

HUNTINGTON BANCSHARES INCORPORATED
FINANCIAL CODE OF ETHICS FOR
CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

Amended and Restated October 20, 2015

Huntington Bancshares Incorporated has adopted a Code of Business Conduct and Ethics applicable to all directors and associates of Huntington Bancshares Incorporated and its affiliates ("Huntington"). The Chief Executive Officer and the Chief Financial Officer, Corporate Controller and Principal Accounting Officer (the "senior financial officers") are bound by the provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with law. In addition to the Code of Business Conduct and Ethics, the Chief Executive Officer and senior financial officers are subject to the following additional specific policies:

1. The Chief Executive Officer and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by Huntington with the Securities and Exchange Commission, the Federal Reserve, the Federal Deposit Insurance Corporation and the Office of the Comptroller of the Currency. Information must be kept accurately, and its disclosure must be complete and made in a manner so that it is available to all investors equally.
 - All entries to accounting records must be prepared accurately and be consistent with the highest standards of accounting practice.
 - No incomplete, false or artificial entries may be made in any books or records of Huntington.
 - All transactions must be properly documented, detailing all material provisions.
 - No fund, asset or liability of Huntington may be concealed or hidden by any means.
 - 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.
 - Information properly requested by counsel, independent auditors and supervisory agencies should be furnished completely and accurately.
2. It is the responsibility of the Chief Executive Officer and each senior financial officer promptly to bring to the attention of the Disclosure Review Committee any material information of which he or she may become aware that affects the disclosures made by Huntington in its public filings or otherwise assist the Disclosure Review Committee in fulfilling its responsibilities as specified in Huntington's Disclosure Controls and Procedures policy.
3. The Chief Executive Officer and each senior financial officer shall promptly bring to the attention of the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect Huntington's ability to record, process summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in Huntington's financial reporting, disclosures or internal controls.
4. The Chief Executive Officer and each senior officer shall promptly bring to the attention of the General Counsel or the Chief Executive Officer and to the Audit Committee any information he or she may have concerning any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in Huntington's financial reporting, disclosures or internal controls.
5. The Chief Executive Officer and each senior financial officer shall promptly bring to the attention of the General Counsel or the CEO and to the Audit Committee any information he or she may

have concerning evidence of a violation of this Financial Code of Ethics or evidence of a material violation of the securities or other laws, rules or regulations applicable to Huntington and the operation of its business, by Huntington or any agent thereof.

6. The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of these procedures by the Chief Executive Officer and Huntington's senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the spirit of all laws, rules and regulations applicable to Huntington and to these additional procedures. In the event of a failure to adhere to the policies, actions may include, among items: written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.
7. Waiver of this Code of Ethics may be made only by the Audit Committee and reported to the Board of Directors and will be promptly disclosed as required by law or stock exchange regulation.