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Purpose of Committee

The Risk Oversight Committee (Committee) is established by the Board of Directors (Board) to assist the Board in:

- Oversight through the Risk Management function of senior management implementation of corporate strategies consistent with Huntington's risk appetite;
- Support of a Risk Management function commensurate in size and profile with Huntington's overall aggregate moderate-to-low risk appetite
- Support of the Chief Risk Executives (currently the Chief Risk Officer and the Chief Credit Officer), who shall have experience in identifying, assessing and managing risk exposures of a large complex financial firm, whose appointment or removal and compensation will be approved by the Committee, including ensuring that the Chief Risk Executives have appropriate stature, authority, and seniority within Huntington;
- Receiving reports from the Chief Risk Executives on a no less than quarterly basis;
- Oversight of Huntington's risk management governance structure and strategy, including policies, procedures and risk control infrastructure relating to Huntington's enterprise-wide risk management and risk management related to significant business segments and subsidiaries;
- Oversight of Huntington's compliance with applicable laws and regulations;
- Receiving reports identifying and reporting risks (including emerging risks) and risk management deficiencies and ensuring effective and timely implementation of actions to address deficiencies;
- Oversight of the Company's capital management and planning processes;
- Ensuring the amount and quality of capital are adequate in relation to expected and unexpected risks; and
- Ensuring Huntington's capital levels exceed the "well capitalized" levels based on Basel III capital requirements of the federal banking agencies.


Membership

The Committee shall be members of the Board and shall be comprised of at least three directors who shall all be qualified as independent based on the rules promulgated by the Nasdaq Stock Markets, Inc. The Nominating and Corporate Governance Committee shall designate an independent director as Chair of the Committee. All committee members shall be financially literate and at least one member shall have experience in identifying, assessing and managing risk exposures of large, complex financial firms.

The members of the Committee shall be appointed by the Nominating and Corporate Governance Committee. The Board may, at any time and at its discretion, replace a Committee member. Further, the Committee may, from time to time, appoint another director to act in the place of an absent Committee member on an ad hoc basis.

Meetings, Structure and Operations

The Committee shall review, and recommend to the Board for approval, this charter on an annual basis. The Committee shall also perform an evaluation of its performance at least annually to determine if it is functioning effectively. The Committee shall provide its self-evaluation to the Board.

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The Committee shall meet in conjunction with the regularly scheduled Board meetings, or as it otherwise deems necessary, but not less than quarterly. Meeting at least quarterly with the Chief Risk Executives, and/or any other member of executive management as designated by the Committee and separately in executive session with such executives.

A majority of the voting Committee members shall constitute a quorum for the transaction of business. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee.

The Committee shall have the authority to establish subcommittees and working groups to help fulfill its objectives. 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 designate a secretary to record the minutes of the meeting.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

Governance

- The Committee shall review and approve charters for executive-level committees, including the Risk Management Committee, Asset-Liability Committee, Capital Management Committee, and Credit Policy & Strategy Committee; and
- The Committee shall review and approve board-level risk policies on an annual basis or on a frequency as otherwise mandated by such policies.


Risk Limit Framework

Risk Appetite Metrics and the associated limits that are established are the basis of the risk limit framework, and are intended to help measure the level of risk that the organization has assumed.

- The Committee shall review and approve definitions of corporate risk appetite metrics which will cover credit, market, liquidity, operations, strategic (including capital), compliance, legal and reputational risks;
- The Committee shall review and approve limits (thresholds) for corporate risk appetite metrics. Thresholds will be set such that when analyzed in aggregate, the Committee is better able to ascertain Management's adherence to the stated risk appetite of the organization; and
- The Committee shall review corporate risk appetite metric positions and management's analysis on an ongoing basis.

Capital Planning

- The Committee shall review and approve, and oversee the administration and effectiveness of, the Company's capital management activities including the Company's capital plan, base and stress use models, capital adequacy assessment and forecasting processes, as well as compliance with regulatory capital guidance; and
- The Committee shall review the capital management strategies used by the Company to achieve its objectives through the review of such processes, reports and other information as it deems appropriate, including the fixed-income and public and private equity investment portfolio strategies,

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debt and equity issuance and buyback plans, dividend payout ratios, capital funding and trading activity. The Committee shall periodically review debt amounts outstanding and amounts available for issuance pursuant to registration statements.

- The Committee shall periodically review and approve liquidity risk management strategies and policies and procedures. In addition, on an annual basis, the Committee shall approve, prior to implementation, the Company's Contingency Funding Plan.

Legal & Regulatory


- The Committee shall oversee and review the effectiveness of Huntington's system for monitoring compliance with laws and regulations. In the event that violations of law, rule, or regulation are identified by internal analysis, Supervisory Letter, or Report of Examination, the Committee shall review and approve Management's corrective action plan;
- The Committee shall review regulatory reports and findings directed to the Board's attention, assess the adequacy of management's response to material regulatory findings, and monitor compliance with management's response;
- In general, the Committee will serve as the oversight body for any regulatory risk-related issues requiring board-level supervision; and
- The Committee will review and approve items as mandated by regulatory agencies which include, but are not limited to, annual reviews of the BOLI portfolio, information security, AML/BSA program, and other assessments, policies, and reviews.

Credit Review

- The Committee shall oversee and review the effectiveness of Huntington's Credit Review function by taking an active role in reviewing exam schedules, exam results, tracking and compliance, corrective actions, testing and resolution of significant issues, emerging concerns and enterprise-wide credit risks, and risk rating reports that aggregate and stratify risk and reflect current trends;
- Analysis and discussions of reports that include horizontal, business line credit issues, and segment specific risk trends;
- The Committee will serve as the oversight body for evaluating the performance of Credit Review and the Credit Review Director to maintain its independent assurance function and third line of defense in support of the Huntington's aggregate moderate to low credit risk appetite;
- Responsibility for the review of the adequacy of Huntington's allowance for loan losses rests with the Audit Committee; however, the Committee shall consult with the Audit Committee as appropriate to assist the Audit Committee in its review; and
- The Committee shall review and approve the annual budget and staffing plan for the Credit Review function.

General

- The Committee shall review and approve the annual budget for Risk Management;
 - The Committee shall periodically review the status of asset quality trends as well as other matters relevant to the company's risk exposures, including the organization's concentrations of credit;
 - The Committee shall review the allowance adequacy on an ongoing basis;
 - The Committee shall review management's assessment of enterprise-wide risks on a periodic basis;
 - Responsibility for oversight of Huntington's compliance with regulatory guidance related to information security and risk management with respect to third party relationships of Huntington rests with the
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Technology Committee; however the Committee shall consult with the Technology Committee as appropriate to assist the Technology Committee in the performance of its oversight;

- Responsibility for oversight of Huntington's compliance with regulatory guidance related to the Community Reinvestment Act rests with the Community Development Committee; however the Committee shall consult with the Community Development Committee as appropriate to assist the Community Development Committee in the performance of its oversight;
- The Committee shall consult with the Compensation Committee, as appropriate, to assist the Compensation Committee with regulatory guidance regarding incentive compensation; and
- The Committee may review additional material at the Committee's discretion sufficient to understand the risk position of the organization on an ongoing basis.

Committee Reports

In conducting its responsibilities, the Committee has the authority to request any reports or information from management as it deems necessary to fulfill the Committee's responsibilities. At a minimum, the Committee shall be provided with reports that are germane to those items stated in the Duties & Responsibilities section of this charter.

Delegation

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 Huntington. The Committee may also work with other committees of the Board or the Board directly to investigate matters of interest to the Committee.

The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties. Huntington will provide appropriate funding, as determined by the Committee, to any advisors that the Committee chooses to engage, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.


Committee members are encouraged to enhance their familiarity with finance and risk management by participating in educational programs, including those conducted by the company or outside consultants.

The Committee has the authority to direct management to develop and implement additional policies and/or procedures that the Committee deems appropriate.

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 action by the Board. Certain actions by the Committee may be similarly reported to the Board for approval, ratification, and/or confirmation. The Committee shall report to the Board any material modifications to the Committee charter. The Committee will provide to the Board, when appropriate, any reports necessary to allow the Board to monitor the activities of Huntington.

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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 employees of Huntington 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.