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### **Purpose of the Committee**

The Committee's purpose is to promote the effectiveness of the Board of Directors by overseeing its composition and functioning.

### **Membership**

The Board of Directors shall designate annually at least three non-employee directors to serve as members of the Nominating and Corporate Governance Committee, each of whom the Board has determined to be independent in accordance with the provisions of the Corporate Governance Guidelines (Exhibit A). Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Lead Director will be the Chairperson of the committee unless the Board shall designate another member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least twice each year at a time and place determined by the Committee Chairperson.


### **Meetings, Structure and Operations**

- In general, the Committee shall meet 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.
- 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 approve charters for any subcommittees that it has established on an annual basis, and has oversight responsibility of those subcommittees, including membership and chair designations.
- 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 have the resources appropriate to discharge its duties and responsibilities including the sole authority to select, retain, terminate and approve the fees and other terms of search firms, counsel or other experts or consultants, as it deems appropriate. The Company will be responsible for the expenses of any advisors retained by the Committee.


### **Duties and Responsibilities**

The primary duties and responsibilities of the Nominating Committee and Corporate Governance Committee shall be to:

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1. Review annually the composition of the Board to assure that the appropriate knowledge, skills and experience are represented, in the Committee's judgment and in order to comply with applicable laws and regulations,
  2. Establish knowledge, skills and experience expectations and performance criteria for Board membership to be contained in the Corporate Governance Guidelines proposed by the Committee. Develop additional selection criteria, if any, not contained in the Corporate Governance Guidelines.
  3. Review the qualifications of candidates for Board membership as recommended by the Committee, Board members, the Chairman and the Chief Executive Officer and shareholders and recommend to the full Board nominees for Board membership.
  4. Identify potential candidates for Board membership and maintain a list of potential directors. The Committee will prepare and amend as appropriate a procedure for shareholders to submit recommendations for Board membership to the Committee for consideration. The current procedure is attached hereto as Exhibit B.
  5. Review periodically the standards promulgated by NASDAQ, the Securities and Exchange Commission and the Federal Deposit Insurance Corporation to be applied in making determinations as to the independence of directors, including the requirements of the Federal Deposit Insurance Corporation Improvement Act ("FDICIA") which specify that audit committee members have banking or related financial management expertise. The Committee shall also determine whether any Board members are "large customers" of Huntington per the FDICIA requirements.
  6. In accordance with the Related Party Transaction Review and Approval Policy, review and approve all "related party transactions" required to be disclosed pursuant to SEC Regulation S-K, Item 404.
  7. Together with the Chairman of the Board and Corporate Secretary, develop an orientation program for new directors and continuing education opportunities for continuing directors.
  8. Designate the membership of committees of the Board, the positions of chair of each committee and, if vacant, recommend to the Board the position of Chairman of the Board.
  9. At least once a year, evaluate successors for members of the Board, committees and committee chairpersons.
  10. At least once every two years, review the operations and effectiveness of the Board, including, but not limited to, considering the size of the Board and the collective Board performance, and the performance of each Committee of the Board.
  11. At least once every two years, review the Code of Business Conduct and Ethics.
  12. At least once every two years, review the Committee's Charter and recommend any changes to the Board.
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13. Annually evaluate individual directors who are being considered for reelection make recommendations to the Board regarding reelections.
14. Oversee the corporation's efforts to effectively communicate with shareholders both in connection with the corporation's proxy filing and throughout the year. Review communications from investors addressed to the Board of Directors. Consult with management regarding those circumstances where independent directors should be included in meetings with shareholders and identify directors to be included in such meetings.
15. Report to the Board following each meeting of the Committee.
16. Perform such additional duties within the scope of its primary responsibilities as the Board of Directors may from time to time determine.

### **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:

- 1) One or more officers or employees of the Corporation whom the Committee members reasonably believe to be reliable and competent in the matters presented; or
- 2) 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.


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## Exhibit A

### CORPORATE GOVERNANCE GUIDELINES

#### A. Director Responsibilities


1. In General. The Company's By-laws 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. 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. 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 and to assist management in recruiting customers and colleagues to the Company. 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 will also undertake at least a biennial 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 encouraged to attend the Company's annual shareholder meeting and a minimum of 75% of all regularly scheduled meetings. 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.
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4. Shareholder Communications. The Company will establish a procedure for communications by shareholders with the Board, including procedures for submitting communications to individual directors. Absent adoption of a different procedure, such communications will be provided to the Audit Committee.
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 Nominating and Corporate Governance Committee 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, location 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."
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6. Additional Criteria. Board membership should reflect the diversity of the Company's markets. 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:


- 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.

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. Waiver of 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

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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.
2. Independent Advisors. Committees of the Board, as they deem appropriate, may retain any independent advisor they deem necessary to carry out their duties, 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

Members of the Nominating and Corporate Governance Committee, the Audit Committee, and the Compensation 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

The Board shall appoint a Lead Director whose responsibilities shall include: (i) presiding at

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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) reviewing and providing input to the Chairman of the Board on meeting agendas for the Board; (v) consulting with the Chairman of the Board on 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; and (vii) if requested by major shareholders, ensuring that he or she is available for consultation and direct communication.

#### 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?
2. The amount of time required to fulfill the duties of a Director.
3. The personal risks assumed by a Director.

#### H. Director Orientation and Continuing Education

1. Newly elected Directors will receive an orientation briefing covering: 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.
2. Directors are encouraged, as appropriate to seek additional training through seminars, conferences and other pertinent educational opportunities, including opportunities sponsored by the Company.


#### 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. This requirement may be waived or reduced by the Compensation Committee.

#### J. Committee of The Huntington National Bank Board

Certain Committees may meet simultaneously as committees of the Company and of The Huntington National Bank (the "Bank"), though they 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 interest. In addition, any such Committee should consult with internal or outside




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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 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 for ensuing compliance with the Company's policies regarding Section 23A and 23B of the Federal Reserve Act.

K. 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 from the Company and/or the Huntington Foundation, such contributions will be reported to the Nominating and Corporate Governance Committee at least annually.

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**Exhibit B**

**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.