

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

FORM 8-K

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 8, 2023**



Huntington Bancshares Incorporated

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

1-34073
(Commission
File Number)

31-0724920
(I.R.S. Employer
Identification No.)

Registrant's address: **41 South High Street, Columbus, Ohio 43287**
Registrant's telephone number, including area code: **(614) 480-2265**
Not Applicable

(Former name or former address, if changed since last report.)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of class	Trading Symbol(s)	Name of exchange on which registered
Depository Shares (each representing a 1/40th interest in a share of 4.500% Series H Non-Cumulative, perpetual preferred stock)	HBANP	NASDAQ
Depository Shares (each representing a 1/1000th interest in a share of 5.70% Series I Non-Cumulative, perpetual preferred stock)	HBANM	NASDAQ
Depository Shares (each representing a 1/40th interest in a share of 6.875% Series J Non-Cumulative, perpetual preferred stock)	HBANL	NASDAQ
Common Stock—Par Value \$0.01 per Share	HBAN	NASDAQ

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.

Item 7.01 Regulation FD Disclosure.

As previously announced, Huntington Bancshares Incorporated ("Huntington") will be participating at the Barclays Americas Select Franchise Conference on Wednesday, May 9, 2023. Zach Wasserman, Chief Financial Officer, is scheduled to present to analysts and investors. A copy of the presentation slides is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The presentation slides will also be available in the Investor Relations section of Huntington's web site at www.huntington.com.

The presentation slides are being furnished pursuant to Item 7.01, and the information contained therein shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that section. Furthermore, the information contained in Exhibit 99.1 shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

The exhibits referenced below shall be treated as "furnished" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

(d) Exhibits.

Exhibit 99.1 – Presentation Slides

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	Presentation Slides
Exhibit 104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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 8, 2023

By: /s/ Zachary Wasserman

Zachary Wasserman

Chief Financial Officer



Huntington

Welcome.®

2023 Barclays Americas Select Franchise Conference

May 9, 2023

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Huntington® and  Huntington. Welcome.® are federally
registered service marks of Huntington Bancshares
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Disclaimer

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

The information contained or incorporated by reference in this presentation 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; deterioration in business and economic conditions, including persistent inflation, supply chain issues or labor shortages; instability in global economic conditions and geopolitical matters, as well as volatility in financial markets; the impact of pandemics, including the COVID-19 pandemic and related variants and mutations, and their impact on the global economy and financial market conditions and our business, results of operations, and financial condition; the impacts related to or resulting from recent bank failures and other volatility, including potential increased regulatory requirements and costs and potential impacts to macroeconomic conditions, which could affect the ability of depository institutions, including us, to attract and retain depositors and to borrow or raise capital; unexpected outflows of uninsured deposits which may require us to sell investment securities at a loss; rising interest rates which could negatively impact the value of our portfolio of investment securities; the loss of value of our investment portfolio which could negatively impact market perceptions of us and could lead to deposit withdrawals; the effects of social media on market perceptions of us and banks generally; cybersecurity risks; uncertainty in U.S. fiscal and monetary policy, including the interest rate policies of the Federal Reserve; volatility and disruptions in global capital and credit markets; movements in interest rates; transition away from LIBOR; competitive pressures on product pricing and services; success, impact, and timing of our business strategies, including market acceptance of any new products or services including those 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 the future results of Huntington. Additional factors that could cause results to differ materially from those described above can be found in Huntington’s Annual Report on Form 10-K for the year ended December 31, 2022 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, which are on file with the Securities and Exchange Commission (the “SEC”) and available in the “Investor Relations” section of Huntington’s website <http://www.huntington.com>, under the heading “Publications and Filings,” and in other documents Huntington files 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. Huntington does 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: A Purpose-Driven Company

OUR PURPOSE

We make people's lives better, help businesses thrive, and strengthen the communities we serve

OUR VISION

To be the leading
People-First,
Digitally Powered Bank

**Purpose and Vision Linked to Business Strategies
Guided by Through-the-Cycle Aggregate Moderate-to-Low Risk Appetite**

Key Messages

1 Differentiated franchise with distinguished brand

2 Operating from a position of strength

3 Disciplined execution of clearly defined strategy

4 Dynamically managing through the current environment

5 Positioned for continued top quartile performance

Leading Midwest Regional Bank with Scaled, National Businesses

\$185B

Assets

\$146B

Deposits

\$120B

Loans and Leases

Established Market Leadership

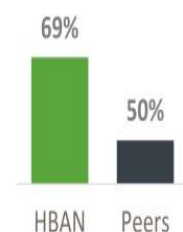
Industry Leading Consumer and Business Franchise



- 3.6 million customers
- Granular, high quality deposit base
- Leading brand

Leading Market Density

MSA's Top 5 Deposit Rank⁵



Scaled National Commercial Franchise



- Strong base of operating deposits
- #5 Equipment Finance⁴
- Top-tier distribution finance

Diversified Businesses Consumer / Commercial



Compelling Results

- ✓ Top 20 U.S. Bank by Deposits
- ✓ Top-tier return profile with **23.1% ROTCE⁶** (YTD annualized)
- ✓ Strong risk and credit management through the cycle

Distinguished brand, talent, and culture



Best Large Employers
Forbes⁷

#1 NPS⁸
Net Promoter Score

Note: All stats for 1Q23 (ADB) unless otherwise noted; (1) For J.D. Power 2022 award information, visit [jdpower.com/awards](https://www.jdpower.com/awards); (2) By number (units) of 7(a) loans nationally; (3) Since 2010; (4) Bank-owned; (5) S&P Global market share data as of 6/30/22 – Peers include: CFG, CMA, FITB, KEY, MTB, PNC, RF, TFC, USB, ZION; (6) Represents a non-GAAP measure. Reconciliation of non-GAAP to GAAP metrics can be found in the appendix (7) Forbes 2022 America's Best Large Employers – Ranked #7 for Banking and Financial Services; (8) 2021 Brand Tracking Market Study

Distinguished Brand a Key Source of Competitive Strength



Industry-leading Mobile and Online Customer Satisfaction



#1 Customer Satisfaction⁽²⁾





#1 in Regional Bank Mobile App Customer Satisfaction 4 Years in a Row⁽²⁾

(1) 2021 Brand Tracking Market Study. In market bank competitors: BAC, CFG, FITB, JPM, KEY, PNC, USB

(2) For J.D. Power 2022 and 2023 award information, visit [jdpower.com/awards](https://www.jdpower.com/awards)

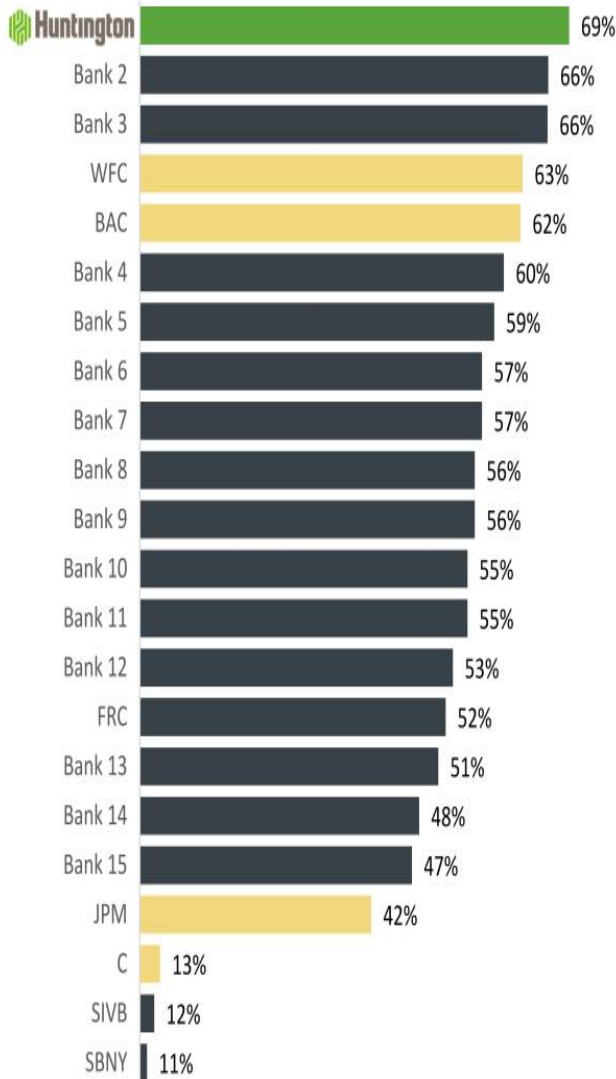
Huntington – Operating from a Position of Strength

High Quality Deposit Base	Robust Liquidity	Strong Capital	Disciplined Credit
<ul style="list-style-type: none"> ● Core strategy acquiring and deepening primary bank relationships ● Diversified across industries and geographies with 56% consumer ● Disciplined deposit pricing and beta ● Peer leading deposit growth since YE 21 <div style="display: flex; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  <p>HBAN +2.7%</p> </div> <div style="text-align: center;">  <p>Peers (4.6%)</p> </div> </div>	<ul style="list-style-type: none"> ● Proactive approach to liquidity risk management ● Peer leading available liquidity as a percent of uninsured deposits 136% at 3/31/23; 186% at 4/28/23 ● \$84 billion contingent & available liquidity at 4/28/2023 	<ul style="list-style-type: none"> ● 9.6% CET1 reflecting continued capital generation ● Driving capital to high end of 9 to 10% target operating range ● Top quartile loss absorbing capacity CET1 + ACL at 11.2% 	<ul style="list-style-type: none"> ● Rigorous client selection and underwriting drive outperformance ● Top-tier CCAR results from modeled losses versus peers ● 1.90% ACL above peer median of 1.45% ● NCO LTM of 13 basis points vs peer median of 22 basis points

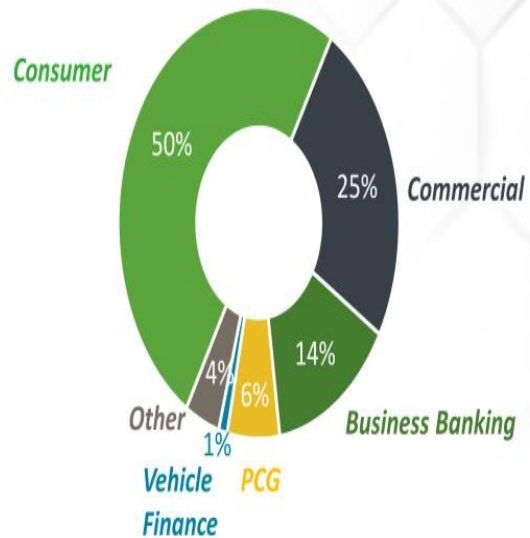
High Quality, Granular Deposit Franchise

Leading Percent of Insured Deposits⁽¹⁾

Banks at 1Q23



Diversification by Business Lines..



..with Low Average Balances

Consumer \$11k per account

Business Banking \$40k per account

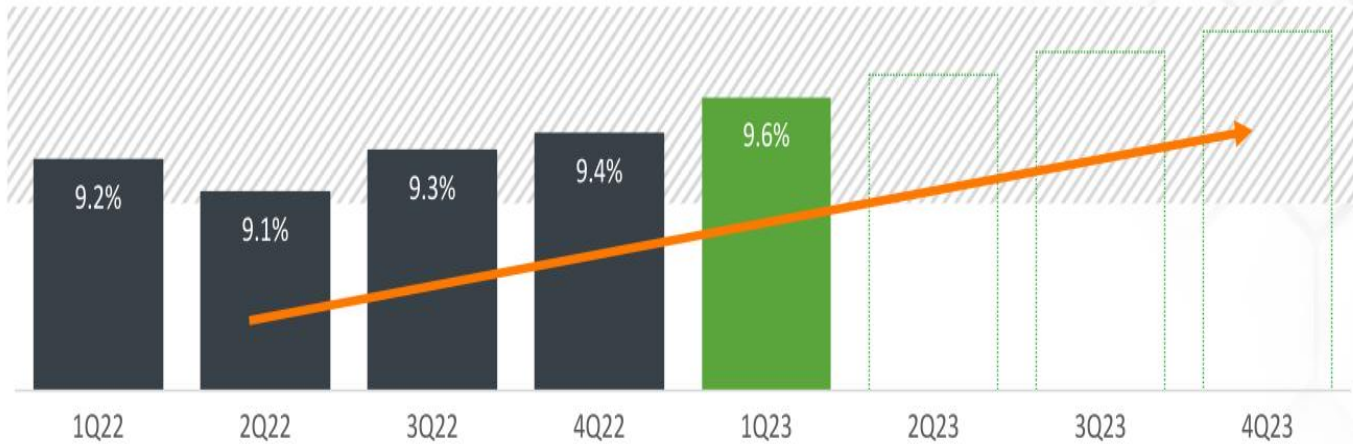
Commercial \$5.5M per relationship

(1) Source: Company's 1Q 23 Numbers (if published, otherwise 4Q23) | Calculation: (total deposits - uninsured deposits) / total consolidated deposits | Publicly traded US-based banks with >\$50 billion in deposits (excludes BHCs that are classified primarily as card issuers)

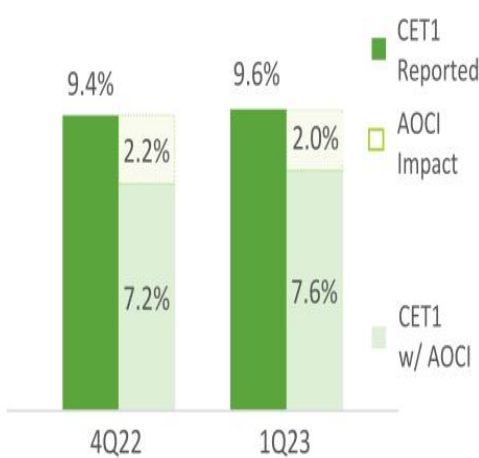
Capital Positioning | Building Over the Year

Common Equity Tier 1 (CET1) Ratio

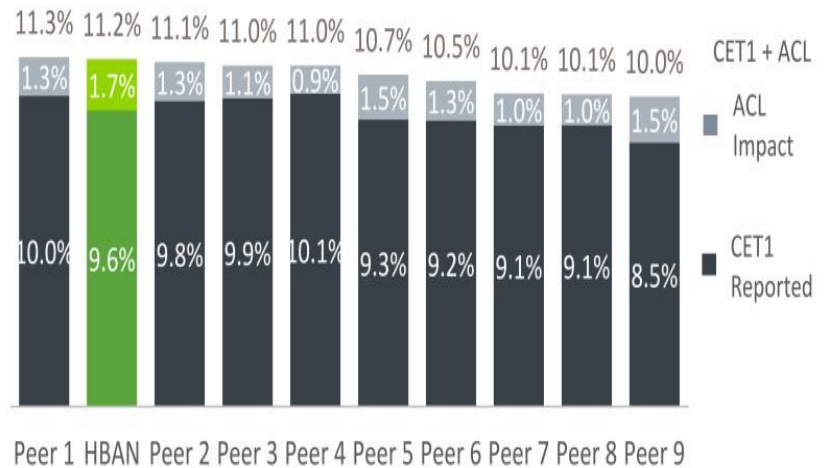
Target operating range 9 – 10%



CET1 and AOCI Impact



Top Tier Loss Absorbing Capacity - CET1 (Reported) + ACL



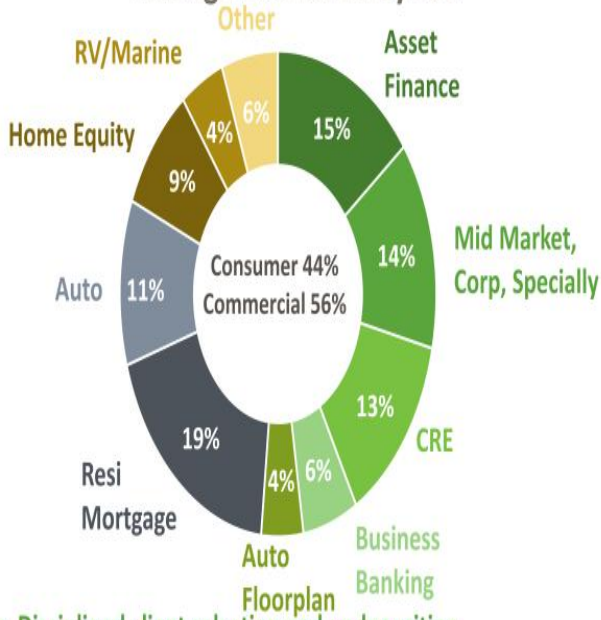
Data source: S&P Global | Peer Group includes CFG, CMA, FITB, KEY, PNC, RF, TFC, USB, ZION

2023 Barclays Americas Select Franchise Conference | 9 | Huntington

Strong Credit Quality

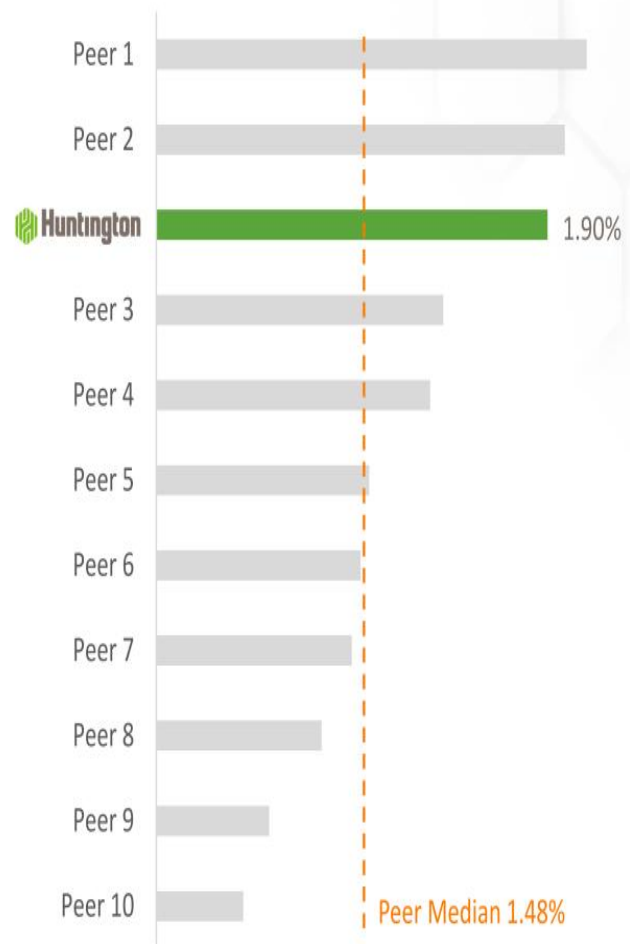
Guided by Aggregate Moderate-to-Low Risk Appetite

Diversified Portfolio Provides Protection Through Economic Cycles



- Disciplined client selection and underwriting
- Consumer Portfolio:
 - Prime, super-prime focus with ~770 average origination FICOs
 - Proprietary custom scorecards in key businesses
 - 95% of book is secured (e.g. resi mortgage, HE, Auto)
- Commercial Portfolio:
 - Breadth of industry verticals and diverse geographic footprint
 - Business banking 6% of total and reflects #1 SBA
 - CRE primarily multi-family and industrial; office < 2% of loans

Top Quartile ACL 1Q23



Note: S&P Global Market Intelligence and filings. Peer Group includes CFG, CMA, FITB, KEY, MTB, PNC, RF, TFC, USB, ZION.

Clearly Defined Strategy

Consumer

- Differentiating customer experience, continuing **Fair Play philosophy**
- Acquiring and deepening **primary bank relationships**
- Reputation for **leading products, best-in-class service, and digital capabilities**
- Leading Business Banking franchise and **#1 SBA** loan originator
- Capturing **wealth management** opportunity with advice and track record of trust

Commercial

- **Deep middle market franchise** in Midwest footprint and diverse national businesses
- Delivering **expertise** and **advice** through industry verticals
- Leveraging **scale** and **expertise** in asset finance businesses
- Penetrating **capital markets** opportunities bolstered by Capstone acquisition
- Broad **payments** capabilities enhanced by ChoicePay

Supported by Enterprise Capabilities

Technology

- Scalable core infrastructure
- Award-winning digital capabilities
- AI and data analytics

Risk Management

- Aggregate moderate-to-low risk appetite
- Through-the-cycle underwriting
- Rigorous client selection

Dynamically Managing Through the Current Environment

Disciplined Management Approach

Optimizing Loan Growth for Returns

- ✓ Capital allocation guided by **maximizing return on equity**
- ✓ Managing to **top tier returns** inclusive of higher capital outlook

Balance Sheet Management

- ✓ Dynamic hedging strategy
- ✓ Two key objectives:
 - 1) **protecting capital** over time
 - 2) protecting and **reducing NIM volatility**

Proactive Expense Management

- ✓ Operation Accelerate
- ✓ Branch Optimization
- ✓ Organizational Realignment and Voluntary Retirement Program
- ✓ Capacity to **self-fund investment** in key initiatives

Purposeful Execution Driving Top Quartile Performance

- 1 Differentiated franchise with distinguished brand
- 2 Operating from a position of strength
- 3 Disciplined execution of clearly defined strategy
- 4 Dynamically managing through the current environment

Positioned for
continued top
quartile
performance

