

	Huntington Bancshares Incorporated		
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Authority

The Executive Committee shall consist of the Committee Chairperson, who shall be appointed by the Nominating and Corporate Governance Committee, the Corporation's Chief Executive Officer, and such other Directors, all of whom shall from time to time be appointed by the Nominating and Corporate Governance Committee. The committee shall meet upon call of the Chairperson or the Chief Executive Officer. In the absence of the Chairperson of the committee, the Chief Executive Officer shall act as Chairperson of the Executive Committee. All acts done and powers conferred by the Executive Committee from time to time shall be deemed to be, and may be certified as being, done and conferred under authority of the Board of Directors. A majority of the Committee members present for a meeting shall constitute a quorum for the transaction of business.

Purpose of the Committee

The Committee's purpose is to provide an efficient means of considering such matters as the members of the Committee deem appropriate on behalf of the Board.

Responsibilities of the Committee

- 1) In all instances which the Committee shall deem necessary or appropriate, the Committee shall have and may exercise all of the powers and authority of the Board so far as may be permitted by law and the Charter and Bylaws of the Corporation.
- 2) The Committee shall oversee succession planning for the offices of the Chief Executive Officer and other members of executive management as determined by the Committee. Responsibilities will include oversight of executive development and talent management process for those positions, ensuring coaching and career management are provided and periodic reporting to the Board regarding succession planning opportunities and performance of executive management. Committee members will periodically meet with key executives to review succession and development plans for such executives. Succession planning will include development of short and long term succession plans for key executives and periodic updates of such plans. The Committee shall consult with the Compensation Committee as appropriate on compensation matters for the Chief Executive Officer and members of executive management.
- 3) The Committee shall:
 - a) Report regularly on its meetings and activities to the Board;

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- b) Maintain appropriate minutes and records of its meetings and make such material readily available for inspection by any Director, whether or not an Executive Committee member;
- c) Have authority to obtain advice and assistance from internal or external legal, accounting or other advisors with the Company responsible for the expenses of any such advisors;
- d) As deemed appropriate, review the Committee's own performance; and
- e) Review and re-approve its Charter biennially.

General

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- 1) One or more officers or employees of the Corporation whom the Committee member reasonably believes to be reliable and competent in the matters presented;
 - 2) Counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; or
 - 3) Another committee of the Board as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.
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