

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 OR 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) May 16, 2017**

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**HUNTINGTON BANCSHARES INCORPORATED**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**1-34073**  
(Commission  
File Number)

**31-0724920**  
(IRS Employer  
Identification No.)

**Huntington Center  
41 South High Street  
Columbus, Ohio**  
(Address of principal executive offices)

**43287**  
(Zip Code)

**(614) 480-8300**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure.**

Huntington Bancshares Incorporated will be participating at the 2017 Barclays Americas Select Franchise Conference on May 16, 2017. A copy of the slides forming the basis of the presentation is attached hereto as Exhibit 99.1 and will be available in the Investor Relations section of Huntington's web site at [www.huntington-ir.com](http://www.huntington-ir.com).

The Analyst Handout is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

The Analyst Handout is attached as Exhibit 99.1 and is being furnished, not filed, under item 7.01 of this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1 – Analyst Handout

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HUNTINGTON BANCSHARES INCORPORATED

Date: May 16, 2017

By:           /s/ Howell D. McCullough III          

Howell D. McCullough III

Chief Financial Officer

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**EXHIBIT INDEX**

Exhibit No.	Description
Exhibit 99.1	Analyst Handout

# Welcome

**Huntington Bancshares Incorporated**  
2017 Barclays Americas Select Franchise Conference

**May 16, 2017**



# Disclaimer

## CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This communication contains certain forward-looking statements, including, but not limited to, certain plans, expectations, goals, projections, and statements, which are not historical facts and are subject to numerous assumptions, risks, and uncertainties. Statements that do not describe historical or current facts, including statements about beliefs and expectations, are forward-looking statements. Forward-looking statements may be identified by words such as expect, anticipate, believe, intend, estimate, plan, target, goal, or similar expressions, or future or conditional verbs such as will, may, might, should, would, could, or similar variations. The forward-looking statements are intended to be subject to the safe harbor provided by Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995.

While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements: changes in general economic, political, or industry conditions; uncertainty in U.S. fiscal and monetary policy, including the interest rate policies of the Federal Reserve Board; volatility and disruptions in global capital and credit markets; movements in interest rates; competitive pressures on product pricing and services; success, impact, and timing of our business strategies, including market acceptance of any new products or services implementing our "Fair Play" banking philosophy; the nature, extent, timing, and results of governmental actions, examinations, reviews, reforms, regulations, and interpretations, including those related to the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Basel III regulatory capital reforms, as well as those involving the OCC, Federal Reserve, FDIC, and CFPB; the possibility that the anticipated benefits of the merger with FirstMerit Corporation are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where we do business; diversion of management's attention from ongoing business operations and opportunities; potential adverse reactions or changes to business or employee relationships, including those resulting from the completion of the merger with FirstMerit Corporation; our ability to complete the integration of FirstMerit Corporation successfully; and other factors that may affect our future results. Additional factors that could cause results to differ materially from those described above can be found in our Annual Report on Form 10-K for the year ended December 31, 2016, and in its subsequent Quarterly Reports on Form 10-Q, including for the quarter ended March 31, 2017, each of which is on file with the Securities and Exchange Commission (the "SEC") and available in the "Investor Relations" section of our website, <http://www.huntington.com>, under the heading "Publications and Filings" and in other documents we file with the SEC.

All forward-looking statements speak only as of the date they are made and are based on information available at that time. We do not assume any obligation to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements were made or to reflect the occurrence of unanticipated events except as required by federal securities laws. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements.

# Huntington Bancshares Overview

Midwest financial services holding company

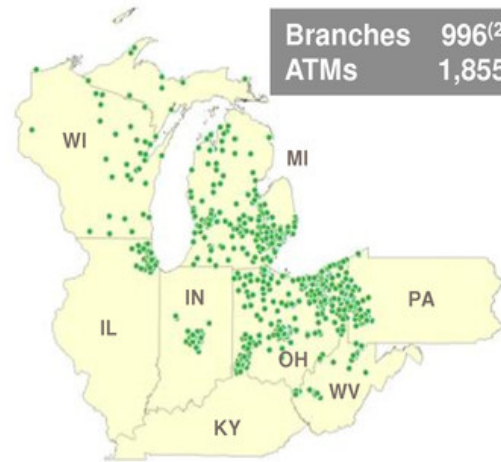
Founded - 1866

Headquarters - Columbus, Ohio

Total assets - \$100 Billion

Employees<sup>(1)</sup> - 16,331

Franchise:



## Top 10 Deposit MSAs

MSA	Rank	Branches	Deposits	Share
Columbus, OH	1	97	\$20,453	32.1%
Cleveland, OH	2	153	8,976	14.0
Detroit, MI	6	121	6,542	5.4
Akron, OH	1	56	5,611	38.5
Indianapolis, IN	4	46	3,272	7.2
Cincinnati, OH	4	36	2,727	2.6
Pittsburgh, PA	8	38	2,689	2.3
Chicago, IL	16	39	2,581	0.7
Toledo, OH	1	33	2,474	24.7
Grand Rapids, MI	2	46	2,466	12.0

Source: SNL Financial, company presentations and filings  
FDIC deposit data as of June 30, 2016

## Top 10 MSAs / Total Deposits 75%

State	Branches	ATMs
Ohio	464	1,022
Michigan	317	417
Illinois	38	39
Wisconsin	32	32
Pennsylvania	50	105
Indiana	44	74
West Virginia	29	146
Kentucky	10	20



(1) 1Q17 Average full-time equivalent (FTE) (2) Includes 12 Private Client Group Offices

# Core Strategy Implemented in 2009

Organically grow market share and share of wallet

**Profitable Growth  
with  
Low Relative Volatility**

**Focus on:  
Consumer,  
Small to Medium Enterprises (including Commercial Real Estate), and  
Auto**

Customer  
Acquisition and  
Deepening

Customer  
Experience  
and Client  
Advocacy

Optimization  
of  
Distribution

Enhanced  
Employee  
Engagement

**Technology:** Focus on Digitization, Omni-channel, Cyber-security

**Marketing:** Expand industry-leading brand promise and delivery – “Category of One”

**Risk Management:** Maintain Aggregate “Moderate to Low” Risk Profile

**Proactively Increase Scale:** Continued focus on organic growth and selective, disciplined M&A



# Actions Taken Since 2009 to Accelerate HBAN

## Focused the Business Model

- Focus on Consumer, Small to Medium Enterprises (includes Commercial Real Estate), and Auto
- Improve balance sheet mix (Deposits & Loans)
- Intense execution and sales management

## Built the Brand

- Introduced Fair Play with distinctive, customer-friendly products
- Colleagues created a welcoming experience with high levels of customer service and advocacy
- Increase in marketing investments

## Investing in the Franchise

- Integrated distribution: Branch, ATM, Relationship Managers, Digital, Mobile, Call Center
- Comprehensive rebrand / refresh of all customer touchpoints (e.g., branch, ATMs, plastics, checks, websites, etc.)
- Technology and data investments

## Disciplined Execution

- Invest in the business while committing to positive operating leverage
- Bring risk management with long-term focus – delivering low relative volatility through the cycle
- Delivering on commitments

Alignment of Management, Colleagues and Long-term Shareholders

# Selected Recent Awards and Recognition



Highest in J.D. Power U.S. **Retail Banking** Satisfaction Study

- North Central region (**2017**, 2016, 2015, 2014, 2013)
- Mid-Atlantic region (**2017**)

Highest in Midwest in J.D. Power **Small Business** Satisfaction Study (2014, 2012)



Kantar TNS Choice Award for **Consumer Retail banking** in the Central Region (**2017**, 2016, 2015, 2013, 2012)



Greenwich Excellence Awards:

- **Middle Market Banking** (**2016**, 2014, 2013, 2012)
- **Small Business Banking** (**2016**, 2015, 2013)
- **Wealth and Investment Services** (**2016**, 2015)



#1 **Small Business** Administration 7(a) lender in the region <sup>(1)</sup>  
(Fiscal years: **2016**, 2015, 2014, 2013, 2012, 2011, 2010, 2009)

(1) #1 SBA 7(a) lender in number of loans in region comprised of IL, IN, KY, MI, OH, WI, WV, and Western PA.  
Source: U.S. Small Business Administration; loan data from October 1, 2008 through December 31, 2016.



# FirstMerit Acquisition: Classic In-market Deal

## Expense Savings Drive Compelling Economics, while Revenue Enhancement Opportunities Provide Long-Term Upside

### Strong Cultural and Strategic Fit

- Complementary businesses with similar cultures & customer profiles
- Pro forma #2 deposit market share in Ohio, significantly enhanced presence in Michigan
- Entrance into attractive Chicago & Wisconsin markets – emphasizing business focus

### Compelling Economics

- Provides opportunity to accelerate achievement of long-term financial goals
  - ✓ 300+ bp expected improvement in ROTCE
  - ✓ 400+ bp expected improvement in Efficiency Ratio
- On track to achieve 40% cost savings within one year of closing; ~75% of planned cost savings implemented to date
- Revenue enhancements provide additional long-term earnings upside opportunity; already executing on business plans



Copyright Nasdaq 2016



# High Concentration of Top Market Share MSAs<sup>(1)</sup>

## Compact & Stable Footprint Yields Operational Efficiency

Company <sup>(2)</sup>	Total U.S. Deposits (\$BN)	Total Company MSAs	% of Company MSAs			2016 Efficiency Ratio
			Ranked No. 1 in MSA	Top 3 Ranking in MSA	Compete with HBAN	
Wells Fargo & Co.	\$ 1,306	445	23.1%	65.8%	5.4%	60.0%
Bank of America Corp.	1,261	224	12.1	57.6	3.6	65.2
<b>Pro Forma HBAN + FMER</b>	<b>76</b>	<b>91</b>	<b>14.3</b>	<b>41.8</b>	<b>NA</b>	<b>NA</b>
BB&T Corp.	160	187	18.2	40.6	5.9	58.4
BMO Financial Corp.	477	43	11.6	37.2	44.2	64.2
Capital One Financial Corp.	237	38	15.8	36.8	0.0	51.8
JPMorgan Chase & Co.	1,375	245	6.9	36.7	20.4	58.1
Huntington Bancshares Inc. <sup>(3)</sup>	55	70	12.9	35.7	NA	63.3
M&T Bank Corp.	95	66	13.6	34.8	6.1	56.0
Toronto-Dominion Bank	775	74	10.8	33.8	2.7	61.8
SunTrust Banks Inc.	160	97	10.3	33.0	4.1	62.7
Regions Financial Corp.	99	178	9.6	30.9	2.2	62.9
U.S. Bancorp	335	314	4.5	30.9	11.1	54.5
PNC Financial Services Group Inc.	257	194	5.2	30.4	32.0	61.6
Fifth Third Bancorp	104	103	6.8	28.2	47.6	61.3
KeyCorp	104	124	6.5	23.4	23.4	65.2
FirstMerit Corp. <sup>(3)</sup>	21	52	3.9	23.1	57.7	62.7
BBVA	401	83	1.2	22.9	0.0	56.8
Banco Santander SA	691	27	3.7	14.8	0.0	53.5
Citigroup Inc.	929	28	7.1	14.3	3.6	59.9
Citizens Financial Group	110	68	4.4	13.2	25.0	64.5
Mitsubishi UFJ Financial Group Inc.	177	30	0.0	3.3	0.0	59.0

Source: SNL Financial. FDIC branch information as of June 30, 2016 and is pro forma for all announced acquisitions.

(1) Top 20 Banks by Assets, excluding credit card and trust banks.

(2) Rank based on percent of company MSAs where the bank holds top 3 market share.

(3) HBAN & FMER historical data as of June 30, 2016 and reflects footprint at the time of the FDIC survey.

# Implementation of Cost Savings on Pace

\$ in millions

	4Q15 Actual			Assumed CAGR 3.0%	4Q17 Target		
	HBAN	FMER	Pro Forma Combined		HBAN	FMER	Pro Forma Combined
Reported Non-Interest Expense	\$ 499	\$ 156	\$ 654		\$ 529	\$ 165	\$ 694
Less: Intangible Amortization	4	3	6		4	3	7
Less: Significant Items	10	(0)	10		11	(0)	11
Adjusted Non-Interest Expense	\$ 484	\$ 153	\$ 638		\$ 514	\$ 163	\$ 677
Quarterly cost savings			\$ 64				\$ 68
Annualized cost savings			\$ 255				\$ 271
<b>Adjusted Non-Interest Expense Target</b>							<b>\$ 609</b>

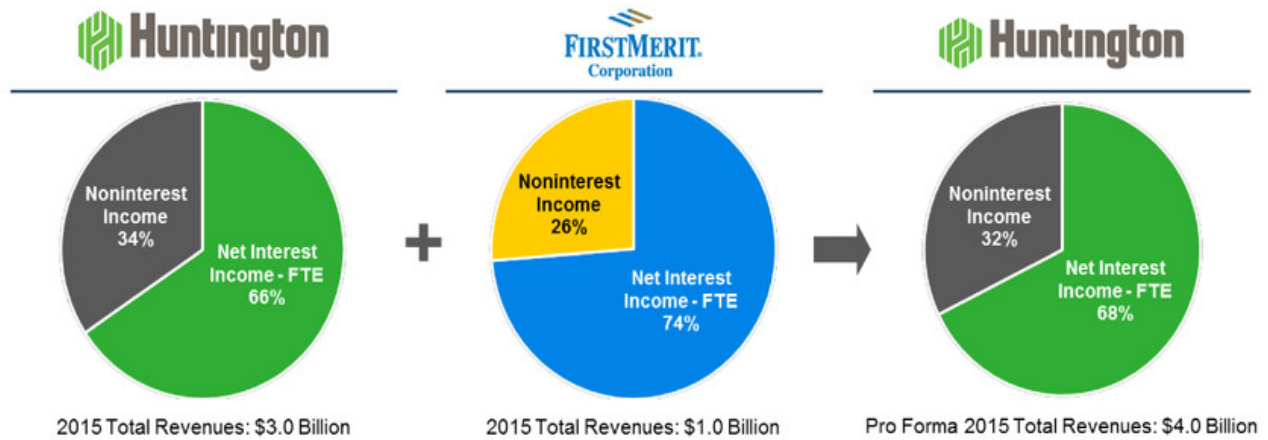
  

Cost Savings as % of:			Cost Savings as % of:		
	FMER	Pro Forma Combined		FMER	Pro Forma Combined
	42%	10%		42%	10%

- Significant progress toward achieving ~\$255 million annualized cost savings target
  - Approximately 75% implemented by end of 1Q17
- Expect to implement all cost savings within one year of acquisition closing
- Excludes intangible amortization expense and Significant Items
- Excludes incremental personnel expenses associated with revenue enhancement opportunities and changes to FDIC insurance premiums

# Opportunity to Expand Fee Income at FirstMerit

## Revenue Synergies Not Modeled into Deal Economics



*Restoring the Noninterest Income contribution to 34% of Total Revenues represents an approximately \$100 million revenue opportunity.*

# Revenue Enhancements Opportunities

## Provide Additional Near-Term and Long-Term Upside

### OCR Improvement

- Cross-sell opportunities identified across business and consumer client base:
  - Capital Markets
  - Treasury Management
  - Private Banking
  - Credit Card

### SBA Lending Expansion

- Bring HBAN SBA lending expertise to Chicago and WI markets
- Began recruiting prior to closing; 30 total incremental FTEs
- Revenue opportunity of \$20+ million in 2017

### Home Lending Expansion

- Annual loan production opportunity of up to ~\$900 million within two years
- Began recruiting prior to closing; 100 total incremental FTEs
- Revenue opportunity of \$17 million in 2017 and \$25 million in 2018

### RV and Marine Finance Expansion

- Annual loan production opportunity of ~\$200 million within two years
- Expansion from 17 state footprint to 26 states; 18 incremental FTEs
- Revenue opportunity of \$15 million in 2017 and \$30 million in 2018

# DFAST Supervisory Severely Adverse Scenario

## Projected cumulative loan losses among lowest in regional banks

Cumulative Loan Losses as a % of Average Total Loans			
	DFAST 2015		DFAST 2016
Huntington Bancshares Incorporated	4.20%	Bank 1	4.20%
Bank 2	4.50%	Bank 2	4.40%
Bank 3	4.50%	Bank 3	4.50%
Bank 7	4.60%	Bank 4	4.80%
Bank 11	4.60%	Huntington Bancshares Incorporated	4.80% <sup>(1)</sup>
Bank 6	4.70%	Bank 5	5.10%
Bank 1	5.00%	Bank 6	5.30%
Bank 5	5.00%	Bank 7	5.30%
Bank 4	5.10%	Bank 8	5.40%
Bank 10	5.20%	Bank 9	5.80%
Bank 9	5.60%	Bank 10	5.80%
Bank 8	5.70%	Bank 11	5.80%
Bank 14	6.50%	Bank 12	5.90%
Bank 17	6.50%	Bank 13	6.10%
Bank 13	6.90%	Bank 14	6.30%
Bank 12	8.60%	Bank 15	6.50%
Bank 18	9.60%	Bank 16	6.70%
Bank 15	N/A	Bank 17	7.00%
Bank 16	N/A	Bank 18	8.20%

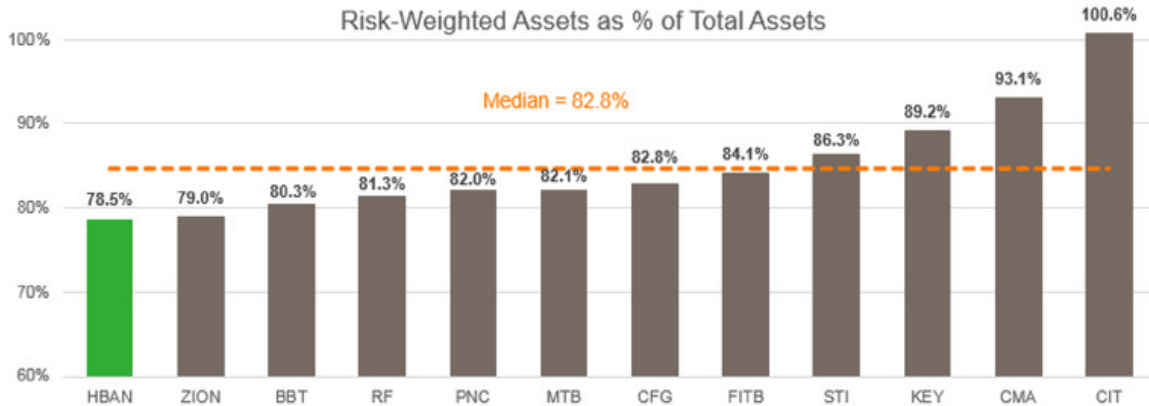
Source: Federal Reserve (1) 2016 Huntington results inclusive of FirstMerit acquisition





# Best-in-Class Balance Sheet Efficiency

Optimization Strategy Completed During 4Q16: Optimized Structure, Enhanced Flexibility, and Improved Capital Efficiency



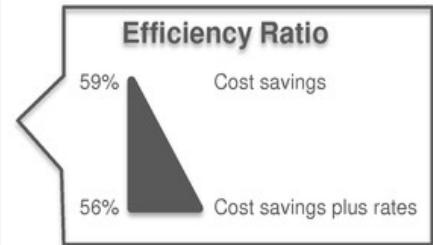
## Completed actions:

- Sale of approximately \$0.9 billion of non-relationship based C&I and CRE product that provided inadequate returns; proceeds used to pay off short-term borrowings
- Securitization of \$1.5 billion of auto loans, consistent with our concentration risk management discipline
- Sale of approximately \$2.0 billion of >0% risk-weighted securities
- Reinvesting proceeds from auto securitization and securities sales into 0% risk-weighted securities

## No material impact on asset sensitivity

# Acquisition Accelerates Achievement of our Long-Term Financial Goals

	<b>L-T Goal</b>	1Q17 (GAAP)	1Q17 Adjusted <sup>(1)</sup> (Non-GAAP)	2018 Target
Revenue (FTE) Growth	<b>4%-6%</b>	+40%	+40%	✓
Expense Growth	<b>+Op Lev</b>	+44%	+31%	✓
Efficiency Ratio	<b>56%-59%</b>	66%	59%	✓
NCO	<b>35-55 bp</b>	24 bp	24 bp	✓
ROTCE	<b>13%-15%</b>	11%	14%	✓



(1) See reconciliation on slides 26 & 27

# Important Messages

- **Substantially complete with FirstMerit integration; confidence in delivery of cost savings and revenue enhancements**
- **Focused on three areas with sustainable competitive advantages**
  - Consumer
  - Small to Medium Enterprises (including Commercial Real Estate)
  - Auto
- **Consistent core strategy since 2009**
  - Delivered on growth strategies with sustained investment
  - Enhancing execution to drive further performance improvement
  - Meaningful investment in people, technology, and brand
  - Disciplined risk management – Aggregate moderate-to-low risk profile
- **Driving core deposit and loan growth through disciplined execution and a differentiated customer experience**
- **Focus on delivery of consistent through-the-cycle shareholder returns**
- **High level of colleague and shareholder alignment**



# Appendix

# Huntington's Peer Group

\$ in millions	Total Assets	Total Deposits	Total Loans	Market Capitalization	Price /			Dividend Yield
					Consensus 2017E	Consensus 2018E	Tangible Book	
PNC Financial Services Group, Inc.	\$370,944	\$260,710	\$212,826	\$58,695	15.0x	13.5x	1.8x	1.8%
BB&T Corporation	220,501	161,333	142,605	35,360	14.1x	12.6x	2.2x	2.7%
SunTrust Banks, Inc.	205,642	162,853	143,529	27,768	14.7x	13.0x	1.8x	1.8%
Citizens Financial Group, Inc.	150,285	112,112	108,111	18,735	15.3x	13.3x	1.4x	1.5%
Fifth Third Bancorp	140,200	104,156	91,628	18,491	13.9x	12.4x	1.5x	2.3%
KeyCorp	134,476	103,982	86,125	20,161	13.4x	11.9x	1.8x	1.8%
M&T Bank Corporation	123,223	97,043	88,312	24,136	17.5x	15.8x	2.4x	1.9%
Regions Financial Corporation	124,545	99,424	79,869	16,617	14.6x	12.8x	1.6x	2.0%
Comerica Incorporated	72,976	58,863	48,303	12,553	16.1x	14.2x	1.7x	1.5%
CIT Group	63,094	32,336	29,691	9,324	17.5x	12.4x	1.0x	1.3%
Zions Bancorporation	65,463	53,475	42,742	8,238	16.1x	13.8x	1.4x	0.8%
<b>Median</b>	<b>\$134,476</b>	<b>\$103,821</b>	<b>\$88,312</b>	<b>\$18,735</b>	<b>15.3x</b>	<b>13.3x</b>	<b>1.7x</b>	<b>1.8%</b>
<b>Huntington Bancshares Incorporated</b>	<b>\$100,046</b>	<b>\$77,423</b>	<b>\$67,098</b>	<b>\$15,384</b>	<b>13.6x</b>	<b>11.8x</b>	<b>2.0x</b>	<b>2.5%</b>

Source: SNL Data as of 5/5/17



# Deeply Engaged, Diverse Board of Directors



<p><b>Lizabeth Ardisana</b> Principal / CEO, ASG Renaissance, LLC</p>	<p><b>Gina D. France</b> President and CEO, France Strategic Partners LLC</p>	<p><b>Eddie R. Munson</b> Retired Managing Partner and Director, KPMG LLC</p>
<p><b>Ann ("Tanny") B. Crane</b> President and CEO, Crane Group Company</p>	<p><b>J. Michael Hochschwender</b> President and CEO, The Smithers Group</p>	<p><b>Richard W. Neu</b> Chairman, MCG Capital Corporation; Retired CFO and Treasurer, Charter One Financial</p>
<p><b>Robert S. Cubbin</b> Retired President and CEO, Meadowbrook Insurance Group</p>	<p><b>Chris Inglis</b> Distinguished Visiting Professor of Cyber Studies, U.S. Naval Academy; retired Deputy Director, National Security Agency</p>	<p><b>David L. Porteous</b> Attorney, McCurdy Wotila &amp; Porteous, P.C.; Lead Director, Huntington Bancshares</p>
<p><b>Steven G. Elliott</b> Retired Senior Vice Chairman, BNY Mellon</p>	<p><b>Peter J. Kight</b> Private Investor; former Chairman/CEO and founder, Checkfree</p>	<p><b>Kathleen H. Ransier</b> Retired Partner, Vorys, Sater, Seymour and Pease LLP</p>
<p><b>Michael J. Endres</b> Senior Advisor, Stonehenge Partners LLC</p>	<p><b>Jonathan A. Levy</b> Managing Partner and co-founder, Redstone Investments</p>	<p><b>Stephen D. Steinour</b> Chairman, President, and CEO, Huntington Bancshares Incorporated</p>

## Risk Management is at the Core of Huntington's Evolution

- Board defined aggregate moderate-to-low risk appetite
- Board and CEO set the “Tone at the Top”
- Strong risk management processes; 3 lines of defense, data driven, concentrations & limits, high accountability
- Significant investment in risk management personnel and process
- “Everyone Owns Risk” around an aggregate moderate-to-low risk culture
- Disciplined management of credit risk – hold limits, concentrations limits, timely approval process, active portfolio management with very good MIS
- Liquidity significantly enhanced by change in funding mix and industry leading customer share of wallet
- Belief that managing lower credit risk will reduce earnings volatility providing more stable returns and higher capital generation over time
- Higher capital generation will provide more flexibility and strength, as well as drive higher creation of shareholder value

# Management and Shareholder Alignment

*HBAN has instituted mechanisms to drive a high level of management and shareholder alignment, focusing decision making on long-term returns while maintaining our aggregate moderate-to-low risk profile.*

## Incentive plan structures

- **Hold-to-retirement** / exit requirements on equity grants and awards
- Short-term incentive plan cash payout capped at 100% of target for executive leadership and senior managers; portions above 100% paid in RSUs (restricted stock units)
- Long-term incentive plan paid with combination of PSUs (performance share units), RSUs, and stock options – all have **multi-year vesting**
- **Clawback provisions** in all incentive compensation plans

## Insider ownership

- **Equity ownership targets** for CEO, Executive Leadership Team (ELT), and select senior managers
- **Directors, ELT, and colleagues** collectively represent the **fifth largest shareholder** (more than 27 million shares; 3% of total shares outstanding)
- CEO Steinour is largest known individual shareholder (as of December 31, 2016, owned 3.4 million common shares; almost 7x the guideline and 43x base salary)
  - Since joining Huntington in January 2009, CEO Steinour has purchased more than 1.5 million shares in open market transactions



# Our Commitment to Environmental, Social, & Governance (ESG)

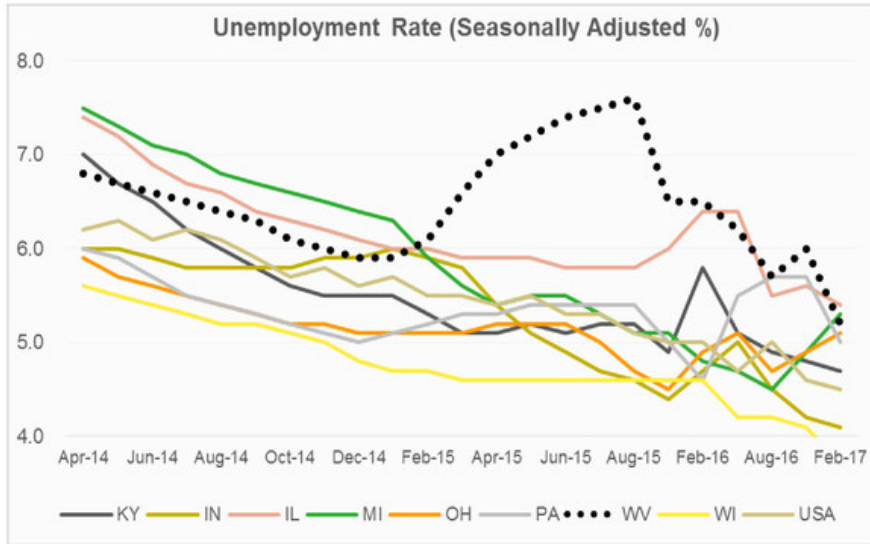


- Published in May 2017, our first **ESG Annual Report** signals our commitment to provide transparency and accountability in alignment with global standards for environmental, social, and governance considerations.
- While the report is new, our commitment to ESG is a reaffirmation of our **long-held commitment to do the right thing** for our **shareholders, customers, colleagues, and communities**.
- We have established an **enterprise ESG strategy** integrated with our core performance objectives, led by executive management, and a newly formed Corporate ESG Committee with **accountability to the Board of Directors** Nominating and Governance Committee.

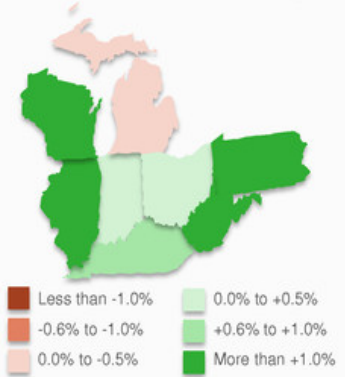
# Footprint Economic Indicators

## Leading indicators signal optimism for 2017

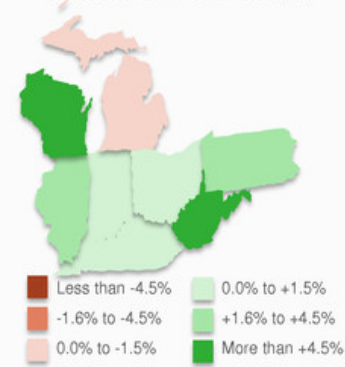
- According to the Philadelphia FRB coincident economic indicator, economic activity in Michigan, Ohio, and Indiana has grown faster than the U.S. in the economic recovery-to-date.
- Economic activity growth is expected to grow on par with the U.S. in most of the Huntington footprint states; per capita disposable personal income growth should remain solid as it has for the recovery overall; Goods producing sectors should benefit from expected improvements in the international economy in 2017; Vehicle sales are expected to edge down after 2 superlative sales years, with the mix shifting towards larger vehicles.
- Unemployment Rates have been at or near 15 year lows in most footprint states. Solid housing markets provided home price growth in all 8 Huntington footprint states for 3 consecutive years.



February 2017 State Coincident Indexes (Three-Month Historical Change)



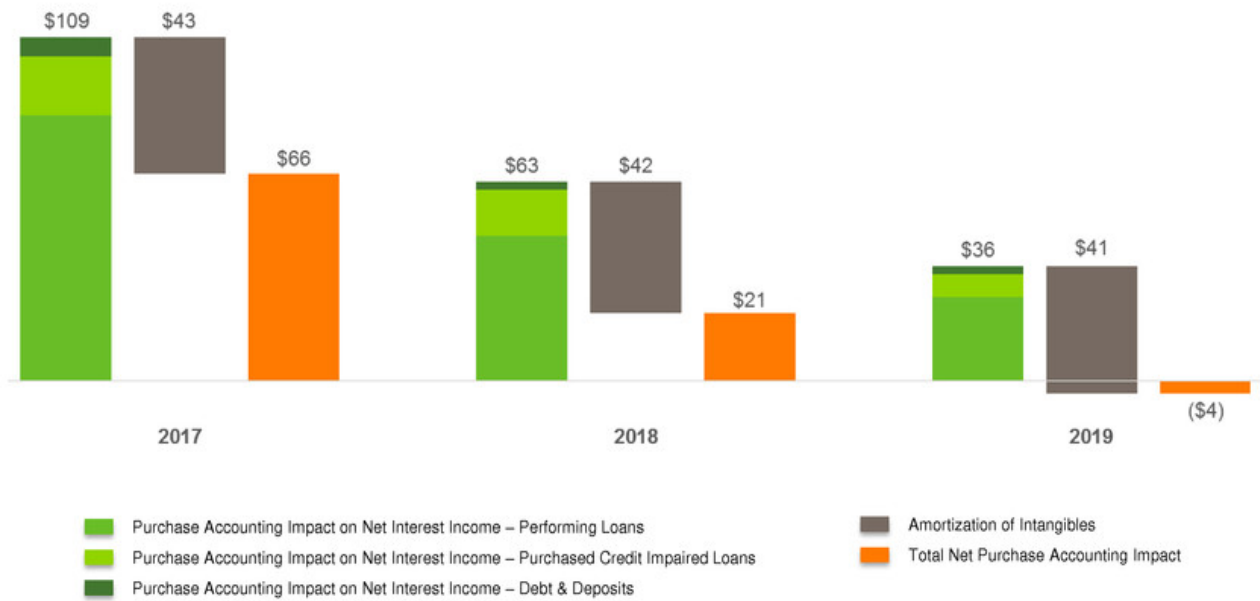
February 2017 State Leading Indexes (Expected Six-Month Change)



Sources: US Bureau of Labor Statistics; Federal Reserve Bank of Philadelphia

# Expected Impact of Purchase Accounting

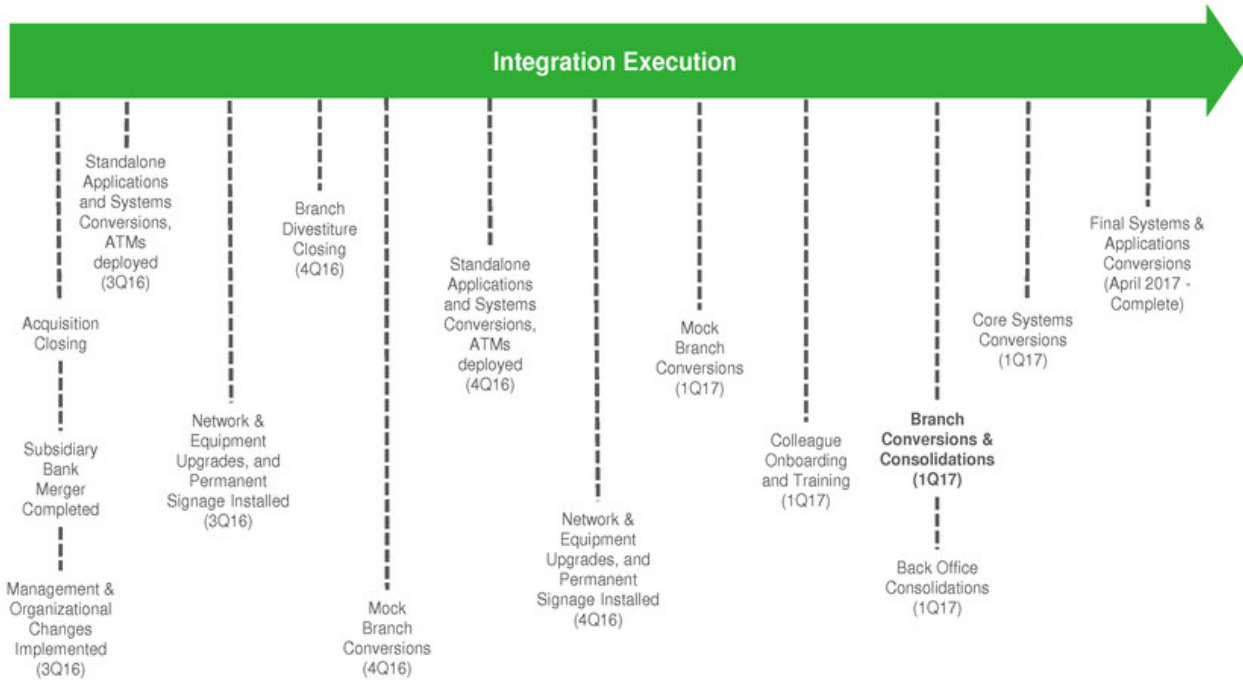
## Accelerated accretion continues to pull forward scheduled PAA



- Reflects purchase accounting impact exclusively related to the FirstMerit acquisition
- Projected purchase accounting accretion represents scheduled amortization, and does not include impact of any accelerated payoffs in future periods

# FirstMerit Acquisition Milestones

Effectively Managing Execution Risk is THE Immediate Focus



*FirstMerit has the potential to transform our efficiency and return profiles. Ensuring a successful integration is our primary focus.*

# Conversion Statistics

## Important Metrics from Conversion Weekend

### FirstMerit Branch Conversion and Majority of Technology Conversions Completed Over President's Day Holiday Weekend in February

- Over 1,000 total colleagues, including 200 technology colleagues, involved
- Over 350 applications converted
- Over 750 TB of data converted
- 24 segment / business unit task plans for conversion weekend
- 17,284 tasks for conversion weekend
- 234 milestones for conversion weekend
- 1.2 million welcome kits mailed to customers

# Reconciliation

## Revenue, Noninterest Income, and Noninterest Expense Growth

(\$ in millions)		GAAP	Adjustment <sup>(1)</sup>	Adjusted
1Q17 Net interest income (FTE)		\$742	--	\$742
1Q17 Noninterest income		\$312	\$2 <sup>(2)</sup>	\$310
1Q17 Total Revenue		\$1,054	\$2 <sup>(2)</sup>	\$1,052
1Q16 Net interest income (FTE)		\$512	--	\$512
1Q16 Noninterest income		\$242	--	\$242
1Q16 Total revenue		\$754	--	\$754
<b>1Q17 Total revenue growth</b>		<b>40%</b>		<b>40%</b>
1Q17 Noninterest expense		\$707	\$73 <sup>(2)</sup>	\$634
1Q16 Noninterest expense		\$491	\$6 <sup>(2)</sup>	\$485
<b>1Q17 Noninterest expense growth</b>		<b>44%</b>		<b>31%</b>

(1) Significant items related to FirstMerit acquisition related net expenses;

(2) Pre-tax



# Reconciliation

## Efficiency Ratio and ROTCE

(\$ in millions)		GAAP	Adjustment <sup>(1)</sup>	Adjusted
1Q17:				
Noninterest expense		\$707	\$73 <sup>(2)</sup>	\$634
Amortization of intangibles		\$14	--	\$14
Noninterest expense less amortization of intangibles	A	\$693		\$620
Total revenue (FTE)		\$1,054	\$2 <sup>(2)</sup>	\$1,052
Securities gains		\$0	--	\$0
Total revenue (FTE) less securities gains	B	\$1,054		\$1,052
<b>Efficiency ratio</b>	A / B	<b>66%</b>		<b>59%</b>
Net income applicable to common shares		\$189	\$46 <sup>(3)</sup>	\$235
Less: Amortization of intangibles (net of deferred tax)		\$9 <sup>(3)</sup>	--	\$9 <sup>(3)</sup>
Net income applicable to common shares less amortization of intangibles	C	\$198		\$244
Average tangible common equity	D	\$7,101	--	\$7,101
<b>Return on average tangible common equity (ROTCE):</b>	C / D * 4	<b>11%</b>		<b>14%</b>

(1) Significant items related to FirstMerit acquisition related net expenses;

(2) Pre-tax (3) After-tax



