

## HUNTINGTON BANCSHARES INCORPORATED INVESTOR RELATIONS PUBLIC DISCLOSURE POLICY

### I. GENERAL GUIDELINES

#### A. Objective

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 investors with equal access to Company information. In particular, when material non-public information is disseminated, it will be done on a broad basis and selective disclosure of material non-public information in violation of Reg. FD is prohibited.

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 and investors, phone calls with analysts and investors and interviews with the media as well as press conferences.

**Only Company authorized Spokespersons will be permitted to speak with investors and securities professionals, such as analysts, and to speak with respect to material information.** Authorized employees of the Company's Public Relations Department are authorized to handle inquiries from the media.

#### B. Company Spokesperson(s)

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 investors and securities markets professionals, such as analysts. These individuals 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 paragraphs V.D and V.E)*

To the degree possible, all public disclosures of information about the Company and communications with analysts and 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.

**Employees, other than the authorized Spokespersons, may not respond to inquiries from the investment community unless specifically requested to do so by an authorized Spokesperson. All such inquiries must be referred to the DIR/ADIR.**

#### C. Meaning of "Material" Information - Information about the Company is "material" if:

1. There is substantial likelihood that a reasonable shareholder 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.

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Company information that could be considered "material" includes:

- Earnings information
- Mergers, acquisitions, and divestitures
- New products
- Changes in control
- Change in auditors
- 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.

- D. Information is "non-public"** if it has not been disseminated by the company in a manner making it available to 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.

## II. 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 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 Sections III and IV will be followed.

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### **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. Internet Chat Rooms/Electronic Message Channels**

Employees or representatives of the Company may not post any comments regarding the Company to Internet chat rooms, message boards, news groups, blogs, Facebook, Twitter, or any other similar forum.

The Company will not respond to information posted on Company-related Internet chat rooms, message boards, news groups, blogs, or any other similar forum.

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

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

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.

## **IV. 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

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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) by phone 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 web cast 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, 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.
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 web cast 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.

## **V. 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.

### **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.

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### 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 breakout sessions). Such meetings will generally be scheduled between the date of the quarterly earnings release and first 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.**

## VI. 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.

Adopted: December 2001

Revised: August 2002, July 2004, August 2004, April 2005, July 2007, May 2008, October 2009, January 2010, August 2010

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**ATTACHMENT A – AUTHORIZED SPOKESPERSONS**

Stephen D. Steinour	Chairman, President	CEO
Donald R. Kimble	Sr. Executive Vice President	CFO
Jay S. Gould	Sr. Vice President	DIR
Todd Beekman	Sr. Vice President	ADIR
None appointed		IRO

Revised: August 2010