Huntington	**Huntington Bancshares Incorporated**		
	Title: Joint Human Resources and Compensation Committee Charter		
Charter Number: CH-002	**Approved By**: Board of Directors	**Approval Date:** July 22, 2026	**Tier:** Board
		Anticipated Review Date: January 2027	**Renewal Frequency:** Annual

Purpose of Committee

The Joint Human Resources and Compensation 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:

i. the compensation of the Company's Chief Executive Officer ("CEO") and other Executive Officers. "Executive Officer" shall mean a person identified by the Board as an "officer" for purposes of, and subject to, Section 16 of the Securities Exchange Act of 1934;

ii. the compensation of the Company's non-employee Directors; and

iii. policies and procedures governing the Company's compensation programs as required by the Board or by regulation.

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. Each Committee member shall be independent in accordance with the listing rules of the Nasdaq Stock Market. 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. The Chair of the Committee shall be appointed and removed by the Board, on recommendation of the Nominating and Corporate Governance Committee. In addition, the Board may require that members must also qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934.

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.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

A. Executive Compensation. In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:

1. Periodically review and approve the Company's executive compensation philosophy to "pay for performance" that creates long-term shareholder value.
2. Periodically review the Company's executive compensation plans and programs considering the Company's strategic goals and objectives, competitive practices, and emerging "best practices".
3. Annually approve the goals and objectives relevant to evaluating the performance of the CEO; facilitate the annual CEO review process; evaluate the CEO's performance considering the pre-established goals and objectives; and with input from the independent directors of the Board, excluding the CEO, determine the CEO's compensation. The CEO will not be present during voting or deliberations on their compensation.
4. Review and approve the goals and objectives relevant to evaluating the performance of the other Executive Officers and determine the compensation, including base salary, of such Executive Officers, with input from the CEO.
5. Review and approve any form of employment agreement, severance agreement or policy, retention agreements, change in control agreement, or special perquisite or supplemental benefit program provided to Executive Officers.
6. Review and approve all cash or equity incentive awards for Executive Officers and, either through policy or individual action, aggregate awards for all other officers and employees.

B. Program Design and Administration / Pay Determination. In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:

1. Oversee management's establishment of clear policies and procedures for the incentive compensation process relating to, among other things, the use of discretion, the determination of incentive compensation pools and their allocation to individual incentive compensation awards, and clear documentation of decisions made.
2. Oversee management's adoption of corporate governance practices, including developing systematic, firm-wide, and clearly documented and communicated incentive compensation policies and procedures.
3. Support and coordinate with other committees of the Board in their duties as needed.
4. Make specific inquiry into the relationship between achievement of incentive compensation goals and any accounting adjustments recommended by management.
5. Meet with representatives of the Audit Committee as appropriate in making any other incentive compensation determinations.
6. Review, approve, and administer the annual Management Incentive Plan and equity / long-term incentive plans.
7. Review the overall design and cost of the Company's retirement plans and the adequacy of funding of the retirement plans.
8. Review and approve the share ownership guidelines and holding requirements for employees and for non-employee Directors of the Company.
9. Review and approve the Company's recoupment policies, including as required by Nasdaq listing rules.

C. Compensation and Risk Management Oversight. In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall review and evaluate the Company's compensation policies and practices and the relationship among risk, risk management, and compensation to ensure that:

1. Incentive compensation practices appropriately balance risk and financial results;
2. Incentives do not encourage unnecessary and excessive risk taking, or expose the Company to imprudent risks;
3. The incentive programs are compatible with effective controls and risk management and are supported by strong corporate governance; and
4. The compensation policies are not likely to have a material adverse effect on the Company.

The Committee shall coordinate with the Risk Oversight Committee, as appropriate, on compensation matters.

D. Leadership Development, Succession Planning and Culture. In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:

1. Review, approve, and oversee the processes for talent development, recruitment, and succession planning to ensure that on an enterprise-wide scale, management and employees who are responsible for or influence material risk decisions generally have the knowledge, skills, and abilities to effectively identify, measure, monitor, and control relevant risks.
2. Require management to assign individuals specific responsibilities within the talent management program and to hold those individuals accountable for the program's effectiveness.
3. Assist the Board in overseeing the development, implementation, and effectiveness of the Company's strategies and policies regarding human resources matters, including, but not limited to, retention, management succession and talent management, pay equity practices, and (in coordination with the Nominating and Corporate Governance Committee) diversity and inclusion practices.

E. Director Compensation. In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:

1. Review and recommend to the Board for approval, the non-employee Director compensation philosophy and program.
2. Recommend to the Board the form and amount of compensation of Directors, guided by the following principles:
    i. Customary practices for similar organizations, including the Company's peers; and
    ii. The amount of time required to fulfill the duties of a Director.

F. Disclosure and Reporting. In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:

1. Review and discuss with management the Compensation Discussion and Analysis ("CD&A") and recommend to the Board the CD&A to be included in the corporation's annual proxy statement.
2. Approve the Compensation Committee Report for inclusion in the corporation's annual proxy statement, in accordance with applicable SEC rules and regulations.
3. Review other compensation-related disclosures, including disclosures concerning compensation policies and practices as they relate to risk management, and disclosures related to the Committee's compensation consultants.
4. Review and approve any compensation-related matters to be considered by shareholders at the annual meeting, including those proposed by management or

shareholders, and recommend any actions to be taken by the Board with respect to those proposals.

G. 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.
2. Elect or remove or delegate authority to elect or remove officers of the Company and the Bank except that the Board shall elect all officers subject to Section 16 of the Securities Exchange Act of 1934 and the chairman, vice chairman, president, secretary, treasurer, chief financial officer, chief operating officer, and any other person required to be elected by the Board under law or the Bylaws.

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 any advisor so retained.

C. The Committee may select, or receive advice from, a compensation consultant, legal counsel, or other advisor to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

1. the provision of other services to the Company by the firm that employs the compensation consultant, legal counsel, or other advisor;
2. the amount of fees received from the Company by the firm that employs the compensation consultant, legal counsel, or other advisor, as a percentage of the total revenue of the firm that employs the compensation consultant, legal counsel, or other advisor;
3. the policies and procedures of the firm that employs the compensation consultant, legal counsel, or other advisor that are designed to prevent conflicts of interest;
4. any business or personal relationship of the compensation consultant, legal counsel, or other advisor with a member of the Committee;
5. any stock of the Company owned by the compensation consultant, legal counsel, or other advisor; and

6. any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person or firm employing the advisor with an Executive Officer of the Company.

The Committee is not required to conduct an independence assessment for a compensation advisor that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or Directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the advisor, and about which the advisor does not provide advice.

For the avoidance of doubt, nothing in the rules requires a compensation consultant, legal counsel, or other compensation adviser to be independent, only that the Committee consider the enumerated independence factors before selecting, or receiving advice from, a compensation adviser. The Committee may select, or receive advice from, any compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Delegation of Authority

In the absence of any prescription by the Board, applicable provision in the Company's Bylaws, or applicable law or rule, the Committee may delegate some or all of its power and authority to an individual or one or more subcommittees. The Committee shall review and approve charters for any subcommittees that it has established on an annual basis, and has oversight responsibility of those subcommittees, including membership and chair designations.

Procedural Responsibilities

The Committee will provide quarterly 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.

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 Huntington officers or colleagues whom the Committee members reasonably believe to be reliable and competent in the matters presented; or

B. Counsel, advisors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person.