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A. Director Responsibilities

1. In General. The Company's Bylaws provide that the Board of Directors shall consist of not less than three Directors and not more than twenty-five Directors. The Board is responsible for the direction and control of the Company. The Board reviews and approves the Company's mission and strategies. In fulfilling this responsibility, Directors must exercise their business judgment in good faith to act in what they reasonably believe to be in the best interests of the Company. The Directors shall be entitled to have the Company purchase reasonable Directors' and officers' liability insurance on their behalf and to make use of the benefits of indemnification to the fullest extent permitted by law and the Company's articles of incorporation, bylaws, and any indemnification agreements, and to exculpation as provided by state law and the Company's articles of incorporation. Major transactions that are beyond the authority of corporate executive management are approved by the Board or Committees of the Board. The Board sets the tone for and monitors compliance with the Company's ethical standards, including the Code of Business Conduct and Ethics. The Board monitors the performance of the Company in relation to its vision, mission, strategies, financial and non-financial objectives; the performance and effectiveness of the Chief Executive Officer and management; and the Company's financial reporting processes and internal controls. The Board also oversees management's development and implementation of the Company's risk management framework. Focused discussions of individual businesses and key issues are held throughout the year. The Board also regularly reviews the Company's performance compared to its competitive peer companies. Board members are encouraged to identify prospective Directors and recommend them to the Nominating and Corporate Governance Committee. Committee responsibilities are detailed in their charters, and reports of Committee meetings are given to the full Board, which acts on their recommendations. The Board and each Committee thereof will also undertake an annual performance evaluation under the direction of the Nominating and Corporate Governance Committee.

2. Meetings. Regular attendance of all meetings of the Board and of committees on which the Directors serve is of utmost importance. Board members are expected to attend the Company's annual shareholder meeting and a minimum of 75% of all regularly Board and Committee scheduled meetings. Directors are expected to prepare themselves for these meetings. The Company also expects Directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. The Chairman of the Board in consultation with the Lead Director establishes the Board agenda for Board meetings. Board meetings will focus on the Company's key strategic, leadership and performance issues. The Board will designate other responsibilities as appropriate to committees. Each year, the Board will conduct a formal review and discussions of the Company's long-term strategic plans.

3. Shareholder Proposals. The Nominating and Corporate Governance Committee will review shareholder proposals duly and properly submitted to the Company and provide recommendations to the Board for recommendation to the shareholders.

4. Shareholder Communications. It is the Company's policy that management speaks for the Company, but from time to time Directors may be asked by the Chairman to speak with shareholders or other constituents, as appropriate. Persons wishing to write to the Board or a specific Director, including the Lead Director, should follow the procedures on the Investor Relations pages of the Company's

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website at www.huntington.com. The Nominating and Corporate Governance Committee will oversee the Company's efforts to effectively communicate with shareholders both in connection with the corporation's proxy filing and throughout the year.

5. Code of Conduct. Waivers of the Code of Business Conduct and Ethics for Directors and executive officers shall be approved by the Nominating and Corporate Governance Committee and appropriately disclosed.

B. Director Qualifications

1. A majority of the Board of Directors must be independent. The Board will determine for each Director whether she or he is considered independent for purposes of this requirement. A determination of independence shall be made based on rules promulgated by the Nasdaq Stock Market, Inc. ("Nasdaq").


2. Audit Committee Members – Additional Requirements. In addition to the independence requirements under paragraph 1 above, Audit Committee members must meet the specific requirements established by the Securities and Exchange Commission ("SEC") and Nasdaq for independence and the requirements of the Federal Deposit Insurance Corporation Improvement Act ("FDICIA") and the Sarbanes-Oxley Act. All Audit Committee members must be financially literate and at least one member shall be a "financial expert," as defined by SEC regulations.

3. Change in Principal Employment. It is the sense of the Board that members should be active leaders in the member's business or profession and in the member's community. As such, members who experience a significant change in their principal occupation, position, or responsibility held when they were elected to the Board should volunteer to resign from the Board. It is not the sense of the Board that in every instance the members who retire or change from the position they held when they joined the Board should necessarily leave the Board. There should, however, be an opportunity for the Board through the Nominating and Governance Committee to review the continued appropriateness of Board membership under the circumstances.

4. Membership on Outside Boards. Members should advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company board. There should be an opportunity for the Board through the Nominating and Governance Committee to review the member's availability to fulfill his or her responsibilities as a Director if he or she serves on more than three other public company boards.

5. Loan Default. A Director is expected to submit his or her resignation if a loan from the Company to a Director or entity controlled by a Director is classified "doubtful" or "loss."

6. Additional Criteria. One of the Board's most important responsibilities is identifying, evaluating and selecting candidates for the Board of Directors. The Nominating and Corporate Governance Committee reviews the qualifications of potential Director candidates and makes recommendation to the full Board for election. The factors considered by the Committee and the Board in its review of potential candidates include:

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- Whether the candidate has exhibited behavior that indicates he or she is committed to the highest ethical standards.
- Whether the candidate has special skills, expertise and background that would complement the attributes of the existing Directors, taking into consideration the diverse communities and geographies in which the Company operates.
- Whether the candidate has achieved prominence in his or her business, governmental or professional activities, and has built a reputation that demonstrates the ability to make the kind of important and sensitive judgments that the Board is called upon to make.
- Whether the candidate possesses a willingness to challenge management while working constructively as part of a team in an environment of collegiality and trust.
- Whether the candidate will be able to devote sufficient time and energy to the performance of his or her duties as a Director.

When considering candidates, the Board and Nominating and Corporate Governance Committee also takes into account gender, race, ethnicity, age, background and other attributes, including experience in the financial services industry, and with risk management and compensation practices. Board membership should reflect the diversity of the Company's markets. The Nominating and Corporate Governance Committee from time to time will identify selection criteria for Board membership, taking into consideration the current board composition and that appropriate knowledge, skills, and experience are represented.

7. Retirement Age – Criteria to Consider. The Bylaws provide that no person shall be nominated or elected a Director of the Corporation after having attained the age of 72 years, unless prior to such nomination or election as a Director, the Board of Directors, or the Nominating and Corporate Governance Committee, first makes a determination that such age restriction shall not be applicable to such person. Any determination that the age restriction shall not be applicable to any person shall be made only after consideration of whether such person: brings a specific expertise to the board; has valuable industry- specific knowledge and experience; holds unique relationships with third parties, such as regulators; has capacity to devote time to special projects; has developed significant institutional knowledge; or possesses some other attributes or qualifications deemed essential by the Board of Directors, or the Nominating and Corporate Governance Committee. Further, any determination that the age restriction shall not apply shall be made not more than three times with respect to any one person.

C. Director Access to Management and Independent Advisors

1. Management. Directors may and are encouraged to contact any member of management, anytime, and about any matter, without prior or subsequent notice or permission from the Chief Executive Officer or other executive officer.

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2. Independent Advisors. The Board and committees thereof, as they deem appropriate, may retain any independent advisor they deem necessary, without conferring with or obtaining the approval of management, and the Company will be responsible for the expenses of any advisor so retained.

D. Regular Separate Independent Director Meetings

The independent Directors will hold meetings in executive session without management present on a regular basis but not less than twice each year. Such meetings may be in conjunction with regularly scheduled meetings of the Board. The Lead Director will preside at each meeting. The Lead Director will communicate to the Chief Executive Officer such information as he or she deems appropriate following the executive session.

E. Committees


The Board will establish necessary Committees, to include:

1. Nominating and Corporate Governance Committee
2. Audit Committee
3. Compensation Committee
4. Risk Oversight Committee
5. Executive Committee
6. Community Development Committee
7. Technology Committee

Members of the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, and the Risk Oversight Committee shall be independent under the definition set forth in paragraph B.1. Audit Committee Members must meet the additional requirements of paragraph B.2. Each Committee will determine which members of management will attend Committee meetings, and when to conduct executive sessions without management. Each standing Committee will have a written charter. Membership on each Committee will be determined by action of the Nominating and Corporate Governance Committee except that the Nominating and Corporate Governance Committee shall be determined by the Board. Each Committee will report regularly to the Board.

F. Lead Director

1. In General. The Board will determine periodically whether to separate or combine the offices of Chairman and Chief Executive Officer, in light of the Company's then-current and anticipated future circumstances and taking into consideration succession planning, skills and experience of the

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individual(s) filling those positions, and other relevant factors. When the positions of Chairman and Chief Executive Officer are combined, the independent Directors shall appoint an independent Director as the Lead Director.

2. Responsibilities and Duties. The Lead Director shall assist the independent Directors in the fulfillment of their oversight and guidance of the Corporation. The responsibilities and duties of the Lead Director shall include: (i) presiding at all meetings of the Board at which the Chairman is not present, including executive session of the independent Directors; (ii) serving as liaison between the Chairman of the Board and the independent Directors; (iii) consulting with the Chairman of the Board on information sent to the Board; (iv) approving meeting agendas for the Board; (v) approving meeting schedules to assure that there is sufficient time for discussion of all agenda items; (vi) having the authority to call meetings of the independent Directors; (vii) coordinating with the Chairman of the Board on director orientation and continuing education; and (viii) if requested by major shareholders, ensuring that he or she is available for consultation and direct communication. The Lead Director has the authority to engage advisors and consultants who report directly to the Board on Board issues.

3. Appointment. The Lead Director shall be appointed by a majority vote of the independent Directors for a one-year term and shall serve until the expiration of the term or until such Lead Director's earlier resignation or retirement from the Board of Directors.

G. Director Compensation


General Principles. The form and amount of compensation of Directors will be recommended to the Board by the Compensation Committee and will be guided by the following principles:

1. What is customary for similar organizations, including the Company's peers?
2. The amount of time required to fulfill the duties of a Director.

H. Director Orientation and Continuing Education

1. Newly elected Directors will receive an orientation briefing and all Directors will receive on-going training and opportunities to participate in continuing education programs. The orientation briefing will include: the Company's organizational and governance documents, recent SEC filings, strategic and operating plans, financial information, corporate structure and organizational charts, and information about the Company's businesses, products, services and the industries in which the Company operates. The Company will provide on-going training and opportunities to participate in continuing education programs, including trainings and opportunities designed to assist the Board in its risk oversight function.

2. Directors are encouraged, as appropriate to seek additional training through seminars, conferences and other pertinent educational opportunities, including opportunities sponsored by the Company. The associated expenses of such trainings will be reimbursed by the Company.

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I. Director Share Ownership

The Directors have adopted a requirement that each Director own that number of shares equal in value to five times the annual retainer of the Director.

J. Confidentiality

Directors are required to protect and hold confidential all Confidential Information (as such term is defined herein below) obtained as a result of his or her Directorship position absent the express permission of the Board to disclose such information or as required by law, and except to other Directors, to executive officers of the Company and the Company's independent accountants, legal counsel and financial and other advisors.


"Confidential Information" means all non-public information entrusted to or obtained by a Director by reason of his or her position as a Director of the Company. It includes, but is not limited to, non-public information related to the Company, including but not limited to: (i) non-public information about the Company's financial condition, prospects or plans, its marketing and sales programs, products and services, as well as information relating to mergers and acquisitions, stock splits and divestitures; (ii) non-public information concerning possible transactions with other companies or information about the Company's current and prospective customers, suppliers, vendors, or joint venture partners, which the Company is under an obligation to maintain as confidential; (iii) non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers, and Directors; (iv) confidential supervisory information as defined by applicable regulatory authorities and (v) Board materials, deliberations and discussions.

K. Joint Committees

A Committee may be a joint committee of the Company and The Huntington National Bank. A joint committee may hold separate sessions if necessary to address issues that are relevant to one entity but not the other or to consider transactions between the two entities or other matters where the Company and the Bank may have different interests. In addition, any such joint Committee should consult with internal or outside counsel if, in the opinion of the joint Committee, any matter under consideration by the joint Committee has the potential for any conflict between the interests of the Company and those of the Bank or the Company's other subsidiaries in order to ensure that appropriate procedures are established for addressing any such potential conflict.

L. Charitable Contributions

If a Director, or an immediate family member of a Director who shares the Director's household, serves as a Director, trustee or executive officer of a foundation, university or other nonprofit organization ("Charitable Organization") and such Charitable Organization receives contributions or pledges from the Company and/or the Huntington Foundation, such contributions and pledges will be reported to the Nominating and Corporate Governance Committee at least annually.

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M. Management Succession

The Board shall oversee succession planning for the positions of Chief Executive Officer and other members of the Company's executive leadership team. At least annually, the Chief Executive Officer shall review with the Board or a committee thereof the succession plans in place for executive leadership.


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Exhibit A

NOMINATING GUIDELINES FOR SHAREHOLDERS

Shareholders who wish to recommend Director candidates for consideration by the Nominating and Corporate Governance Committee may send a written notice to the Secretary at Huntington's principal executive offices. The notice should indicate the name, age, and address of the person recommended, the person's principal occupation or employment for the last five years, other public company boards on which the person serves, whether the person would qualify as independent as the term is defined under the applicable listing standards of Nasdaq, and the class and number of shares of Huntington securities owned by the person. The Nominating and Corporate Governance Committee may require additional information to determine the qualifications of the person recommended. The notice should also state the name and address of, and the class and number of shares of Huntington securities owned by, the person or persons making the recommendation.