

Colleague behaviors make a difference.

CODE OF CONDUCT AND ETHICS
HUNTINGTON BANCSHARES INCORPORATED



Stephen D. Steinour

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Chairman, President
and Chief Executive Officer

Living our Values.

At Huntington, ethics matter. We strive to do the right thing. As colleagues, doing the right thing has a positive impact on everyone around us – customers, colleagues, communities and shareholders. Doing the right thing means thinking before acting. When we do the right thing – when we really look out for people – we make our customers’ lives better, we help businesses thrive and we strengthen the communities we serve. We find the peace of mind that comes with a clear conscience and experience the profound satisfaction that comes along with doing our part to make Huntington the best place our colleagues will ever work.

At Huntington, we act with uncompromising ethics and integrity in all we do. This Code reflects the Values that define us and should be the cornerstone of our decision-making. It offers guidance to help avoid unethical behavior, conflicts of interest and circumstances that may give an appearance of impropriety. It covers a wide range of business practices and procedures. This Code applies to all colleagues, our Board of Directors and our service providers.

Please read the Code and use it as an ethical compass and a guide to making the right decisions. And, if you still need help, just ask.

Thank you for all you do in living and promoting Huntington’s Values and providing excellent service to our customers.

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Who We Are.

WHO WE ARE

We take ethics and doing the right thing seriously. It takes every one of us, working at our best, to deliver on our promises to the customers, colleagues, shareholders and communities we serve. At Huntington, you're empowered to act with integrity and perform at the highest level possible.

OUR TAGLINE:

Welcome.

To our customers, this means:

Huntington sees me as an individual. They Welcome all and respect diversity and inclusion. They're here to help me make the best decisions. I've come to the right place.

To us, this means:

Everyone here is friendly, helpful and professional. We all belong here – we're part of the Huntington family. We celebrate our differences. Ultimately, we're in this together as a team.

OUR MISSION:

We look out for people.

To our customers, this means:

I trust Huntington to do the right thing for me, not just sell me products or services. Huntington acts with honesty, integrity and fairness as they assist me in achieving my financial goals.

To us, this means:

We are motivated by living up to higher standards. We do what we should do, not just what we have to do. And because we are trusted to do the right thing, we are also empowered to take action.

OUR VISION:

To be the leading People-First, Digitally Powered Bank.

To our customers, this means:

A bank with people, resources and digital capabilities to deliver the banking services I need.

To us, this means:

We act as a collaborative community and understand that doing right by people translates into doing the right thing for our business.

OUR VALUES:

Can-Do Attitude (Enthusiastically work and succeed together).
Service Heart (Inclusive spirit to put yourself in each other's shoes - then help).
Forward Thinking (Always look ahead for ways to be the very best).

To our customers, this means:

People at Huntington do what they say they're going to do. They take time to understand what I need now, and what I will need in the future.

To us, this means:

Our Values unite us. They guide our behaviors and decisions. We live our Values each and every day, enthusiastically collaborating to get things done for our colleagues, customers, communities and shareholders. We succeed together, and always look ahead for ways to be the very best. How we do our job is equally as important as what we do and the results we achieve.

Our Commitments Run Deep

We are Committed to Our Customers.

Every decision we make has the potential to affect our customers' financial positions. We take that responsibility seriously.

It's up to us to make sure that each customer feels welcomed and valued. And even when we're not interacting directly with our customers, we should still be acting in their best interests. We work together toward being the best bank possible for our customers.

We are open and honest with our customers about our financial products and make the effort to truly understand their needs and how best we can address them. We take responsibility for customer satisfaction. It's never someone else's job.

We are committed to providing customers with exceptional customer experiences. It takes all colleagues working together – to deliver exceptional service to customers, consistently meeting and striving to exceed customer expectations.

We are Committed to Our Colleagues.

We believe that our colleagues are our greatest asset. We want Huntington to be the best place you've ever worked and an organization you're proud to claim as your employer.

We set high expectations for ourselves – and live up to them. It's good for customers, colleagues, communities, shareholders and our business. It means we're always improving, growing and behaving as we should. We take pride in our accomplishments and the impact they have on our customers, communities and shareholders.

We all have individual strengths, but all of us working together leads to greater results than any one of us working alone. We recognize each other's successes and offer help when it's needed.

We understand that making Huntington the best place we've ever worked is a responsibility that we all share.

Our Service Provider Relationships.

Our relationship with our service providers is one of mutual respect.

We trust our service providers and others with whom we have business relationships to follow through on what they represent, and we commit to do the same in return.

We are Committed to the Communities We are Privileged to Serve.

We are all responsible to make a difference in the communities we are privileged to serve. We take great pride in giving back to and strengthening the communities where we live and work.

We focus on making a difference and building stronger communities. Huntington encourages colleagues to be involved and engaged in volunteer activities in our communities. Huntington strives to give our best bank to our communities, fostering strong, healthy and vibrant neighborhoods by sharing our resources and time. Among other things, Huntington has established a transformative community development plan focused on empowering economic mobility and strengthening low-to-moderate income neighborhoods in the communities we serve. This plan addresses social, racial, environmental, and economic inequities in minority and under-represented communities.

Colleagues supplement Huntington's capital investments by volunteering their time and talents to support various causes. Colleagues are expected to live our Values while engaging in community service on Huntington's behalf.

Introduction

How to Use the Code

At Huntington, we are committed to acting with uncompromising integrity in all we do. This means more than delivering the right products and services to support our customers and communities. We expect you to live up to the highest standards of business and personal conduct as reflected in our Code.

This Code is a guide for making good decisions and doing the right thing. It provides guidance to help us make decisions regarding ethical business practices and professional conduct. At all times, we are expected to behave in an ethical manner, use common sense and good judgment and treat others with respect.

Except for provisions of the Code that are specifically applicable to colleagues only, the Code also applies to our service providers, others we do business with and the Board of Directors. For colleagues, the Code applies regardless of your assigned workplace (remote or Huntington office location). Anyone who violates this Code or otherwise fails to follow our ethical and professional standards may be subject to disciplinary action, up to and including termination of employment or business relationship.

The provisions of this Code apply to any social, mobile, digital or other communication channel in which an affiliation or connection with Huntington has been made or indicated. By example, this means that the Code applies to all social media platforms including, Facebook or Twitter accounts, blogs and related links where colleagues have referenced Huntington as an employer or indicated an affiliation with Huntington.

Not every situation can be specifically addressed in this Code. You are expected to be truthful, exercise sound judgment, and apply the principles outlined in this Code to your decision-making and how you conduct yourself every day.

In some instances, the Code addresses a particular topic completely. In other instances, there may be additional, or more specific information in Huntington's Colleague Handbook, or other policies, procedures or guidelines depending upon your business segment. You should consult additional resources on a particular topic as needed. In the absence of written guidance, use good judgment and seek help from any of the resources listed in the Code.

This Code is administered by the Conduct Risk Office.

Nothing in this Code is intended to violate any federal, state or local law or to limit any concerted activities by colleagues relating to their wages, hours, working conditions or other terms and conditions of employment, or any other conduct protected by Section 7 of the National Labor Relations Act.

Waivers

Waivers of any provision of this Code generally are not provided.

Waivers of the provisions of this Code may only be granted by the Conduct Risk Office and, with respect to waivers applicable to any for Executive Officer or Director, by the Board of Directors (or, where permitted, one of its appropriate committees). Any waiver so granted will be disclosed as required by law, rule or regulation.

Introduction (continued)

Where to Go if You Have Questions or Need More Help to Make a Decision

If you have questions about this Code or need additional assistance in making a decision or getting information on a topic, the list below provides a variety of internal resources to assist you.

- Huntington's Colleague Handbook
- Huntington's policies, procedures and guidelines
- If you are associated with a Huntington affiliate broker-dealer, you may also refer to the Registered Representative Manual or Written Supervisory Procedures for your respective broker-dealer

If you still are unsure of the right choice, please contact any of the resources listed below for assistance.

- Your immediate manager or any other manager, who has responsibility or authority over the area about which you have a question
- Your Employee Relations Consultant or HR Business Partner. If you are unsure of who your Employee Relations Consultant or HR Business Partner is, contact the HR Service Center at (866) 480-3094
- Your Segment Risk Officer
- The HR Service Center (866) 480-3094
- The Conduct Risk Office ConductRiskOffice@huntington.com
- The 24-hour, 7-day a week Ethics Hotline (800) 620-8601 or www.HuntingtonBancshares.ethicspoint.com (administered by an independent third party and provides the ability to report concerns or issues anonymously)

The Code and the Law

Huntington colleagues, service providers and directors are expected to comply with the law. If a law conflicts with this Code, comply with the law. If a custom or practice conflicts with the Code, comply with the Code. If you are unsure, ask.

Suggested Process to Help Make the Right Ethical Decision

Use good judgment and do the right thing always. If you know it is wrong, don't do it. Otherwise:

- Gather all of the relevant information and make an objective assessment considering the Values Test to the right.
- Make an ethical decision based on the facts. If you are uncertain, contact any of the resources identified in this Code to get help. Asking questions when in doubt is your responsibility under this Code.

HUNTINGTON VALUES TEST:

Consider how you would answer these questions. If the answer to any one of these questions is "no," don't do it, and if someone else at Huntington has engaged in such conduct, report it by using any of the available resources listed on this page.



How We Act.

Our Shared Basic Responsibilities

Our Responsibilities

We all share the responsibility to act with integrity. It takes everyone, working at their best, to deliver on our promises to customers, colleagues, shareholders and the communities we serve. You're empowered to do your job at the highest level possible. We want you to feel comfortable reporting any conduct or concern and trust that Huntington will respond appropriately. Please raise your hand if you encounter a situation that doesn't seem right or have any questions about this Code. By communicating concerns, you play a critical role in protecting and promoting our ethical culture.

Non-Retaliation Statement

We want colleagues to come forward in good faith to report concerns. Huntington prohibits retaliation against anyone who makes a good faith report about a known or suspected Code violation or anyone who participates in an investigation of any such violation. Reporting in "good faith" does not mean you have to be right. It means you believe you are providing truthful and accurate information about the concerns you are raising.

Retaliatory conduct may include termination of employment, suspension, demotion, harassment, threats or any other act of reprisal, interference, restraint, intimidation and the like because of any lawful act performed in connection with such reporting or investigation.

If you have any concerns about retaliation, please report them to your manager, an Employee Relations Consultant, a HR Business Partner, the Conduct Risk Office ConductRiskOffice@huntington.com or the 24-hour, 7-day a week Ethics Hotline (800) 620-8601 or www.HuntingtonBancshares.ethicspoint.com (administered by an independent third party and provides the ability to report concerns or issues anonymously).

While we do not tolerate retaliation against individuals who make good faith reports of wrongdoing, disciplinary action can result from making a knowingly false report.

WHAT THIS MEANS TO YOU:

Follow the Colleague Handbook, the Code of Conduct and Ethics and all other Huntington policies and procedures.

Ask questions about anything you don't understand.

Use Good Judgment.

Consult the relevant Handbook Statement, policy or procedure and decide what to do based on that information and what you know is the right thing.

Speak Up and Report Concerns.

If you suspect or are aware of a violation of one of our Handbook Statements, policies or procedures, report it using the reporting procedures provided in this Code.

Ask Questions.

If you don't know how to respond to a situation, ask any of the available resources identified in this Code.

Speak Up: How to Report Issues and Concerns

Reporting Procedures

Raise your hand. It is important to report any conduct or activity that is (or may be) unethical, illegal or a violation of the Code. Even when you're doing the right thing, you may see someone else who isn't. Or, you may be unsure of whether someone's behavior is unethical, illegal or a violation of the Code. Knowing what to do in those situations will help ease your mind, best protect Huntington, make certain our customers are treated in an ethical manner and help ensure our workplace is operating at the highest standards.

It's part of everyone's job to make sure violations of this Code are addressed promptly. If you know or suspect the Code isn't being followed and/or there is suspected unethical behavior, you should report it. Here's what you should do:

- Use your judgment and common sense; if something appears wrong or improper, report your concerns.
- Discuss the problem with your manager or any other manager who has responsibility or authority over the area of concern.

If you don't feel comfortable talking with a manager, seek help from other Huntington resources listed below.

- Your Employee Relations Consultant (ERC) or HR Business Partner. If you are unsure of who your ERC or HR Business Partner is, contact the HR Service Center at (866) 480-3094
- The HR Service Center (866) 480-3094
- Your Segment Risk Officer
- The Conduct Risk Office ConductRiskOffice@huntington.com
- The 24- hour, 7-day a week Ethics Hotline (800) 620-8601 or www.HuntingtonBancshares.ethicspoint.com (administered by an independent third party and provides the ability to report concerns or issues anonymously)

Report ethical violations in confidence, good faith and without fear of retaliation. Huntington investigates every concern that colleagues report through any channel or resource. Every report of a suspected Code violation is taken seriously, and Huntington will protect your identity and confidentiality to the fullest extent possible. If you use the Ethics Hotline, your report can be made anonymously. Regardless of whether your report is anonymous, it will be kept confidential to the extent possible to ensure a fair and thorough investigation into the concerns reported.

Nothing in this Code prohibits or limits colleagues or their counsel from communicating with, responding to any inquiry from, volunteering information to, or providing testimony before, the Securities and Exchange Commission (SEC) or any other federal, state or local governmental agency or regulatory authority in connection with the reporting of, investigation into, or proceeding regarding suspected violations of law, and colleagues are not required to advise or seek permission from Huntington before engaging in such activity. However, in connection with any such activity, colleagues are not permitted to disclose information that colleagues learned in the course of their employment with Huntington that is protected from disclosure by the attorney- client privilege, attorney work product doctrine or any other applicable legal privilege. Additionally, a colleague's ability to disclose certain information may be limited or prohibited by applicable law and Huntington does not consent to disclosures that would violate applicable law including the Bank Secrecy Act (31 U.S.C. Sec. 5311-5330) or that would reveal the existence or contemplated filing of a Suspicious Activity Report.

SITUATION:

Colleague reports a concern by calling the Ethics Hotline or using one of the other identified reporting resources provided in the Code.

APPROACH:

Huntington takes every report seriously. Here are the steps we take when an investigation is required:

1. The concern is identified as a specific case and assigned a case number.
2. The case is assigned to an investigator who objectively looks into the concern.
3. During the investigation, facts are gathered, interviews are conducted, and documents may be reviewed. In certain situations, you may be asked to provide additional information. If you made the report through the Ethics Hotline, you may remain anonymous; however, in these situations, it is important that you provide sufficient information so that Huntington can investigate your concern.
4. Based on the results of the investigation, disciplinary actions may be recommended.
5. While we can't provide details regarding the investigation, after the conclusion of an investigation, when possible, Huntington will communicate with the reporting colleague that the investigation is complete.

Living by the Law

Compliance with Laws, Rules and Regulations

Our ethical standards are based on obeying the law in letter and in spirit. We don't expect you to know the details of every law, but we expect you to seek advice from managers or other appropriate resources at Huntington when you have a question. Obeying the law in letter and in spirit includes avoiding conduct that "skirts the line" or that could have a negative impact on Huntington.

Report Criminal, Legal or Regulatory Proceedings Involving You

As a federally regulated financial institution, Huntington is prohibited from employing anyone who has been convicted of (or agreed to a pre-trial diversion program for) a criminal offense involving dishonesty, breach of trust, money laundering or drug trafficking.

If you are charged with or convicted of any criminal offense or are subjected to any disciplinary action or licensure order, you are required to report the incident to your manager and Employee Relations Consultant (ERC) or HR Business Partner. This includes, but is not limited to, any conviction or agreed to pre-trial diversion program for any criminal offense involving dishonesty, breach of trust, money laundering or drug trafficking. You are not required to report minor traffic violations unless you are in a role in which driving is one of your job responsibilities. Criminal records will be considered only as required or permitted by law.

Additionally, if you, or conduct involving you, is the subject of any external government or regulatory investigation, subpoena, or proceeding, you are required to report the same to your manager and Employee Relations Consultant or HR Business Partner unless laws, regulations or the investigating authority prohibit you from doing so.

U.S. Political Activity and Lobbying

Huntington is regulated by and conducts business with federal, state, and local governments in the U.S. As a result, our colleagues frequently interact with officials and employees at all levels of government. Huntington is committed to maintaining the highest ethical standards and complying with all applicable laws and regulations, including those relating to political activity and lobbying.

Corporate Political Contributions

You may not use Huntington assets, funds, facilities, or colleagues to directly or indirectly benefit or oppose any candidate, campaign, political party, political committee (e.g., a PAC or ballot measure committee), or §527 political organization unless authorized by the Government Relations Office. This includes working on campaign activity during working hours, using your Huntington title in connection with campaign volunteer activity, or otherwise engaging in volunteer campaign activity as a representative of Huntington rather than in your personal capacity.

Under no circumstances may you cause Huntington to reimburse or compensate any individual or entity for any political contribution.

Additionally, you may not establish a political committee, §527 political organization, or any other tax-exempt organization on behalf of Huntington without obtaining prior approval from the Legal Department.

Making or Soliciting Personal Political Contributions

The federal government, as well as certain states and localities, maintain "pay-to-play" laws that prohibit companies from entering into or maintaining government contracts if certain employees or their family members have made or solicited certain political contributions. As a result, Huntington has established the Personal Political Contributions Policy (LR-2002), which is applicable to certain colleagues and includes preclearance requirements.

Certain colleagues employed by a Huntington affiliate broker-dealer and/or that may work with an affiliate broker-dealer are subject to their own separate restrictions on such activity under the applicable broker-dealer's Registered Representative Manual or Written Supervisory Procedures.

Federal, State, and Local Lobbying

The federal government, each state, and certain localities have laws requiring registration and reporting by lobbyists and, in some cases, by the lobbyist's employer. Lobbying activity generally includes attempts to influence the passage or defeat of legislation, commonly referred to as "legislative lobbying." Lobbying laws in many jurisdictions also cover efforts to influence the enactment, modification, or repeal of rules, regulations or other policies of executive branch agencies, commonly known as "regulatory lobbying."

Colleagues in the Government Relations Office (and other colleagues authorized by the Government Relations Office) are the only colleagues who may engage in legislative or regulatory lobbying. Any other colleague must obtain prior approval from the Government Relations Office prior to engaging in such activity. Please note that the submission of written comments regarding a government agency rulemaking is subject to the Huntington Protocol on Comment Letters.

Lobbying laws may also apply to efforts to influence the awarding of contracts or other agreements or financial arrangements by government entities, commonly known as "procurement lobbying." To ensure compliance with such laws, Huntington has established the Procurement Lobbying Policy (LRC-2003), which requires colleagues to preclear procurement lobbying activity with the Control Room.

If you have any questions regarding this portion of the Code, or complying with laws governing political activities, contact Huntington's Government Relations Office at (614) 480-4757 or the Control Room at (614) 480-0127 or controlroom@huntington.com.

Living by the Law (continued)

Anti-Bribery and Anti-Corruption

Bribery and other forms of corruption are illegal and contrary to Huntington's Values. Offering or accepting a payment, donation, or political contribution, or providing entertainment or anything else of value, to influence any person's action or decision or to otherwise gain an improper advantage is never acceptable and may expose you and Huntington to criminal sanctions and/or civil liability under anti-corruption laws in the United States and other countries. Accordingly, you must never:

- Engage in, or appear to engage in, bribery or any other form of corruption.
- Offer, promise, or give (directly or indirectly) gifts, entertainment, payments, political contributions, other donations (such as to charities), favors, special consideration, or anything else of value to anyone if it is (1) intended or could reasonably appear as intended to influence a person's action or obtain an improper advantage or (2) linked to a particular government decision.
- Solicit or accept gifts, entertainment, or anything else of value from anyone if it is intended or could reasonably appear as intended to improperly influence or reward your decisions on behalf of Huntington.

Additional requirements pertaining to offering, soliciting, or accepting gifts, entertainment, charitable donations, and other things of value are set forth in the Gifts, Meals, Entertainment, Travel and Charitable Donations section of this Code. Similarly, there are additional requirements regarding making or soliciting political contributions set forth in the U.S. Political Activity and Lobbying section of this Code.

Special Considerations for Foreign Government Interactions

In response to widespread bribery of foreign officials by U.S. companies, Congress enacted the Foreign Corrupt Practices Act (FCPA). The FCPA prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates to get or keep their business. The anti-bribery provisions prohibit bribing a government official or employee, bribing a private party, accepting a bribe, and failing to prevent a bribe. The accounting provisions prohibit knowingly falsifying records or failing to implement a system of internal controls. Companies and individuals may face serious consequences for FCPA violations, including civil and criminal penalties.

Additional and more specific information regarding the FCPA and other anti-corruption laws can be found in Huntington's "Anti-Corruption Policy" (LRC-1901).

SITUATION 1:

Amy has been invited by the local City Council President to get together for lunch based on a longstanding community partnership. Can Amy agree to lunch?

APPROACH 1:

- Amy may attend the lunch. However, Amy would need to obtain prior approval from the Government Relations Office before attending if any part of the lunch meeting with the City Council President will involve a discussion in which Amy will attempt to influence legislation, rules, regulations, or any other type of government standard or policy.
- Amy's attendance at the lunch may need to be pre-cleared in accordance with any applicable policy governing procurement lobbying if the award of a government contract or another type of government decision will be discussed.

SITUATION 2:

If Amy attends the lunch described in Situation 1, is she permitted to pay for the cost of the meal?

APPROACH 2:

If Amy wants to pay for lunch, she would need to obtain prior approval from the Control Room, as discussed in the section of this Code addressing Gifts, Meals, Entertainment, Travel and Charitable Donations. In addition, she would need to consider the requirements in the section of this Code addressing Anti-Bribery and Anti-Corruption.

Conflicts of Interest

Conflicts, Potential Conflicts and Huntington's Practices to Avoid Them

A conflict of interest exists when your personal, business or financial interests (or those of your family or personal friends) interfere in any way with your obligations to Huntington, its customers and shareholders.

A conflict situation can arise when you do something or have interests that may make it difficult for you to perform your Huntington work objectively and effectively. Conflicts of interest may also arise when you, a member of your family, or a personal friend receive(s) improper personal benefits as a result of your position with Huntington.

When you have access to Huntington property or systems and use it for a purpose other than your duties as a Huntington colleague, a conflict may be created.

Except for colleague services and benefits, you may not purchase or make use of any Huntington property, service or profit opportunity that is not otherwise available to the general public.

Personal Financial Affairs and Obligations

You must handle your personal finances responsibly, with integrity and good judgment and in compliance with the law. If you have a Huntington account or loan, or use Huntington banking services, you are subject to all requirements and expectations that typically apply to Huntington customers. If you misuse your account or violate laws applicable to financial accounts or transactions, Huntington may close your account. In addition, you may be subject to disciplinary action, up to and including termination of employment. Misuse of your account includes, for example, using your account for unlawful or suspicious purposes or failing to timely pay funds owed to Huntington.

Use of Bank Systems

You may not use internal bank systems to access, view, service and/or conduct banking transactions or maintenance on any of your own accounts and/or any accounts for any family, friends, or other household members or for business entities that are owned or controlled by you, your family, friends, or other household members ("Restricted Accounts"). Instead, all information about, transactions regarding, service or maintenance on any Restricted Accounts may only be processed by another colleague or the Customer Solution Center to ensure transactions are performed in accordance with Huntington policies and procedures.

With respect to any Huntington account (other than the Restricted Accounts identified above), you may only access, view, service and/or conduct banking transactions or maintenance when there is a valid business reason to do so.

Accessing, viewing, servicing and/or conducting banking transactions or maintenance on any Restricted Accounts and/or accounts where there is no valid business reason, may result in disciplinary action, up to and including termination of employment.

To view your personal account activity and conduct banking transactions related to your personal Huntington accounts, you must use online banking or other resources available to Huntington customers.

Loans/Extensions of Credit/Investments

You may not approve a loan or direct others to extend credit to you, members of your immediate family or any entity in which you or any member of your immediate family have an ownership or other interest (other than in publicly traded companies) or in which you or any member of your immediate family are an officer, director or partner. Instead, the loan should be approved by another Huntington colleague with approval authority who has no interest related to the situation. Immediate family includes a spouse, domestic partner, child, parent, grandparent, grandchild, cousin, aunt, uncle, sibling, in-laws, step relationships and anyone residing in your home.

SITUATION:

Jen is a Financial Relationship Banker in a branch. Her mom, who is a Huntington customer, owns a rental property and the tenant is a Huntington customer. Jen is concerned that the tenant may not have enough money to pay the rent, so she decides to access the tenant's account to view the balance and pending transactions. She wants to be able to let her mom know if the rent will be paid. Is this okay?

APPROACH:

No. Jen is not allowed to view the tenant's account because there is no valid business reason to do so. Additionally, as a reminder, Jen cannot view her own account or her mother's Huntington account on any Huntington systems. To view her personal activity, she must use online banking or other resources available to Huntington's customers.

SITUATION:

Jess banks with Huntington and has a credit card issued by Huntington. Lately, Jess has been overspending and she's having trouble paying her bills. She figures she can skip her credit card payment. Is this okay?

APPROACH:

No. We require all of our colleagues to handle personal finances responsibly and to fulfill their financial obligations to Huntington.

Conflicts of Interest (continued)

Conflicts, Potential Conflicts and Huntington's Practices to Avoid Them (continued)

- You may not approve a loan to or for the benefit of a colleague if you are the colleague's subordinate or the colleague's immediate manager. If the potential loan is a commercial loan, then it must be approved by the Executive Leadership Team member for your segment prior to submission of the application for the loan and the loan will also be subject to credit review in accordance with applicable policies and procedures. Any loan to or for the benefit of a colleague must be approved by a colleague with appropriate loan authority who is outside of the reporting chain of the requesting colleague or by a colleague two reporting levels senior to the requesting colleague to ensure that there is no conflict of interest.
- You may not loan money to colleagues.
- You may not invest in (other than investments in publicly traded entities), lend to, guarantee, or otherwise provide security for the borrowing of a business owned or operated by a current or anticipated Huntington customer who is not related to you without the prior consent of the Executive Leadership Team member to whom you report.
- You (and your family members) may not accept an inheritance from a Huntington customer unless the customer is a family member or close personal friend with whom you had a close personal relationship prior to commencing employment with Huntington. If a customer made a bequest to you (leaving or giving you something of value in a will), please immediately report it to the Conduct Risk Office.

Interactions

- You should avoid negotiating with Huntington on behalf of others, including family members, friends and others you have communication with, if your involvement could be perceived as a conflict of interest.
- You generally should avoid any direct or indirect business connections with our customers, service providers or competitors, except on Huntington's behalf.
- You cannot profit personally from information or opportunities discovered through your job or take for yourself any corporate opportunity that may otherwise benefit Huntington.
- You must maintain clear boundaries between personal and business interactions. When you develop a close friendship or romantic relationship with a coworker, it can create a conflict of interest. For more information in this regard, refer to the Employment of Relatives and Others with Close Personal Relationships and Required Reporting Handbook Statement.

Correspondence

- You should respond promptly to any correspondence, phone calls or emails from Huntington, any third-party company or a collection agency working on Huntington's behalf. When someone reaches out for assistance, the service you provide should be no different than the exceptional service you would expect as a customer or colleague.

Beneficiary and Bequests

- You may not be named as a beneficiary on a customer's account unless the account belongs to your spouse, or it is the account of a family member or close personal friend with whom you had a close personal relationship prior to commencing employment with Huntington.

SITUATION:

David's brother is planning to open a new restaurant. He's done all the market research and testing and created a solid business plan. David feels certain the restaurant will be a success and wants to be involved by helping his brother get a loan from Huntington. Should David do this, or should he refer his brother to another Huntington colleague?

APPROACH:

No, David should not do this. Colleagues may not approve loans for immediate family members – no matter how sound the investment may be. If David approved a loan for his brother, he'd be in direct violation of our Code of Conduct and Ethics and Handbook Statements. Although David cannot approve a loan for his brother, he can refer his brother to a Huntington banker or branch for consideration of his loan.

Conflicts of Interest (continued)

Outside Business Activities

As a Huntington colleague, we expect you to put your job at Huntington ahead of other business opportunities. You may not accept outside employment (including self-employment) or engage in outside activities or consulting relationships that create or have the potential to create a conflict of interest with Huntington or that might create reputational risk for Huntington. When your personal interests/ activities interfere or appear to interfere with Huntington’s interests or influence your job performance, there is a conflict of interest.

- Outside Business Activities include:
 - Secondary Jobs (part-time, full-time, and consulting, including business ownership)
 - Personal fiduciary or co-fiduciary (of any estate, trust, agency, guardianship, or custodianship account)
 - Publicly Held Officer or Board Appointments
 - Appointed/Elected Government Positions
 - Private Company Director, Officer, Board member or partner
 - Non-Profit Company Director, Officer
- You may not engage with or be employed by a business that competes with Huntington or accept compensation or anything of more than de minimis value from a business that competes with Huntington.
- Remember that the determination of a conflict of interest with outside employment or activity is based on the potential impacts. In other words, conflicts can be direct based on behavior or intent, or perceived, based on potential or perception.
- For all activities requiring approval, you must obtain the approvals prior to engaging in the outside business activity. Additionally, if the details of a previously disclosed outside business activity change, you must update the disclosure with the Conduct Risk Office.

Approval Requirements

Officer Title - If you hold the officer title of Vice President (or the equivalent) or higher, you may not accept any outside employment or consulting arrangements without the **prior written consent of your manager**.

Huntington Affiliated Broker Dealer - Colleagues associated with a Huntington affiliate broker-dealer must obtain additional approvals and should consult the **Registered Representative Manual or Written Supervisory Procedures** for their respective broker-dealer.

Also see any additional approvals required for each OBA

Secondary Job

- As a general rule, you may not perform on a part-time, full-time or consulting basis any function that you perform currently or have performed as a Huntington colleague unless that activity (1) is performed on a volunteer basis for a non-profit organization; (2) does not present an actual or perceived conflict of interest with Huntington's business and/or customer or vendor relationships; and (3) is **approved in writing by your manager and the Conduct Risk Office**.
- Even if your outside employment or activity does not present a conflict of interest or a perceived conflict of interest, it may not:
 - Interfere with your job performance, responsibilities or schedule at Huntington
 - Involve the use of Huntington resources (e.g., phones, email, computers, etc.) or using the time of other Huntington colleagues while working at Huntington
 - Compete with any of Huntington’s business activities, including offering similar products or services
 - Have a negative impact on Huntington
 - Violate your obligations to Huntington and its customers regarding confidential, proprietary or trade secret information
 - Include processing any Huntington banking transactions

- Examples of outside business activities that would create a conflict of interest are:
 - Performing accounting services
 - Preparing income tax returns
 - Working as a financial planner, insurance agent, investment banker, appraiser, loan closer for a title company or any position at another bank or lending institution
 - Providing financial advice, including investment advice
 - Being in a position with a Huntington customer or supplier that provides you an ability to exercise managerial or financial control/oversight with that customer or organization
 - Being employed with or having an ownership interest in a direct or indirect marijuana-based business (except that colleagues may invest in marijuana-based businesses if the investments/securities are traded on the NYSE and NYSE-affiliated markets, NASDAQ and NASDAQ-affiliated markets or the Toronto stock exchanges)
- Holding an active real estate license and/or selling real estate has the potential to create a conflict of interest. Therefore, written approval from the Conduct Risk Office is required. Colleagues working in the following roles/areas (or those who have oversight responsibility for these roles/areas) may not hold an active real estate license and/or sell real estate: Home Lending/Mortgage colleagues; colleagues registered with the National Mortgage Licensing System (“NMLS”); branch network colleagues (e.g., bankers, tellers, branch general managers, Area Managers, Regional Directors, etc.). Colleagues in other roles may be eligible to hold an active real estate license and/or sell real estate subject to written approval by the Conduct Risk Office. In the event of approval, colleagues will be required to make certain disclosures to their real estate brokerage firm and all real estate clients.

Conflicts of Interest (continued)

Fiduciary Appointments

- You may not act as a personal fiduciary, co-fiduciary or executor of any estate, trust, agency, guardianship or custodianship account of a customer without the written approval of the Conduct Risk Office. This excludes cases where (1) your fiduciary responsibility clearly is within the scope of your responsibilities at Huntington (e.g., acting as a trust officer or (2) the customer is a family member or close personal friend whose relationship with you was established prior to you commencing employment with Huntington.

Have Questions? If you are unsure of whether a situation is a conflict or has the potential to create a conflict, you should err on the side of caution and ask your manager, Employee Relations Consultant (ERC), HR Business Partner, or the Conduct Risk Office at ConductRiskOffice@huntington.com.

CONSIDER THIS SCENARIO:

You have a side consulting business to write business plans for companies. One of your client companies then asks Huntington for a loan using the business plan you prepared as part of the company's application. Using the business plan that you developed for the company as part of the underwriting decision at Huntington would be a conflict of interest.

Board Appointments and Elected Positions

Huntington encourages colleague involvement in our communities. Serving as an officer or board member with organizations outside Huntington is generally permitted, subject to below.

- You may not accept any officer or board position with any company that competes with Huntington or otherwise offers products or services that Huntington provides.
- While you are serving as an officer or board member of any organization, you should not participate in any discussions or decisions involving Huntington and you should recuse yourself from voting on any business involving Huntington or its products and services
- Colleagues who receive compensation based on Huntington's relationship with a customer or who have decision-making authority for a customer relationship may not accept any board appointment with that customer without written approval from the Conduct Risk Office.
- In connection with the board appointments, you may introduce other Huntington colleagues to the organization, but you should not have any direct involvement regarding Huntington accounts, transactions, terms, or conditions.
- While you are serving as an officer or board member of any organization, you may not perform any transactions on Huntington accounts (e.g., write checks, transfer funds, etc.) for the benefit of the organization unless approved in writing by the Conduct Risk Office. If the organization is a Huntington customer, you may have check signing authority only if dual signatures are required.
- You may not represent to anyone that you are acting on behalf of Huntington in your service to the organization.

Publicly Held Company

- You may not accept an appointment as an officer, board member, or partner of a publicly held company unless **Huntington's Chief Executive Officer and the Conduct Risk Office approve** the appointment in **writing in advance**.

Private Company or Non-Profit Organization

- Unpaid Capacity** - Generally, you may serve as an officer, director, board member, or partner of a private company or non-profit organization in an unpaid capacity as long as it doesn't present a conflict of interest with Huntington, and you have obtained **written approval from your manager**.

- Paid Capacity** - You may not accept any paid officer, director, board member, or partner of a private company or a non-profit organization unless the **Executive Leadership Team member** for the segment in which you work, and the **Conduct Risk Office** provide **advanced written approval**.

Government Office or Position

- If you seek to be appointed or elected to a federal, state or local government office or position, you must first notify your manager of your interest in pursuing such a position and **obtain written approval from the Control Room (controlroom@huntington.com)**.
- Timing** - Notifications must be made at least 30 days prior to declaration of the candidacy or formal consideration by the respective appointing authority. You may not move forward with such candidacy or appointment until you **receive written approval from the Control Room**.
- Paid Capacity** - If the position will be paid, you must receive **written approval from the Executive Leadership Team member** for the **segment in which you work** and the **Conduct Risk Office**.

Professional Associations and Expert Networks

- You are encouraged to participate in business, trade, professional and non-profit associations in the community, including the advocacy of practices and governmental action favorable to Huntington's interests. Because certain activities involve significant time commitments, you should keep your immediate manager and the next level of management informed of your participation and affiliations.
- Expert networks are typically comprised of a group of professionals who are leading experts in their field. You are prohibited from providing any information to any expert network used to conduct professional research in securities, insurance, commodities, financial futures, banking, financial planning, tax-advantaged investments or any other line of business in which Huntington or its affiliates is engaged.

Conflicts of Interest (continued)

U.S. Securities Registered Representatives

- All colleagues registered with a Huntington affiliate broker-dealer are required to receive prior approval from their designated Supervisory Principal before engaging in any outside business activity (whether paid or unpaid) within the meaning of applicable rules of the Financial Industry Regulatory Authority (FINRA). Additionally, Registered Representatives may need to disclose outside activities on their Form U 4. For more information, consult the Registered Representative Manual or Written Supervisory Procedures for your respective broker-dealer.
- FINRA guidelines strictly prohibit colleagues from engaging in securities activities for which they do not hold the appropriate licenses.
- If you have ever been disqualified or otherwise restricted from working in any industry by a self-regulatory organization (such as Nasdaq or FINRA), state or federal agency (such as the Ohio Division of Securities or the SEC) or professional group (such as the Certified Financial Planner Board of Standards, Inc.) or if an event occurs during your employment that would result in a disqualification or restriction, you are required to report the disqualification, restriction or event to your manager and HR Business Partner or the Conduct Risk Office at ConductRiskOffice@huntington.com.

Confidential, Proprietary and Trade Secret Information & Intellectual Property

As a general rule, confidential, proprietary and trade secret information should never be communicated to anyone other than Huntington colleagues with a "need to know." Accessing such information without a valid business reason is prohibited.

Confidential, proprietary and trade secret information generally is intended to encompass non-public information that, if made public, could damage Huntington's relationships with its colleagues and customers, violate a law rule or regulation or compromise Huntington's competitive advantage in the financial marketplace. This information should never be shared outside of Huntington or removed from Huntington premises or emailed to a personal email address for any reason including viewing or printing at home.

Except as otherwise prohibited by applicable law, Confidential Information includes, but is not limited to:

- Any and all information that meets the legal definition of a trade secret as defined by the Uniform Trade Secret Act as adopted in Ohio, Ohio Rev. Code 1333.61 (D) through 1333.69 and/or the federal Defend Trade Secret Act, 18 U.S.C. 1836 et seq.;
- Any and all information related to Huntington customers and prospective customers;
- Any and all processes, policies, procedures, manuals, agreements and contracts;
- Any and all business techniques, training materials, financial information, business plans and methods, market strategies and plans, products and/or services; and
- Non-public information learned during conversations, meetings, telephone calls or any other communication.

For colleagues in supervisory roles and/or those whose job duties involve handling and maintaining confidentiality of Confidential Information, such colleagues should not disclose any information related to colleague compensation schemes or

colleague development, personnel information (including but not limited to colleague personnel files, performance information, benefit and health insurance information, colleague lists and payroll records) and all other information about colleagues, contingent workers and independent contractors.

For colleagues in non-supervisory roles and/or whose job duties do not involve handling and maintaining confidentiality of Confidential Information, such colleagues are prohibited from disclosing the following information to competitors of Huntington: any and all information related to colleague compensation schemes or colleague development; personnel information (including but not limited to colleague personnel files, performance information, benefit and health information, colleague lists and payroll records); and all other information about colleagues, contingent workers or independent contractors. Nothing in this Code is intended to limit any concerted activities by colleagues related to their wages, hours, working conditions or other terms and conditions or other terms and conditions of employment or any other conduct protected by Section 7 of the National Labor Relations Act.

Other than as set forth above, confidential information is not intended to include topics such as wages, benefits, employment-related rules/procedures, or anything else related to colleagues' terms and conditions of employment.

Confidential information can be in hard copy, electronic and/or other forms and include information committed to memory.

In addition, Huntington often receives confidential information from its regulators (for example, examination reports prepared by the Federal Reserve, OCC or CFPB). This information is highly restricted and is referred to as Confidential Supervisory Information (CSI). CSI must be safeguarded and may only be shared with colleagues on a strict need-to-know basis. CSI should never be removed from Huntington's premises, and the General Counsel must be consulted before any CSI can be shared outside of Huntington.

Any information entrusted to Huntington by a customer is considered to be confidential unless we are certain that such information has been publicly disseminated or Huntington has been informed by the customer that the information is not confidential. Also, in accordance with the Gramm-Leach-Bliley Act of 1999, sensitive customer information must not be used or disclosed other than for the intended purpose and must be protected from misuse that could result in identity theft.

All colleagues are required to be vigilant and purposefully exercise the utmost care when handling confidential, proprietary or trade secret information.

The limited exceptions for disclosure of confidential, proprietary and/or trade secret information are set forth in the Reporting Procedures section of the Code (page 10). Additionally, there are limited exceptions to the Defend Trade Secret Act of 2016 which are set forth in the Accountability for Confidential, Proprietary and Trade Secret Information Handbook Statement.

Nothing in this Code is intended to preclude or infringe upon colleagues' rights to engage in legally protected activities under Section 7 of the National Labor Relations Act (NLRA).

Additional and more specific information about your obligations regarding Huntington's confidential, proprietary and trade secret information is set forth in the Accountability for Confidential, Proprietary and Trade Secret Information Handbook Statement and Huntington's "Information Barriers Policy" (LRC-1703).

Confidential, Proprietary and Trade Secret Information & Intellectual Property (continued)

Additional Restrictions and Obligations

You may not access any internal Huntington information or system unless the job responsibilities associated with your position require you to do so. Any unauthorized access, update or use of Huntington systems or data is prohibited.

Additionally, you may not share any Confidential Information with anyone unless the other person has a proper purpose and a need to know such information.

Protect your user-name or user-ID and password, as it is the means of gaining access to Huntington information. You are responsible for activities tied to your user-ID.

If your employment with Huntington terminates, you must immediately return to Huntington any and all confidential, proprietary and trade secret information – including but not limited to Huntington intellectual property – that is in your possession, custody or control.

Intellectual Property

Huntington encourages colleagues to be creative and develop new ideas and inventions. In most situations, all of the colleague's rights, title and interest in those ideas and inventions belong to Huntington. Intellectual property includes things like our trademarks, copyrights, patents and trade secrets.

It is the responsibility of every colleague to abide by the laws governing intellectual property whether it is owned by Huntington or others as set forth in the Intellectual Property Handbook Statement, other policies and any agreements colleagues may have with Huntington.

SITUATION:

Sue and Steve are co-workers. Steve asks Sue for certain customer information from her former employer. Should Sue give him the information?

APPROACH:

No, Sue should not give Steve the information. Customer information from a former employer belongs to that employer (or the customer). It is considered confidential and proprietary information and Sue has an obligation to protect that information, even after leaving that employer. If Sue discloses the information, she would be violating the Code, and exposing herself and Huntington to potential legal liability.

Material Non-Public Information, Insider Trading and Information Barriers

Insider Trading

In connection with your job at Huntington, you may have access to material, non-public information ("MNPI") (also referred to as inside information) about Huntington, our customers or other publicly traded companies. MNPI is a subset of confidential information not generally disseminated to the public that a reasonable investor would likely consider important in making an investment decision (e.g., to buy, sell or hold securities) that meets certain legal tests.

Insider trading is illegal. Insider trading occurs when you buy or sell a company's securities or recommend others do so while you are in possession of MNPI. Examples of MNPI include significant undisclosed financial information such as company earnings, results or forecasts, operating developments such as new product developments or business activities such as proposed or agreed, but not yet announced, mergers or acquisitions.

To use inside information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is both unethical and illegal. Even if you do not disclose the specific reason when you share a tip to buy or sell, it is still illegal and a violation of law and this Code, Huntington policies and Huntington's Handbook Statements.

Trading in Huntington Securities

If and when you have access to inside information (MNPI) about Huntington, you must refrain from buying or selling, or recommending that others buy or sell, Huntington securities or related derivative securities. This prohibition applies to securities held in Huntington benefit plans, including Huntington's 401(k) Plan and securities held in non-Huntington accounts. Huntington securities include its common stock and preferred securities.

Directors, Executive Officers and certain designated colleagues are subject to additional restrictions regarding trading in Huntington securities and related derivative securities. You will be notified if additional restrictions apply to you.

If you have questions about these trading restrictions, please contact the Legal Department at legal@huntington.com.

Information Barriers

Information Barriers are designed to protect MNPI by restricting the flow of any MNPI between areas engaged in Corporate Banking, Corporate Finance and Capital Markets activities on behalf of clients (the "private" side of the Information Barrier) and any areas that might trade or recommend those customers' securities, including brokerage and trust areas (the "public" side of the Information Barrier).

Colleagues on the private side of the Information Barrier routinely have confidential information and/or MNPI about Huntington and its customers. These colleagues have an obligation to protect the confidentiality of that information – not only from outsiders, but also from those working in other segments at Huntington who should not have access to that information.

Any time colleagues on the private side of the Information Barrier want to ask for the expertise and advice of colleagues on the public side of the Information Barrier, strict procedures must be followed. Colleagues must contact and obtain approval from the Control Room in order to cross the Information Barrier. A public side colleague exposed to MNPI must maintain the confidentiality of such information and comply with any applicable restrictions implemented by the Control Room and may use such MNPI only for the business purpose for which it was communicated.

If you have questions, contact the Control Room at (614) 480-0127 or controlroom@huntington.com.

Additional and more specific information regarding inside information and insider trading can be found in Huntington's formal "Information Barriers Policy" (LRC- 1703).

Personal Investing Activities and Anti-Money Laundering and Financial Crimes

Personal Investing Activities

- To safeguard Huntington's brand, reputation and investments, Huntington's Personal Investing Policy is applicable to certain colleagues and includes preclearance and holding periods. Covered colleagues are expected to disclose and certify brokerage accounts, account holdings and maintain brokerage accounts at approved brokerage dealers.
- Never buy or sell securities or tip others to do so while in possession of MNPI relating to the securities.
- Never ask for or accept any preferential terms or conditions in connection with any personal investments or trading unless the terms are available to (1) all Huntington colleagues under a plan negotiated or administered by Huntington or (2) any person with a portfolio and credit worthiness comparable to yours.

Additional and more specific information applicable to certain colleagues regarding personal investing can be found in Huntington's "Personal Investing Policy (PIP)" (LRC-1704).

Anti-Money Laundering and Financial Crimes

Money laundering is the process of converting the proceeds of criminal activity into what appears to be legitimate funds. Money laundering generally involves 3 steps – placement of cash or other assets into the banking systems; moving this cash or the assets around multiple accounts or financial institutions (often referred to as "layering"); and the blending of the assets back into the mainstream economy.

To protect Huntington and combat money laundering, terrorist financing or other criminal activity, it is important that we comply with the Bank Secrecy Act (BSA) and Anti-Money Laundering (AML) laws, regulations and guidance. To do this, you must be able to identify and escalate potentially unusual or suspicious transactions or situations. Colleagues must always exercise good judgment related to handling unusual and suspicious activities and report the same by completing an "Investigative Referral Form."

Colleagues are also required to understand and follow all Huntington BSA/AML policies and procedures.

Additional and more specific information regarding BSA/ AML can be found in Huntington's "AML/BSA Policies" (ROC-0014, LRC-1202).

SITUATION:

A customer, who owns a small convenience store, brings in cash deposits most days, but the deposits are always below \$10,000.

At what point should you complete an Investigative Referral Form?

APPROACH:

An Investigative Referral Form should be completed after the second deposit was made within the same week, so that the appropriate segment can review the transactions.

SITUATION:

A customer, who is a cashier at a local supermarket, closed on a mortgage for a newly purchased home three weeks ago. The customer walks into the branch with funds to pay off that mortgage. Should you report this activity?

APPROACH:

This activity by the customer is unexpected. Therefore, an Investigative Referral Form should be completed so the appropriate segment can review the transactions.

Competition, Anti-Trust Laws and Fair and Honest Business Practices

Competition and Anti-Trust Law

We compete fairly and honestly. We want to outperform our competition in the marketplace through superior performance and ethical business practices. To that end, we don't take or use confidential, proprietary or trade secret information from other companies or engage in other illegal anti-competitive behavior.

To protect consumers and promote and maintain the benefit of a free market, there are laws against interfering with competition. Business activities involving Huntington's competitors should be conducted with care. The activities listed below are prohibited.

- Exchanging competitively sensitive information
- Group boycotts
- Entering into verbal or written (formal or informal) agreements with competitors regarding employment terms (e.g., wages, benefits, job opportunities, etc.)
- Agreeing with a competitor to divide territories, markets, customers or products
- Reducing or eliminating competition in a competitive bidding process (bid rigging)
- Except for bona fide loan syndications or other mutual ventures permitted by law, you may not discuss or enter into arrangements with Huntington competitors concerning interest rates, pricing, marketing or other aspects of offering services to customers

Fair and Honest Business Practices

We must be fair and honest when interacting with others. All advice, products and services provided to customers and prospective customers should be in their best interests, clearly explained and available to them on a fair, transparent and consistent basis. We should never misrepresent what we can do in any form of communication.

Never engage in unfair, deceptive or abusive acts or practices. Products and services should be explained in a way that customers and prospective customers can understand. All applicable terms and conditions must be accurately and completely disclosed. Inappropriate business and sales practices, including manipulating or attempting to manipulate incentive plan results for personal gain at the expense of customers, colleagues, or Huntington objectives, are strictly prohibited and will result in disciplinary action, up to and including termination of employment.

Examples of prohibited business practices include, but are not limited to, those listed below.

- Falsifying documents or inflating performance results
- Manipulating records
- Misrepresenting or concealing material facts
- Abusing privileged information
- Offering customers unnecessary products
- Opening accounts or selling products without customer authorization
- Incentive gaming

Anti-Tying

In general, you may not force a customer who wishes to purchase a product or service from Huntington to purchase another product or service from Huntington, or to provide an additional product or service to Huntington. Also, you may not force a customer who wishes to purchase a product or service from Huntington not to purchase a product or service from a competitor of Huntington. Further, you generally may not vary the price of a product or service on the condition that the customer purchase another product or service from Huntington. These are examples of practices known as "tying" and are prohibited subject to certain exceptions. You are responsible for being familiar with these rules and Huntington's Anti-Tying Policy if they apply to you.

Additional and more specific information regarding tying can be found in Huntington's "Anti-Tying Policy" (LRC-0021).

Gifts, Meals, Entertainment, Travel and Charitable Donations

Building relationships is important to our success. Gifts, including meals and entertainment, are common ways to build relationships; however, they should never influence our decisions, be offered to influence the decisions of others and/or create the appearance that our objectivity has been compromised. Furthermore, there are laws, regulations, and policies limiting, and in some cases prohibiting, gifts that you are able to offer or accept.

It is never acceptable for colleagues to ask for or receive gifts, favors, meals or entertainment in exchange for business. You are expressly prohibited from soliciting, demanding, or accepting anything of value with the intent to be influenced or rewarded in connection with any business transaction or relationship involving Huntington. Allowing our decisions, including selection of referral sources or service providers, to be influenced improperly or to create the appearance of impropriety can present risk, damage our reputation, and make it more difficult for customers, suppliers and others to trust us.

And, remember that some segments, functions, subsidiaries and related entities may have additional policies, guidelines, and standards for the acceptance of gifts that may be more restrictive. By way of example, colleagues registered with a Huntington affiliate broker-dealer are subject to additional standards, procedures and guidelines that may be more restrictive. These colleagues should consult the Registered Representative Manual and/or Written Supervisory Procedures for their respective broker-dealer.

Special Considerations for Government Officials and Registered Colleagues

There are various federal, state, and local gift laws that may prohibit providing gifts, directly or indirectly, to government officials and employees regardless of value. Therefore, colleagues must obtain prior approval from the Control Room before providing anything of value (including meals, entertainment, tickets, golf, and travel) to a government official or employee, to his or her spouse or child, or to any third party (such as a charity) at the request of a government official or employee.

When You Are Offered A Gift, Meal or Entertainment

Gifts. In general, gifts are discouraged. However, colleagues may accept an unsolicited gift if the gift:

- has a nominal value (generally \$200 or less);
- is infrequent (generally no more than twice in a 12-month period);
- is not lavish; and
- is not intended to influence a business decision.

However, regardless of the intent or value, you may not accept a gift during negotiations with a supplier if you are in a position to influence, directly or indirectly, the selection of the supplier. Additionally, you should never accept gifts as an award for a business decision made or in exchange for confidential information

Meals and Entertainment. Colleagues may accept unsolicited gifts of a meal or entertainment if the meal or entertainment:

- has a customary and reasonable value;
- is infrequent (generally no more than twice in a 12-month period);
- is not lavish;

- is not intended to influence a business decision; and
- Huntington would otherwise pay the expense because it has a legitimate business purpose.

Regardless of the value, tickets to the following events may not be accepted as gifts or purchased from customers or suppliers without approvals from the Conduct Risk Office and the ELT member for your segment: college or professional team sport playoff, tournament or bowl games, and professional tennis or golf major championship tournaments. This does not prohibit colleagues from attending such an event with a customer or supplier when the invitation to the event meets the entertainment standards and requirements outlined in this Code.

Air travel and/or overnight accommodations may not be accepted in connection with meals or entertainment. If accommodations are provided, you may not accept them, unless you obtain prior written approval from the Conduct Risk Office and reimbursement to the person/entity providing the accommodations may be required.

Air travel and overnight accommodations may be accepted in connection with your service on a non-profit board.

Do Not Accept Gifts During Negotiations With a Supplier

Importantly, regardless of the intent or value, you may not accept any gift, including meals or entertainment, during negotiations or competitive bidding with a supplier if you are in a position to influence, directly or indirectly, (1) either the selection of the supplier or (2) the products or services Huntington may purchase from the supplier.

Event Prizes, Raffles and Giveaways

Event prizes, raffles and giveaways at business conferences or events can generally be accepted provided selection is random and the prize, raffle or giveaway complies with the provisions of this Code related to gifts.

Gifts, Meals, Entertainment, Travel and Charitable Donations (continued)

Factors to Consider Before Accepting a Gift

You must always exercise good judgment to ensure any gift, including meals or entertainment, offered is reasonable for the occasion and does not create an appearance of impropriety or a conflict of interest. Gifts, including meals or entertainment should not:

- be so frequent, lavish, or excessive that they could be perceived as improper; or
- appear intended or designed to induce you to act in a manner inconsistent with Huntington's best interests.

Before you accept a gift ask yourself these questions:

- Is the gift cash or cash equivalent? If so, you may not accept it (e.g., checks money orders, funds transfers, or cash gift cards).
- Why am I being offered the gift? If it's intended to influence a business decision, you may not accept it.
- What is the value of the gift? If the value is nominal (generally, \$200 or less), you may accept it, provided that the gift is infrequent, not lavish, not intended to influence a business decision, and in the case of meals and entertainment, Huntington would otherwise pay or reimburse you for the expense.
- Has the same party offered me a gift before? As a general rule, colleagues should not accept a gift from the same party more than twice within a 12-month period.

Examples of Gifts That Are Permissible to Accept

- Advertising and promotional items of de minimis value (e.g., hats, mugs, or T-shirts).
- A gift of nominal value (generally \$200 or less), provided the gift is infrequent, is not lavish, and is not intended to influence a business decision.
- A meal or entertainment of reasonable and customary value, provided it is infrequent, is not lavish, is not intended to influence a business decision, and Huntington would otherwise pay the expense.
- Civic, charitable, educational or religious awards related to colleague service or accomplishment.
- Non-monetary gifts of nominal value related to commonly recognized events or occasions such as weddings, holidays or the birth or adoption of a child.

Examples of Gifts That Are Not Allowed

- Cash or cash equivalents (checks, money orders, funds transfers, or cash gift cards).
- Loans, unless as a private individual from a bank on terms available to the public.
- Discounts, unless offered to other Huntington colleagues generally.
- Airfare or overnight accommodations.
- Gifts (including meals and entertainment), regardless of the intent or value of the gift, offered during negotiations with a supplier, if you are in a position to influence, either indirectly or directly, (1) the selection of the supplier or (2) the products or services Huntington may purchase from that supplier.

What if the Gift or Entertainment I'm Offered is Not Allowed?

- You must politely decline and/or return the gift with an explanation that Huntington policy does not permit you to accept such gift.
- If you cannot return it, (1) give it to the Conduct Risk Office for handling, (2) donate it to a charity or (3) share it with others in your department (with no one person receiving more than \$200 in value) and let the Conduct Risk Office know.

In rare cases, a greater-than-nominal gift may be accepted with approval from your manager and the Conduct Risk Office.

If you are in doubt about whether it is appropriate to accept a gift, meals or entertainment, please consult the Conduct Risk Office.

TIP:

Always consider the motive behind the gift, meals or entertainment. When the motive or intent is to influence a business decision or create the appearance that you are engaging in improper or illegal dealings, you cannot accept or offer gifts, meals or entertainment. If you are unsure, contact the Conduct Risk Office.

Gifts, Meals, Entertainment, Travel and Charitable Donations (continued)

When You Can Consider Giving Gifts, Meals or Entertainment

The Code provisions regarding accepting gifts also generally applies to giving gifts.

- You may not give cash or cash equivalent gifts (checks, money orders, funds transfers or cash gift cards) or share revenue or bonuses with colleagues.
- Gifts between colleagues should be reasonable and work appropriate.
- Gifts must not otherwise adversely impact working or managerial relationships and be equitable between similarly situated teammates (e.g., to avoid the appearance of favoritism, a manager should not give one colleague an extravagant gift and nothing to another.
- Colleagues must exercise good judgement to ensure that any gift given complies with the Code; and will not be perceived as a compensation or reward for job performance.
- Nominal gifts to colleagues are okay for things like extraordinary performance, unusual hours worked or commonly recognized events like weddings, birthday's, holidays or the birth or adoption of a child.
- Huntington pays the reasonable costs entertainment of customers, prospective customers or third parties when these activities are required for legitimate business purposes. You may not engage in lavish entertainment or entertainment that is not reasonable or customary in your line of business. You must follow Huntington's Expense Reimbursement Guidelines and procedures in this regard.

Charitable Donations

Huntington encourages colleagues to become involved with charitable and civic organizations. However, such activity, including fundraising, cannot create a conflict of interest.

A conflict of interest can arise from a donation made to a charitable organization at the request of a customer when it is intended to induce or maintain business or when a colleague asks a customer or supplier to make a donation to a charitable organization for favorable terms or products or services not offered to all customers or supplier. This type of conduct may place an unnecessary expectation on the relationship. This does not mean that you cannot solicit donations/fundraise on behalf of a charity. It means that you must make it clear when soliciting the donation that you are asking on behalf of the charitable organization, and not on behalf of Huntington.

A perceived conflict can also occur when a colleague makes a donation to a charitable organization that is a direct customer of Huntington or when a charity board member is a direct customer of the colleague.

If there is any question as to whether a donation is appropriate, reach out to your Employee Relations Consultant, an HR Business Partner or the Conduct Risk Office for guidance. The facts and circumstances of the request and donation, as well as the amount, will be considered in determining if the charitable donation is allowed.

Please note that, as discussed above, pre-clearance is also required with the Control Room before making charitable donations at the request of a government official or employee.

SITUATION:

You are in the Marketing Committee for a nonprofit fundraiser. Can you ask some of your customers and suppliers at Huntington to donate items for a silent auction?

APPROACH:

Yes, provided the request is handled properly. Using your position at Huntington to ask customers and suppliers for auction items may place unnecessary expectations on the relationship. The customer or supplier may expect favorable terms in exchange for the donation. You may contact a customer or supplier for donations; however, must make clear you are making the request on behalf of the charity, and not on behalf of Huntington.

SITUATION:

A supplier with a business relationship with Huntington wants to thank me for expediting the signing of a contract between the supplier and Huntington, so to show appreciation, the supplier sent me two concert tickets. May I accept them?

APPROACH:

No, you may not because the tickets are being offered as a reward in connection with your role at Huntington. The value is not relevant because the intent is improper.

SITUATION:

A supplier invited me and my spouse to join him and his spouse for an MLB game. May I accept?

APPROACH:

You and your spouse may accept if (1) the offer was unsolicited, (2) the tickets have a customary and reasonable value, (3) the offer is infrequent (generally no more than twice within a 12-month period), (4) the tickets are not intended to influence a business decision and (5) Huntington would otherwise pay the expense because it has a legitimate business purpose.

SITUATION:

A supplier with a business relationship with Huntington sends me a gift basket with fine chocolate and wine. May I accept it?

APPROACH:

Maybe. Business gifts can be thoughtful, help to build relationships and create good will. However, the gift should not create an appearance of impropriety or influence any business decision. You may accept the gift if the value of the gift is of nominal value (generally \$200 or less), is infrequent, is not lavish, and is not intended to influence a business decision. If the gift is valued at more than \$200, you should donate it to a charity, share it with others in your department (with no one person receiving more than \$200 in value) or you may return it to the person or organization that gave it to you.

Creating a Place Where We're Proud to Work

A Respectful Workplace

We act in the spirit of our purpose, vision and Values every day. We are personally responsible for applying them to our daily work and to our interactions with others. Treat others with dignity and respect all of our diverse backgrounds, experiences and cultures.

Work Collaboratively

Even though we are all empowered to make decisions and work independently, we are all still part of a team. Always, take the time to consider how your actions might affect others.

A Safe Workplace – Health and Safety

We are all responsible for promoting safety and security in our workplace. You should report any activity that can pose a threat to others or be considered workplace violence.

Diversity, Equity & Inclusion – Welcome to All

Diversity, equity and inclusion are core to who we are and essential to what we do. We respect diversity in each other, our customers, our service providers and our communities. We foster an environment where all voices are heard, all opinions are valued, and all people are made to feel welcome.

We are committed to having a culture of openness and trust where colleagues feel their unique attributes are a source of strength and pride. For us, supporting a diverse, equitable and inclusive environment is more than doing the right thing. It makes Huntington stronger as a business and more welcoming as a team – positioning us to be successful at serving our customers, communities and shareholders.

Required Training

We are proud of our strong culture at Huntington where we all own risk.

It is every colleague's responsibility to complete assigned training within established time frames. Training helps ensure Huntington maintains compliance with and knowledge of our regulatory and legal obligations. It also provides protection for colleagues, customers and shareholders. Huntington takes this very seriously and so should you.

Huntington Handbook Statements, Policies and Procedures

Huntington colleagues are required to comply with all of Huntington's Handbook Statements, policies, procedures and department-specific guidelines.

SITUATION:

In a meeting, Sue asked for ideas to help make her branch more efficient. Daniel wanted to give an answer, but Sue cut him off. She didn't think he really had anything to add because he just started at the branch. He's also the most junior member of the team, so what could he really know?

APPROACH:

At Huntington, we believe all colleagues have an important perspective, no matter how long they have been working at Huntington, or any other characteristic they may have. In the future, Sue should take care to treat every member of the team respectfully, and listen to what every colleague has to say.

Creating a Place Where We're Proud to Work (continued)

Employment Discrimination and Harassment Prevention

Huntington is firmly committed to providing equal opportunity in all aspects of employment and a professional, safe, healthy and productive work environment where all persons are treated with dignity and respect.

Huntington does not tolerate illegal discrimination or harassment of any kind. If you see what may be discrimination or harassment happening or believe you have been discriminated against or harassed, we want to know about it. Use the reporting procedure in our Anti-Harassment and Discrimination Handbook Statement or in this Code.

Our commitment to a discrimination- and harassment-free workplace extends beyond colleagues' interactions with each other. It includes conduct by or directed at applicants, customers, service providers and others. Huntington's prohibition against discrimination and harassment also applies to certain conduct outside the workplace. Keep your attention, conduct and choices focused on our work, our business and service to our customers.

Reported incidents of prohibited behavior and/or retaliation will be investigated. Investigations will be handled in as discreet a manner as possible based on the situation. Based on the results of the investigation, disciplinary action may be recommended.

Drug and Alcohol-Free Workplace

To keep Huntington colleagues safe, healthy and productive and to protect our property, operations, customers and business, Huntington works to maintain a drug and alcohol-free workplace.

While colleagues are working, present on Huntington's premises, or otherwise performing or engaging in any Huntington job duties, they cannot use, be under the influence of, possess, sell, purchase, receive, dispense, or distribute (a) drugs or substances that are unlawful under any applicable law, (b) alcohol or (c) drugs or substances that have been misused or illegally or improperly obtained.

Moderate consumption of alcohol at business-related functions is permitted, provided you are of legal age to drink, drink responsibly, comply with all driving laws, and do not return to work after the event.

For more information, please refer to the Alcohol Use and Drug- Free Workplace Handbook Statement.

Environmental Responsibility

At Huntington, we believe that looking out for each other improves lives, and makes our communities stronger. Environmental and social stewardship are critical elements in the business decisions we make on a daily basis. We strive to do the right thing for people and for the planet. We all do better when we are mindful of environmental impact and make decisions that help the environment.

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SITUATION:

Joe got invited to a customer's party to celebrate the purchase of a building with a mortgage loan provided by Huntington. It is a busy time at work for Joe, but he feels like he has to go to the party and toast the customer. He can always go back to the office after he has had a few cocktails and finish his work. Is this permitted?

APPROACH:

While Joe is permitted to drink alcohol at the reception (assuming he is of the legal age to consume alcohol), he cannot return to work after the event. Additionally, if Joe attends the party, he should drink responsibly.

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Accurate and Complete Recordkeeping and Reporting

Reporting to Shareholders and Regulators

We are a public company, which means that information about our financial position, results of operations and business affairs is made available to the public. This information must be accurate, complete and timely.

This standard applies to all documents and public reports Huntington files with or provides to the SEC, other regulatory authorities, our shareholders or the public. All entries to accounting records must be prepared accurately, in a timely manner and consistent with the highest standards of accounting practice.

- No payment on behalf of Huntington may be made with the understanding that part or all of it will be used for any purpose other than as described in the supporting documents.
- In preparing shareholder communications, regulatory filings and other reports concerning Huntington, you may be asked to furnish information about your responsibilities with Huntington, your personal background, your financial and business affairs and those of your immediate family. You must respond in a timely and accurate way and, where required or permitted by law, you must be prepared to accept the public disclosure of such matters.
- Information properly requested by Huntington colleagues, legal counsel, independent auditors and supervisory agencies should be furnished completely and accurately.
- Unauthorized disclosure of financial, operational or business information by any means, including but not limited to digital and mobile channels, online social networks, forums or other entities, is a violation of this Code.

Recordkeeping and Reporting

Honest, complete and accurate recording and reporting of information is required for Huntington to make responsible business decisions and satisfy legal and business requirements. Each of us is responsible for being honest, complete and accurate in connection with all reporting and record keeping.

Do not falsify any documents, accounts or records. Falsifying or manipulation of bank, customer or supplier information, documents, accounts and records is forbidden.

This includes, but is not limited to, the acts listed below.

- Processing transactions, opening an account(s) without customer authorization or falsely indicating the customer was present for the authorization
- Forging a customer or colleague's signature or initials
- Changing a date
- Not following all required elements for lawful notarization under applicable laws, regulations, rules or guidelines and Huntington policies, guidelines and standards
- Falsely claiming referrals, sales or incentives
- Manipulating customers, accounts and/or data in an attempt to receive an incentive award
- Force balancing
- Depositing your own funds, regardless of the amount, into a customer account for any reason that is unauthorized
- Falsifying information on your own timecards or time entries or on those of another colleague
- Making false representations on an employment application or as part of the benefits enrollment process
- Entering false or incorrect client or transaction information
- Delaying or manipulating supplier invoices
- Submitting inaccurate expense reports

The use of Huntington expense accounts, which may include the use of the corporate credit card, is a privilege. Use of the corporate credit card for personal expenses is prohibited.

SITUATION:

A customer asks Lisa, a relationship manager in a branch, to notarize a document after it has already been signed by a customer. Can Lisa do that?

APPROACH:

No. Lisa cannot notarize the document because notarization requires the document be signed in the presence of a commissioned notary. Lisa must witness the customer's signature.

SITUATION:

Paul went to a doctor's appointment over his lunch hour. The wait was longer than he expected, so it took a little bit more than an hour. Paul was only gone 15 extra minutes, so he just put one hour for lunch on his timecard. Is that okay?

APPROACH:

No. Paul should report his time accurately, even if the entry is only off by a small amount of time. We expect Huntington colleagues to be honest and do what's right, including accurately reporting time.

SITUATION:

A customer couldn't get in on the day the customer was supposed to sign a document, so the banker predated the document and opened the account without the customer being present in the branch. Is this okay?

APPROACH:

No. Colleagues must date documents accurately even if they have the customer's best interests in mind. Putting the wrong date or information on any document is falsely reporting the information and is unacceptable. Colleagues are also prohibited from opening accounts without the customer being present.

Accurate and Complete Records and Reporting (continued)

Internal Controls

You must comply with all internal control procedures established by Huntington for the safeguarding of assets, proper reporting and disclosure of financial information.

You are prohibited from transporting cash deposits/transactions or supplying cash to a branch. For example, you may not receive cash deposits/transactions from a customer outside of the branch and take it into a branch for processing. In addition, you should not withdraw cash and/or transport it to another branch for the purpose of supplying “emergency cash” to a branch.

Records Retention

Records should always be retained or destroyed according to Huntington’s record retention policies, practices and procedures, including any litigation-related retention notices issued by the Legal Department.

Before disposing of any records, ensure that you are not otherwise obligated to retain them.

In the event of a litigation or government investigation preservation request, please consult the Legal Department prior to the destruction of any relevant records.

Communications

Internal Communications

Do not exaggerate, make guesses, make derogatory remarks, or make insensitive or inappropriate characterizations of people or companies in any type of business record or communication.

Be concise, business-like and professional in your emails, instant messaging, internal memos, formal reports and other communications.

Public Communications

We have professionals whose job it is to speak on behalf of Huntington. Let them do the talking.

Only authorized colleagues in Corporate Communications may provide public comment about Huntington on behalf of or as an official spokesperson for Huntington. If you are contacted by anyone from any communications channel or the media seeking comment or information from Huntington, immediately refer the inquiry to Corporate Communications.

Outside Speaking Engagements, Presentations and Panel Discussions

Presenting to people outside Huntington brings well-deserved recognition to both colleagues and Huntington. However, it is important that any information shared outside of Huntington remains compliant with all SEC, regulatory and legal disclosure regulations, protects our intellectual property, is consistent with the message of our other external communications, and protects Huntington's reputation and brand.

A presentation is any spoken or written communication that includes information about Huntington and/or references Huntington, even if it is just your title/position with Huntington. This includes, but is not limited to; panel discussions, speech or remarks at industry conferences, information shared at a webinar/seminar presentation and white papers. External presentations that are required by a colleague's job responsibilities at Huntington are excluded from the approval requirement.

If you plan on presenting outside of Huntington, you must get approval, via the external presentation process, prior to accepting any such invitation. You can find the External Presentation Approval Request Form on Essentials. For questions regarding this process, email externalpresentations@huntington.com.

Use of Technology

Huntington provides colleagues with technology resources to enable them in performing their job duties. Technology includes, but is not limited to computers, mobile devices, phones, printers, software, Huntington email, chat and other communication systems, and internet service. Personal use of Huntington technology should be kept to a minimum.

Colleagues are responsible for using Huntington technology resources in a secure, professional manner and using only approved equipment and devices to access Huntington information or engage in work-related communications. All use of Huntington technology and any Huntington-related use of personal technology must comply with this Code, the Colleague Handbook and Huntington's other policies; including the Information Security and Social Media Policies. Among other things, Huntington technology may not be used for harassing or discriminatory remarks, threats of violence or other inappropriate or unlawful conduct.

Colleagues should not expect confidentiality or privacy in their use of Huntington technology or in any Huntington-related use of personal technology. Huntington may monitor, view, display, or reproduce the content of communications or information transmitted, received and/or stored using Huntington technology.

Colleagues are required to protect the security of Huntington technology and information. You can help protect Huntington technology and information by following the guidelines listed below.

- Protect usernames/IDs and passwords; do not share them with others and do not email them to yourself
- Use strong passwords
- Do not access the Huntington network via unauthorized devices or applications
- Ensure the security of technology resources assigned to you by Huntington and any approved personal devices you use to access Huntington information. When not in use, such technology must be locked, password protected and properly secured where it cannot easily be stolen or damaged.
- Use caution when opening emails or attachments from unknown or suspicious senders

Colleagues in certain segments and/or roles may be subject to additional standards, policies and guidelines that may be different or more restrictive based on regulatory or other requirements.

Nothing in this Code is intended to violate any federal, state, or local law or to limit any concerted activities by colleagues relating to their wages, hours, working conditions or other terms and conditions of employment, or any other conduct protected by Section of the National Labor Relations Act.

For additional information related to the use of technology, refer to the Guidelines for Use of Technology Handbook Statement and other applicable Huntington policies.

Audits, Inspections and Investigations

Internal or External Audits, Inspections and Investigations

We periodically conduct compliance audits to make sure we are meeting our compliance commitments. In addition, if someone raises a compliance or conduct concern, we will look into it. When a problem is found, it is addressed. When appropriate, the Board of Directors (or one of its Committees) and the relevant authorities are notified.

We need everyone's full participation and cooperation in any audit, inspection, investigation or request for information. Colleagues are required to cooperate and respond honestly during any internal or external audit, inspection or investigation, including those conducted by independent and internal auditors, regulators and attorneys. You should never withhold, tamper with or fail to communicate relevant information in connection with any audit, inspection or investigation. Additionally, you should not obstruct any audit, inspection or investigation or violate our document retention practices. Maintaining the integrity of any audit, inspection or investigation is essential to its success. That's why we ask you to keep all audits, inspections and investigations confidential to the extent permitted by law.

As part of any audit, inspection or investigation, Huntington reserves the right to search and inspect your Huntington-owned electronic devices, workstations, offices, desks, lockers, surroundings or other spaces at work, including their contents. Your refusal to cooperate in any search or inspection may result in disciplinary action, up to and including termination of employment.

Government Investigations

We cooperate fully with any government investigation. If you believe there is a possibility of a government investigation outside of routine dealings such as regulatory examinations, tax audits and environmental inspections, promptly notify the Legal Department.

While Huntington looks out for its colleagues, Huntington may not always be able to protect both its own interests and those of a colleague without a conflict of interest arising. When that occurs, the colleague may need independent legal counsel. The attendant facts and circumstances and any applicable legal requirements will be considered in determining if Huntington will pay for the colleague's legal expenses.


Again, maintaining the integrity of an investigation is essential to its success. Therefore, please keep government investigations confidential unless authorized by the Huntington Legal Department to discuss details.

SITUATION:

Paige overhears John talking about an investigation on the phone. Paige believes that she has information related to the investigation. What should she do?

APPROACH:

We encourage colleagues who have information about any investigation to come forward in good faith. Huntington will review the information and decide how to proceed. If the colleague's interests are in conflict with Huntington's interests, Huntington will recommend that the colleague seek independent counsel.

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Internal Use

