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Purpose of Committee

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Huntington Bancshares Incorporated (the “Company”) is to discharge the Board’s responsibilities relating to: (a) determining the compensation for the Company’s Chief Executive Officer and other Executive Officers (b) reviewing and approving the executive compensation philosophy, programs, and levels for the Company’s Executive Officers; (c) formally reviewing and approving compensation policies and procedures that address corporate standards and processes governing incentive compensation programs as required by the Board or regulations, (d) ensuring that formal holistic incentive compensation policies and procedures are developed, (e) determining the compensation for non-employee directors; (f) fulfilling the duties and responsibilities delegated to the Board pursuant to the provisions of the Company’s retirement plans and (g) producing reports, filings and certifications related to executive compensation, as required by the rules and regulations of the Securities and Exchange Commission (the “SEC”) and other governmental agencies.

Membership


The Committee shall consist of three or more members of the Board, each of whom the Nominating and Corporate Governance Committee has appointed annually and determined to be independent in accordance with the provisions of the Corporate Governance Guidelines. At least two of the members will have been determined by the Board to be “outside directors” for purposes of Section 162 (m) of the Internal Revenue Code of 1986, as amended. The Nominating and Corporate Governance Committee shall also designate one member of the Committee as its chairperson.

Meetings, Structure and Operations

The Committee shall meet in person or telephonically at least three times a year at a time and place determined by the Committee Chairperson. Meetings may be called by the Committee Chairperson or a majority of the members of the Committee. The Committee Chairperson will set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members prior to each meeting. The Chairperson will also cause minutes of each meeting to be prepared and circulated to the Committee members. The Committee may invite members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. However, the Committee will meet in executive session as appropriate, particularly when discussing CEO compensation and performance.

Additionally:

- A majority of the Committee members present for a meeting shall constitute a quorum for the transaction of business. The action of the Committee at a meeting in which a quorum is present shall be the act of the Committee.
- The Committee shall have the authority to establish subcommittees and working groups to help fulfill its objectives. The Committee shall review and approve charters for any subcommittees that it has

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established on an annual basis, and has oversight responsibility of those subcommittees, including membership and chair designations.

- As necessary, members of the Committee may appoint other Board members as designees that will assume their responsibilities at any particular meeting. Designees will be granted the same membership authority as the member they represent and any action taken should be considered the act of the member.
- The Committee shall review and recommend to the Board for approval, this charter on an annual basis.
- The Committee shall perform an evaluation of its performance at least annually to determine if it is functioning effectively, and shall provide results to the Board.
- The Committee shall designate a secretary to record the minutes of the meeting.

Duties and Responsibilities


The following are the common recurring responsibilities of the Committee. The Committee may take on additional responsibilities not included in this Charter from time to time as it considers appropriate.

Executive Compensation Philosophy

- Periodically review and approve a statement of the Company's executive compensation philosophy.

Performance and Pay Determination

- Ensure that management establishes clear policies and procedures for the incentive compensation process relating to, among other things, the use of discretion, the determination of incentive compensation pools and their allocation to individual incentive compensation awards, supported by clear documentation of decisions made.
- Ensure that management develops a program of ongoing monitoring and independent validation considering the full range and duration of inherent risks to assess the effectiveness of incentive compensation policies.
- Ensure that management adopts corporate governance practices, including developing systematic, firm-wide and clearly documented and communicated incentive compensation policies and procedures.
- Annually approve the goals and objectives relevant to evaluating the performance of the Chief Executive Officer (CEO); facilitate the annual CEO review process, evaluating the CEO's performance in light of the pre-established goals and objectives, and with input from the Board, determine the CEO's compensation. The CEO will not be present during voting or deliberations on his compensation.
- Review and approve the goals and objectives relevant to evaluating the performance of the Executive Officers excluding the CEO and determine the compensation of such Executive Officers.
- Make specific inquiry into the relationship between achievement of incentive compensation goals and any accounting adjustments recommended by management and meet with representatives of the Audit Committee as appropriate in making any determinations.
- Review and approve all cash or equity incentive awards for Executive Officers and, either through policy or individual action, aggregate awards for all other officers and employees.
- Review and evaluate the Company's compensation policies and practices and the relationship among risk, risk management and compensation to ensure that incentive compensation practices

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appropriately balance risk and financial results, ensure that incentives do not expose the Company to imprudent risks, the incentive programs are compatible with effective controls and risk management, are supported by strong corporate governance and the compensation policies are not likely to have a material adverse effect on the Company.

Program Design and Administration

- Review, approve, and administer the annual Management Incentive Plan and equity / long-term incentive plans.
- Review the overall design and cost of the Company’s retirement plans including the review of reports regarding the investment policies and practices and the adequacy of funding of the Company’s retirement plans.
- Review and approve any form of employment agreement, severance agreement or policy, retention agreements, change in control agreement, or special perquisite or supplemental benefit program provided to Executive Officers.
- Review and approve the share ownership guidelines and holding requirements for employees and for non-employee directors of the Company.

Director Compensation


- Review and recommend to the Board for approval, the non-employee director compensation philosophy and program.

Reporting

- Review and discuss with management the Compensation Discussion and Analysis and recommend to the Board that the CD&A be included in the corporation’s annual proxy statement.
- Approve the Compensation Committee Report for inclusion in the corporation's annual proxy statement, in accordance with applicable SEC rules and regulations.
- Review and approve any compensation-related matters to be considered by shareholders at the annual meeting, including those proposed by management or shareholders, and recommend any actions to be taken by the Board with respect to those proposals.
- Present a summary of the actions taken and the material information generated at each Committee meeting, to be presented to the Board at the next Board meeting. Certain actions by the Committee may be similarly reported to the Board for approval, ratification, and/or confirmation.

Other Items

- Review the regulatory compliance of compensation programs, including overseeing the Company’s policies on structuring compensation programs to preserve tax deductibility, and, as when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
- Elect, subject to authority granted to the Officer Election Committee of The Huntington National Bank (“Bank”), officers of the Company and the Bank except that the election of any senior executive vice president, chief financial officer, chief operating officer, vice chairman, chief executive officer, president or chairman of the board shall be by the Board.
- Assist the Executive Committee in the performance of its succession planning duties for the Chief Executive Officer and other Executive Officers.

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Resources and Authority of the Committee


The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser as it deems appropriate. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the compensation committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the compensation committee.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the compensation committee, other than in-house legal counsel, only after taking into consideration the following factors:

- (i) the provision of other services to the Company by the firm that employs the compensation consultant, legal counsel or other adviser;
- (ii) the amount of fees received from the Company by the firm that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the firm that employs the compensation consultant, legal counsel or other adviser;
- (iii) the policies and procedures of the firm that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company.

The Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company, may also request that any officer or other employee of the Company, meet with any members of, or consultants to, the Committee.

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Delegation

The Committee may in its discretion delegate all or a portion of its duties and responsibilities to an individual or subcommittee of the Committee.

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 Huntington officers or employees whom the Committee members reasonably believe to be reliable and competent in the matters presented; or
- 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.