	Huntington Bancshares Incorporated		
	Subject: Joint Executive Committee Charter		
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Purpose

The Joint Executive 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, as applicable, the “Board”) in overseeing:


- i. Matters that arise between regularly scheduled meetings of the Board and are such that either require prompt attention or are deemed appropriate by the members of the Committee for the Committee to consider on behalf of the Board;
- ii. Matters the Committee might consider include the following non-exclusive list: potential acquisition matters and potential capital matters; and
- iii. It is not the purpose of the Committee to exercise powers and authority that have been specifically delegated to other Committees of the Board.

Membership

- A. The Committee shall consist of no fewer than three members of the Board, including the Company’s Chief Executive Officer, as determined by the Nominating and Corporate Governance Committee in accordance with the provisions of the Corporate Governance Guidelines.
- B. Each Committee member shall satisfy any requirements the Board deems appropriate, including any applicable laws, rules and regulations as they are in effect from time to time. The chair of the Committee shall be appointed and removed by the Nominating and Corporate Governance Committee.

Meetings, Structure and Operations

- A. The Committee shall meet as needed upon call of the Chairperson or the Chief Executive Officer. The Committee shall keep minutes of its meetings. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee.
- 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, the Chief Executive Officer shall act as chair.
- 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.

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Duties and Responsibilities

- A. 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 Company between meetings of the Board of Directors. The Committee shall not have the power to: (i) recommend to the stockholders any action which requires stockholder approval, other than the election of Directors; (ii) amend the bylaws; or (iii) approve any merger or share exchange which does not require stockholder approval. The Committee will keep the Board of Directors fully informed of its activities on a reasonably expedited basis.
- B. Other Responsibilities. In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall conduct a review of its own performance, as needed, based on criteria or in accordance with the procedures agreed upon with the Nominating and Corporate Governance Committee.

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 will be responsible for the expense of any advisor so retained.

Delegation of Authority

In the absence of any prescription by the Board or applicable provision in the Company's Bylaws, the Committee may delegate some or all of its power and authority to one or more subcommittees.

Procedural Responsibilities

The Committee will provide periodic reporting to the Board summarizing the matters reviewed and actions taken at each Committee meeting to enable the Board to monitor the activities of the Committee. The Committee will review the adequacy of this Charter as needed and recommend proposed changes to the Board for approval. 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.