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<b>Owner:</b> Director of Investor Relations	<b>Reviewed By:</b> Risk Oversight Committee	<b>Policy Approval Date:</b> December 2016 <b>Anticipated Review Date:</b> December 2017	
This policy must be read and followed in conjunction with all other applicable policies, standards, training, and guidelines as may be in effect at Huntington.			

## Policy Statement/Purpose

This policy sets forth the guiding principles and requirements applicable to Huntington's public disclosures in order to comply with legal and regulatory requirements of the SEC's Regulation Fair Disclosure (Reg. FD), and thereby minimize the possibility, and related liability, associated with externally disclosing material non-public information about the Company. It covers all external information disclosure venues and channels including written statements made in the Company's annual and quarterly reports, news and earnings releases, letters to shareholders, speeches by senior management, oral statements, and information contained on the Company's Internet home page.

## Executive Summary

Huntington (Company) is committed to providing timely, accurate and complete information consistent with legal and regulatory requirements including Regulation Fair Disclosure (Reg. FD) to enable orderly and fair trading of its securities in the marketplace. Disclosure will be accomplished in a manner that provides all analysts/investors with equal access to Company information. In particular, when material non-public information is disseminated, it will be done on a broad basis. Selective disclosure of material non-public information in violation of Reg. FD is prohibited.

## Applicability/Scope

This policy applies to Company employees and directors. It applies to disclosures in SEC-filed documents and written statements made in the Company's annual and quarterly reports, news and earnings releases, letters to shareholders, speeches by senior management and information contained on the Company's Internet home page. It covers oral statements made in group and/or individual meetings with analysts/investors, phone calls with analysts/investors and interviews with the media as well as press conferences.


## Key Terms, Definitions and Abbreviations

**"Material" Information** - Information about the Company is "material" if:

1. There is substantial likelihood that a reasonable analyst and/or an existing and/or potential investor would consider it important in making an investment decision, and/or
2. The information significantly alters the "total mix" of the information in the marketplace about the Company.

Company information that could be considered "material" includes:

- Earnings information
  - Mergers, acquisitions, and divestitures
  - New products
  - Changes in control
  - Change in auditors
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- Events regarding the Company's securities (e.g., splits, dividends, calls for redemption, repurchase plans)
- Material changes in the Company's capital structure
- Changes in the regulatory environment or relationships with regulators that would have a significant impact on financial performance or competitiveness of the Company
- Changes in credit ratings or relationships with credit rating agencies
- Significant changes in the credit quality outlook of the Company's portfolios
- Changes in accounting policies either internally or externally driven (e.g., FASB) that would have a significant impact on financial results
- Major litigation
- Changes in senior executive officers.

**Information is “non-public”** if it has not been disseminated by the Company in a manner making it available to analysts/investors generally (e.g., through a press release, an SEC filing, a webcast that has been publicly announced beforehand in accordance with Reg. FD, etc.)

## Rules and Requirements

### Roles and Responsibilities

#### Company Representatives

The Company has designated the Chief Executive Officer (CEO), Chief Financial Officer (CFO), Director of Investor Relations (DIR), Assistant Director of Investor Relations (ADIR), and its Investor Relations Officer(s) (IRO) as the Company's authorized Spokespersons to analysts/investors and securities markets professionals. Company Spokespersons are listed in Attachment A.


Certain line of business heads and other individuals may also be designated from time to time and for a specific situation as Company Spokespersons relating to matters pertaining to their specific areas of responsibility (e.g., investor visits, investor presentations, investor days, etc. Also refer to “Communicating with Analysts” paragraphs D and E).

To the degree possible, all public disclosures of information about the Company and communications with analysts/investors will be made by authorized Spokespersons after having consulted with the DIR/ADIR. As such, the DIR/ADIR will be kept informed of all material information about the Company.

### Objectives

#### DETERMINATION OF MATERIAL NON-PUBLIC INFORMATION AND NEED FOR DISCLOSURE

Determinations of the materiality of non-public information will be made by the DIR/ADIR and/or CFO in consultation with the General Counsel (GC) and the Chief Risk Officer (CRO) or their representatives. A representative of Corporate Communications and others, such as line of business

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heads, will be consulted as warranted by the situation and/or time requirements of Reg. FD. Such discussions will also include a determination of whether or not public disclosure of the information is required.

#### **A. Situations Not Requiring Disclosure**

If the information is not material or has been previously made public, the Company will not make a public disclosure of the subject information.

#### **B. Situations Requiring Public Disclosure**

In accordance with Reg. FD, the Company will simultaneously disclose material nonpublic information in "intentional" disclosure situations.

The Company will promptly disclose (i.e., the later of 24 hours or commencement of the next day's trading) material nonpublic information in "non-intentional" disclosure situations. In each such case, the procedures described in "Statement Preparation and Content for Releasing Material Non-Public Information" and "Releasing Material Non-Public Information" will be followed.

#### **C. Commenting on Rumors**

So long as it is clear that the Company is not the source of a marketplace rumor, the authorized Spokespersons will respond consistently to rumors, saying, "It is Company policy not to comment on market rumors or speculation."


Should the NASDAQ request the Company make a definitive statement in response to a marketplace rumor, the DIR/ADIR in conjunction with the CFO, GC, and CRO will consider the matter and make a recommendation to the CEO on whether to make a policy exception.

#### **D. Social Media/Internet Chat Rooms/Electronic Message Channels**

In accordance with the Company's Social Media Policy, colleagues, contractors and vendors are prohibited from speaking or acting on behalf of Huntington, or creating the perception of doing so, with respect to its business operations, financial results, or issues affecting the company unless you have been authorized to do so by a member of Corporate Communications.

### **STATEMENT PREPARATION AND CONTENT FOR RELEASING MATERIAL NON-PUBLIC INFORMATION**

#### **A. Preparation/Review**

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The DIR/ADIR will prepare and/or review Company statements, including press releases and scripts for analyst meetings and investor presentations with the assistance of and/or review by the GC and others as warranted.

#### **B. Completeness and Accuracy**

Company statements will present information in an accurate, complete, and fair manner.

#### **C. Consistency**

It is the Company's objective that all statements of similar or recurring Company information be consistent, both as to timing and content.


#### **D. Appropriate Cautionary Language**

Every Company statement that contains a projection will include appropriate "forward-looking" safe harbor language in accordance with the Private Securities Litigation Reform Act of 1995 wherein all applicable risk factors, which may have a bearing on the subject matter of the statement or on the Company's overall performance as it relates to the statement can be ascertained.

### **RELEASING MATERIAL NON-PUBLIC INFORMATION**

#### **A. Widespread Dissemination**

1. The Company will issue a press release to the financial news services, major wire services and newspapers in markets having a significant relationship to the Company. In support of this, the Company will provide "push" technology capabilities for electronic notification of such releases.
  2. The NASDAQ will be notified in advance (e.g., 20 minutes) of the press release and a copy will be provided by either direct posting to the NASDAQ electronic dissemination web site, email or fax. If the press release is issued during normal trading hours, the NASDAQ will be notified as early as possible.
  3. If a Company presentation or management interview will follow the issuance of the press release, it will be disseminated simultaneously through a webcast and/or by teleconference capability. Instructions on how to participate in such a web broadcast/conference call, including replay information, will be included in the press release.
  4. The statement and, if appropriate and available, any related materials (e.g., management presentation, conference call transcripts, etc.) will be filed with the SEC on Form 8-K or other appropriate form.
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5. For regularly scheduled press releases and conference calls, such as for the disclosure of earnings information, the Company will issue to the public, advance notice of the conference call and webcast information.

#### **B. Review of Third Party Comments for Accuracy**

The Company may review articles that restate or discuss Company statements for accuracy, and will promptly alert third parties that misstate material factual information.

### **COMMUNICATIONS WITH ANALYSTS**

#### **A. Previously Disclosed Historical or Generally Known Information**

Analysts (sell-side and buy-side) are recognized as an important means by which the investment community can learn about the Company and its performance, strategies, markets and historical trends. The Company, primarily through the DIR/ADIR/IRO, may provide information to analysts about the Company with respect to previously disclosed historical information, or facts that are generally known. However, analysts must independently formulate their estimates of the Company's future performance or stock price.

#### **B. No Assistance With Analyst Reports**


The Company will not assist analysts in the preparation of their reports and/or earnings projections regarding the Company. After publication, if material errors in previously disclosed historical or factual information are noted, the Company will contact the analyst noting such errors. Consistent with the Investor Relations Analyst/Investor Access Policy, prior to publication of their reports, analysts may request the DIR, ADIR, and/or IRO review for factual accuracy only those portions of their research report that do not contain or disclose conclusions, recommendations, valuations, or price targets.

#### **C. Analyst Meetings and Conference Calls**

From time to time, the Company will conduct self-hosted and/or interactive conference calls with analysts and investors as warranted (e.g., coincident with the release of quarterly earnings or a major Company announcement). When these occur, they will be done in accordance with provisions of Section IV.

#### **D. One-on-One Meetings**

It is the Company's general practice to maintain an "open door" policy in granting and/or initiating visits between management and analysts and investors. Such meetings may be initiated by analysts or investors (e.g., Visiting Analyst Program), management (e.g., Investor Calling Program), or third parties such as brokers (e.g., broker-sponsored dinners or conference

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breakout sessions). Such meetings will generally be scheduled between the date of the quarterly earnings release and fifteenth business day of March, June, September, and December.

#### **E. DIR/AIDR/IRO Presence**

To the degree possible, the DIR/ADIR will be present during conversations (phone or face-to-face) between Company Spokespersons and outside third parties such as analysts or investors. The DIR/ADIR may interrupt a conversation and advise the Spokesperson not to respond to certain questions as appropriate. Further, Company Spokespersons must contact the DIR/ADIR prior to such conversations. If for any reason such conversations take place without the DIR/ADIR present, then the DIR/ADIR is to be notified as soon as possible thereafter regarding the nature and content of the conversation.

### **PUBLIC COMMENT ON ANALYST PROJECTIONS AND COMPANY PROJECTIONS**

#### **A. No Comment**

The Company will not comment on analyst projections, and will not make Company projections except in broadly disseminated public disclosures or in SEC filed documents. The Company will not refer to or distribute analysts' projections other than limited internal distribution to broaden the understanding of analyst perceptions of the Company, competitors, or industry issues.

#### **B. Incorrect Attribution of a Projection to the Company**

If a projection is incorrectly attributed to Company sources, either directly or indirectly, the DIR/ADIR will publicly deny Company responsibility for the information, and reaffirm that the Company has no comment on the accuracy of the projection.

#### **C. Correct Attribution or Apparent Company Source**


If a projection is correctly attributed to a Company source, or its nature makes it likely that there was a Company source, the DIR/ADIR will publicly confirm or deny the accuracy of the information provided by the source.

### **Management Responsibility/Accountability**

Investor Relations is responsible for ensuring that review and approval of this policy by the Risk Oversight Committee occurs at least annually.

This policy may be modified, discontinued, or replaced at any time, at Huntington's discretion. Investor Relations under the direction of the Director of Investor Relations is responsible for maintaining this policy.

The Director of Investor Relations is responsible for ensuring that management's responsibilities pursuant

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to this policy are achieved; including a routing of this policy at least annually to the Leadership Team members and others likely to be contacted directly by analysts / investors.

## Risk Evaluation System

Determinations of the materiality of non-public information inadvertently disclosed will be made by the DIR/ADIR and/or CFO in consultation with the General Counsel (GC) and the Chief Risk Officer (CRO) or their representatives. A representative of Corporate Communications and others, such as line of business heads, will be consulted as warranted by the situation and/or time requirements of Reg. FD. Such discussions will also include a determination of whether or not public disclosure of the information is required.

## Risk Reporting

In the event a violation is discovered, the Director of Investor Relations, CFO, and Chief Legal Counsel will discuss potential actions to be taken regarding the incident (e.g., 8-K filing). Additional members of Senior Management and/or Board members may be included in the discussion.

## Risk Boundaries

Investor Relations in conjunction with Finance and Accounting Segment Risk are responsible for creating and monitoring any risk limits that may be deemed necessary.

## Violations of Policy


Noncompliance may be subject the colleague and/or Board member to disciplinary action outlined in Huntington's Code of Conduct and Ethics.

## Exceptions to Policy

Exceptions to the policy are not permitted.

## Policy Revision History & Reference Information

Policy Revision History	
Date Approved	Brief Revision Description
July 2012	Jay Gould was replaced as the ADIR by Mark Muth and noted in Attachment A.
May 2013	David Anderson replaces Don Kimble as CFO as noted in Attachment A
April 2014	Howell D. "Mac" McCullough III replaces David Anderson as CFO as noted in Attachment A
February 2015	Mark Muth replaces Todd Beekman DIR as noted in Attachment A. No replacement was named for ADIR.

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December 2015	Objective D, Social Media, aligned with HBI Social Media Policy
December 2016	Communications with Analysts, Section B, aligned with Investor Relations Analyst / Investor Access Policy

Regulatory Citations	

Guiding Policy References	
Reference #	Policy Name
ROC-1104	Investor Relations Analyst / Investor Access Policy

Implementing References	
Reference #	Standard/Procedure/Program Name
	Investor Relations SEC-Disclosure Compliance Procedures


Appendices and Attachments	
Location/File Name	Description of Appendix or Attachment
Attachment A	Authorized Spokespersons

Policy Exceptions/Risk Acceptances	
Risk Acceptance ID #	Description of Exception/Acceptance

**ATTACHMENT A – AUTHORIZED SPOKESPERSONS**

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Stephen D. Steinour	Chairman, President	CEO
Howell D. "Mac" McCullough III	Sr. Executive Vice President	CFO
Mark Muth	Senior Vice President	DIR
None Appointed	--	ADIR
None Appointed	--	IRO