

	Huntington Bancshares Incorporated		
	Title: Joint Risk Oversight Committee Charter		
Charter Number: CH-006	Approved By: Board of Directors	Approval Date April 16, 2025	Tier: Board
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Purpose

The Joint Risk Oversight 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 appointed by the respective boards of directors as applicable (individually or collectively, as applicable, the “Board”). The Committee is responsible for the risk-management policies of the Company’s operations and oversight of the operation of the Company’s enterprise-wide risk governance framework (the “Risk Governance Framework”), which governs the Company’s management of compliance risk, credit risk, operational risk, liquidity risk, market risk, reputation risk, and strategic risk.

The Committee’s role is one of oversight, recognizing that management is responsible for executing the Company’s risk management policies. While the Committee has the responsibilities and powers set forth in this Charter, management is responsible for designing, implementing and maintaining an effective 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. Each member shall be independent, and at least one member shall have experience—as determined by the Board—in identifying, assessing and managing risk exposures of large, complex financial firms.
- B. Each Committee member shall satisfy any additional requirements the Board deems appropriate, including any applicable laws, rules and regulations as they are in effect from time to time. The Board shall make all determinations of independence in accordance with its business judgment and in accordance with applicable laws and regulations and NASDAQ rules and standards.
- C. The chair of the Committee shall be appointed and removed by the Nominating and Corporate Governance Committee and shall meet all the requirements set forth in 12 C.F.R. sec. 252.33(a)(4)(ii).

Meetings, Structure and Operations

- A. The Committee shall meet at least quarterly, 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.

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- 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 the 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 the Committee 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 the Committee. The members of the 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.
- E. The Committee shall meet at least quarterly with each of the Chief Risk Officer and the Credit Review Director and may meet with any other member of executive management as determined by the Committee. The Committee may meet separately in executive session with such executives.
- F. To ensure appropriate oversight of risk and other issues without unnecessary duplication, the Committee may meet jointly with the other Board committees to discuss matters of common interest as determined appropriate by the respective committees. In addition, the Committee shall share information of common interest with other Board Committees as determined appropriate by the Committee. The Committee shall coordinate with the Human Resources and Compensation Committee, as appropriate, on compensation matters. The Committee shall meet at least annually in joint session with the Audit Committee and Technology Committee to discuss matters of mutual interest as identified in advance of the joint session.

Duties and Responsibilities

In such a manner as the Committee deems appropriate to fulfill its purposes, and exercising its independent judgment, the Committee shall have the following duties and responsibilities:

- A. Risk Governance Framework. With respect to its oversight of the Company's Risk Governance Framework, the Committee will:
 - 1. Annually review and approve the Company's Risk Governance Framework and risk pillar frameworks, and review and approve any significant changes to the Risk Governance Framework and risk pillar frameworks (excluding, in each case, the Liquidity Risk Pillar Framework). Annually review and recommend for Board approval the Liquidity Risk Pillar Framework.
 - 2. Annually review and recommend for Board approval the Company's risk appetite statement (or more frequently, as necessary, based on the size and volatility of risks and any material changes to the Company's business model, strategy, risk profile, or market conditions).
 - 3. Review and approve the charter of the Company's Risk Management Committee.

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4. Review quarterly reports from the Chief Risk Officer, which shall include an independent assessment of the Company's risk profile, its performance against risk appetite metrics, the identification of top/emerging risks, risk management deficiencies and failures to adhere to the Risk Governance Framework. At any time, the Committee may receive other reports and information from the Chief Risk Officer.
 5. Review and approve key Company-wide risk policies on an annual basis or such other frequency as mandated by those policies. The Committee has the authority to direct management to develop and implement additional policies and procedures as the Committee deems appropriate.
 6. Serve as the Board's primary oversight body for regulatory risk-related issues requiring board-level supervision.
 7. Review regulatory reports and findings directed to the Board's attention and receive reports regarding management's response to material regulatory findings.
 8. Oversee effectiveness of the Issues Risk Management Program and Management's efforts to sustainably address risk issues.
 9. In coordination with the Audit Committee, review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the guidelines and policies that govern the process by which risk assessment and management is undertaken.
 10. Perform such other activities related to oversight of risk management as may be requested by the Board.
- B. Strategic Risk Management and Capital Planning. With respect to its strategic risk and capital management oversight function, the Committee will:
1. Review and approve the charter for the Capital Management Committee, the Capital Policy, the Capital Contingency Plan, and capital planning scenarios.
 2. Oversee the administration and effectiveness of the Company's capital management and capital planning process, including capital adequacy assessment and forecasting processes, capital strategy, and end-to-end capital planning.
 3. Review and recommend for Board approval the Company's Capital Plan and the Bank's resolution plan.
 4. After due consideration of the recommendations made by management, recommend for approval by the relevant Board such capital management activities, including dividend actions, stock repurchases, and stock issuances, as it may deem appropriate.
- C. Liquidity and Market Risk Management. With respect to its liquidity and market risk management oversight function, the Committee will:
1. Review and approve the charter for the Asset and Liability Management Committee.
 2. Oversee the administration and effectiveness of the Company's liquidity risk measurement and reporting systems, and review reports on the Company's liquidity risk profile, liquidity risk

tolerance and liquidity stress testing at least quarterly (or more often, if changes in market conditions or liquidity position, risk profile, or financial condition of the Company warrant).

3. Review reports from Corporate Risk Management regarding the adequacy and effectiveness of the Company's liquidity risk management processes and material liquidity risk management issues.
4. Review and approve the Contingency Funding Plan at least annually, and review and approve any material revisions to such plan prior to implementation.
5. Review reports regarding the Company's market risk management, including with respect to interest rate risk, capital, investment portfolio positions and risk hedging.
6. Review reports from Corporate Risk Management regarding the adequacy and effectiveness of the Company's market risk management processes and material market risk management issues.

D. Compliance Risk. With respect to its compliance risk oversight function, the Committee will:

1. Review and approve significant compliance and Bank Secrecy Act/Anti-Money Laundering policies.
2. Review the reporting and metrics related to compliance with fair lending obligations.
3. Oversee the administration and effectiveness of the Company's system for monitoring compliance with laws and regulations.
4. Review reports regarding the Company's compliance risk program.
5. Oversee the administration and effectiveness of the Company's Conduct Risk Office, and review reports from the Chief Risk Officer on conduct risk management and deficiencies.
6. Review and, as applicable, approve such reports, assessments and other items as may be required by applicable law or regulation, including annual reviews of the bank-owned life insurance portfolio and the Bank Secrecy Act/Anti-Money Laundering program.

E. Credit. With respect to its credit risk oversight function, the Committee will:

1. Review and approve charters for the Company's Allowance for Credit Loss Approval Committee and Credit Policy & Strategy Committee.
2. Review and approve significant credit risk management policies.
3. In coordination with the Audit Committee, review on a quarterly basis the adequacy and methodology of the Company's allowance for credit losses and evaluate adherence to related policies and the associated control environment.
4. Review reports regarding the Company's credit risk profile, including with respect to credit concentrations, origination and asset quality, and management's assessment of enterprise-wide and business-line-specific credit risk issues and trends.
5. Review reports regarding newly created, modified, or temporarily implemented credit policies that are material in nature and the associated Credit Review assessment.

F. Credit Review. With respect to its Credit Review oversight function, the Committee will:

1. Oversee the administration, effectiveness, and independence of the Company's Credit Review function.
2. Review and approve the Credit Review exam schedule (and any material modifications thereto) and the Credit Review Policy.
3. Approve the appointment and removal, as required, of the Credit Review Director, approve the Credit Review Director's compensation, and review the performance of the Credit Review Director annually. The Credit Review Director shall report directly to the Committee and administratively to the Chief Executive Officer.
4. Review and approve the annual budget and staffing plan for Credit Review.
5. Review reports regarding Credit Review exam results, Credit Review exam efficiency and quality metrics, Credit Review issues management tracking (including corrective actions, testing, and resolution with respect to Credit Review findings), and Credit Review credit risk assessments (including emerging concerns). Reports received by the Committee regarding newly created, modified, or temporarily implemented credit policies that are material in nature shall include an independent assessment by Credit Review regarding the impact thereof.
6. Review reports regarding the independence of Credit Review and its management of conflicts of interest.

G. Operational Risk. With respect to its operational risk oversight function, the Committee will:

1. Review and approve significant operational risk management policies.
2. Review reports on the Company's operational risk management program and model risk management program.
3. Oversee the administration and effectiveness of the Company's program for managing risks related to third-party relationships.

The Board has delegated to the Technology Committee oversight of the Company's Information and Cyber Security risk management program. The Committee maintains oversight of the assessment of information and cybersecurity risk and alignment to the Risk Governance Framework.

H. Risk Management Administration. With respect to its Corporate Risk Management oversight function, the Committee will:

1. Oversee the administration, effectiveness, and independence of the Company's Corporate Risk Management function.
2. Review and approve the annual budget for the Company's Corporate Risk Management function.
3. Approve the appointment and removal, as required, of the Chief Risk Officer, after consideration of his or her skills and abilities to carry out the position's roles and responsibilities; approve the Chief Risk Officer's compensation, after consideration of risk assessment and risk management matters as they relate to compensation, including ensuring compensation

practices are consistent with the safety and soundness of the Company and do not encourage excessive risk taking; and review the performance of the Chief Risk Officer annually. The Chief Risk Officer shall report directly to both the Committee and the Chief Executive Officer.

4. Ensure that senior-level risk management officers, including the Chief Risk Officer, have sufficient stature, authority and seniority to carry out such officers' responsibilities.
- I. Annual Review. In such a manner as the Committee deems appropriate to fulfil its purposes, the Committee shall 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, Employees 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 shall have direct access to, and complete and open communication with, the Company's management, including the Chief Risk Officer and the Credit Review Director, and employees, and may obtain advice and assistance from internal legal, risk or other advisors.
- C. 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 any advisor so retained.

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. The Committee shall review and approve charters for any subcommittees it has established on an annual basis and shall have oversight responsibility of those subcommittees, including membership and chair designations.

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 and to assess the current risk exposures and future risk strategy. 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.

General

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- A. One or more officers or employees of the Company whom the Committee members reasonably believe to be reliable and competent in the matters presented; or
- B. Counsel, independent auditors, or other persons as to matters which the Committee members reasonably believe to be within the professional or expert competence of such person.