

 Huntington Bank		
Title: Recoupment Policy		Policy Level: Board, Segment
Number: COMP-1401	Approved By: Human Resources and Compensation Committee	Additional Reviewing Committees: N/A
Policy Owner: Executive Compensation Director	Publication Date: January 20, 2026	Effective Date: January 14, 2025
Policy Contact: Robert Nussbaum	Next Review Date: January 2027	
The information contained herein is confidential and proprietary information of Huntington. This policy must be read and followed in conjunction with all other applicable policies, standards, training, and guidelines in effect at Huntington.		

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1. Executive Summary

The Recoupment Policy establishes the requirements for recovering incentive compensation when permitted or required by law and by the Huntington Bancshares Incorporated (HBI) and the Huntington National Bank (HNB, and collectively with HBI, The Company, policies and agreements. This policy also identifies the circumstances that trigger a review for recoupment, including violations of law or regulation – such as the Dodd-Frank Act or Sarbanes Oxley Act – or actions outside The Company's risk appetite and governance standards. The Company's right to recover compensation under the Policy is in addition to any provisions in its incentive plans that allow for reduction, elimination, or recovery of incentive compensation.

2. Applicability

This policy applies to incentive compensation awarded to any colleague for periods occurring from and after the date of adoption of this policy by the Board of Directors and is subject to applicable laws and regulations, the terms of the 2018 Amended and Restated Long-Term Incentive Plan, or any successor plan, and other individual award.

This policy does not apply after a change in control of The Company, as defined in the 2018 Amended and Restated Long-Term Incentive Plan (or any amended or successor plan).

3. Key Definitions

- **Change in Control:** A change in control occurs when there is a significant shift in ownership or management of The Company, such as a merger, acquisition, or sale of substantially all Company assets. The exact definition is provided in The Company's Amended and Restated 2018 Long-Term Incentive Plan, including any future amendments or successor plans.
- **Incentive Compensation:** Refers to:
 - Cash Incentives: Any bonus or other cash incentive payment previously paid or payable including commission payments, and
 - Equity compensation: Any equity awards, vested or unvested including (without limitation), performance shares and performance share units, restricted stock and restricted stock units, and stock options, and the net proceeds of any exercised or vested equity awards.
- **Long-Term Incentive Plan:** Refers to The Company's Amended and Restated 2018 Long-Term Incentive Plan, including any amendments, successor plans, or similar equity-based incentive plans maintained by the Company.
- **Misconduct:** A breach of conduct, as determined by the CHRO. Acts or omissions that constitute misconduct include, but are not limited to:
 - Fraud
 - Intentional misconduct
 - Gross negligence
 - Manipulation of earnings

- **Performance:** Performance that triggers review means taking excessive risks that fall outside The Company's established risk governance framework. Normal business decisions that follow The Company's risk and governance processes do not trigger review under this policy.
- **Recoupment:** Repayment, reimbursement, clawback, or other forfeiture or return of incentive compensation.

4. Requirements

This section explains when and how The Company may recover incentive compensation, how decisions are made, and how those decisions are documented. It also clarifies how this policy interacts with other Company policies and what happens in special situations such as a financial restatement.

4.1. Other Compensation Clawback or Recoupment Rights

This policy is in addition to other clawback or recoupment rights available to The Company under its other policies, employment agreements, equity plans, award agreements, and applicable laws or regulations, including stock exchange rules and listing standards. If compensation is recovered under another policy, that amount counts toward what is required under this policy, and vice versa.

4.2. Applicability in the Event of Restatement of Financial Statements

If the Company restates its financial statements, the [*COMP-2301 Financial Restatement Compensation Recoupment Policy*](#) governs instead of this policy.

4.3. Recoupment Determination

In the event of misconduct or performance that triggers review under this policy, The Company may require reimbursement or forfeiture of incentive compensation.

When deciding whether to require a colleague to reimburse or forfeit incentive compensation and the amount, the Human Resources (HR) and Compensation Committee (or the CEO, in consultation with the CHRO for non-executive officers), should consider whatever factors they consider appropriate. Each decision should be made individually based on the specific circumstance.

Examples of factors include:

- The extent to which the colleague's actions or inactions are in violation of the Code of Conduct and Ethics or Colleague Handbook
- Whether the action or inaction could reasonably be expected to cause financial or reputational harm to The Company
- The nature of the misconduct
- Any pending or threatened legal proceeding related to the act or omission, and any actual or anticipated resolution (including any settlement) of that proceeding.
- The likelihood of success in seeking reimbursement or forfeiture under governing law
- Whether the assertion of a reimbursement or forfeiture claim may prejudice the interests of The Company in any related proceeding or investigation, or otherwise
- Whether the expense of seeking reimbursement or forfeiture is likely to exceed the amount sought or likely to be recovered

- The passage of time since the occurrence of the act—generally, determinations to require reimbursement or forfeiture would be considered within three years of the date of the misconduct or performance
- The tax consequences to the affected individual, it being the intent of this policy that any recoupment be of the net after-tax amount received
- Other factors as they deem appropriate under the circumstances

In the event The Company imposes recoupment based on misconduct or performance, the colleague must satisfy the obligation by reimbursement or forfeiture of all incentive compensation determined to be related to all periods impacted by the misconduct or performance.

The determinations of the HR and Compensation Committee or the CEO, with the consultation of the CHRO, need not be uniform with respect to each colleague.

4.4. Determination Documentation

The CEO and the Chief Human Resources Officer must report any decisions made or actions taken under this Policy to the HR and Compensation Committee.

The committee Secretary must record the recoupment decision in the HR and Compensation Committee meeting minutes.

4.5. Risk Thresholds

Human Resources Segment Risk establishes and monitors risk thresholds (e.g., limits or boundaries) as deemed necessary by the Chief Human Resources Officer, to help The Company maintain the objectives of this policy. Human Resources Segment Risk documents risk measurements and limits in applicable risk assessments.

5. Roles and Responsibilities

5.1. Committee

The HR and Compensation Committee decides whether to require a colleague to reimburse or forfeit incentive compensation and the amount.

5.2. First Line of Defense

5.2.1. CEO

Assists the HR and Compensation Committee (as applicable) with deciding whether to require a colleague to reimburse or forfeit incentive compensation and the amount.

5.2.2. Management

The Total Rewards Executive must ensure that reasonable mechanisms are in place to monitor for exceptions to this Policy.

5.2.3. Chief Human Resources Officer (CHRO)

- Ensures the HR and Compensation Committee reviews and approves this Policy at least once every year.
- Collaborates with the HR and Compensation Committee to ensure that Management fulfills its responsibilities under this policy.

5.2.4. Segment Risk

Human Resources Segment Risk sets and monitors risk thresholds—such as limits or boundaries—under the direction of the Chief Human Resources Officer to ensure the Company meets the objectives of this policy.

5.3. Business Support Units (BSUs)

Human Resources Business Partners - work with respective HRBP for colleague's segment to determine and plan recoulement

5.4. Internal Audit

Internal Audit considers requirements, risks, controls, and procedures related to this Policy in its independent risk assessment and audit plan development processes.

6. Governance of this Policy

The HR and Compensation Committee must review and approve this policy at least once every year and oversee Management's compliance with the policy. The Executive Compensation Director (Policy Owner) must ensure the Committee completes its annual review and periodically review the policy to identify and address any associated risks. Management must implement and maintain monitoring processes to identify and address exceptions to this policy.

6.1. Escalation

The Policy Owner has primary responsibility for the interpretation of the requirements of this policy. If the Policy Owner or another party determines that an escalation is necessary, the matter should be escalated by the Policy Owner to the governing committee for consideration and decisioning. See the [Risk Governance Framework](#) and the Risk Pillar Frameworks for additional information on escalation protocols.

6.2. Policy Exceptions

A policy exception is an approved permission to not comply with a policy requirement. The request must be submitted by the impacted business segment/unit and must be approved by the Policy Owner before policy noncompliance occurs. Policy exceptions against requirements based in law or regulation are not allowed.

See Section 4.5.5 of the [ROC2405 Enterprise Policy on Governance and Policies](#) for additional detail, including requirements regarding the duration, changes, and closures of exceptions.

6.3. Policy Violations

A policy violation is an observation of policy noncompliance after it occurs. The identifying party must advise the Policy Owner of the violation. Policy violations do not have a duration; they are recorded as a one-time event.

Violations of policies by individual colleagues may be subject to disciplinary action outlined in [Huntington's Code of Conduct and Ethics](#).

Policy violations, including those that require remediation, must be reviewed against the criteria for a Finding in accordance with RMC-1201 *Issues Management Policy*. If a violation is determined not to meet the criteria for a Finding, the identifying party must document the rationale in the violation description.

See Section 4.5.5 of the [*ROC2405 Enterprise Policy on Governance and Policies*](#) for additional detailed requirements regarding policy violations.

7. Contacts

Table 1. Contacts

Title	Name	Email
Executive Compensation Director		
HR SRO		

8. Revision History

Table 2. Revision History

Revision History:	
Date Approved	Brief Revision Description
January 2014	New Policy approval
April 2015	Updated to reflect new capital ratio
January 2016	Annual approval
February 2017	Annual approval; removal of Adverse Risk Outcome provisions
January 2018	Annual approval
January 2019	Annual approval
January 2021	Annual approval
January 2022	Annual approval; Updated Policy name
January 2023	Annual approval
October 2023	Updated to reflect new Financial Restatement Compensation Recoupment Policy
January 2024	Annual approval
January 2025	Annual approval
Pending	Uplifted policy to the Template v. 3.2.

Appendix 1 References

AP 1.1 Authoritative Sources

Table 3. Authoritative Sources

Authoritative Sources:
N/A

AP 1.2 Guiding References

Table 4. Guiding References

Guiding References:	
Reference #	Document Name
COMP-2301	Financial Restatement Compensation Recoupment Policy
	2018 Amended and Restated Long-Term Incentive Plan (available on ir.huntington.com)
	2024 Long-Term Incentive Plan (available on ir.huntington.com)

AP 1.3 Supporting Documents

Table 5. Supporting Documents

Supporting Document References:	
Reference #	Document Name
	Huntington's Code of Conduct and Ethics

Appendix 2 List of Policy Requirements

Table 6. List of Policy Requirements

List of Policy Requirements contained in this Policy (“must” statements)			
No.	Reference Section	Requirements	Is the requirement subject to policy exceptions? (Y/N)?
1)	4.3	In the event The Company imposes recoupment based on misconduct or performance, the colleague must satisfy the obligation by reimbursement or forfeiture of all incentive compensation determined to be related to all periods impacted by the misconduct or performance.	N
2)	4.4	The CEO and the Chief Human Resources Officer must report any decisions made or actions taken under this Policy to the HR and Compensation Committee.	N
3)	4.4	The committee Secretary must record the recoupment decision in the HR and Compensation Committee meeting minutes.	N
4)	5.22	The Total Rewards Executive must ensure that reasonable mechanisms are in place to monitor for exceptions to this Policy.	N
5)	6	The HR and Compensation Committee must review and approve this policy at least once every year and oversee Management’s compliance with the policy.	N
6)	6	The Executive Compensation Director (Policy Owner) must ensure the Committee completes its annual review and periodically review the policy to identify and address any associated risks.	N
7)	6	Management must implement and maintain monitoring processes to identify and address exceptions to this policy.	N
8)	6.2	The request must be submitted by the impacted business segment/unit and must be approved by the Policy Owner before policy noncompliance occurs.	N
9)	6.3	The identifying party must advise the Policy Owner of the violation.	N
10)	6.3	Policy violations, including those that require remediation, must be reviewed against the criteria for a Finding in accordance with RMC-1201 <i>Issues Management Policy</i> .	N
11)	6.3	If a violation is determined not to meet the criteria for a Finding, the identifying party must document the rationale in the violation description.	N