	Huntington Bancshares Incorporated		
	Subject: Joint Nominating and Corporate Governance Committee Charter		
Charter Number: CH-004	Approved By: Board of Directors	Approval Date: January 16, 2019	Page 1 of 4

Purpose

The Joint Nominating and Corporate Governance 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. The composition of the Board to ensure that the appropriate knowledge, skills and experience are represented;
- ii. Corporate governance to ensure effective functioning of the Board, including the maintenance of Corporate Governance Guidelines and governance practices; and
- iii. The Company’s commitment to environmental, social and governance (ESG) issues and the Company’s ESG issues, practices, and activities strategy.

Membership

- A. The Committee shall consist of no fewer than three members of the Board, as determined by the Board 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. Each Committee member shall be independent in accordance with the listing rules of the Nasdaq Stock Market. The Board shall make all determinations of independence in accordance with its business judgment and in accordance with applicable laws and regulations and Nasdaq rules and standards. The Lead Director will be the chairperson of the Committee unless the Board shall appoint another member of the Committee as the Committee’s chairperson.

Meetings, Structure and Operations


- A. The Committee shall meet at least four times each year, and otherwise as needed. The Committee shall keep minutes of its meetings. A majority of the members of the Committee present at a meeting shall constitute a quorum for the transaction of business. 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, any two members of the Committee may fix the time and place of its meeting, unless the Board shall otherwise provide.
- 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.

	Huntington Bancshares Incorporated		
	Subject: Joint Nominating and Corporate Governance Committee Charter		
Charter Number: CH-004	Approved By: Board of Directors	Approval Date: January 16, 2019	Page 2 of 4

- 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.

Duties and Responsibilities

- A. Composition of the Board. In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:
1. Review at least 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 maintained in the Corporate Governance Guidelines. Develop additional selection criteria, if any, as appropriate from time to time, taking into consideration the company's business strategy, the business environment and current board composition.
 3. Review the qualifications of potential candidates for Board membership as recommended by the Committee, Board members, the Chairman and the Chief Executive Officer and shareholders. 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 as an Exhibit to the Corporate Governance Guidelines.
 4. Be advised by any member of the Board in advance of accepting an invitation to serve on another public company board. The Committee shall 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. Along with the Board of Directors and consistent with the Corporate Governance Guidelines, determine whether the Bylaws provision prohibiting a person from being nominated or elected a Director of the Corporation after having attained the age of 72 years shall not be applicable to a person.
 6. Identify qualified candidates for Board membership and maintain a list of potential Directors. Recommend nominees to the full Board for election to the Board of Directors.
 7. Review periodically the standards promulgated by Nasdaq, the Securities and Exchange Commission (the "SEC") and the Federal Deposit Insurance Corporation, and other applicable laws, rules and regulations to be applied in making determinations as to the independence of Directors and Director nominees. Review and recommend a determination to the Board in connection with its annual evaluation of the independence of the Company's Directors and nominees for Directors in accordance with applicable legal and regulatory requirements.
 8. Engage a third-party search firm to identify potential Director candidates, in its discretion.
 9. Annually evaluate individual Directors who are being considered for reelection and make recommendations to the Board regarding reelections.


	Huntington Bancshares Incorporated		
	Subject: Joint Nominating and Corporate Governance Committee Charter		
Charter Number: CH-004	Approved By: Board of Directors	Approval Date: January 16, 2019	Page 3 of 4

B. Corporate Governance. In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:

1. Periodically review and recommend changes to the Board of Directors' Corporate Governance Guidelines.
2. At least once a year, 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. The Committee will have discretion to structure the annual board assessment as it deems appropriate, including use of a third party facilitator.
3. Make recommendations as to the size of the Board.
4. Periodically assess the leadership structure of the Board of Directors, considering the Company's size, the nature of its business, the regulatory environment in which it operates and its peers. Recommend to the Board the position of Chairman of the Board, if vacant.
5. Designate the membership of committees of the Board, other than this Committee, and the positions of chair of each committee. At least once a year, evaluate successors for committee members and committee chairpersons.
6. In accordance with the Related Party Transaction Policy, review all "related party transactions" required to be disclosed pursuant to SEC Regulation S-K, Item 404.
7. Receive reports at least annually 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.
8. At least once every two years, review, the Code of Business Conduct and Ethics. Approve and disclose waivers of the Code of Business Conduct and Ethics for executive officers and Directors.

C. Other Responsibilities. In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:

1. Oversee the Company's commitment to ESG issues and monitor the Company's ESG business strategy.
2. 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. Review shareholder proposals duly and properly submitted to the Company and provide recommendations to the Board for recommendation to the shareholders. 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.
3. Conduct an annual review of its own performance based on criteria or in accordance with the procedures established by the Committee.

	Huntington Bancshares Incorporated		
	Subject: Joint Nominating and Corporate Governance Committee Charter		
Charter Number: CH-004	Approved By: Board of Directors	Approval Date: January 16, 2019	Page 4 of 4

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 on an annual basis 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.