Colleague behaviors make a difference.

CODE OF CONDUCT AND ETHICS
HUNTINGTON BANCSHARES INCORPORATED
Living our Values.

Welcome! 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 with doing our part to make Huntington the best bank our customers will ever have and the best place we 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.
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:**

Doing the right thing for our customers, colleagues, shareholders and communities.

To our customers, this means:
I trust Huntington to do the right thing to make my financial life better, not just to 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 become the top performing regional bank in the nation.

To our customers, this means:
A bank with people, resources and 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. Service Heart. Forward Thinking.

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, working together enthusiastically 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 lives. 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 what is best for their finances, and make the effort to truly understand their needs and how best we can address them. And, 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, and delivering exceptional service to both customers and other colleagues, to succeed in meeting 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. Our accomplishments mean a lot to us.

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.

Just as we trust our service providers and others with whom we have business relationships to follow through on what they represent they will do for us, we strive to do the same for them.

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 is comprised of community development, small business loans, assisting customers in mortgage distress and philanthropy.

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.
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 courtesy and respect.

Except for provisions of the Code that are specifically applicable to colleagues only, the Code also applies to our service providers and the Board of Directors. 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 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 everyday decision-making.

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.
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 help to assist in making a decision, there are many internal resources available to help you get more information about a particular topic, below.

- Huntington’s Colleague Handbook
- Huntington’s policies, procedures and best practices guidelines
- If you are registered with a Huntington affiliate brokerdealer, 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
- Any other manager, particularly a manager with responsibility or authority over the area about which you have a question
- Your Employee Relations Consultant (If you are unsure of who your Employee Relations Consultant is, contact the HR Service Center at (614) 480-3094 or (866) 480-3094)
- Your HR Business Partner
- Your Segment Risk Officer
- The 24-hour Ethics Hotline (866) 596-0677
- The HR Service Center (614) 480-3094 or (866) 480-3094
- The Conduct Risk Office (614) 480-4310
- Huntington’s General Counsel
- Huntington’s Chief Human Resources Officer
- Huntington’s Chief Risk Officer

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 of these questions is “no,” don’t do it, and if someone else at Huntington has engaged in the conduct, report it by using any of the available resources listed on this page.

- Is it legal?
- Does it comply with the Code of Conduct and Ethics?
- Would your manager approve?
- Does it comply with Huntington’s Handbook Statements, policies, and procedures?
- Would shareholders, community members or even your friends and family approve?
- Does it benefit Huntington’s reputation or image?
- Is it ethical and consistent with Huntington’s Values and mission?
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.

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.

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 (614) 480-4310 or the 24-hour Ethics Hotline (866) 596-0677.

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 another manager, particularly one 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 (If you are unsure of who your Employee Relations Consultant is, contact the HR Service Center at (614) 480-3094 or (866) 480-3094)
  - Your HR Business Partner
  - The HR Service Center (614)480-3094 or (866) 480-3094
  - Your Segment Risk Officer
  - The 24-hour Ethics Hotline (866) 596-0677
  - The Conduct Risk Office (614) 480-4310
  - Huntington’s General Counsel
  - Huntington’s Chief Human Resources Officer
  - Huntington’s Chief Risk Officer

- Report ethical violations in confidence, good faith and without fear of retaliation. Every effort will be made to ensure that your identity is kept confidential and the source of information will be disclosed only on a need-to-know basis. 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.
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.

Report Criminal, Legal or Regulatory Proceedings Involving You

As a federally insured bank, 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. Therefore, you are required to report any conviction or agreed to pre-trial diversion program for any criminal offense involving dishonesty, breach of trust, money laundering or drug trafficking.

Otherwise regardless of whether the offense relates to Huntington’s business, if you are charged with or convicted of any offense or are subjected to disciplinary action or licensure order, you are required to report the incident to your manager and Employee Relations Consultant or HR Business Partner. Colleagues are not required to report minor traffic violations unless they are in a role in which driving is one of their job responsibilities. 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.

Public Officials, Political Contributions and Lobbying

You must not offer, give or promise to give money or anything of value to any executive, official or employee of any government, agency, state-owned or controlled enterprise, or political candidate for political office if it would be seen as an attempt to influence a Huntington business relationship.

Moreover, Huntington is not allowed to give anything of value to Members of Congress, the Executive Branch or their staffs, including meals, gifts, entertainment or travel. If you attend an event on behalf of Huntington where a Member of the Congress, the Executive Branch or their staff is featured, recognized, or honored or spoke or appeared on the agenda, the Honest Leadership and Open Government Act requires you to report your attendance to Huntington’s Government Relations Office at (614) 480-4757. If you attended such an event, you must also report whether it involved corporate expense for ticket costs, a charitable contribution or other entry fee. You do NOT have to report attendance at HBI-PAC supported events or other political campaign activities. (e.g., political debates, campaign rallies, or private political fundraising events that you attend in a personal capacity).

You are also required to report to Huntington’s Government Relations Office any corporate contribution to a nonpolitical organization established by, maintained for, controlled by, named for or recognizing a Member of Congress or the Executive Branch.

In January and July of each calendar year, you will be asked to submit all required reports regarding political activities. Do not attempt to influence any government official, state or federal legislative or Executive Branch or government agency activities (including rule making) without the approval of Huntington’s Government Relations Office. In addition, state and many local and municipal governments have laws and regulations governing meals, gifts, entertainment, travel and contributions to officials, colleagues and public entities. Huntington expects you to comply with these laws and regulations.

Colleagues registered with a Huntington affiliate brokerdealer may have differing obligations. They should consult the Registered Representative Manual or Written Supervisory Procedures for their respective broker-dealer.

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.

SITUATION:

Amy has been invited by the local City Counsel President to get together for lunch based on a longstanding community partnership. Can Amy agree to lunch, and is she permitted to pay for the cost of the meal?

APPROACH:

There are many ethical considerations, rules and restrictions specifically pertaining to elected officials that vary widely across the franchise. Amy would need to be familiar with those case-specific rules and restrictions and ensure agreement with the elected official in alignment with those rules, prior to accepting the invitation or offering to pick up the cost of the meal. If you have any questions related to how to best handle a particular situation, please contact the Government Relations Office at (614) 480-4757.
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 interfere or appear to 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 or a member of your family 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 not otherwise available to the general public.

- You must conduct your financial affairs responsibly. This includes ensuring your payments are made on time, sufficient funds are available in your account prior to withdrawal and any accounts you have remain in good standing at all times. You must inform your manager if you begin to have any trouble meeting these obligations. For more information in this regard, refer to the Accountability for Huntington Accounts and Confidential Bank Information Handbook Statement.

- You must also fulfill your financial obligations to any other financial institution with which you do business. Handle your personal finances responsibly, with integrity and in compliance with the law.

- 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 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.

- 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 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 conflict of 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 Relationship Manager 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 does almost all of her banking with Huntington, but she has a credit card issued by another bank. Lately, Jess has been overspending and she’s having trouble paying all her bills. She figures she can skip her credit card payment, because it’s not a Huntington account. Is this okay?

**APPROACH:**
No. We require all of our colleagues to fulfill their financial obligations, whether those obligations are to Huntington or any other financial institution. Jess should make all her payments on time, even those not involved with Huntington accounts.
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 Leadership Team Executive 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 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 Leadership Team Executive to whom you report.

- 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.

- 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 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.

- You generally should avoid any direct or indirect business connections with our customers, service providers or competitors, except on Huntington’s behalf.

- 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.

- 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.

- 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.

Board Appointments and Electioned Positions

- You may not accept an appointment as an officer or director of a publicly held company unless Huntington’s Chief Executive Officer and the Conduct Risk Office approve the appointment in advance.

- Generally, you may serve as an officer or board member of a non-profit organization as long as it doesn’t present a conflict of interest and you have obtained approval from your manager. While you are serving on the board of a nonprofit, you should not participate in any discussions or decisions involving Huntington and you should recuse yourself from voting on any business involving Huntington. If you have reason to think there may be a conflict of interest, please contact the Conduct Risk Office for guidance.

- If you seek to be appointed or elected to a national, state or local position, you must first notify your manager of your interest in pursuing such a position and obtain written approval from Huntington’s Government Relations Office. Such 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 Huntington’s Government Relations Office.

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 consulting relationships that create or have the potential to create a conflict of interest with Huntington. When your personal interests interfere or appear to interfere with Huntington’s interests or influence your job performance, there is a conflict of interest.

• You may not engage in a business that competes with Huntington.
• If you are unsure of whether a situation could create a conflict, ask your manager, Employee Relations Consultant, HR Business Partner, or the Conduct Risk Office at (614) 480-4310.
• Remember that the determination of a conflict of interest with outside employment is based on the potential impacts. In other words, conflicts can be direct based on behavior or intent or perceived, based on their potential or perception.

• While it is not possible to list every situation, a few examples of outside employment that would create a conflict of interest include the following:
  • Holding an active real estate license
  • Performing accounting services
  • Preparing income tax returns
  • Working as an outside business consultant, financial planner, insurance agent, investment banker, appraiser, loan closer for a title company or any position at another bank or lending institution
  • Being employed with or having an ownership interest in a direct or indirect marijuana-based business.

• In addition, even if your role working with another company is not a direct conflict, you should not be part of processing any Huntington banking transactions for such company. For example, working in a Huntington branch and processing the deposit of your other employer is not permitted. Also, preparing the Huntington deposit as part of your role with the other company could be a conflict. Consider this: what if there is a difference in that deposit?

• 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.
• You may not act as a personal fiduciary or co-fiduciary of any estate, trust, agency, guardianship or custodianship account of a customer without the written approval of the Conduct Risk Office as such conduct would require an exception to the Code. This excludes cases where the customer is a family member or close personal friend whose relationship with you was established prior to you commencing employment with Huntington.

• Even if your outside employment does not present a conflict of interest or a perceived conflict of interest, any outside employment or consulting arrangement may not:
  • Interfere with your job performance or work schedule at Huntington
  • Involve the use of Huntington resources
  • Compete with any of Huntington’s business activities
  • Have a negative impact on Huntington
  • Violate your obligations to Huntington and its customers regarding confidential, proprietary or trade secret information

• You may not perform on a part-time, full-time or consulting basis any function that you perform as a Huntington colleague unless that activity is performed on a volunteer basis for a non-profit organization and approved in writing by your manager and the Conduct Risk Office.

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.
Conflicts of Interest (continued)

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. Each expert network is required 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 are engaged.

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. 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 the “parking” of securities licenses. If you have securities licenses that are not required to perform your normal job responsibilities, then Huntington cannot register your license with FINRA.

- 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, you are required to report the disqualification or restriction to your manager and HR Business Partner or the Conduct Risk Office at (614) 480-4310.
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.”

Confidential, proprietary and trade secret information generally is defined as 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.

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 information related to employee compensation plans or personnel information;
- 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;
- Non-public information learned during conversations, meetings, telephone calls or any other communication;
- 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.

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.

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

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.

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 legal exposure.
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.

We’re required by law to prevent anyone with access to MNPI from making securities trades in their own accounts or any account over which they exercise control when the MNPI relates to the securities being traded.

Insider trading is illegal. Insider trading occurs when you buy or sell a company’s stock 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
In order to avoid the appearance that a Huntington colleague or director is trading while possessing inside information about Huntington, the Huntington stock trading window will be closed and all Huntington colleagues and directors are prohibited from conducting transactions in Huntington securities beginning on the 16th day of the last month of the quarter (March, June, September, December) and continuing through the second trading day following the release of the quarter earnings. This includes securities held in Huntington’s 401(k) Plan and stock held in non-Huntington accounts. Huntington securities includes its common stock and preferred securities.

If you have questions, contact the Huntington Control Room at (614) 480-0127 or controlroom@huntington.com, the Conduct Risk Office or Huntington’s General Counsel.

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 Huntington’s 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 Huntington Control Room at (614) 480-0127 or controlroom@huntington.com, the Conduct Risk Office or Huntington’s General Counsel.

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 Dealing

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 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 Dealing

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 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. Manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practices (including opening an account without customer consent, directing a customer to an inappropriate or unnecessary product in order to receive incentive, whether in person or through traditional, digital or mobile communications), is strictly prohibited.

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).
Building relationships is important to our success. Gifts, including meals, entertainment or services are common ways to build business relationships; however, they should never influence our decisions. Allowing our decisions to be influenced improperly or creating the appearance of impropriety can damage our reputation, and make it more difficult for customers to trust us. It is never acceptable for colleagues to ask for or receive gifts, including meals, entertainment or services in exchange for business. In general, gifts are discouraged, but may be accepted when the gift is nominal (valued at $200 or less)* and not intended to influence business decisions.

The Bank Bribery Amendments Act of 1985 forbids colleagues from soliciting for themselves or a third party anything of value from anyone in return for any business, service or confidential information of Huntington. It also prohibits acceptance of anything of value from a supplier or customer in connection with the business of Huntington, with the intention of being influenced or rewarded in connection with any business transaction.

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 the selection of the supplier.

* For licensed colleagues, consult your applicable affiliate broker-dealer gifts and entertainment policy, which may be more restrictive.

When You Are Offered a Gift, Meal or Entertainment

Colleagues must always exercise good judgment to ensure any gift, meal or entertainment offered is reasonable for the occasion, is not lavish or frequent, and does not create an appearance of impropriety or a conflict of interest.

Ask yourself these questions:

- Is the gift cash or a cash equivalent? If so, you may not accept it.
- 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 $200 or less, you may accept it, unless it’s intended to influence your business decisions.

Entertainment may be accepted when lawful, infrequent and reasonable in value.

Air travel and overnight accommodations may not be accepted in connection with entertainment.

If accommodations are provided, you may accept the accommodations, but must reimburse the person who provided it.

What if the gift or entertainment I’m offered is not acceptable?

You must politely decline and return the gift.

If it feels awkward to return it, give it to the Conduct Risk Office for handling.

In rare cases, your manager can approve a greater-than nominal gift when the Conduct Risk Office has been notified and has agreed.

TIP:

Always consider the motive behind the gift, meal or entertainment. When the motive or intent is to influence a business decision, you cannot accept or offer gifts, meals or entertainment.

Acceptable Gift Examples

- Advertising and promotional items of reasonable value.
- Gifts with a retail value of $200 or less if based on a family or a personal relationship when the personal relationship, rather than the business relationship, is the motivating factor.
- Meals, accommodations or entertainment of reasonable value when the purpose is to foster the business relationship 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.

Not Acceptable Gift Examples

- Cash or cash equivalents (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, Meals, Entertainment, Travel and Charitable Donations (continued)

When You Can Consider Giving Gifts, Meals or Entertainment

- You may not give cash gifts or share revenue or bonuses with colleagues.
- Nominal gifts to colleagues are okay for things like extraordinary performance, unusual hours worked or commonly recognized events like weddings, holidays or the birth or adoption of a child.
- Huntington pays the reasonable costs of travel and entertainment of customers when these activities are required for legitimate business purposes. You must follow Huntington’s Expense Reimbursement Guidelines and procedures in this regard.

Charitable Donations

Huntington encourages colleagues to become involved with charitable organizations. However, such activity 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 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, the Conduct Risk Office, a Segment Risk Officer, or the General Counsel 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.

SITUATION:

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

APPROACH:

Business gifts can be thoughtful, help to build relationships and create goodwill. However, the gift should not create an appearance of impropriety or influence any business decision. If the value of the gift does not exceed $200 and the intent of the gift serves a business purpose, you may accept the gift. 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.

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.
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. Colleagues should report any activity that can pose a threat to others or be considered workplace violence.

**Diversity & Inclusion – Welcome to All**

Diversity 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 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

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.

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) illegal drugs, (b) alcohol, (c) lawful drugs or substances that have been illegally or improperly obtained, or (d) any drug or substance medically prescribed under state law which is prohibited by federal law (e.g., medical marijuana). While the use of marijuana has been legalized in many states for medicinal or recreational uses, it remains an illegal drug under federal law, and possessing, using, or being under the influence of marijuana in the workplace or while working is prohibited.

Moderate consumption of alcohol at business-related functions is permitted, provided you drink responsibly 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.

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.
HOW WE ACT

Accurate and Complete Recordkeeping and Reporting 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 records 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
- Notarizing a document without the person being present and/or without witnessing the person’s signature
- Falsely claiming referrals, sales or incentives
- Manipulating customers, accounts and/or data in an attempt to receive an incentive award
- Force balancing
- 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.

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**SITUATION:** A customer asks Lisa, a relationship manager in a branch, to notarize a document after it has already been signed. 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.

**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 come in on the day the customer was supposed to sign a document, so the banker predated the document. 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.
HOW WE ACT

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 on any topic, immediately refer the inquiry to Corporate Communications.

Use of Technology, Mobile Devices and Communication Channels (Including Social Media)

Only use Huntington communication channels and network for legitimate business purposes or as otherwise authorized by Huntington. Good judgment, common courtesy and respect for others should govern the use of communication channels and social media at Huntington or involving Huntington.

All colleague activity on Huntington systems/networks is subject to monitoring.

Unauthorized access or use of Huntington’s communication channels or networks or the information contained therein is not permitted. Huntington reserves the right to monitor, review, access, record and disclose information and activity related to your use of Huntington’s electronic communications, systems or networks.

- Do not access, download, upload, save or send sexually oriented or other offensive materials on Huntington systems or on its network.
- Do not access, download, upload, save, send or use any confidential, proprietary or trade secret materials unless you are authorized to do so.
- Do not use any Huntington communication channels in a way that would violate the law. (e.g., gambling, sale of controlled substances).
- For licensed colleagues, consult your applicable affiliate broker-dealer policy, which may be more restrictive.
- Think before you post. If you use mobile devices and social media and identify (or have identified) yourself as a Huntington colleague, you must follow all Huntington Handbook Statements, policies, procedures and this Code in your communications.

Cyberattacks are a risk. Help protect Huntington systems by following the guidelines listed below.

- Protect usernames and passwords and do not share them with others
- Do not access the Huntington network via unauthorized devices or applications
- Ensure the security of electronic devices assigned to you by Huntington or those you use to access Huntington information
- Use caution when opening emails or attachments from unknown or suspicious senders

For additional information related to the use of communications channels, refer to the Guidelines for Use of Technology and Communication Channels Handbook Statement.
Audits and Investigations

Internal or External Audits 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 or investigation. Colleagues are required to cooperate and respond honestly during any internal or external investigation, including those conducted by independent and internal auditors, regulators and attorneys. Don’t obstruct investigations or violate our document retention practices. Maintaining the integrity of any audit or investigation is essential to its success. That’s why we ask you to keep all audits and investigations confidential to the extent permitted by law.

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 existing. 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.