	Huntington Bancshares Incorporated		
	Subject: Joint Technology Committee Charter		
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Purpose

The Joint Technology 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 the Company’s:


- A. Technology and Innovation Strategies, Plans and Operations;
- B. Information and Cyber Security Risk Management Program; and
- C. Third Party 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.
- 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. The chair of the Committee shall be appointed and removed by the Company’s Nominating and Corporate Governance Committee.

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.
- 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.

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Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- A. **Technology and Innovation Management.** In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:
 1. Receive reports on and provide oversight of the Company's technology: strategies, plans, functions, operations, risk management, significant investments and segment and support area needs;
 2. Oversee management's plans and activities relevant to technology innovation, including technology acquisitions and trends that may affect the Company's strategic plans;
 3. Review the Company's Technology Resiliency recovery planning and preparedness;
 4. Provide oversight to major initiatives for or supported by technology; and
 5. Receive reports on the Company's intellectual property program.

- B. **Information and Cyber Security Risk Management.** In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:
 1. Provide oversight of the Company's Information and Cyber Security plan, and the development, implementation, maintenance and risk management of the Information and Cyber Security program; and
 2. Review and approve, no less than annually, the Information and Cyber Security program and plan.

- C. **Third-Party Risk Management.** In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:
 1. Provide oversight of the Company's third-party risk management program; and
 2. Approve the Company's risk-based policies that govern the third-party risk management process and identify critical activities.

- D. **Other Responsibilities.** In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:
 1. 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.

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 such advisors so retained. The Company will provide appropriate

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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.

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.