

	<b>Employee Handbook</b>		
	<b>Subject:</b> Code of Business Conduct and Ethics		
	<b>Approved By:</b> Employee Handbook Team	<b>Effective Date:</b> January 14, 2003	<b>Revised:</b> January 20, 2017

## **HANDBOOK STATEMENT**

As a Huntington employee, you are charged with living up to the highest standards of business and personal conduct, as reflected in this Code of Business Conduct and Ethics.

## **CODE OF BUSINESS CONDUCT AND ETHICS**

**Adopted January 14, 2003**

**as Amended through January 20, 2016**

### **Introduction**

At Huntington, we are committed to acting with uncompromising integrity in all that we do. This includes conduct and communications—whether in-person or through traditional, digital or mobile channels. In today’s business environment, the lines between professional and personal conduct are sometimes blurred. This is especially true on the Internet, where employees may engage in social interactions for both personal and professional reasons.

This Code of Business Conduct and Ethics reflects the values that define Huntington, and provides guidance to avoid any circumstances that may give even an appearance of impropriety. It covers a wide range of business practices and procedures.

All employees must comply with this Code. Except for those provisions of this Code that are specifically applicable only to employees, members of the Boards of Directors of Huntington and its affiliates are also bound by this Code.

If a law conflicts with a practice in this Code, you must comply with the law. If a local custom or practice conflicts with this Code, you must comply with the Code.

As more fully set forth in Huntington’s [Social Media Policy](#), these employment practice rules will extend to any digital or mobile channel in which an affiliation with Huntington is indicated, including any web presence maintained by the employee that is linked to the site that lists the affiliation. For example, if you list Huntington as your place of employment on your Facebook page, any sites linked from that page (Twitter accounts, blogs, etc.) will be subject to this Code.

Those who violate the standards in this Code will be subject to disciplinary action, including termination of employment. If you are in a situation that you believe may violate or lead to a violation of this Code, follow the Compliance Procedures at the end of this Code.

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If you have questions about this Code, please seek guidance from your immediate supervisor. Huntington's open door practice allows you to approach any member of management with ethical questions or concerns without fear of retaliation. You may also call Huntington's internal Ethics Line (866-596-0677) if you believe that a Huntington employee has engaged in unethical behavior (as opposed to a human resources issue, for which you should contact your Employee Relations Consultant). All employee communications made in good faith will be treated promptly and professionally by a member of the Employee Relations team or other Huntington representative and without risk of retaliation or retribution.

Huntington will make every effort possible to ensure the confidentiality of the source of information received on the Ethics Line. However, disclosure of the source to individuals with a business need to know may be required.

### **Compliance with Laws, Rules and Regulations**

Obedying the law in letter and in spirit is the foundation of Huntington's ethical standards. Although you are not expected to know the details of all laws, you are expected to know when to seek advice from supervisors, managers or other appropriate personnel.

While not every potential situation can be covered in a Handbook such as this, Huntington expects its employees to conduct themselves at all times using common sense, good judgment, courtesy and respect for others. Failure to do so may result in disciplinary action, up to and including immediate employment termination.

All employees are required to be covered by Huntington's fidelity bond. An employee may not continue employment if he or she becomes ineligible for this coverage.

As a federally insured bank, Huntington is prohibited from employing an individual who has committed an offense involving dishonesty, breach of trust or money laundering. If an employee is charged with or convicted of an offense involving dishonesty, breach of trust, money laundering or any other serious impropriety (whether a misdemeanor or a felony) while employed at Huntington, that employee is required to report the charge or conviction to his or her manager, Employee Relations Consultant, HR Business Partner, or the General Counsel. Failure to do so may result in disciplinary action, up to and including termination of the employee's employment.

### **Reporting: Honest Leadership and Open Government Act**

In accordance with Congressional rules, Huntington's practice bans the purchase of all meals, gifts, entertainment or travel for members of Congress, the Executive Branch and their staffs.

The Honest Leadership and Open Government Act requires all employees to report their attendance, on behalf of Huntington, at any events at which a member of the U.S. Congress, the Executive Branch or member of their staffs was recognized, honored, spoke or appeared on the agenda. If you attend such an event, you must report whether it involves corporate expense for ticket costs, a charitable contribution or other entry fee.

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Employees also must report any corporate contribution to a non-political organization established, maintained, controlled, named or recognizing a member of Congress or the Executive Branch. *You do NOT have to report attendance at HBI-PAC supported events or other political campaign activities.*

In January and July of each calendar year, you will be asked to acknowledge Huntington's practice for compliance with The Honest Leadership and Open Government Act, and you will be asked to make all required reports under this Act.

In addition, state, local and municipal governments may have laws and regulations governing meals, gifts, entertainment, travel, and contributions. Huntington expects you to comply with these laws and regulations.

If you have any questions regarding Huntington's practice or The Honest Leadership and Open Government Act, or about state, local or municipal laws or regulations, please contact Government Relations.

### **Conflicts of Interest**

A conflict of interest exists when your private interest interferes in any way with the interests of Huntington. A conflict situation can arise when you take actions 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 member of your family receive(s) improper personal benefits as a result of your position with Huntington. The best practice is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf.

Below is a list of potential conflicts, and Huntington's practices to avoid them.

- You may not approve a loan or direct others in the extension of credit to you, members of your immediate family or any entity in which you have an ownership interest (other than in publicly traded corporations) or in which you are an officer, director or partner. Nor may you approve a loan to or for the benefit of an employee if you are the employee's subordinate or the employee's immediate supervisor. Instead, any loan to or for the benefit of an employee must be approved by an employee with appropriate loan authority who is outside of the reporting chain of the requesting employee or by an employee two reporting levels senior to the requesting employee.
  - When you, or a member of your immediate family (or an entity in which you or a member of your family has an interest as an investor [other than in a publicly traded entity], director, officer, or partner), borrow from Huntington or co-sign or guarantee a commercial loan (whether the loan is commercial and industrial, commercial real estate or business banking), a conflict of interest is created between your obligations as a Huntington employee and your obligations as a borrower. Among the concerns are engaging in a business other than Huntington employment, and the creditworthiness of the enterprise as deterioration of the loan would place you in a position adverse to Huntington. **To ensure that the conflict of interest is fully addressed, the Leadership Team Executive to whom you report must approve any request for such a commercial loan**
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**prior to application for the loan. Commercial loans to employees will also be subject to review by the Loan Committee.**

- You may not invest in (other than investments in publicly traded entities), lend to, or 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 must exhibit the highest caliber of ethical behavior and fiscal responsibility in your own banking relationship with Huntington, which includes compliance with the [Accountability for Huntington Accounts and Confidential Bank Information Handbook Statement](#). Moreover, you are expected to abide by your financial obligations to Huntington and to any financial institution from which you borrow. This includes ensuring your payments are made on time, sufficient funds are available in the account for which you are intending to withdraw the funds from, and that your accounts remain in good standing at all times. Although Huntington understands that there may be extraordinary circumstances from time to time that prevent you from meeting these obligations, it is expected that you take full responsibility for proactively communicating any issues to Huntington so that appropriate arrangements can be made to address the problem at hand.
  - You are expected to respond to any and all correspondence from Huntington or any third party company or collection agency working on Huntington's behalf. This includes:
    - Promptly responding to any phone calls or emails received at work or home regarding your Huntington accounts.
    - Promptly responding to any written correspondence received at work or home regarding your Huntington accounts.
    - Promptly returning phone calls and cooperating with any third party collection agencies working on Huntington's behalf regarding your Huntington accounts.
  - You may not conduct banking transactions, service, or maintenance on any of your own accounts. Instead, all bank transactions, service or maintenance on your own accounts should always be processed by another employee or the Phone Bank to ensure transactions are performed in accordance with Bank policy and procedures.
  - Except for services and benefits for which you are eligible as an employee or director, you may not purchase or make use of any Huntington property, service or profit opportunity not otherwise available to the general public.
  - You may not accept an appointment as an officer or director of a publicly held business unless Huntington's Chief Executive Officer approves the appointment in advance. If you hold the officer title of vice president (or equivalent) or higher **you** may not accept any outside employment, whether full or part-time, without the prior consent of your immediate supervisor.
  - If you seek to be appointed or elected to a national, state, county or city office, you must first obtain approval from Huntington's Director of Government Relations.
  - You may not purchase goods or services from Huntington suppliers that result in direct or indirect compensation to you or a member of your family, friends, or other household members.
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- You may not conduct banking transactions, service, or maintenance on any accounts for family, friends, or other household members. Instead, all bank transactions, service or maintenance on any accounts for family, friends, or other household members should always be processed by another employee or the Phone Bank to ensure transactions are performed in accordance with Bank policy and procedures.
- You may only access information on a Huntington account when there is a valid business reason to do so.
- You may not work for or consult on behalf of any competitor.
- You are encouraged to participate in business, trade, professional and non-profit associations in the community in which you work. Because certain activities involve burdensome time commitments, you should keep your immediate supervisor or division manager informed of your affiliations.
- You are prohibited from acting as an information provider in an 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. This restriction specifically includes a prohibition on providing any information regarding Huntington or its affiliates to any Expert Network.
- FINRA guidelines strictly prohibit the “parking” of securities licenses. If you have or acquire any license to broker securities during your Huntington employment and are not required to use your license as part of your normal job responsibilities, Huntington cannot list your license to broker securities as an active license with the Financial Industry Regulatory Authority (FINRA).
- If you have ever been disqualified or otherwise restricted from working in any industry by a self-regulatory organization, state or federal agency, or professional group, you are required to report the disqualification or restriction to your manager, Human Resources Business Partner, or the General Counsel.

### **Insider Trading**

If you have access to confidential information, you are not permitted to use or share that information for stock trading purposes or for any other personal purpose. To use nonpublic 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. If you have any questions about the insider trading restrictions, please consult the Legal Department.

In order to avoid the appearance of any Huntington employee trading on non-public or other prohibited information, the trading window will be closed and all Huntington employees are prohibited from conducting transactions in Huntington stock beginning on the 16<sup>th</sup> 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 stock held in Huntington’s 401(k) Plan and stock held in non-Huntington accounts.

Any violation of this provision may result in disciplinary action, up to and including termination of employment.

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## **Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly, through superior performance. Stealing proprietary information, acquiring trade secret information without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. You must respect the rights of and deal fairly with Huntington's customers, suppliers, competitors and employees. Manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice—in person or through traditional, digital or mobile communications—is strictly prohibited.

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.

Participation in trade associations and other professional organizations is encouraged for legitimate purposes, including the advocacy of practices and governmental action favorable to Huntington's interests.

Except for established pricing for packages of services, you may not extend credit; lease or sell property; provide services; or fix or vary interest rates or prices on any of the foregoing—on the condition that the customer:

- Obtain additional credit, property or service from Huntington;
- Provide additional credit, property or service to Huntington; or
- Avoid obtaining other credit, property or services from a competitor of Huntington.

## **Gifts and Entertainment**

The Bank Bribery Amendments Act of 1985 forbids employees 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 vendor, supplier or customer in connection with the business of Huntington, with the intention of being influenced or rewarded in connection with any business transactions.

Therefore, gifts, entertainment or favors from customers, prospective customers, suppliers or other employees are discouraged. Limited exceptions are permissible when the gift or entertainment is not offered or accepted as an inducement to entering into or continuing any business transaction, or to influence a decision or action of Huntington.

When it is acceptable, you may only accept gifts of nominal value (generally valued at less than \$100). Examples of acceptable gifts include:

- Gifts or favors based on family or personal relationships when the personal relationship, rather than the business relationship, is the motivating factor;
  - Advertising or promotional items of reasonable value;
  - 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; and
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- Civic, charitable, educational or religious awards for recognition of service and accomplishment.

If you can influence vendor selection or contract negotiations you must not accept gifts, favors or entertainment during contract negotiations.

You may not give to or receive gifts of cash from other employees. You may not share bonus or incentive payments with other employees. Employees may give each other non-monetary gifts of nominal value for things such as extraordinary performance, unusual hours worked, or commonly recognized events or occasions, such as weddings, holidays or the birth or adoption of a child.

Gifts of greater than nominal value should be politely declined and returned to the sender in a timely manner. In exceptional circumstances, a gift of greater than nominal value may be accepted, if the gift meets the requirements above and acceptance of the gift has been both approved by the employee's supervisor and reported to the General Counsel.

In rare circumstances, it may be awkward to return a gift that would be in violation of this practice. In such cases, the gift should be handed over to the General Counsel for appropriate disposition.

You may accept entertainment when it is lawful and ethical, infrequent, and customary and reasonable in value. ***Air travel and overnight accommodations may not be accepted in connection with entertainment.*** If overnight accommodations are provided in connection with entertainment, you may use the accommodations and reimburse the host for the cost of the accommodations.

You may not accept loans (except as a private individual from banks or other financial institutions on terms generally available to the public) or discounts (except those offered to Huntington employees generally).

You may accept reasonable business expenses such as meals, accommodations or entertainment of reasonable value when the purpose is to hold bona fide business discussions and the expense would be paid by Huntington if not paid by another party.

You must observe Huntington's reimbursement procedure. Huntington expense accounts, which may include the use of a corporate credit card, should be considered a privilege. Huntington pays the reasonable costs of travel and entertainment of customers when these activities are required to carry out corporate business. Use of a corporate credit card for personal expenses is prohibited.

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business.

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## **Employment Practices**

### Employment Discrimination

Huntington is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination of any kind.

### Harassment

Huntington's practice is to provide a professional, safe, healthy and productive work environment, where all people are treated with dignity and respect. Types of unlawful harassment include, but are not limited to, sexual harassment and harassment on the basis of race, gender, sex, sexual orientation, national origin, disability, age and religion.

### Hostile Behavior

Hostile behavior is strictly prohibited in the workplace. Hostile behavior is written, verbal or physical conduct that, in Huntington's judgment, a reasonable person would consider to be abusive, harassing, intimidating, disruptive, violent or threatening to persons or property, or conduct that causes harm to any person or property.

### **Additional Restrictions:**

- No benefits, privileges or right of employment or advancement may be offered, given or denied to obtain any personal benefit or favor from another Huntington employee or applicant.
- You may not access information in an account or personnel file unless the duties associated with your position require you to do so. You may not divulge information in any account or personnel file to anyone, unless the other person has a proper purpose and a need to know such information.

### Record-Keeping and Internal Controls

Huntington requires honest and accurate recording and reporting of information in order to make responsible business decisions.

### Expense Reporting

Expense accounts must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or your controller.

### Reporting to Shareholders

Huntington is publicly owned. Information about our financial position, results of operations and business affairs is made available to the public for the benefit of investors. For this reason, information must be kept accurately, and its disclosure must be complete and made so that it is available to all investors equally.

- 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
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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 employees, counsel, independent auditors and supervisory agencies should be furnished completely and accurately.
- Unauthorized disclosure of financial, operational or business information via digital and mobile channels, including but not limited to online social networks, forums or other entities, is a violation of this Code.

### Internal Controls

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

### Internal Communications

Exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies is not allowed in business records and communications. This applies equally to email, internal memos and formal reports. Records should always be retained or destroyed according to Huntington's record retention practices. ***In accordance with those practices, in the event of litigation or governmental investigation, please consult the Legal Department prior to the destruction of any records.***

### **Confidentiality**

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.

You must maintain the confidentiality of information entrusted to you by Huntington or its customers while associated with Huntington and afterwards, except when disclosure is authorized by the Legal Department or required by law or any regulatory agency. Confidential information includes all non-public information that might be of use to competitors, or harmful to Huntington or its customers if improperly accessed or disclosed. This includes Huntington intellectual property, and confidential and proprietary information that may be included in any Huntington-related computer software/hardware applications, hard-copy documents or files, electronic documents or files, or any other information deemed by Huntington to be confidential or proprietary. See Huntington's [Intellectual Property](#) handbook statement for further information regarding Huntington intellectual property.

In addition, Huntington is often the recipient of confidential information from its regulators (e.g, 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 employees on a strict need-to-know basis. CSI should never be removed from Huntington's premises, and the Legal Department must be consulted before any CSI can be shared outside of Huntington.

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If your employment with Huntington terminates for any reason, either voluntarily or involuntarily, you must immediately return to Huntington any and all confidential and proprietary information – including but not limited to Huntington intellectual property – that is in your possession.

If you are responsible for trust investment decisions, you may not use information collected or kept in connection with commercial banking transactions.

### **Public Communications**

Only authorized personnel may provide public comment on Huntington on behalf of or as an official spokesperson of Huntington in online or offline communications. If you are contacted by anyone in any online or offline communications channel on a topic about which you are not authorized to speak, refer the inquiry to Public Relations.

### **Waivers and Investigations**

Any request for a waiver of any standard in this Code must be reviewed with and may be granted only by the General Counsel. ***Huntington generally will not grant such waivers.***

Waiver of this Code for executive officers or directors must first be reviewed with the General Counsel and may be granted only by the Board of Directors or an appropriate committee thereof and will be promptly disclosed as required by law or stock exchange regulation.

### **Government Investigations**

Huntington cooperates fully with any governmental investigation. If you believe that a government investigation or inquiry may be threatened, you should notify the Legal Department. Routine dealings with the government, such as our regulatory examinations, tax audits and environmental inspections, are not covered by this standard.

Huntington may not always be able to protect both its own interests and those of an employee, without giving rise to a conflict of interest. In that case, the employee may need his or her own counsel. Whether Huntington can pay for the employee's legal expenses will depend on legal or other restrictions and the facts and circumstances of the matter.

### **Audits, Investigations and Disciplinary Action**

Huntington will conduct periodic audits of compliance with this Code. Allegations of potential wrongdoing will be investigated by the proper corporate or departmental personnel and will be reported, as appropriate, to the Board of Directors (or an appropriate committee thereof) and to the relevant authorities.

Knowingly false accusations of misconduct will be subject to disciplinary action. All employees are required to cooperate fully and respond honestly and candidly during any internal or external investigation, including those by independent and internal auditors, regulators and attorneys.

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Employees must maintain the confidentiality of any investigation and related documentation, unless specifically authorized by the Legal Department to disclose such information. It is a violation of this Code to take any action in retaliation against an employee who has in good faith raised any question or concern about compliance with this Code or other Huntington practices or procedures.

Huntington's document retention practices strictly prohibit the destruction or alteration of documentation undertaken with the intent to obstruct any pending or threatened investigation or proceeding.

### **Administration**

This Code of Business Conduct and Ethics is administered by the General Counsel. Any questions or requests for further information should be directed to this department.

### **Compliance Procedures**

We must all work to ensure prompt and consistent action against violations of this Code. If you suspect there are violations, here are guidelines to follow:

- Use your judgment and common sense; if something appears wrong or improper, you should report your concerns.
  - If you are unsure of what to do in any situation, seek guidance before you act.
  - Discuss the problem with your supervisor. It is your supervisor's responsibility to help solve problems.
  - Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor, consider discussing it with the General Counsel, or calling Huntington's Ethics Line at 866-596-0677 to report suspected unethical behavior.
  - Report ethical violations in confidence 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. Huntington does not permit retaliation of any kind for good faith reports of ethical violations.
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