	Huntington Bancshares Incorporated		
	Subject: Joint Risk Oversight Committee Charter		
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Purpose

The Joint Risk Oversight 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:

- A. the Company’s enterprise-wide risk management function consistent with its strategy and risk appetite, including oversight of its policies and risk control infrastructure for compliance risk, credit risk, operational risk, liquidity risk, market risk, reputation risk, and strategic risk; and
- B. the risk management organization, including the chief risk executive and risk management budget.


The Committee’s sole and exclusive function shall be to oversee the Company’s Risk Governance and Risk Appetite Framework and associated risk pillars, risk management policies and activities. Management is responsible for designing, implementing and maintaining an effective risk management program.

Membership

- A. The Committee shall consist of no fewer than three members of the Board, as determined by the Nominating and Corporate Governance Committee in accordance with the provisions of the Corporate Governance Guidelines. Each member shall be independent, and at least one member shall have experience—as determined by the Board—in identifying, assessing and managing risk exposures of large, complex financial firms.
- B. Each Committee member shall satisfy any additional requirements the Board deems appropriate, including any applicable laws, rules and regulations as they are in effect from time to time. 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.
- C. The chair of the Committee shall be appointed and removed by the Nominating and Corporate Governance Committee and shall meet all the requirements set forth in 12 C.F.R. sec. 252.33(a)(4)(ii).

Meetings, Structure and Operations

- A. The Committee shall meet at least quarterly, 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 the 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 the Committee 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 the Committee. The members of the Committee may conduct any meeting thereof by conference telephone or similar communications

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- 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.
 - E. The Committee shall meet at least quarterly with the chief risk executive and may meet with any other member of executive management as determined by the Committee. The Committee may meet separately in executive session with such executives.
 - F. To ensure appropriate oversight of risk and other issues without unnecessary duplication, the Committee may meet jointly with the other Board committees to discuss matters of common interest as determined appropriate by the respective committees.

Duties and Responsibilities


In such a manner as the Committee deems appropriate to fulfill its purposes, and exercising its independent judgment, the Committee shall have the following duties and responsibilities:

A. Governance Charters and Policies

1. The Committee shall review and approve charters for executive-level committees, including the Risk Management Committee, Asset and Liability Management Committee, Capital Management Committee, Allowance for Credit Loss Approval Committee, and Credit Policy & Strategy Committee.
2. The Committee shall review and approve Board-level Company-wide risk policies on an annual basis or such other frequency as mandated by those policies. The Committee has the authority to direct management to develop and implement additional policies and procedures as the Committee deems appropriate.

B. Risk Governance and Risk Appetite Framework

1. The Committee shall oversee management's establishment and operation of the Company's Risk Governance and Risk Appetite Framework (the "Framework"), which outlines the Company's enterprise-wide approach to risk management, along with the policies, practices and governance structures management uses to execute its risk management program and corporate risk strategy. The Committee shall review and approve the Framework at least annually, shall review and approve any significant changes to the Framework, and shall monitor management's adherence to the Framework.
2. In conjunction with its review of the Framework, the Committee shall review and approve the Company's risk appetite metrics for credit, market, liquidity, operational, strategic (including capital), compliance, and reputational risks.
3. The Committee shall receive and review quarterly reports from the chief risk executive, which shall include, at a minimum, an independent assessment of the Company's risk profile, its performance against risk appetite metrics, the identification of top/emerging risks, risk management deficiencies and failures to adhere to the Framework. At any time, the Committee may receive other reports and information from the chief risk executive.

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C. Capital Planning


1. The Committee shall oversee the administration and effectiveness of the Company's capital management program including the Company's capital plan, capital planning models, capital adequacy assessment and forecasting processes, as well as compliance with regulatory capital guidance.
2. 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, 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.
3. The Committee shall oversee the administration and effectiveness of management's Comprehensive Capital Analysis and Review submission along with oversight of management's recovery and resolution planning.

D. Liquidity and Market Risk Management

1. The Committee shall oversee the administration and effectiveness of the Company's liquidity risk measurement and reporting systems, and periodically review and approve liquidity risk management strategies and policies. The Committee shall receive and review management reports on the Company's liquidity risk profile and liquidity risk tolerance at least quarterly. In addition, the Committee shall review and approve, prior to implementation, the Company's Contingency Funding Plan on an annual basis and whenever the Company materially revises the plan.
2. The Committee shall oversee the administration and effectiveness of the Company's market risk strategies and processes, including, but not limited to investment portfolios, risk hedging and other balance sheet management strategies.
3. The Committee shall receive and review reports and recommendations from the Company's Asset and Liability Management Committee relative to liquidity risk and balance sheet management.

E. Compliance

1. The Committee serves as the Board's primary oversight body for regulatory risk-related issues requiring board-level supervision.
2. The Committee shall oversee the administration and effectiveness of the Company's system for monitoring compliance with laws and regulations.
3. 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.
4. The Committee shall review and approve items as mandated by regulatory agencies, including, among others, the annual reviews of the bank-owned life insurance portfolio and Anti-Money Laundering/Bank Secrecy Act program.

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F. Credit and Credit Review

1. The Committee shall oversee the administration and effectiveness of management's responsibilities related to the Company's credit portfolio, including management's responses to trends in credit risk, credit concentration and asset quality. The Committee shall review and assess on a quarterly basis management's processes for establishing the Company's allowance for credit losses. Although the Audit Committee has the responsibility for review of the adequacy of the Company's allowance for credit losses, the Committee shall meet jointly with the Audit Committee to assist the Audit Committee in that review as appropriate.
2. The Committee shall receive and review management's analyses and reports of enterprise-wide and business-line specific credit issues and trends. The Committee may review credit examination schedules, credit examination testing and results, corrective actions, emerging concerns and risk rating reports.
3. The Committee shall oversee the administration and effectiveness of the Company's credit review function, including the performance and compensation of the Credit Review Director.
4. The Committee shall review and approve the annual budget and staffing plan for the credit review function.


G. Operations

1. The Committee shall oversee the administration and effectiveness of the Company's system for managing operational risk.
2. The Committee shall oversee the administration and management of the Company's processes for reviewing new, modified or expanded products or services including governance, due diligence, performance monitoring and reporting relative to those products and services.
3. The Committee shall oversee the administration and effectiveness of the Company's Conduct Risk Office including receiving and reviewing reports from the chief risk executive on conduct risk management and deficiencies on a no less than quarterly basis.

H. Risk Management Administration

1. The Committee shall review and approve the annual budget for the Company's risk management function.
2. The Committee shall appoint and remove, as required, the chief risk executive, approve the chief risk executive's compensation, and review the performance of the chief risk executive annually. The Committee shall coordinate with the Compensation Committee, as appropriate, on compensation matters.
3. The Committee shall ensure the chief risk executive has the appropriate experience, and within the Company the appropriate stature, authority, and seniority.

- I. Annual Review. In such a manner as the Committee deems appropriate to fulfil its purposes, the Committee shall conduct an annual review of its own performance based on criteria or in accordance with the procedures agreed upon with the Nominating and Corporate Governance Committee.

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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.
- C. 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 Company whom the Committee members reasonably believe to be reliable and competent in the matters presented;
 2. Counsel, independent auditors, or other persons as to matters which the Committee members reasonably believe to be within the professional or expert competence of such person; or
 3. Independent risk management or internal audit to support the Board's ability to question, challenge, and when necessary, oppose recommendations and decisions made by management that could exceed the risk appetite or jeopardize the safety and soundness of the Company.

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. The Committee shall review and approve charters for any subcommittees it has established on an annual basis and shall have oversight responsibility of those subcommittees, including membership and chair designations.

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 and to assess the current risk exposures and future risk strategy. 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.