

	Huntington Bancshares Incorporated		
	Subject: Significant Event Committee Charter		
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Purpose of the Committee

The Significant Event Committee is established by the Board of Directors (Board) and has been delegated authority to act on behalf of the Board during a Cyber Crisis (as defined by the Cyber Crisis Management Communication Plan).

Membership

The Committee shall be the following members of the Board:

- Lead Director
- Chair of the Audit Committee
- Chair of the Risk Oversight Committee
- Chair of the Technology Committee
- Lead Cyber Director

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 meet as required by the Cyber Crisis Management Communication Plan or as it otherwise deems necessary. 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:

- Provide oversight of management's action plan and response during a Cyber Crisis which may include management's investigation of the incident, law enforcement engagement, customer, media and/or regulatory notification and disclosure, reporting, and remediation.
- Engage and/or provide updates to the Board during a Cyber Crisis as it deems necessary.
- Maintain general awareness of the Company's cyber/information security risk management and incident response program (although primary oversight resides with the Technology Committee).
- Engage in a minimum of one cyber crisis tabletop exercise/scenario annually to assess management and the Boards ability to respond effectively and timely during an actual Cyber Crisis.

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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 cyber/information security risk management processes and general cyber security risks 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.

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.