

	<b>Huntington Bancshares Incorporated</b>		
	<b>Title:</b> Corporate Governance Guidelines		
<b>Charter Number:</b>	<b>Approved By:</b> Nominating and ESG Committee	<b>Approval Date</b> February 2022	<b>Tier:</b> Board
		<b>Anticipated Review Date</b> January 2023	<b>Renewal Frequency:</b> Annual

The Board of Directors of Huntington Bancshares Incorporated (together with its subsidiaries as the context may require, the “Company”) has adopted these Corporate Governance Guidelines (“Guidelines”) to promote and foster an environment of strong, leading corporate governance practices that benefit each of the Company’s stakeholders. These Guidelines are annually reviewed by the Company’s Board of Directors (the “Board”) so that they keep pace with the continually changing corporate governance landscape.

### **A. Director Responsibilities and Board Composition**

1. In General. The Board is responsible for oversight of the Company and reviews and approves the Company’s mission and strategies. In fulfilling this responsibility, Directors must exercise their business judgment in good faith to act in what they reasonably believe to be in the best interests of the Company. Further, the Board, or a committee thereof:

- Sets the tone for and monitors compliance with the Company’s ethical standards, including the Code of Business Conduct and Ethics.
- Monitors the performance of the Company in relation to its vision, mission, strategies, and financial and non-financial objectives;
- Oversees the performance and effectiveness of the Chief Executive Officer (“CEO”) and other members of management;
- Oversees the selection and retention of the CEO;
- Monitors the Company’s financial reporting processes and internal controls.
- Oversees management’s development and implementation of the Company’s risk management framework.
- Holds focused discussions of individual businesses and key issues throughout the year.
- Regularly reviews the Company’s performance compared to its competitive peer companies.
- Approves major transactions that are beyond the authority of corporate executive management.

2. Board Size. The Company’s Bylaws provide that the Board shall consist of not less than three Directors and not more than twenty-five Directors. The size of the Board shall be fixed from time to time by the Board based on recommendations of the Nominating and ESG (“NESG”) Committee.

3. Director Terms. Directors are elected annually for a term of one year.

4. Leadership Structure. The Board will determine periodically whether to separate or combine the offices of Chairman and CEO considering the Company’s then-current and anticipated future circumstances, succession planning needs, the skills and experience of the individual(s) filling those positions, and other relevant factors. When the positions of Chairman and CEO are combined, the independent Directors shall appoint an independent Director as the Lead Director. References to the Lead Director throughout these Guidelines are only applicable when such position exists.

5. Meetings and Meeting Preparation. Regular attendance of all meetings of the Board and of committees on which the Directors serve is of utmost importance. Board members are expected to attend (i) the Company's annual shareholder meeting and (ii) a *minimum* of 75 percent of all regularly scheduled Board and Committee meetings.

Directors are expected to prepare themselves for these meetings. The Company also expects Directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company.

The Chairman of the Board in consultation with the Lead Director establishes the Board agenda for Board meetings. Board meetings focus on the Company's key strategic, leadership, and performance issues. The Board will designate other responsibilities as appropriate to committees. Each year, the Board will conduct a formal review and discussions of the Company's long-term strategic plans.

6. Shareholder Proposals. The NESG Committee will review shareholder proposals duly and properly submitted to the Company and provide recommendations to the Board for recommendation to the shareholders.

7. Shareholder Communications. It is the Company's policy that management speaks for the Company, but from time to time, comments from the Board may be appropriate. Typically, such comments would come from the Chairman or Lead Director; however, the Chairman may ask other Directors to speak with shareholders or other constituents, as appropriate. The NESG Committee oversees the Company's efforts to effectively communicate with institutional shareholders both in connection with the corporation's proxy filing and throughout the year.

Persons wishing to write to the Board or a specific Director, including the Lead Director, can find information on the Board of Directors page in the About Us section of the Company's website at [www.huntington.com](http://www.huntington.com).

8. Code of Conduct. The Company has adopted a comprehensive set of expectations to guide the decision-making of our Board, management, colleagues, and service providers. Among other matters, the Code of Conduct and Ethics addresses raising concerns, creating a respectful and safe workplace, and handling conflicts of interest. Waivers of the Code of Business Conduct and Ethics for Directors and executive officers, which are not generally provided, shall be approved by the NESG Committee and appropriately disclosed.

## **B. Director Qualifications**

1. Independence. A majority of the Board must be independent, and the Board, based upon recommendations from the NESG Committee, will make independence determinations for each Director. A determination of independence shall be made based on rules promulgated by the Nasdaq Stock Market, Inc. ("Nasdaq").

2. Audit Committee Members – Additional Requirements. In addition to the independence requirements set forth above, Audit Committee members must meet the specific requirements established by the Securities and Exchange Commission ("SEC") and Nasdaq for independence and the requirements of the Federal Deposit Insurance Corporation Improvement Act ("FDICIA") and the Sarbanes-Oxley Act. All Audit Committee members must be financially literate and at least one member shall be a "financial expert," as defined by SEC regulations.

3. Change in Principal Employment. Board members should be active leaders in each member's business or profession and within their community. As such, members who experience a significant change in their principal occupation, position, or responsibility (including retirement) held when they were appointed or most recently elected to the Board should volunteer to resign from the Board. Although every instance of such change will not necessarily require the Director to leave the Board, there should be an opportunity for the Board, through the NESG Committee, to review whether it is appropriate for that Director to continue serving on the Board. Any Director (1) whose resignation is under consideration or (2) who serves on another company's board with the Director whose resignation is under consideration, shall not participate in any deliberations regarding whether to accept the resignation.

4. Membership on Outside Boards. Members should advise the Chairman of the Board and the Chairman of the NESG Committee in advance of accepting an invitation to serve on another public company board. There should be an opportunity for the Board through the NESG Committee to review the member's availability to fulfill their responsibilities as a Director if they serve on more than three other public company boards.

5. Loan Default. A Director is expected to submit their resignation if a loan from the Company to a Director or entity controlled by a Director is classified "doubtful" or "loss."

6. Director Candidates – Diversity and Additional Criteria. One of the Board's most important responsibilities is identifying, evaluating, and selecting candidates for the Board. The NESG Committee will, from time to time, identify selection criteria for Board membership, taking into consideration the current Board composition and the knowledge, skills, and experience currently represented. Board members are encouraged to identify prospective Directors, consistent with the below criteria, and recommend them to the NESG Committee.

The NESG Committee reviews the qualifications of potential Director candidates and makes recommendation to the full Board for election. The factors considered by the NESG Committee and the Board in its review of potential candidates include:

- The candidate's gender, race, ethnicity, age, background, and other attributes, particularly in light of the existing diversity represented on the Board.
- Whether the candidate has exhibited behavior that indicates they are committed to the highest ethical standards.
- The candidate's general business knowledge and special skills, expertise, and background that would complement the attributes of the existing Directors.
- The candidate's leadership and prominence within their business, governmental, or professional activities and whether their reputation demonstrates the ability to make the kind of important and sensitive judgments that the Board is called upon to make.
- The candidate's willingness to challenge management while working constructively as part of a team in an environment of collegiality, confidence, and trust.
- A determination of whether the candidate will be able to devote sufficient time and energy to the performance of their duties as a Director based on their current and potential commitments.
- The candidate's experience in the financial services industry and with risk management and compensation practices.
- The existence of any conflicts of interest.

The Board believes that its membership should reflect the diversity of the Company's markets and geographies. As such, the Board has adopted the following version of the Rooney Rule for Director candidate searches. When seeking potential candidates for directorship, the NESG Committee will include highly qualified candidates who reflect diverse backgrounds (including diversity of gender, race, sexual orientation, and ethnicity) in the initial pool from which nominees are chosen. Further, any third-party firms or consultants used to compile a pool of candidates will include such individuals.

7. Retirement Age – Criteria to Consider. The Bylaws provide that no person shall be nominated or elected a Director of the Company after having attained the age of 72 years, unless prior to such nomination or election as a Director, the Board or the NESG Committee first makes a determination that such age restriction shall not be applicable to such person. Such exceptions to this policy should be rare, and any determination that the age restriction shall not be applicable to any person shall be made only after consideration of whether such person: brings a specific expertise to the board; has valuable industry-specific knowledge and experience; holds unique relationships with third parties, such as regulators; has capacity to devote time to special projects; has developed significant institutional knowledge; or possesses some other attributes or qualifications deemed essential by the Board or NESG Committee. Further, any determination that the age restriction shall not apply shall not be made for two or more consecutive years unless a compelling rationale exists.

8. Term Limits and Board Refreshment. The Board does not support instituting limits on the number of terms that Directors may serve. Directors who have served on the Company's Board for longer periods of time are able to offer unique experience, insights, and institutional knowledge. By having a balanced set of newer, mid-tenured, and seasoned Directors on the Board, the Board is better positioned for succession planning, passing on and developing institutional knowledge, and incorporating fresh perspectives. The Board prefers to rely on a robust self-assessment process, as opposed to term limits, for refreshment purposes.

9. Election of Directors. As explained further in our Bylaws, in uncontested elections of Directors, a nominee for election to the Board at a meeting of shareholders shall be elected only if the number of votes cast "for" such nominee's election exceeds the number of votes cast "against" or affirmatively "withheld" as to such nominee's election (i.e., a majority vote standard). A plurality vote standard is applicable in contested elections.

### **C. Director Access to Management, Colleagues, and Independent Advisors**

1. Management and Colleagues. Directors may and are encouraged to contact any member of management or any other Company colleague at any time, about any matter, and without prior or subsequent notice or permission from the CEO or other executive officer.

2. Independent Advisors. The Board and committees thereof, as they deem appropriate, may retain any independent advisor they deem necessary, without conferring with or obtaining the approval of management, and the Company will be responsible for the expenses of any advisor so retained.

### **D. Regular Separate Independent Director Meetings**

The independent Directors will hold meetings in executive session without management present on a regular basis but not less than twice each year. Such meetings may be in conjunction with regularly scheduled meetings of the Board. The Lead Director will preside at each meeting. The Lead Director will communicate to the CEO such information as they deem appropriate following the executive session.

## **E. Committees**

1. General. The Board will establish necessary Committees, to include:

- NESG Committee
- Audit Committee
- Human Resources and Compensation Committee
- Risk Oversight Committee
- Executive Committee
- Community Development Committee
- Technology Committee

Each standing Committee will have a written charter, which will detail their respective responsibilities. Each Committee will determine which members of management will attend Committee meetings and when to conduct executive sessions without management. Committees will report regularly to the full Board on their actions, recommendations, and discussions, and the Board will act on the Committee's recommendations. The Board and each Committee thereof will also undertake an annual performance evaluation under the direction of the NESG Committee.

2. Committee Membership, Chairs, and Rotation. Membership and chair positions on each Committee will be determined by action of the NESG Committee except that the NESG Committee's membership and chair shall be determined by the Board. In determining committee membership, the NESG Committee and Board, as the case may be, will consider applicable listing and regulatory qualifications. Members of the Audit Committee, the Human Resources and Compensation Committee, the NESG Committee, and the Risk Oversight Committee shall be independent pursuant to the provisions set forth herein.

Committee assignments should be based on each Director's knowledge, skills, expertise, and interest. Further, the NESG Committee and Board recognize that continuity of membership enhances institutional knowledge and further depth in assigned areas. For these reasons, the Board does not favor mandatory rotation of committee assignments or chair positions. On the other hand, the Board recognizes the value of internal refreshment, which can bring about fresh perspectives on committees. Therefore, the NESG Committee and Board annually review committee membership and chair positions to balance these competing demands.

3. Joint Committees. A Committee may be a joint committee of the Company and The Huntington National Bank (the "Bank"). A joint committee may hold separate sessions, if necessary, to address issues that are relevant to one entity but not the other or to consider transactions between the two entities or other matters where the Company and the Bank may have different interests. In addition, any such joint committee should consult with internal or outside counsel if, in the opinion of the joint committee, any matter under consideration by the joint committee has the potential for any conflict between the interests of the Company and those of the Bank or the Company's other subsidiaries to ensure that appropriate procedures are established for addressing any such potential conflict.

## **F. Lead Director**

1. Appointment. When the Board has determined to appoint a Lead Director, such individual shall be appointed by a majority vote of the independent Directors for a one-year term and shall serve until

## *Corporate Governance Guidelines*

the expiration of the term or until such Lead Director's earlier resignation, retirement, or removal from the Board.

2. Responsibilities and Duties. The Lead Director shall assist the independent Directors in the fulfillment of their oversight and guidance of the Corporation. The responsibilities and duties of the Lead Director shall include:

### *Board Leadership*

- Presiding at all meetings of the Board at which the Chairman is not present;
- Presiding at executive sessions of the independent Directors;
- Having the authority to call meetings of the independent Directors;

### *Board Meetings and Operations*

- Consulting with the Chairman of the Board on information sent to the Board;
- Approving meeting agendas for the Board;
- Approving meeting schedules to assure that there is sufficient time for discussion of all agenda items;

### *Other*

- Serving as liaison between the Chairman and the independent Directors;
- Coordinating with the Chairman on director orientation and continuing education;
- If requested by major shareholders, ensuring that they are available for consultation and direct communication;
- Engaging advisors and consultants who report directly to the Board.

## **G. Director Compensation**

The form and amount of compensation of Directors will be recommended to the Board by the Human Resources and Compensation Committee and will be guided by the following principles:

1. What is customary for similar organizations, including the Company's peers?
2. The amount of time required to fulfill the duties of a Director.

## **H. Director Orientation and Ongoing Education**

The Company has adopted a Director Onboarding and Ongoing Education Program to foster Board effectiveness by getting and keeping Directors abreast of developments at the Company and more broadly. New Directors will receive an orientation briefing and all Directors will receive ongoing training and opportunities to participate in continuing education programs.

1. Orientation. The new Director orientation briefing typically includes: the Company's organizational and governance documents; recent SEC filings; strategic and operating plans; financial information; corporate structure and organizational charts; and information about the Company's businesses, products, services, and the industries in which the Company operates.

2. Continuing Education. The Company will provide on-going training and opportunities to participate in continuing education programs, including trainings and opportunities designed to assist the Board in its risk oversight function. Directors are encouraged, as appropriate, to seek additional

training through seminars, conferences, and other pertinent educational opportunities, including opportunities sponsored by the Company. The associated expenses of such trainings will be reimbursed by the Company.

**I. Director Share Ownership**

The Directors have adopted a requirement that each Director own that number of shares equal in value to five times the annual retainer of the Director.

**J. Confidentiality**

Directors are required to protect and hold confidential all Confidential Information (as such term is defined herein below) obtained as a result of their directorship position, absent the express permission of the Board to disclose such information or as required by law, and except to other Directors; executive officers of the Company; and the Company's independent accountants, legal counsel, and financial and other advisors.

"Confidential Information" means all non-public information entrusted to or obtained by a Director by reason of their position as a Director of the Company. It includes, but is not limited to, non-public information related to the Company, such as: (i) non-public information about the Company's financial condition; prospects or plans; its marketing and sales programs, products, and services; and information relating to mergers and acquisitions, stock splits, and divestitures; (ii) non-public information concerning possible transactions with other companies or information about the Company's current and prospective customers, suppliers, vendors, or joint venture partners, which in each case the Company is under an obligation to maintain as confidential; (iii) non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers, and Directors; (iv) confidential supervisory information as defined by applicable regulatory authorities; and (v) Board materials, deliberations, and discussions.

**K. Charitable Contributions**

If a Director, or an immediate family member of a Director who shares the Director's household, serves as a director, trustee, or executive officer of a foundation, university, or other nonprofit organization ("Charitable Organization") and such Charitable Organization receives contributions or pledges from the Company and/or the Huntington Foundation, such contributions and pledges will be reported to the NESG Committee at least annually.

**L. Management Succession**

The Board shall oversee succession planning for the positions of CEO and other members of the Company's executive leadership team. At least annually, the CEO shall review with the Board or a committee thereof the succession plans in place for executive leadership.

**M. Director Indemnification**

The Directors shall be entitled to have the Company purchase reasonable Directors' and officers' liability insurance on their behalf and to make use of the benefits of indemnification to the fullest extent permitted by law and the Company's articles of incorporation, bylaws, and any indemnification agreements, and to exculpation as provided by state law and the Company's articles of incorporation.

Exhibit A

NOMINATING GUIDELINES FOR SHAREHOLDERS

Shareholders who wish to recommend Director candidates for consideration by the NESG Committee may send a written notice to the Secretary at Huntington's principal executive offices. Shareholders should review the Company's Bylaws and most recent proxy statement filed with the SEC to determine the applicable deadlines for the Company's receipt of a shareholder's nomination notice.

In general, the notice should indicate the name, age, and address of the person recommended, the person's principal occupation or employment for the last five years, other public company boards on which the person serves, whether the person would qualify as independent as the term is defined under the applicable listing standards of Nasdaq, and the class and number of shares of Huntington securities owned by the person. The NESG Committee may require additional information to determine the eligibility and qualifications of the person recommended. The notice should also state the name and address of, and the class and number of shares of Huntington securities owned by, the person or persons making the recommendation.

The information in this Exhibit A is qualified in its entirety by reference to Regulation 14A of the Securities Exchange Act of 1934, as amended; regulations related thereto; and the Company's Bylaws.