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## **Purpose of Committee**

The purpose of The Huntington Investment Company (“HIC”) Oversight Committee (the “Committee”) is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to retail and institutional broker-dealer and investment advisory strategies and plans developed by the HIC Board and management. Additionally, the Committee will provide oversight related to the overall risk management process for HIC.

## **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. The Nominating and Corporate Governance Committee shall also designate one member of the Committee as its chairperson.

## **Meetings, Structure and Operations**

- In general, the Committee shall meet at least quarterly. 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.
- Regular attendance of the members is required.
- As necessary, members of the Committee may appoint delegates that will assume their responsibilities at any particular meeting. Delegates 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 delegate should be a consistent selection, with the appropriate knowledge, to represent the appointed committee 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 Committee shall have the following duties and responsibilities:

- Provide oversight regarding HIC’s business strategy, including projected revenue growth, business planning, market strategies, product and service offerings, technology and computer systems, and operational execution;
- Ensure that an effective process is in place to manage risks through policies, procedures, and practices in a manner consistent with HIC’s strategic goals, organizational objectives,

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- risk appetite and regulatory requirements;
- Provide oversight regarding the development of strategies to address emerging industry trends, new rules, and regulations;
- Evaluate and assess actions taken by HIC in response to auditors, consultants and regulatory authorities;
- Evaluate and assess service quality regarding customer complaints or comments; and
- Perform any other activities consistent with this Charter, Company Bylaws and governing law as the Board of Directors shall specifically delegate to the Committee.

### **Delegation**

The Committee may, at its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee or working group of the Committee.

### **Committee Reporting**

The Committee shall report material information generated pursuant to its activities to the Board and, where appropriate, its recommendations for actions. Certain actions by the Committee may be similarly reported to the Board for approval, ratification, and/or confirmation.

### **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 colleagues 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.