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## **Purpose**

The Joint Audit Committee (the “Committee”) of Huntington Bancshares Incorporated (“HBI”) and its national bank subsidiary, The Huntington National Bank (the “Bank”, and collectively with HBI, the “Company”) is responsible for assisting their respective boards of directors as applicable (individually or collectively, the “Board”) in overseeing:

- i. the integrity of the Company’s financial statements, including policies, procedures, and practices regarding the preparation of financial statements, the financial reporting process, disclosures, and the internal control over financial reporting (ICFR);
- ii. the Company’s Internal Audit Department (IAD) and the independent registered public accounting firm (IPA) qualifications and independence;
- iii. compliance with the Company’s Financial Code of Ethics for the Chief Executive Officer and Senior Financial Officers;
- iv. compliance with corporate securities trading policies;
- v. compliance with legal and regulatory requirements applicable to the Company’s financial statements; and
- vi. financial risk exposures.

## **Membership**

- A. The Committee shall consist of no fewer than three members of the Board, as determined by the Nominating and Corporate Governance Committee in accordance with the provisions of the Corporate Governance Guidelines. The members of the Committee shall be appointed by the Nominating and Corporate Governance Committee. The Board may, at any time and at its discretion, change the membership. Committee members may not receive any disallowed compensation, and Committee members may not simultaneously serve on the Audit Committees of more than three public companies, including the Company, without Nominating and Corporate Governance Committee approval.
- B. Each Committee member shall satisfy any requirements the Board deems appropriate, including any applicable laws, rules, and regulations as they are in effect. Each of the members must be independent for purposes of serving on the Committee in accordance with the provision of the Corporate Governance Guidelines and with the independence requirements of SEC and FDIC regulations, and the listing rules of the Nasdaq Stock Market. All Committee members shall be financially literate, and at least one member shall be an “audit committee financial expert” as defined by SEC regulations. The Committee shall include members with banking or related financial management expertise, and shall not include any “large customers,” as required by the Federal Deposit Insurance Corporation Improvement Act (“FDICIA”) specifications for audit committees of large institutions. The chair of the Committee shall be appointed and removed by the Nominating and Corporate Governance Committee.

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## **Meetings, Structure and Operations**

- A. The Committee shall meet at least four times each year, and otherwise as needed. The Committee shall keep minutes of its meetings and maintain other relevant documentation of all the meetings. A majority of the Committee members present for a meeting shall constitute a quorum for the transaction of business. The act of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. The Committee shall meet in executive session at any time, but not less than twice a year. The Committee meets periodically with the Company's Chief Auditor, Chief Financial Officer, General Counsel, any other member of management determined by the Committee to be necessary, and the IPA in separate executive sessions.
- B. The chair shall preside at all meetings of the Committee. The agendas for the meetings shall be set under the direction of the chair. In the absence of a chair, any two members of the Committee may fix the time and place of its meeting, unless the Board shall otherwise provide.
- C. The members of a Committee present at any meeting, whether or not they constitute quorum, may appoint a Director to act in the place of an absent member. Any action required or permitted to be taken at any meeting of a Committee of the Board may be taken without a meeting, if a consent in writing or by electronic transmission to such action is given by each member of the Committee and is filed with the minutes of proceedings of such Committee. The members of a Committee may conduct any meeting thereof by conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.
- D. The Committee shall determine which members of management will attend Committee meetings, and when to conduct executive sessions without management. At the Committee's discretion, members may meet in executive session at any meeting of the Committee.
- E. The Chief Auditor shall report directly to the Committee, with an administrative reporting relationship to the Chief Executive Officer (CEO). The IPA shall report directly to the Committee.
- F. The Committee shall establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, ICFR, or auditing matters, and the confidential, anonymous submission by Company employees with concerns regarding questionable accounting or auditing matters.


## **Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

- A. Financial Reporting
  1. The Committee shall annually review and approve the charter of the Accounting Policy Committee and the Disclosure Review Committee.
  2. The Committee shall oversee the Company's financial reporting process, including the monitoring of management's responsibility for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company.


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3. The Committee shall review any accounting policy that is new or materially modified on an annual basis. This review must include a description of the underlying transactions, the reason for the change, and a summary of the materiality of these changes based on criteria established by Securities and Exchange Commission Staff Accounting Bulletin's 99 and 108 (SAB 99/108).
4. The Committee shall review a list of accounting and reporting matters requiring resolution prior to the release of earnings each quarter. Contemporaneous documentation must occur, including the conclusions reached by management. The documentation must be retained in accordance with the Company's record retention policies.
5. The Committee shall review all known accounting differences (i.e. unrecorded adjustments and out-of-period items), and post-closing entries that impact the Consolidated Huntington Bancshares Incorporated financial statements by an amount greater than the posting thresholds which are established annually by the Huntington Accounting Policy Committee. This review must include a summary of the materiality of known accounting differences based on criteria established by SAB 99/108.
6. The Committee shall review the interim financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations with management and the independent auditors prior to the filing of the Company's Quarterly Report on Form 10-Q. The Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the IPA under the auditing standards of the Public Company Accounting Oversight Board (PCAOB) or U.S. Securities and Exchange Commission (SEC) regulations. The chair of the Committee may represent the entire Committee for the purposes of this review. Prior to issuance, the Committee must review and discuss the information to be included in earnings press releases, and any additional financial information and earnings guidance generally provided to analysts and rating agencies. The chair of the Committee may represent the entire Committee for the purposes of this review.
7. The Committee shall review with management and the IPA the financial statements and disclosures under management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K), including their judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. The Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the IPA under the auditing standards of the PCAOB or SEC regulations.
8. The Committee shall review the effect of new or pending regulatory guidance and accounting standards, as well as off-balance sheet structures, on the financial statements of the Company.
9. The Committee shall review the CEO and Chief Financial Officer's (CFO's) disclosure and certifications under Section 302 and 906 of the Sarbanes-Oxley Act.
10. The Committee shall prepare an annual report to be included in the Company's annual proxy statement, as required by SEC regulations.
11. The Committee will review with the Company's General Counsel legal matters that may have a material impact on the financial statements.

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B. Internal and External Audit

1. The Committee shall annually review and approve the Internal Audit Department charter.
2. The Committee is responsible for the appointment and termination (subject, if applicable, to shareholder ratification), compensation, and oversight of the work of the IPA, including resolution of disagreements between management and the IPA regarding financial reporting.
3. The Committee shall pre-approve all audit and non-audit services provided by the IPA and the fees related to those services. The Committee may delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.
4. The Committee shall evaluate the IPA's qualifications, performance, and independence. Further, the Committee must review the experience and qualifications of the lead partner and other senior members of the independent audit team each year and determine that all partner rotation requirements, as promulgated by applicable rules and regulations, are executed. The Committee will also consider whether there should be rotation of the firm itself.
5. The Committee shall be directly responsible for the appointment, annual review, compensation, and termination of the Chief Auditor. The Committee on an annual basis will review and approve the Internal Audit Department budget.
6. The Committee shall set clear hiring policies for employees or former employees of the independent auditors that meet the SEC regulations and stock exchange listing standards.
7. The Committee shall discuss with the Chief Auditor and the IPA the overall scope and plans for their respective audits, including the adequacy of staffing, contingencies to the plan, and approval of the annual internal audit plan.
8. The Committee must review with the IPA any audit problems or difficulties and management's response.
9. The Committee shall review management's assertion on its assessment of the design and operating effectiveness of ICFR as of the end of the most recent fiscal year and the IPA's report on management's assertion under Section 404 of the Sarbanes-Oxley Act and Section 112 of FDICIA.
10. The Committee shall review management's representation letter and inquire of any difficulties obtaining the representations.
11. The Committee shall evaluate the quality of audit reports.
12. The Committee shall review the quarterly internal audit related information and discuss significant trends and/or matters to ensure management action plans or responses sufficiently address them.
13. The Committee shall make appropriate inquiries of management and the Chief Auditor to determine whether the scope is inappropriate or there are resource limitations.
14. The Committee shall discuss completion of attorney-client privileged engagements by Internal Audit in executive session with appropriate legal counsel present.
15. The Committee shall have ongoing interaction with the Chief Auditor separate from the formally scheduled meetings.
16. The Committee shall retain oversight responsibility for any aspects of the internal audit function that are outsourced to a third party.

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### C. Financial Code of Ethics and Legal Compliance

1. The Committee shall review and annually approve the Company's Financial Code of Ethics for the CEO and Senior Financial Officers (Financial Code of Ethics).
2. The Committee must review compliance by the Company's CEO and the Senior Financial Officers with the Financial Code of Ethics.
3. The Committee shall receive regular reports, at least quarterly, from management regarding the receipt, retention, and treatment of complaints related to accounting, internal accounting controls, and auditing matters, including confidential, anonymous submissions by employees pursuant to the Ethics Hotline of concerns regarding questionable accounting or auditing matters.
4. The Committee shall review and annually approve the Ethics Line Policy. In addition, the Committee shall review compliance by the Board and the Company's colleagues with the Code of Business Conduct and Ethics and oversee management in establishing a system to enforce the Code.
5. The Committee shall review, with the Company's legal counsel, legal compliance with corporate securities trading policies.
6. The Committee must review with the General Counsel of Huntington Bancshares Incorporated any legal matters brought to the Company's attention by the General Counsel that may have a material impact on the Company's financial statements or that involve criminal conduct or potential criminal conduct.
7. The Committee must discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the guidelines and policies to govern the process by which risk assessment and management is undertaken.

### D. Committee Reports

In conducting its responsibilities, the Committee has the authority to request any reports, information, or appearance of management as it deems necessary to fulfill the Committee's responsibilities. At a minimum, the Committee must receive the following reports on a routine basis:

1. The Committee shall receive a written quarterly report from the external auditors stating that the firm has conducted a review of the Company's quarterly financial statements in accordance with the standards of the PCAOB.
2. The Committee shall receive regular reports from the IPA on the critical accounting policies and practices of the Company, and all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management and other written communications between the IPA and management.
3. At least annually, the Committee shall obtain and review a report by the IPA describing:
  - a. The firm's internal quality control procedures;
  - b. Any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
  - c. All relationships between the IPA and the Company (to assess the auditor's independence) as required by the PCAOB.
4. The Committee shall receive, at least quarterly, reports from the General Counsel of trading by employees and Directors covered by Section 16 of the Securities Exchange Act of 1934.

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5. The Committee shall receive the following internal audit related information quarterly:
  - a. Current status of the annual audit plan and an update on other audit activities;
  - b. Internal audit reports to management (or summaries thereof) and management's response to identified issues, related trends, and compliance violations, if any;
  - c. Results of follow-up on Unsatisfactory audits;
  - d. Trend(s) of audit findings issued and summary of extended remediation plans;
  - e. Aging of outstanding audit findings issued to management (inaction or undue delay may result in appearance before the Committee to explain delinquent corrective action) and clearance of implemented management action plans; and
  - f. Explanation of past due audit findings;
  - g. Current status of audit staffing.
6. The Committee shall receive reports of ongoing internal and periodic external quality assurance reviews.

#### E. Other Responsibilities


1. The Committee shall coordinate with the Compensation Committee, as appropriate, on compensation matters.
2. Committee members are encouraged to enhance their familiarity with finance and accounting by participating in educational programs, including those conducted by the Company or outside consultants.
3. In addition to the policies specifically mentioned within this charter, the Committee has the authority to authorize management to develop and implement any additional policies and/or procedures, as the Committee deems appropriate.
4. In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall conduct an annual review of its own performance based on criteria or in accordance with the procedures agreed upon with the Nominating and Corporate Governance Committee.
5. The Committee must also perform the duties required by law to be performed by an audit committee or a fiduciary audit committee for the Bank to the extent permitted, and in the manner required, by applicable laws and regulations.

### **Access to Records and Advisors**

- A. The Committee is empowered to investigate any matter brought to its attention, or initiated on its own, with full access to all books, records, facilities, and personnel of the Company. The Committee may also work with other committees of the Board or the Board directly to investigate matters of interest to the Committee.
- B. The Committee has authority to engage, and shall be responsible for the appointment, compensation, and oversight of the work of any independent advisors it deems necessary, without conferring with or obtaining the approval of management, and the Company is responsible for the expense of any advisor so retained.

### **Procedural Responsibilities**

The Committee shall also report material information generated pursuant to its activities to the Board and, where appropriate, its recommendations for action by the Board. Certain actions by the

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Committee may be similarly reported to the Board for approval, ratification, and/or confirmation. The Committee must review the adequacy of this charter on an annual basis and recommend proposed changes to the Board for approval. The Committee must provide to the Board, when appropriate, any reports necessary to allow the Board to monitor the activities of the Committee. The Committee must prepare the audit committee report that the SEC rules require be included in the Company's annual proxy statement. The Committee may perform any other activities consistent with this charter, HBI's Articles of Incorporation, the Bank's Articles of Association, HBI's or the Bank's Bylaws, as applicable, and governing law as the Committee or Board deems appropriate. The Committee may hold separate sessions as a committee of the Bank or HBI if necessary to address issues relevant to one entity but not the other, or to consider transactions between the two entities or other matters where HBI and the Bank may have different interests. The Committee may consult with internal or outside counsel if, in the opinion of the Committee, any matter under consideration by the Committee has the potential for any conflict between the interests of HBI and those of the Bank or HBI's other subsidiaries in order to ensure that appropriate procedures are established for addressing any such potential conflict.

## **General**

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

- One or more officers or employees of the Company whom the Committee members reasonably believe to be reliable and competent in the matters presented; or
- Counsel, IPAs, or other persons as to matters, which the Committee member reasonably believes to be within the professional or expert competence of such person.