

**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) March 7, 2018**

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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))
-

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§24012b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 7.01 Regulation FD Disclosure.**

Huntington Bancshares Incorporated will be participating at the RBC Capital Markets Financial Institutions Conference on Wednesday, March 7, 2018. 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.com](http://www.huntington.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: March 7, 2018

By:           /s/ Howell D. McCullough III          

Howell D. McCullough III

Chief Financial Officer

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**EXHIBIT INDEX**

Exhibit No.	Description
<a href="#">Exhibit 99.1</a>	<a href="#">Analyst Handout</a>

# Welcome

**Huntington Bancshares Incorporated**  
2018 RBC Capital Markets  
Financial Institutions Conference

March 7, 2018



# 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.

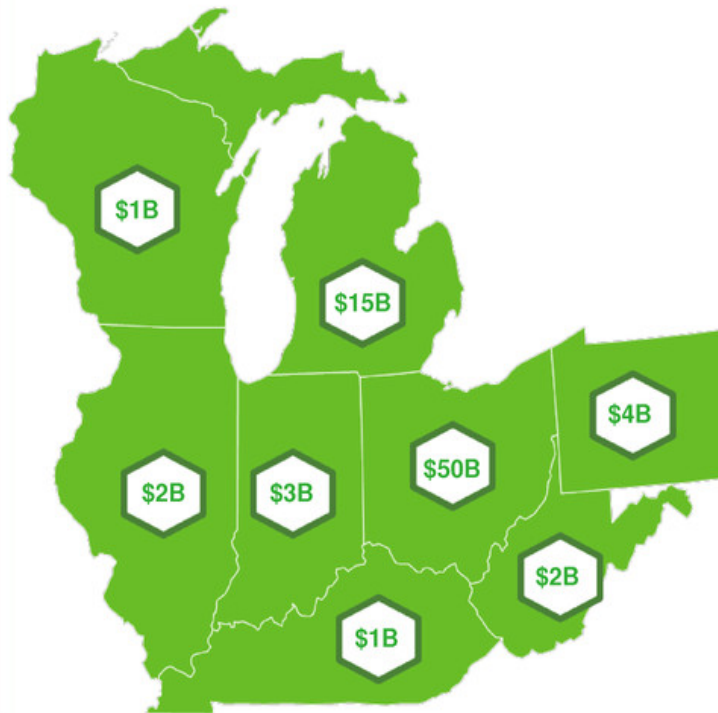
While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements: changes in general economic, political, or industry conditions; 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; 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, 2017, 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

**\$104 billion asset Midwest financial services holding company**

- Founded in 1866 in Columbus, Ohio
- Traditional regional bank with strategic focus on small to medium-sized businesses, consumers, and vehicle finance



Source: SNL Financial, FDIC deposit data as of June 30, 2017

Combined GDP of 8 state core footprint represents 4th largest economy in world <sup>(1)</sup>

Huntington's top 10 deposit MSAs represent ~78% of total deposits

Ranked #1 in deposit share in 14% of total footprint MSAs and top 3 in 41%

Ranked #2 in deposit market share in Ohio (15%) and #6 in Michigan (7%)

Ranked #1 in branch market share in both Ohio (13%) and Michigan (12%)

Ranked #1 SBA 7(a) lender in footprint and #2 in nation <sup>(2)</sup>

Ranked #4 mortgage lender in footprint <sup>(3)</sup>

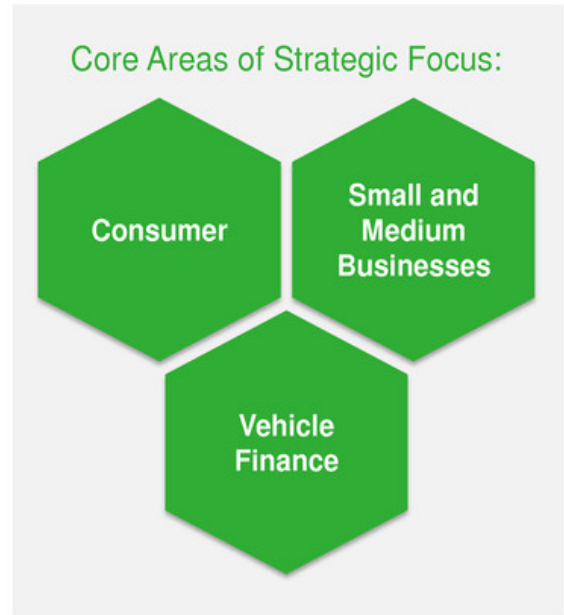
(1) Source: 2016 International Monetary Fund and US Bureau of Economic Analysis; (2) Rankings for SBA 2018 first fiscal quarter (December 31 quarter-end); (3) Ranking among Icon Advisory Group's Retail Mortgage Consortium of leading lenders YTD 9/17



# Well-Defined Strategy Builds Upon Our Sustainable, Competitive Advantages

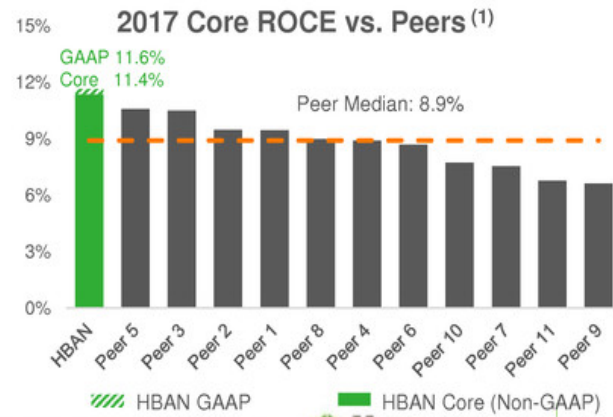
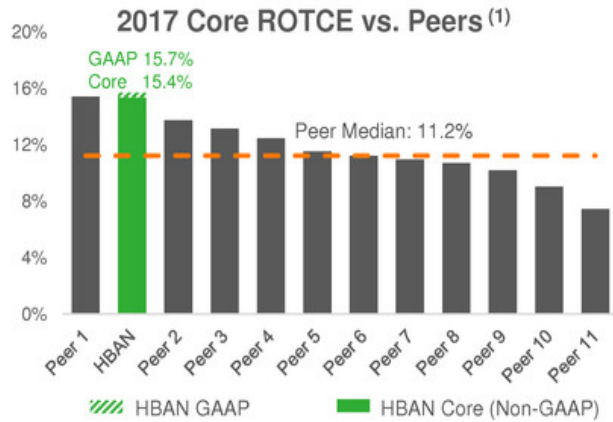
Delivering consistent, through-the-cycle shareowner returns

- Drive continued growth in market share and share of wallet through execution of Optimal Customer Relationship strategy
- Deliver exceptional customer experiences via our customer-focused culture, **Welcome** brand, and promise to “Do the Right Thing”
- Maintain our aggregate moderate-to-low risk appetite through disciplined risk management and strong corporate governance



# Driving Toward a Best-in-Class Return Profile

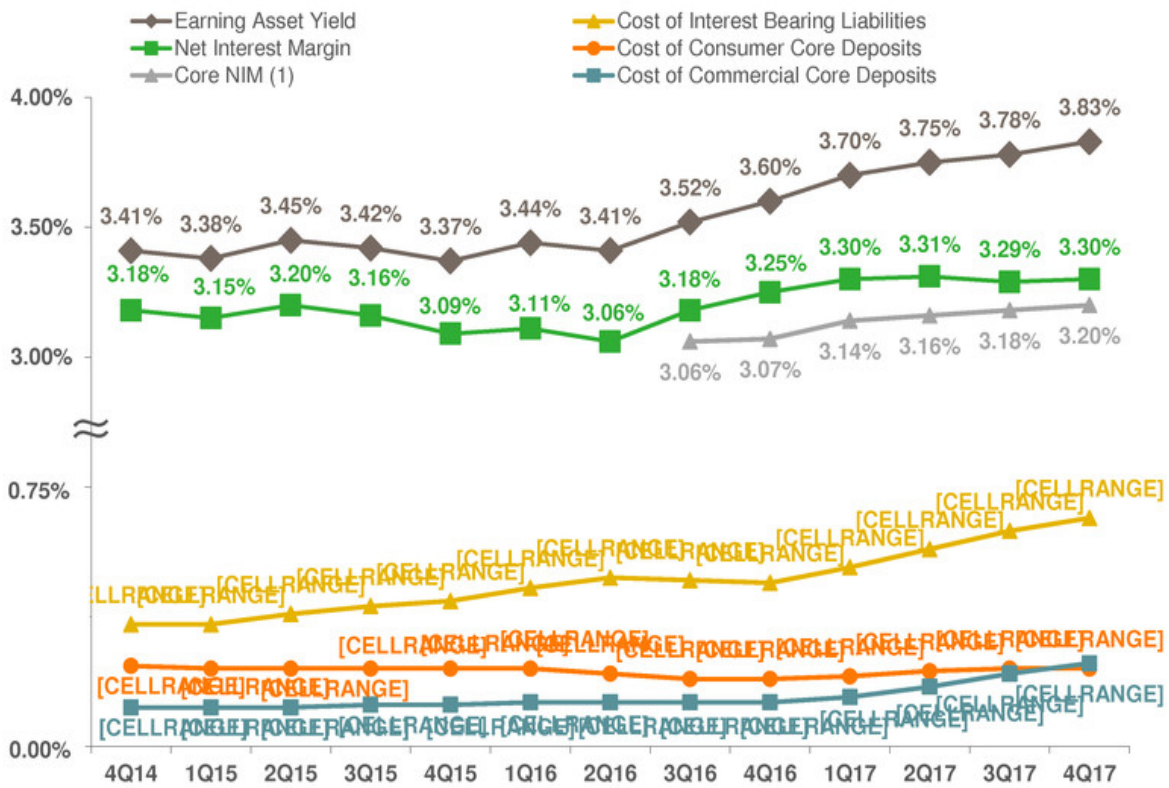
Actions taken since 2009 accelerated performance



(1) See reconciliation on slide 17; Peer data on a core basis, Source: SNL Financial and company reports

# Net Interest Margin (FTE)

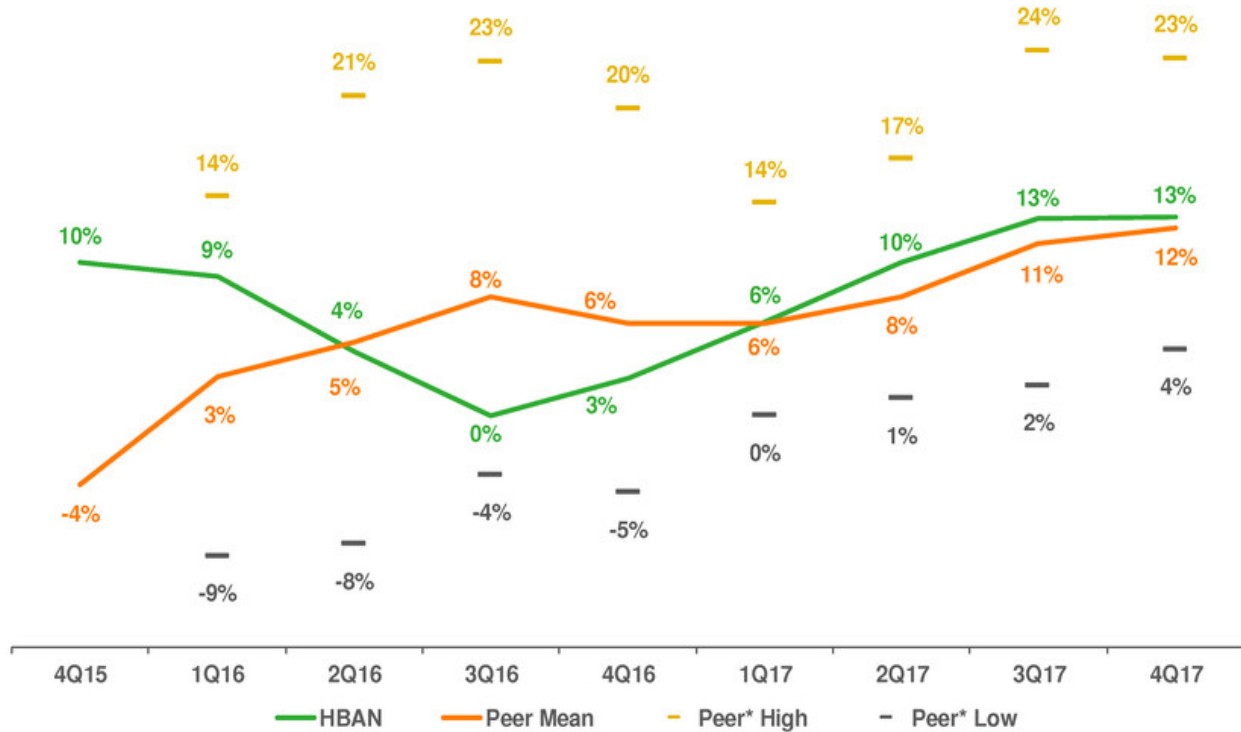
Managing NIM with disciplined loan and deposit pricing



(1) Net of purchase accounting adjustments; see reconciliation on slide 18

# Cycle-to-Date Cumulative Deposit Beta

Deposit beta remains in-line with peers with an expected through the cycle beta of approximately 50%



\*CIT and MTB are excluded from the High – Low range as material outliers

# Delivering FirstMerit Deal Economics

Exceeded original cost savings and revenue enhancements

## Economics

- Accelerated achievement of long-term financial goals
  - ✓ > 300 bp improvement in ROTCE
  - ✓ > 400 bp improvement in efficiency ratio
- Achieved 42% cost savings of legacy FirstMerit expense base
  - ✓ Consolidated 146 branches and 24 operations centers and corporate offices
  - ✓ Fully converted all operating systems to Huntington systems
- Revenue enhancements providing additional long-term earnings upside
  - ✓ \$100+ million in 2018

## Strong Cultural and Strategic Fit

- Our teams are fully integrated, focused, and performing
- Improved deposit market share in Ohio and Michigan; entered Chicago & Wisconsin markets with a niche (primarily commercial) focus

## Achieved All Long-Term Financial Goals in 4Q17

	Long-Term Financial Goal	4Q17		FY17	
		GAAP	Adjusted (Non-GAAP) <sup>1</sup>	GAAP	Adjusted (Non-GAAP) <sup>1</sup>
Revenue (FTE) Growth (Y/Y)	4% - 6%	+4%	+4%	+22%	+22%
Expense Growth (Y/Y)	Positive Operating Leverage	(7%)	1%	+13%	+18%
Efficiency Ratio	56% - 59%	55%	55%	61%	57%
NCO	35 - 55 bp	24 bp	24 bp	23 bp	23 bp
ROTCE	13% - 15%	23%	16%	16%	15%

(1) Reconciliation on slides 17, 19, and 20

## Long-Term Financial Goals – Tax Reform Update

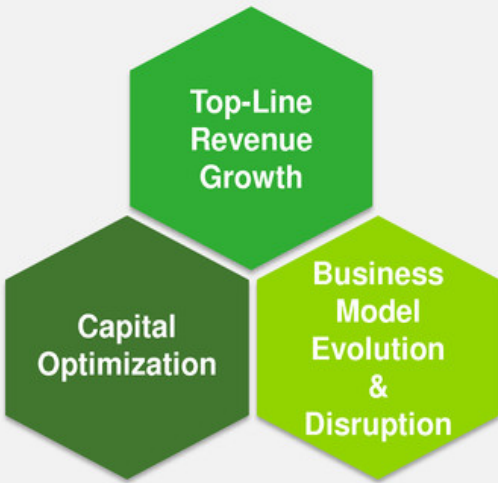
The long-term financial goals set in 2014 were restated for tax reform

	<u>Long-Term Financial Goal</u>	<u>Tax Reform Adjusted Long-Term Financial Goal</u>	<u>2018 Target</u>
Revenue (FTE) Growth (Y/Y)	4% - 6%	4% - 6%	✓
Expense Growth (Y/Y)	<b>Positive Operating Leverage</b>	<b>Positive Operating Leverage</b>	✓
Efficiency Ratio	56% - 59%	56% - 59%	✓
NCO	35 - 55 bp	35 - 55 bp	✓
ROTCE	13% - 15%	15% - 17%	✓

# Strategic Planning Process

Initiated the strategic planning process in 1Q18 which will yield new long-term goals for the company

## Initial areas of focus for the 2018 Strategic Planning Process:



## 2014 Strategic Plan Outcomes:

- ✓ Improved scale
- ✓ Accelerated achievement of long-term financial goals
- ✓ Best in class return profile

## 2009 Strategic Plan Outcomes:

- ✓ Disciplined risk management
- ✓ Fair Play strategy
- ✓ Huntington brand



## Capital<sup>(1)</sup>

### 4Q17 pro forma capital ratios adjusted for impact of the Series A preferred conversion and Series E preferred issuance in February

	Pro Forma*	4Q17	3Q17	2Q17	1Q17	4Q16
Tang. common equity / tang. assets	7.65%	7.34%	7.42%	7.41%	7.28%	7.16%
Common equity Tier 1 (CET1)	10.46	10.01	9.94	9.88	9.74	9.56
Tier 1 leverage	9.58	9.09	8.96	8.98	8.76	8.70
Tier 1 risk-based capital	11.95	11.34	11.30	11.24	11.11	10.92
Total risk-based capital	14.00	13.39	13.39	13.33	13.26	13.05
Total risk-weighted assets (\$B)	\$80.3	\$80.3	\$78.6	\$78.4	\$77.6	\$78.3
Double leverage <sup>(2)</sup>	105%	109%	108%	108%	107%	108%

(1) End of period

(2) (Parent company investments in subsidiaries + goodwill) / equity

\*Note: Reconciliation on slide 21



# Positioned for Strong Relative Performance Through-the-Cycle

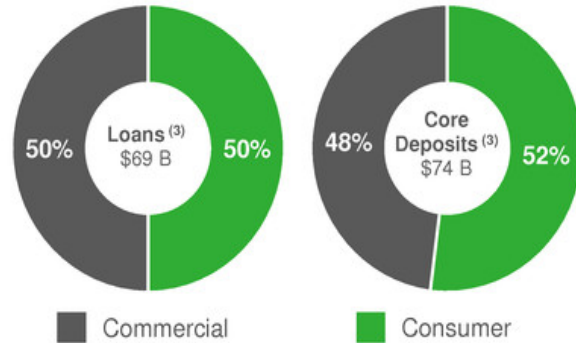
## Strengthened Pretax Pre-Provision Net Revenue <sup>(1)</sup>

\$ billions



% of RWA	2014	2015	2016	2017	4Q16 <sup>(2)</sup>	4Q17 <sup>(2)</sup>
	1.86%	1.86%	1.75%	2.26%	2.27% <sup>(2)</sup>	2.41% <sup>(2)</sup>

## Well-Diversified Balance Sheet



## Disciplined Management of Credit Risk

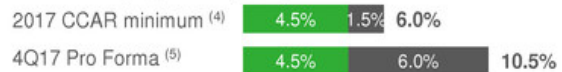
Cumulative Losses as a % of Average Total Loans in Dodd-Frank Act Stress Test (DFAST) Supervisory Severely Adverse Scenario



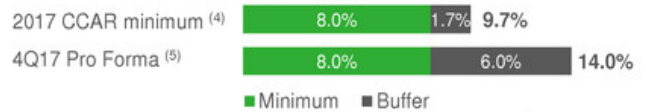
Note: Ranking among 19 traditional commercial banks

## Strong Capital Base and Capital Management

### Common Equity Tier 1 (CET1) Ratio



### Total Risk-Based Capital Ratio



(1) Non-GAAP financial metric; see Appendix slide 22; (2) Annualized; (3) 4Q17 average balances; (4) projected minimum in the Federal Reserve Severely Adverse Scenario; (5) Reconciliation on slide 21

# Important Messages

- **Good economic outlook for Midwest footprint**
- **FirstMerit integration complete; fully implemented all cost saves and executing on revenue synergies**
- **Focused on three areas with sustainable competitive advantages**
  - Consumer
  - Small to Medium Enterprises (including Commercial Real Estate)
  - Vehicle Finance
- **Consistent core strategy since 2009**
  - Delivering on growth strategies with sustained investment
  - Meaningful investment in people, technology, and brand – continuously improving
  - Disciplined risk management – aggregate moderate-to-low risk profile
- **Driving core deposit and loan growth through disciplined execution and a differentiated customer experience**
- **Focused on delivery of consistent through-the-cycle shareholder returns**
- **High level of colleague and shareholder alignment**



# Appendix

## 2018 Expectations

Avg Loan Balances	4% - 6% growth (assumes \$500 MM Auto securitization in 3Q18)
Avg Deposit Balances	3% - 5% growth
Revenue	4% - 6% growth (assumes no rate hikes in 2018)
Net Interest Margin	GAAP NIM flat; Core NIM up modestly (new money yields above back book yields across all loan categories)
Noninterest Expense	2% - 4% decrease
Efficiency Ratio	55% - 57%
Effective Tax Rate	16% - 17%
Net charge-offs	Remain below long-term expectations of 35 bp – 55 bp

Note: All metrics presented on a GAAP basis assuming an unchanged rate environment



## Huntington's Peer Group

\$ in millions	Total Assets	Total Deposits	Total Loans	Market Capitalization	Price /			Dividend Yield
					Consensus 2018E	Consensus 2019E	Tangible Book	
PNC Financial Services Group, Inc.	\$380,768	\$265,053	\$220,458	\$74,573	15.1x	13.6x	2.2x	1.9%
BB&T Corporation	221,642	157,371	143,701	42,300	13.8x	12.8x	2.6x	2.4%
SunTrust Banks, Inc.	205,962	160,780	143,181	32,890	14.0x	12.8x	2.0x	2.3%
Citizens Financial Group, Inc.	152,336	115,089	110,617	21,194	13.0x	11.8x	1.6x	2.0%
Fifth Third Bancorp	142,193	103,162	91,970	22,944	13.3x	12.6x	1.8x	1.9%
KeyCorp	137,698	105,235	86,405	22,412	12.6x	11.5x	2.0x	2.0%
Regions Financial Corporation	124,294	96,889	79,947	21,789	14.6x	13.2x	2.1x	1.9%
M&T Bank Corporation	118,593	92,432	87,611	28,510	15.5x	14.6x	2.8x	1.6%
Comerica Incorporated	71,567	57,903	49,173	16,801	14.9x	13.5x	2.3x	1.2%
Zions Bancorporation	66,288	52,621	44,780	10,858	15.2x	13.9x	1.8x	1.5%
CIT Group	49,279	29,569	35,853	6,937	13.3x	11.2x	1.1x	1.2%
<b>Median</b>	<b>\$137,698</b>	<b>\$103,162</b>	<b>\$87,611</b>	<b>\$22,412</b>	<b>14.0x</b>	<b>12.8x</b>	<b>2.0x</b>	<b>1.9%</b>
<b>Huntington Bancshares Incorporated</b>	<b>\$104,185</b>	<b>\$77,041</b>	<b>\$70,117</b>	<b>\$16,831</b>	<b>12.9x</b>	<b>11.9x</b>	<b>2.3x</b>	<b>2.8%</b>

Source: SNL, balance sheet data as of 12/31/2017; valuation data as of 02/28/18



# Reconciliation

## Efficiency Ratio, ROTCE and ROCE

(\$ in millions)		GAAP	Adjustment <sup>(1)</sup>	Adjusted
<b>Full Year 2017:</b>				
Noninterest expense		\$2,714	\$155 <sup>(2)</sup>	\$2,559
Amortization of intangibles		\$56	--	\$56
Noninterest expense less amortization of intangibles	A	\$2,658		\$2,503
Total revenue (FTE)		\$4,359	(\$2)	\$4,357
Securities gains		(\$4)	--	(\$4)
Total revenue (FTE) less securities gains	B	\$4,363		\$4,361
<b>Efficiency ratio</b>	A / B	<b>61%</b>		<b>57%</b>
<b>Fourth Quarter 2017:</b>				
Net income applicable to common shares	C	\$1,110	(\$24) <sup>(3)</sup>	\$1,086
Less: Amortization of intangibles (net of deferred tax)	D	\$36 <sup>(3)</sup>	--	\$36 <sup>(3)</sup>
Net income applicable to common shares less amortization of intangibles	C + D = E	\$1,146		\$1,122
Average tangible common equity	F	\$7,304	--	\$7,304
Average common equity	G	\$9,539	--	\$9,539
<b>Return on average tangible common equity (ROTCE):</b>	E / F	<b>16%</b>		<b>15%</b>
<b>Return on average common equity (ROCE):</b>	C / G	<b>12%</b>		<b>11%</b>
<b>Fourth Quarter 2017:</b>				
Net income applicable to common shares	H	\$413	\$123 <sup>(3)</sup>	\$289
Less: Amortization of intangibles (net of deferred tax)	I	\$14 <sup>(3)</sup>	--	\$14 <sup>(3)</sup>
Net income applicable to common shares less amortization of intangibles	H + I = K	\$427		\$303
Average tangible common equity	L	\$7,383	--	\$7,383
<b>Return on average tangible common equity (ROTCE):</b>	K / L	<b>23%</b>		<b>16%</b>

(1) Significant Items related to benefit of federal tax reform and FirstMerit acquisition-related expenses  
(2) Pre-tax (3) After-tax



# Reconciliation

## Net Interest Margin

(\$ in millions)	4Q17	3Q17	2Q17	1Q17	4Q16	3Q16
<b>Net Interest Income (FTE) – reported</b>	\$782	\$771	\$757	\$742	\$748	\$636
Purchase accounting impact (performing loans)	20	22	27	30	35	20
Purchase accounting impact (credit impaired loans)	4	4	5	5	4	1
<b>Total Loan Purchase Accounting Impact</b>	24	26	32	34	39	21
Debt	1	1	1	1	0	0
Deposit accretion	0	0	1	2	3	2
<b>Total Net Purchase Accounting Adjustments</b>	\$24	\$27	\$34	\$37	\$42	\$22
<b>Net Interest Income (FTE) - core</b>	\$758	\$744	\$723	\$705	\$705	\$614
Average Earning Assets (\$B)	\$93.9	\$92.8	\$91.7	\$91.1	\$91.5	\$79.7
<b>Net Interest Margin - reported</b>	3.30%	3.29%	3.31%	3.30%	3.25%	3.18%
<b>Net Interest Margin - core</b>	3.20%	3.18%	3.16%	3.14%	3.07%	3.06%



# Reconciliation

## Revenue, Noninterest Income, and Noninterest Expense Growth

(\$ in millions)		GAAP	Adjustment <sup>(1)</sup>	Adjusted
4Q17 Net interest income (FTE)		\$782	--	\$782
4Q17 Noninterest income		\$340	--	\$340
4Q17 Total Revenue		\$1,122	--	\$1,122
4Q16 Net interest income (FTE)		\$748	--	\$748
4Q16 Noninterest income		\$334	(\$1) <sup>(2)</sup>	\$335
4Q16 Total revenue		\$1,082	(\$1) <sup>(2)</sup>	\$1,083
<b>4Q17 Total revenue growth</b>		<b>4%</b>		<b>4%</b>
4Q17 Noninterest expense		\$633	--	\$633
4Q16 Noninterest expense		\$681	\$53 <sup>(2)</sup>	\$628
<b>4Q17 Noninterest expense growth</b>		<b>(7)%</b>		<b>1%</b>

(1) Significant Items related to benefit of federal tax reform and FirstMerit acquisition-related expenses  
(2) Pre-tax

# Reconciliation

## Revenue, Noninterest Income, and Noninterest Expense Growth

(\$ in millions)		GAAP	Adjustment <sup>(1)</sup>	Adjusted
2017 Net interest income (FTE)		\$3,052	--	\$3,052
2017 Noninterest income		\$1,307	\$2 <sup>(2)</sup>	\$1,305
2017 Total Revenue		\$4,359	\$2 <sup>(2)</sup>	\$4,357
2016 Net interest income (FTE)		\$2,412	--	\$2,412
2016 Noninterest income		\$1,150	(\$1) <sup>(2)</sup>	\$1,151
2016 Total revenue		\$3,562	--	\$3,562
<b>2017 Total revenue growth</b>		<b>22%</b>		<b>22%</b>
2017 Noninterest expense		\$2,714	\$155 <sup>(2)</sup>	\$2,559
2016 Noninterest expense		\$2,408	\$239 <sup>(2)</sup>	\$2,169
<b>2017 Noninterest expense growth</b>		<b>13%</b>		<b>18%</b>

(1) Significant Items related to benefit of federal tax reform and FirstMerit acquisition-related expenses  
(2) Pre-tax

# Reconciliation

## Capital ratios

(\$ in millions)		GAAP	Preferred Equity Conversion	Preferred Equity Issuance	Adjusted
Total tangible common equity (TCE)	A	\$7,477	\$362	--	\$7,839
Total tangible assets	B	\$101,919	--	\$493	\$102,411
TCE Ratio	A / B	7.34%	0.35%	-0.04%	7.65%
CET 1 capital	C	\$8,041	\$362	--	\$8,403
Tier 1 capital	D	\$9,110	--	\$493	\$9,604
Total risk-based capital	E	\$10,757	--	\$493	\$11,250
Total investments in subsidiaries plus goodwill	F	\$11,819	--	--	\$11,819
Risk-weighted assets (RWA)	G	\$80,340	--	--	\$80,340
Total assets for leverage ratio <sup>(1)</sup>	H	\$100,267	--	--	\$100,267
Total capital	I	\$10,814	--	\$493	\$11,307
CET 1 ratio	C / G	10.01%	0.45%	--	10.46%
Tier 1 leverage ratio	D / H	9.09%	--	0.49%	9.58%
Tier 1 risk-based capital ratio	D / G	11.34%	--	0.61%	11.95%
Total risk-based capital ratio	E / G	13.39%	--	0.61%	14.00%
Double leverage ratio	F / I	109%	--	5%	104%

(1) Total average assets net of goodwill, certain other intangible assets, and certain other deductions

# Reconciliation

## Pretax Pre-Provision Net Revenue (PPNR)

(\$ in millions)		4Q17	4Q16		2017	2016	2015	2014
Net interest income – FTE		\$782	\$748		\$3,052	\$2,412	\$1,983	\$1,865
Noninterest income		340	334		1,307	1,151	1,039	961
Total revenue		1,122	1,082		4,359	3,563	3,022	2,826
Less: Significant Items		0	(1)		2	1	3	1
Less: gain on securities		(4)	(0)		(4)	0	1	18
Total revenue – adjusted	A	1,126	1,083		4,361	3,562	3,018	2,807
Noninterest expense		633	681		2,714	2,408	1,976	1,882
Add: provision for unfunded loans		8	10		(11)	21	11	(2)
Less: Significant Items		0	53		154	239	58	65
Noninterest expense – adjusted	B	641	638		2,549	2,191	1,929	1,815
<b>Pretax pre-provision net revenue (PPNR)</b>	<b>A - B</b>	<b>\$485</b>	<b>\$445</b>		<b>\$1,812</b>	<b>\$1,372</b>	<b>\$1,089</b>	<b>\$1,011</b>
Risk-weighted assets (RWA)		\$80,340	\$78,263		\$80,340	\$78,263	\$58,420	\$54,479
PPNR as % of RWA		2.41%	2.27%		2.26%	1.75%	1.86%	1.86%

# Basis of Presentation

## Use of Non-GAAP Financial Measures

*This document contains GAAP financial measures and non-GAAP financial measures where management believes it to be helpful in understanding Huntington's results of operations or financial position. Where non-GAAP financial measures are used, the comparable GAAP financial measure, as well as the reconciliation to the comparable GAAP financial measure, can be found in this document, the earnings press release, or the Form 8-K related to this document, all of which can be found on Huntington's website at [www.huntington-ir.com](http://www.huntington-ir.com).*

## Annualized Data

*Certain returns, yields, performance ratios, or quarterly growth rates are presented on an "annualized" basis. This is done for analytical and decision-making purposes to better discern underlying performance trends when compared to full-year or year-over-year amounts. For example, loan and deposit growth rates, as well as net charge-off percentages, are most often expressed in terms of an annual rate like 8%. As such, a 2% growth rate for a quarter would represent an annualized 8% growth rate.*

## Fully-Taxable Equivalent Interest Income and Net Interest Margin

*Income from tax-exempt earning assets is increased by an amount equivalent to the taxes that would have been paid if this income had been taxable at statutory rates. This adjustment puts all earning assets, most notably tax-exempt municipal securities and certain lease assets, on a common basis that facilitates comparison of results to results of competitors.*

## Earnings per Share Equivalent Data

*Significant income or expense items may be expressed on a per common share basis. This is done for analytical and decision-making purposes to better discern underlying trends in total corporate earnings per share performance excluding the impact of such items. Investors may also find this information helpful in their evaluation of the company's financial performance against published earnings per share mean estimate amounts, which typically exclude the impact of Significant Items. Earnings per share equivalents are usually calculated by applying an effective tax rate to a pre-tax amount to derive an after-tax amount, which is divided by the average shares outstanding during the respective reporting period. Occasionally, when the item involves special tax treatment, the after-tax amount is disclosed separately, with this then being the amount used to calculate the earnings per share equivalent.*

## Rounding

*Please note that columns of data in this document may not add due to rounding.*

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## Significant Items

*From time to time, revenue, expenses, or taxes are impacted by items judged by Management to be outside of ordinary banking activities and/or by items that, while they may be associated with ordinary banking activities, are so unusually large that their outsized impact is believed by Management at that time to be infrequent or short term in nature. We refer to such items as “Significant Items”. Most often, these Significant Items result from factors originating outside the company – e.g., regulatory actions/assessments, windfall gains, changes in accounting principles, one-time tax assessments/refunds, litigation actions, etc. In other cases they may result from Management decisions associated with significant corporate actions out of the ordinary course of business – e.g., merger/restructuring charges, recapitalization actions, goodwill impairment, etc.*

*Even though certain revenue and expense items are naturally subject to more volatility than others due to changes in market and economic environment conditions, as a general rule volatility alone does not define a Significant Item. For example, changes in the provision for credit losses, gains/losses from investment activities, asset valuation write-downs, etc., reflect ordinary banking activities and are, therefore, typically excluded from consideration as a Significant Item.*

*Management believes the disclosure of “Significant Items”, when appropriate, aids analysts/investors in better understanding corporate performance and trends so that they can ascertain which of such items, if any, they may wish to include/exclude from their analysis of the company’s performance - i.e., within the context of determining how that performance differed from their expectations, as well as how, if at all, to adjust their estimates of future performance accordingly. To this end, Management has adopted a practice of listing “Significant Items” in its external disclosure documents (e.g., earnings press releases, quarterly performance discussions, investor presentations, Forms 10-Q and 10-K).*

*“Significant Items” for any particular period are not intended to be a complete list of items that may materially impact current or future period performance. A number of items could materially impact these periods, including those described in Huntington’s 2017 Annual Report on Form 10-K and other factors described from time to time in Huntington’s other filings with the Securities and Exchange Commission.*

# Welcome

For additional information,  
please visit:

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