure of such representation or warranty to be true and correct, together with all other failures, would have a material adverse effect on the company).

Independent s obligation to complete the merger is further subject to the conditions that the number of outstanding shares of Benjamin Franklin common stock shall not exceed 7,842,015, except to the extent increased as a result of the exercise of stock options outstanding on the date of the merger agreement.

We cannot provide assurance as to when or if all of the conditions to the merger can or will be satisfied or waived by the appropriate party. As of the date of this document, we have no reason to believe that any of these conditions will not be satisfied.

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Termination of the Merger Agreement

General

The merger agreement may be terminated at any time prior to the completion of the merger by our mutual consent authorized by each of our boards of directors, as determined by a vote of a majority of its respective members, or by either Independent or Benjamin Franklin if:

a governmental entity which must grant a regulatory approval as a condition to the merger denies approval of the merger or any governmental entity has issued an order prohibiting the merger and such action has become final and non-appealable;

the requisite shareholder approval is not obtained from either Independent's shareholders or Benjamin Franklin's shareholders;

the merger is not completed by April 30, 2009 (other than because of a material breach of the Agreement caused by the party seeking termination); or

the other party breaches the merger agreement in a way that would entitle the party seeking to terminate the agreement not to consummate the merger, subject to the right of the breaching party to cure the breach by the earlier of: 30 days following written notice or 2 business days before April 30, 2009 (unless it is not possible due to the nature or timing of the breach for the breaching party to cure the breach).

The merger agreement may also be terminated by Independent if Benjamin Franklin has materially breached its non-solicitation obligations; the Benjamin Franklin board has failed to recommend in this proxy statement the approval of the merger agreement, or has withdrawn, modified or qualified, or has proposed to withdraw, modify or qualify, in any manner adverse to Independent, its recommendation that its shareholders approve the merger agreement; the Benjamin Franklin board has recommended, proposed or publicly announced its intention to recommend or propose, to engage in an Acquisition Transaction (as defined below under Termination Fee and Expense Reimbursement) with any person other than Independent or a subsidiary or affiliate of Independent; or the Benjamin Franklin board has failed to call the special meeting of Benjamin Franklin shareholders.

The merger agreement may also be terminated by Benjamin Franklin if it receives a proposal that its board concludes is a Superior Proposal, so long as it complies with the requirements of the merger agreement in connection with such proposal and pays the termination fee described under Termination Fee and Expense Reimbursement, below.

Effect of Termination

In the event the merger agreement is terminated as described above, the merger agreement will become void and neither Independent nor Benjamin Franklin will have any liability under the merger agreement, except that:

both Independent and Benjamin Franklin will remain liable for any willful breach of the merger agreement; and

designated provisions of the merger agreement, including those relating to the termination fee, the payment of fees and expenses, non-survival of the representations and warranties, and confidential treatment of information will survive the termination.

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Termination Fee and Expense Reimbursement

Conditions Requiring Payment of Termination Fee

Benjamin Franklin has agreed to pay a termination fee in the amount of \$4.5 million to Independent in the following circumstances:

if Benjamin Franklin terminates the merger agreement because Benjamin Franklin's board of directors has approved, and Benjamin Franklin enters into, a definitive agreement with respect to a Superior Proposal (as defined above under "No Solicitation of Alternative Transactions"); or

if Independent terminates the merger agreement because:

Benjamin Franklin materially breaches its non-solicitation obligations;

Benjamin Franklin's board of directors fails to recommend that Benjamin Franklin shareholders approve the merger agreement and the transactions contemplated thereby, or the board withdraws the recommendation or modifies it in a manner adverse to Independent;

Benjamin Franklin's board of directors recommends, proposes or publicly announces its intention to recommend or propose, to engage in an Acquisition Transaction (as defined below) with any party other than Independent or a subsidiary or affiliate of Independent; or

Benjamin Franklin materially breaches its obligations to call, give notice of, convene and hold a meeting of Benjamin Franklin shareholders in order to approve the merger agreement and the transactions contemplated thereby.

In the event that:

(1) an Acquisition Proposal, whether or not conditional, has been publicly announced (or any person has publicly announced an intention, whether or not conditional, to make an Acquisition Proposal) or (2) Benjamin Franklin's board of directors has withheld, withdrawn or modified (or publicly proposed to withhold, withdraw or modify) its recommendation for the merger, prior to or on the date of the special meeting or at any adjournment or postponement thereof at which the vote on the merger agreement is held; and

the merger agreement is terminated:

by Independent or Benjamin Franklin because shareholder approval is not obtained by both Independent's shareholders and Benjamin Franklin's shareholders;

by Independent or Benjamin Franklin because the merger is not completed on or before April 30, 2009; or

by Independent because Benjamin Franklin willfully breaches the merger agreement in a way that would entitle Independent not to consummate the merger, subject to the right of Benjamin Franklin to cure the breach; and

within 12 months following the date of termination, Benjamin Franklin enters into a definitive agreement with respect to any Acquisition Transaction, or Benjamin Franklin consummates any Acquisition Transaction,

then Benjamin Franklin must pay the termination fee to Independent. The amount paid will be offset by any amount previously paid for expense reimbursement as described below. Benjamin Franklin must pay the termination fee prior to the earlier of Benjamin Franklin entering into a definitive agreement for or consummating such Acquisition Transaction.

As used in the merger agreement, the term Acquisition Transaction means any of the following involving Benjamin Franklin:

any merger, consolidation, share exchange, business combination or other similar transaction;

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any sale, lease, exchange, mortgage, pledge, transfer or other disposition of assets and/or liabilities that constitute a substantial portion of the net revenues, net income or assets of Benjamin Franklin in a single transaction or series of transactions; or

any tender offer or exchange offer for 20% or more of the outstanding shares of Benjamin Franklin's capital stock or the filing of a registration statement under the Securities Act, in connection therewith.

Conditions Requiring Expense Reimbursement

If the merger agreement is terminated by Independent because:

Benjamin Franklin willfully breaches the merger agreement in a way that would entitle Independent not to consummate the merger, subject to the right of Benjamin Franklin to cure the breach;

shareholder approval is not obtained by both Independent's shareholders and Benjamin Franklin's shareholders; or

the merger is not completed on or before April 30, 2009;

and prior to such termination,

an Acquisition Proposal, whether or not conditional, has been publicly announced (or any person has publicly announced an intention, whether or not conditional, to make an Acquisition Proposal); or

Benjamin Franklin's board of directors has withheld, withdrawn or modified (or publicly proposed to withhold, withdraw or modify), its recommendation for the merger, prior to or on the date of the special meeting or at any adjournment or postponement thereof at which the vote on the merger agreement is held

but the \$4.5 million termination fee has not been paid and is not payable because Benjamin Franklin has not entered into a definitive agreement with respect to, or consummated any Acquisition Transaction, then Benjamin Franklin must pay as promptly as possible (but in any event within three business days) following receipt of an invoice therefor, up to \$750,000 of Independent's reasonably documented out-of-pocket fees and expenses (including reasonable legal fees and expenses) actually incurred by Independent prior to the termination of the merger agreement proximately in connection with the negotiation, execution, delivery and performance of the merger agreement by Independent.

Amendment of the Merger Agreement

We may amend the merger agreement at any time prior to completion of the merger. However, after any approval of the merger by the Independent shareholders and the Benjamin Franklin shareholders, there may not be, without further approval of the shareholders, any amendment of the merger agreement that requires such further approval by shareholders under applicable law.

Fees and Expenses

Except as described above under Termination Fee and Expense Reimbursement, each party will bear all expenses incurred by it in connection with the merger agreement and the transactions contemplated thereby, including fees and expenses of its own financial consultants, accountants and counsel.

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Restrictions on Resales by Affiliates

Shares of Independent common stock to be issued to Benjamin Franklin shareholders in the merger have been registered under the Securities Act, and may be traded freely and without restriction by those shareholders not deemed to be affiliates (as that term is defined under the Securities Act) of Independent after the merger. Any subsequent transfer of shares, however, by any Benjamin Franklin shareholder who is deemed an affiliate of Independent after the merger will, under existing law, require either:

the further registration under the Securities Act of the Independent common stock to be transferred; or

the availability of another exemption from registration.

An affiliate of Independent is a person who directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, Independent. These restrictions are expected to apply to the directors and executive officers of Independent and the holders of 10% or more of the outstanding Independent common stock. The same restrictions apply to the spouses and certain relatives of those persons and any trusts, estates, corporations or other entities in which those persons have a 10% or greater beneficial or equity interest.

Independent will give stop transfer instructions to the exchange agent with respect to the shares of Independent common stock to be received by persons subject to these restrictions.

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VOTING AGREEMENTS

Concurrently with the execution of the merger agreement, the directors and certain executive officers of Benjamin Franklin separately entered into voting agreements with Independent under which they agreed to:

restrict their ability to transfer or dispose of their shares of Benjamin Franklin common stock;

appear at the special meeting or otherwise cause their shares of Benjamin Franklin common stock to be counted as present thereat for purposes of calculating a quorum;

vote their shares of Benjamin Franklin common stock in favor of adoption and approval of the merger agreement and the transactions contemplated thereby;

vote their shares of Benjamin Franklin common stock against any action or agreement that would result in a breach of any covenant, representation or warranty, or other obligation or agreement, of Benjamin Franklin contained in the merger agreement; and

vote their shares of Benjamin Franklin common stock against any proposal to acquire Benjamin Franklin by any person other than Independent or against any action, agreement or transaction intended to, or could reasonably be expected to, materially impede, interfere or be inconsistent with, delay, postpone, discourage or materially and adversely affect the consummation of the transactions contemplated by the merger agreement.

The voting agreements were executed as a condition of Independent's willingness to enter into the merger agreement, and as an indication of the directors' and executive officers' support for the merger agreement and the transactions contemplated by it and their willingness to vote their shares of Benjamin Franklin common stock in favor of the merger agreement at the special meeting.

On November 8, 2008, the date upon which these agreements were executed, these directors and executive officers of Benjamin Franklin had sole or shared voting power over 667,268 shares, or approximately 8.5%, of the outstanding shares of Benjamin Franklin common stock.

No separate consideration was paid to any of the directors or executive officers for entering into these voting agreements. However, the directors and executive officers of Benjamin Franklin may be deemed to have interests in the merger as directors and executive officers that are different from or in addition to those of other Benjamin Franklin shareholders. See *The Merger* Interests of Benjamin Franklin's Executive Officers and Directors in the Merger beginning on page 65 of this joint proxy statement/prospectus.

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ACCOUNTING TREATMENT

Independent will use the acquisition method of accounting for the merger, in accordance with the provisions of Statement of Financial Accounting Standard No. 141 (Revised) Business Combinations, which Independent will adopt effective January 1, 2009. As of the date of the merger, Benjamin Franklin's assets and liabilities will be recorded at their respective estimated fair values. To the extent that the purchase price exceeds the estimated fair value of the net assets acquired, Independent will allocate the excess purchase price to all identifiable intangible assets. Any remaining excess will then be allocated to goodwill. In accordance with Statement of Financial Accounting Standards No. 142,

Goodwill and Other Intangible Assets, the goodwill resulting from the merger will not be amortized to expense, but instead will be reviewed for impairment at least annually. To the extent goodwill is impaired, its carrying value would be written down to its implied fair value and a charge would be made to earnings. Core deposit and other intangibles with definite useful lives will be amortized to expense over their estimated useful lives.

Amongst the significant changes in accounting for business combinations as a result of SFAS 141R that have materially impacted the pro forma financial information disclosed in this document are as follows:

Prior to the adoption of SFAS 141R, equity consideration was measured using the price a few days before and after the measurement date, or the date when the terms and conditions of the acquisition have been agreed and the acquisition is publicly announced. As a result of SFAS 141R, common stock issued by Independent as consideration for the merger is measured at fair value as of the acquisition date on the relevant unaudited pro forma financial statements.

Prior to the adoption of SFAS 141R, direct acquisition-related costs would be included in the purchase price. As a result of SFAS 141R, direct acquisition-related costs totaling \$1,640,000 are being shown as expenses.

As a result of SFAS 141R, all loans are transferred at fair value, including adjustments for credit. An allowance for loan losses is not carried over. The estimated fair value adjustment on loans is \$(6,817,000), and Benjamin Franklin's Allowance for Loan Loss at September 30, 2008 was \$6,853,000.

The financial statements of Independent issued after the merger will reflect the results attributable to the acquired operations of Benjamin Franklin beginning on the date the merger is completed. The unaudited pro forma financial information contained in this document has been prepared using the acquisition method of accounting. See Unaudited Pro Forma Financial Data beginning on page 22 of this document.

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MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER

The following section describes the anticipated material U.S. federal income tax consequences of the merger to U.S. holders (as defined below) of Benjamin Franklin common stock. This discussion addresses only those holders that hold their Benjamin Franklin common stock as a capital asset within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the Internal Revenue Code), and does not address all the U.S. federal income tax consequences that may be relevant to particular holders in light of their individual circumstances or to holders that are subject to special rules, such as:

financial institutions;

insurance companies;

individual retirement and other tax-deferred accounts;

persons subject to the alternative minimum tax provisions of the Internal Revenue Code;

persons eligible for tax treaty benefits;

entities treated as partnerships or other flow-through entities for U.S. federal income tax purposes;

foreign corporations, foreign partnerships and other foreign entities;

tax-exempt organizations;

dealers in securities;

persons whose functional currency is not the U.S. dollar;

traders in securities that elect to use a mark to market method of accounting;

persons who are not citizens or residents of the United States;

persons that hold Benjamin Franklin common stock as part of a straddle, hedge, constructive sale or conversion transaction; and

Persons who acquired their shares of Benjamin Franklin common stock through the exercise of an employee stock option or otherwise as compensation.

The following is based upon the Internal Revenue Code, its legislative history, Treasury regulations promulgated pursuant to the Internal Revenue Code and published rulings and decisions, all as currently in effect as of the date of this document, and all of which are subject to change, possibly with retroactive effect, and to differing interpretations. Tax considerations under state, local and foreign laws, or federal laws other than those pertaining to U.S. federal income tax, are not addressed in this document.

Holders of Benjamin Franklin common stock should consult with their own tax advisers as to the U.S. federal income tax consequences of the merger as well as the effect of state, local, foreign and other tax laws and of proposed changes

to applicable tax laws, in light of their particular circumstances.

For purposes of this discussion, the term "U.S. holder" means a beneficial owner of Benjamin Franklin common stock that is:

a U.S. citizen or resident, as determined for U.S. federal income tax purposes;

a corporation, or entity taxable as a corporation, created or organized in or under the laws of the United States; or

otherwise subject to U.S. federal income tax on a net income basis.

The U.S. federal income tax consequences of a partner in a partnership holding Benjamin Franklin common stock generally will depend on the status of the partner and the activities of the partnership. We recommend that partners in such a partnership consult their own tax advisers.

Table of Contents**Tax Consequences of the Merger Generally**

It is a condition to Independent's obligation to complete the merger that Independent receive an opinion of its counsel, Hogan & Hartson LLP, dated the closing date of the merger, substantially to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. It is a condition to Benjamin Franklin's obligation to complete the merger that Benjamin Franklin receive an opinion of its counsel, Foley Hoag LLP, dated the closing date of the merger, substantially to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. In rendering these opinions, counsel may require and rely upon representations contained in letters and certificates to be received from Independent and Benjamin Franklin. None of the tax opinions given in connection with the merger or the opinions described below will be binding on the Internal Revenue Service. Neither Independent nor Benjamin Franklin intends to request any ruling from the Internal Revenue Service as to the U.S. federal income tax consequences of the merger. Consequently, no assurance can be given that the Internal Revenue Service will not assert, or that a court would not sustain, a position contrary to any of those set forth below. In addition, if any of the representations or assumptions upon which those opinions are based is inconsistent with the actual facts, the U.S. federal income tax consequences of the merger could be adversely affected.

The determination by tax counsel as to whether the proposed merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code will depend on the facts and law existing at the effective time of the proposed merger. The following discussion assumes that the merger will constitute a reorganization within the meaning of Section 368(a) of the Internal Revenue Code for U.S. federal income tax purposes.

The following material U.S. federal income tax consequences will result from qualification of the merger as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code:

Independent, Merger Sub, Benjamin Franklin and Independent shareholders will not recognize any gain or loss as a result of the merger;

Benjamin Franklin shareholders will not recognize any gain or loss upon receipt of solely Independent common stock in exchange for their Benjamin Franklin common stock pursuant to the merger, except with respect to any cash received in lieu of a fractional share of Independent common stock;

the aggregate tax basis of the shares of Independent common stock received by a Benjamin Franklin shareholder in the merger (including any fractional share deemed received and redeemed, as described below) will equal the aggregate tax basis of its Benjamin Franklin common stock surrendered in the merger;

the holding period of the shares of Independent common stock received by a Benjamin Franklin shareholder in the merger (including any fractional share deemed received and redeemed, as described below) will include the holding period of the shares of Benjamin Franklin common stock exchanged therefor;

generally, cash payments received by Benjamin Franklin shareholders in lieu of fractional shares of Independent common stock will be treated as if such fractional shares were issued in the merger and then redeemed by Independent for cash. In general, this deemed redemption will be treated as a sale or exchange, provided the redemption is not essentially equivalent to a dividend. The determination of whether a redemption is essentially equivalent to a dividend depends upon whether and to what extent the redemption reduces the Benjamin Franklin shareholder's deemed percentage stock ownership of Independent. While this determination is based on each Benjamin Franklin shareholder's particular facts and circumstances, the Internal Revenue

Service has ruled that a redemption is not essentially equivalent to a dividend and will therefore result in sale or exchange treatment in the case of a shareholder of a publicly held company whose relative stock interest is minimal and who exercises no control over corporate affairs if the redemption results in any actual reduction in the stock interest of the shareholder. As a result, the redemption of a fractional share of Independent common stock will generally be treated as a sale or exchange and not as a dividend, and a Benjamin Franklin shareholder

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generally will recognize gain or loss equal to the difference between the amount of cash received and the basis in its fractional share of Independent common stock as set forth above. This gain or loss generally will be capital gain or loss, and will be long-term capital gain or loss if, as of the effective date of the merger, the holding period for the shares is greater than one year. The deductibility of capital losses is subject to limitations; and

A Benjamin Franklin shareholder who perfects dissenter's rights and who, as a result, receives cash in respect of the holder's Benjamin Franklin stock generally will recognize capital gain or loss equal to the difference between the amount of cash received and the adjusted tax basis of the holder's Benjamin Franklin stock surrendered. This gain or loss generally will be long-term capital gain or loss if the shares of Benjamin Franklin stock have been owned by the holder for more than one year as of the effective date of the merger. The deductibility of capital losses is subject to limitations. If the cash received has the effect of the distribution of a dividend with respect to a holder, part or all of the cash received may be treated as a dividend and as ordinary income to the holder.

For purposes of the above discussion of the bases and holding periods for shares of Benjamin Franklin common stock and Independent common stock, Benjamin Franklin shareholders who acquired different blocks of Benjamin Franklin common stock at different times for different prices must calculate their basis, gains and losses, and holding periods separately for each identifiable block of such stock exchanged, converted, cancelled or received in the merger.

Reporting Requirements

A Benjamin Franklin shareholder who receives Independent common stock as a result of the merger will be required to retain records pertaining to the merger. Certain Benjamin Franklin shareholders are subject to certain reporting requirements with respect to the merger. In particular, such shareholders will be required to attach a statement to their tax returns for the year of the merger that contains the information listed in Treasury Regulation Section 1.368-3(b). Such statement must include the shareholder's adjusted tax basis in its Benjamin Franklin common stock and other information regarding the reorganization. Benjamin Franklin shareholders are urged to consult with their tax advisers with respect to these and other reporting requirements applicable to the merger.

Withholding Requirements

Certain Benjamin Franklin shareholders may be subject to backup withholding, at a rate of 28%, on cash received pursuant to the merger. Backup withholding will not apply, however, to a Benjamin Franklin shareholder who (1) furnishes a correct taxpayer identification number and certifies that the shareholder is not subject to backup withholding on IRS Form W-9 or a substantially similar form, or (2) is otherwise exempt from backup withholding. If a Benjamin Franklin shareholder does not provide a correct taxpayer identification number on IRS Form W-9 or a substantially similar form, the Benjamin Franklin shareholder may be subject to penalties imposed by the Internal Revenue Service. Amounts withheld, if any, are generally not an additional tax and may be refunded or credited against the Benjamin Franklin shareholder's U.S. federal income tax liability, provided that the Benjamin Franklin shareholder timely furnishes the required information to the Internal Revenue Service.

THE PRECEDING DISCUSSION IS A SUMMARY OF THE MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR DISCUSSION OF ALL POTENTIAL TAX EFFECTS RELEVANT THERETO. SHAREHOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISERS AS TO THE U.S. FEDERAL INCOME TAX CONSEQUENCES TO THEM OF THE MERGER (INCLUDING, BUT NOT LIMITED TO, TAX RETURN REPORTING REQUIREMENTS), AS WELL AS THE EFFECT OF STATE, LOCAL, FOREIGN AND OTHER TAX LAWS AND ANY PROPOSED CHANGES TO APPLICABLE TAX LAWS.

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THE COMPANIES

Independent

Independent is a Massachusetts corporation organized in 1985 and is registered with the Federal Reserve as a bank holding company under the Bank Holding Company Act. Independent is the sole shareholder of Rockland Trust, and its primary business is serving as the holding company of Rockland Trust.

Rockland Trust is a Massachusetts-chartered trust company. Rockland Trust was chartered in 1907. Rockland Trust's deposits are insured by the Deposit Insurance Fund of the FDIC up to applicable limits. Rockland Trust offers a full range of banking services through its network of 61 retail branches, ten commercial lending centers five mortgage banking centers located throughout southeastern Massachusetts, Cape Cod and Rhode Island. Rockland Trust has four investment management offices located throughout southeastern Massachusetts, Cape Cod and Rhode Island.

At September 30, 2008, Independent had total consolidated assets of approximately \$3.5 billion, net loans of approximately \$2.6 billion, total deposits of approximately \$2.5 billion and total stockholders' equity of approximately \$304.7 million.

At September 30, 2008, Independent had (a) a total risk-based capital ratio of 12.06%, (b) a Tier 1 risk-based capital ratio of 9.66%, and (c) a Tier 1 leverage capital ratio of 7.69%. Independent is not subject to any written agreement, order, capital directive, or prompt corrective action directive issued by the Federal Reserve to meet and maintain a specific capital level for any capital measure. Independent is a well capitalized bank holding company under the regulations of the Federal Reserve.

You can find more information about Independent in Independent's filings with the Securities and Exchange Commission referenced in the sections in this document titled "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference" beginning on page 104.

Benjamin Franklin

Benjamin Franklin was organized in 1996 as a mutual holding company in connection with Benjamin Franklin Bank's reorganization into the mutual holding company form of organization. Benjamin Franklin is registered with the Federal Reserve Board as a bank holding company under the Bank Holding Company Act. On April 4, 2005, Benjamin Franklin completed its mutual-to-stock conversion and related stock offering, and the acquisition of Chart Bank, a \$260.7 million asset bank with three offices in Middlesex County. Since its formation, Benjamin Franklin has owned 100% of Benjamin Franklin Bank's outstanding capital stock.

Benjamin Franklin Bank is a full-service, community-oriented financial institution offering products and services to individuals, families and businesses through eleven offices located in Norfolk, Middlesex and Worcester counties in Massachusetts. Benjamin Franklin Bank's deposits are insured by the Deposit Insurance Fund of the FDIC up to applicable limits and by the Depositors Insurance Fund, an excess deposit insurer for Massachusetts savings banks, for amounts in excess of FDIC limits. Benjamin Franklin Bank was originally organized as a Massachusetts state-chartered mutual savings bank in 1871. In 1996, it became a Massachusetts-chartered savings bank in stock form upon the formation of Benjamin Franklin as its mutual holding company.

At September 30, 2008, Benjamin Franklin had total consolidated assets of approximately \$980.7 million, net loans of approximately \$672.1 million, total deposits of approximately \$660.7 million and total stockholders' equity of

approximately \$106.5 million.

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At September 30, 2008, Benjamin Franklin had (a) a total risk-based capital ratio of 11.74%, (b) a Tier 1 risk-based capital ratio of 10.71%, and (c) a Tier 1 leverage capital ratio of 7.76%. Benjamin Franklin is not subject to any written agreement, order, capital directive, or prompt corrective action directive issued by the Federal Reserve to meet and maintain a specific capital level for any capital measure. Benjamin Franklin is a well capitalized bank holding company under the regulations of the Federal Reserve.

Benjamin Franklin's principal executive offices are located at 58 Main Street, Franklin, Massachusetts 02038, and its telephone number is (617) 528-7000.

You can find additional information about Benjamin Franklin in Benjamin Franklin's filings with the Securities and Exchange Commission referenced in the sections in this document titled "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference" beginning on page 104.

Table of Contents**PRICE RANGE OF COMMON STOCK AND DIVIDENDS**

Independent's common stock is currently listed on the NASDAQ Global Select Market under the trading symbol INDB. Benjamin Franklin's common stock is currently listed on the NASDAQ Global Market under the symbol BFBC. The following table sets forth, for the periods indicated, the high and low sale prices per share of Independent common stock as reported by the NASDAQ Global Select Market and Benjamin Franklin common stock as reported by the NASDAQ Global Market and cash dividends paid per share of Independent common stock and Benjamin Franklin common stock for the period indicated. As of [], 2009, there were [] shares of Independent common stock issued and outstanding and approximately [] shareholders of record and [] shares of Benjamin Franklin common stock issued and outstanding and approximately [] shareholders of record.

Year Ending December 31, 2008	Independent			Benjamin Franklin		
	High	Low	Dividend Paid per Share	High	Low	Dividend Paid per Share
<i>Quarter Ended:</i>						
December 31, 2008	\$ []	\$ []	\$ []	\$ []	\$ []	\$ 0.08
September 30, 2008	39.17	20.12	0.18	12.92	11.15	0.08
June 30, 2008	31.77	23.83	0.18	14.59	12.50	0.08
March 31, 2008	31.91	24.00	0.18	14.62	12.77	0.06
Year Ending December 31, 2007	High	Low	Dividend Paid per Share	High	Low	Dividend Paid per Share
<i>Quarter Ended:</i>						
December 31, 2007	\$ 31.46	\$ 26.03	\$ 0.17	\$ 14.98	\$ 11.50	\$ 0.06
September 30, 2007	32.21	26.11	0.17	14.34	12.01	0.06
June 30, 2007	33.20	28.46	0.17	15.68	13.50	0.06
March 31, 2007	36.35	30.02	0.17	16.94	14.19	0.04
Year Ending December 31, 2006	High	Low	Dividend Paid per Share	High	Low	Dividend Paid per Share
<i>Quarter Ended:</i>						
December 31, 2006	\$ 37.12	\$ 31.50	\$ 0.16	\$ 16.36	\$ 13.81	\$ 0.04
September 30, 2006	34.93	30.93	0.16	14.20	13.76	0.03
June 30, 2006	33.00	29.70	0.16	14.19	13.58	0.03
March 31, 2006	32.33	28.17	0.16	14.23	13.00	0.03

Dividend**Dividend**

Year Ending December 31, 2005	High	Low	Paid per Share	High	Low	Paid per Share
<i>Quarter Ended:</i>						
December 31, 2005	\$ 30.70	\$ 26.50	\$ 0.15	\$ 14.80	\$ 13.20	\$ 0.03
September 30, 2005	31.72	27.77	0.15	14.40	11.11	0.03
June 30, 2005	29.74	25.05	0.15	11.59	9.91	
March 31, 2005	34.15	28.15	0.15			

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DESCRIPTION OF INDEPENDENT S CAPITAL STOCK

Independent is authorized to issue up to 30,000,000 shares of common stock, par value \$0.01 per share, with [] issued as of [, 2009]. Independent is also authorized to issue up to 1,000,000 shares of preferred stock, par value \$0.01 per share, none of which was issued as of [, 2009]. Independent has designated 15,000 shares of preferred stock as Series B Junior Participating Cumulative Preferred Stock, none of which was outstanding as of [, 2009]. The capital stock of Independent does not represent or constitute a deposit account and is not insured by the Federal Deposit Insurance Corporation or by the Depositors Insurance Fund.

The following description of the Independent capital stock does not purport to be complete and is qualified in all respects by reference to Independent s articles of organization and bylaws, and the Massachusetts Business Corporation Act.

Common Stock

General

Each share of Independent s common stock has the same relative rights and is identical in all respects with each other share of common stock.

Voting Rights

Each holder of common stock is entitled to one vote in person or by proxy for each share held on all matters voted upon by shareholders. Shareholders are not permitted to cumulate votes in elections of directors.

Preemptive Rights

Holders of common stock do not have any preemptive rights with respect to any shares that may be issued by Independent in the future. Thus, Independent may sell shares of its common stock without first offering them to the then holders of common stock.

Liquidation

In the event of any liquidation or dissolution of Independent, whether voluntary or involuntary, the holders of Independent s common stock would be entitled to receive pro rata, after payment of all debts and liabilities of Independent (including all deposits of subsidiary banks and interest on those deposits), all assets of Independent available for distribution, subject to the rights of the holders of any preferred stock which may be issued with a priority in liquidation or dissolution over the holders of common stock.

Preferred Stock

The Independent board of directors is authorized, subject to limitations by its articles of organization and by applicable law, to issue preferred stock in one or more series. The Independent board of directors may fix the dividend, redemption, liquidation and conversion rights of each series of preferred stock, and may provide for a sinking fund or redemption or purchase account to be provided for the preferred stock. The board of directors may also grant voting rights to the holders of any series of preferred stock, subject to certain limitations in Independent s articles of incorporation. Specifically, the holders of any series of preferred stock may not be given the right to more

than one vote per share on any matters requiring the approval or vote of the holders of Independent's common stock, except as otherwise required by applicable law, the right to elect more than two Independent directors or, together with the holders of all other series of preferred stock, the right to elect in the aggregate more than six Independent directors.

Series B Junior Participating Cumulative Preferred Stock

General

Independent's articles provide for 15,000 shares of non-redeemable Series B Junior Participating Cumulative Preferred Stock (the "Series B Preferred Stock").

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Dividends

When and if a quarterly cash dividend is declared by the board of directors, the holders of shares of Series B Preferred Stock shall be entitled to receive dividends in an amount per share described in Independent's articles of organization, subject to the rights of the holders of any shares of any series of preferred stock ranking prior and superior to the Series B Preferred Stock with respect to dividends. The amount per share of the dividend to which the holders of Series B Preferred Stock will be entitled is equal to the greater of (a) \$1.00 or (b) 1,000 times the aggregate per share amount of all cash dividends and non-cash dividends or other distributions declared on the common stock since the immediately preceding dividend payment date for the Series B Preferred Stock (other than dividends payable in shares of common stock), subject to adjustment as provided in the articles of incorporation.

Dividends will accrue and be cumulative on outstanding shares of Series B Preferred Stock as provided in Independent's articles of incorporation. Accrued but unpaid dividends do not bear interest. Dividends paid on the shares of Series B Preferred Stock in an amount less than the total amount of such dividends accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares outstanding at that time.

Voting Rights

Each share of Series B Preferred Stock shall entitle the holder thereof to 1,000 votes on all matters submitted to a vote of the shareholders of the Corporation, which number of votes is subject to adjustment from time to time under Independent's articles of incorporation. In general, the holders of shares of Series B Preferred Stock and the holders of shares of common stock and any other capital stock of Independent with general voting rights will vote together as one class on all matters submitted to a vote of shareholders of the Corporation.

If dividends or distributions payable on the Series B Preferred Stock have not been paid when due, until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series B Preferred Stock outstanding are paid in full, Independent may not declare or pay dividends on, make any other distributions on, or redeem, purchase or otherwise acquire for consideration any shares of stock ranking junior to the Series B Preferred Stock as to dividends or upon liquidation, dissolution or winding up, may not declare or pay dividends on or make other distributions on any shares of stock ranking on a parity with the Series B Preferred Stock as to dividends or upon liquidation, dissolution or winding up, other than dividends paid ratably on the Series B Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled. Further, in such a situation, Independent may not redeem, purchase or otherwise acquire for consideration shares of any stock ranking on a parity with the Series B Preferred Stock as to dividends or upon liquidation, dissolution or winding up, unless the shares are exchanged for shares of Independent stock ranking junior to the Series B Preferred Stock as to dividends or upon dissolution, liquidation or winding up and may not purchase or otherwise acquire for consideration any shares of Series B Preferred Stock, or any shares of any stock ranking on a parity with the Series B Preferred Stock as to dividends or upon liquidation, dissolution or winding up, except in accordance with a purchase offer made to all holders of such shares upon terms that the board of directors determines in good faith will result in fair and equitable treatment among the respective series or classes.

Liquidation, Dissolution or Winding-Up

In the event of any liquidation, dissolution or winding-up of Independent, the holders of Series B Preferred Stock shall receive an amount equal to accrued and unpaid dividends and distributions thereon, plus an amount equal to the greater of (1) \$1,000.00 per share, subject to the adjustment as provided in the articles of incorporation, or (2) an aggregate amount per share equal to 1,000 times the aggregate amount to be distributed per share to the holders of common stock, subject to adjustment as provided in the articles of incorporation, or to the holders of stock ranking on

a parity with the Series B Preferred Stock (other than distributions made ratably on the Series B Preferred Stock and all other such parity stock).

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Consolidation or Merger

If Independent enters into any consolidation, merger, combination or other transaction in which the shares of Independent common stock are exchanged for or converted into other consideration, the outstanding shares of Series B Preferred Stock shall at the same time be similarly exchanged for or converted into an amount per share equal to 1,000 times the aggregate amount of consideration into which or for which each share of common stock is exchanged or converted, plus accrued and unpaid dividends, if any, payable with respect to the Series B Preferred Stock, subject to adjustment as provided in Independent's articles of incorporation.

Priority

The Series B Preferred Stock will rank junior to any other series of Independent's preferred stock later issued for the purpose of paying dividends and distributing assets on liquidation, dissolution or winding up, and shall rank senior to the common stock for these purposes.

Amendment

The holders of two-thirds or more of the outstanding shares of Series B Preferred Stock, voting separately as a class, must affirmatively vote to amend Independent's articles of organization in a manner that would materially alter or change adversely the powers, preferences or special rights of the Series B Preferred Stock.

Other Provisions