

**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) **March 5, 2025**



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 (§240.12b-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 RBC Capital Markets Financial Institutions Conference on Wednesday, March 5, 2025. Zach Wasserman, Chief Financial Officer, and Amit Dhingra, Chief Enterprise Payments Officer, are 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: March 5, 2025

By: /s/ Zachary Wasserman



Zachary Wasserman

Chief Financial Officer



2025 RBC Capital Markets Financial Institutions Conference

March 5, 2025

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Welcome.[®] are federally registered service marks of Huntington Bancshares Incorporated.
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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; changes in U.S. trade policies, including the imposition of tariffs and retaliatory tariffs; the impact of pandemics and other catastrophic events or disasters on the global economy and financial market conditions and our business, results of operations, and financial condition; the impacts related to or resulting from bank failures and other volatility, including potential increased regulatory requirements and costs, such as FDIC special assessments, long-term debt requirements and heightened capital requirements, 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; changing 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; 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; changes in policies and standards for regulatory review of bank mergers; 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, 2024, which is 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.

Key Messages | Investor Day

1

Culture, Purpose, and Vision Delivered with a Differentiated Operating Model

2

Scaled and Diversified Franchise

3

Multiple Revenue Growth Levers in Regional and National Businesses

4

Position of Strength with Rigorous Risk Management

5

Disciplined Execution Driving **Top Quartile Performance**

Our Vision



Key Guiding Attributes

- ✓ Be the most **Trusted** financial institution
- ✓ Enhance most **Caring** and **Inclusive Culture**
- ✓ Be an **Indispensable Partner** for customers
- ✓ Deliver **Value** through commitment to top-quartile core performance

2025 Management Focus

Executing Organic Growth

- Delivering differentiated loan and deposit growth
- Continuing to acquire and deepen primary bank relationships, inclusive of value-added fee revenues, loans, and deposits

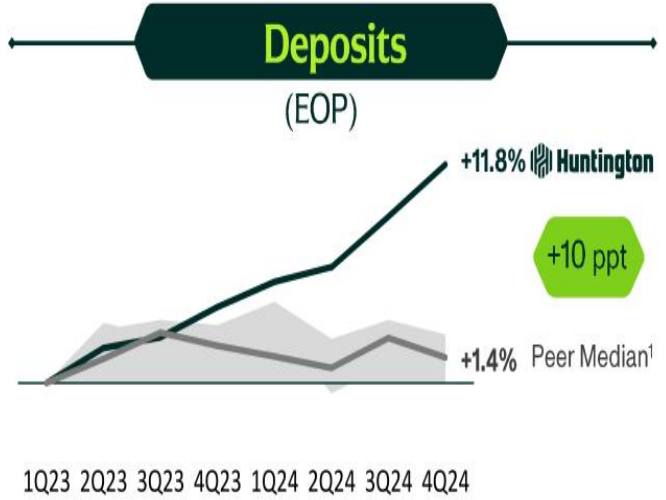
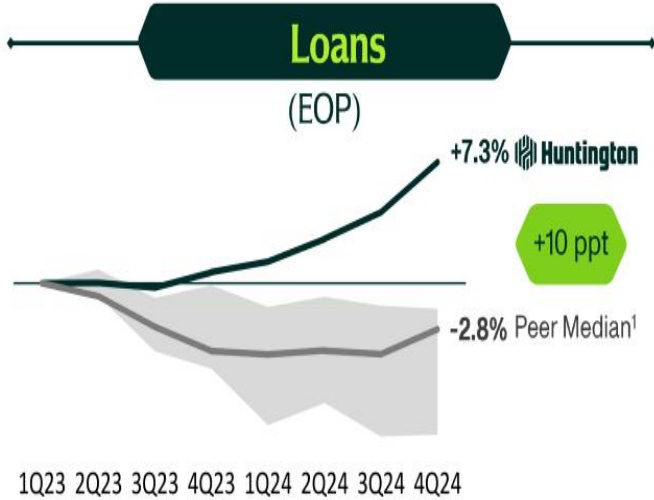
Drive Revenue

- Driving Net Interest Income higher supported by balance sheet growth and a stable margin
- Powering fee revenue growth across payments, wealth management, and capital markets

Rigorous Risk Management

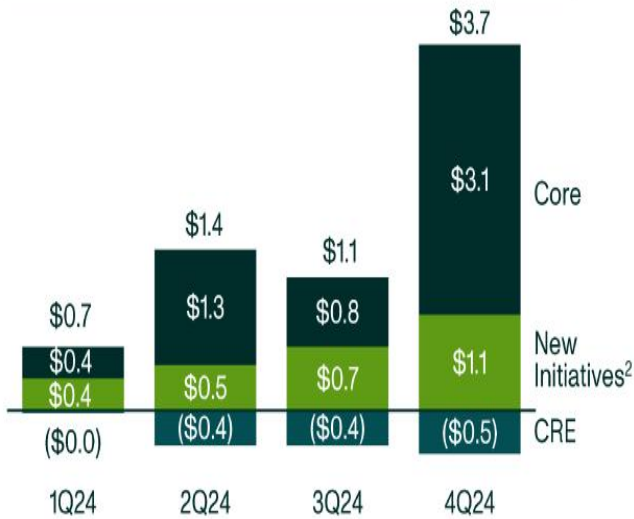
- Maintaining disciplined focus on credit through the cycle aligned with our aggregate moderate-to-low risk appetite
- New initiative growth avenues aligned with risk appetite

Peer Leading Organic Growth

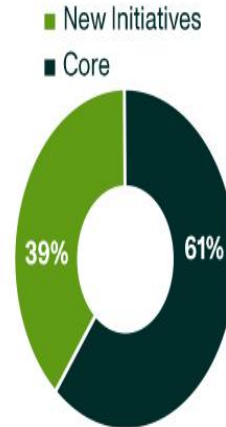


FY24 Loan Growth (Average)

Net Loan Growth QoQ



Components of Loan Growth



- New initiatives contributed to 39% of FY24 loan growth
- New initiatives collectively exceeded plan

Asset Quality and Reserve | Top Tier Reserve Profile

Disciplined Client Selection and Underwriting

Consumer – 44% of total loans

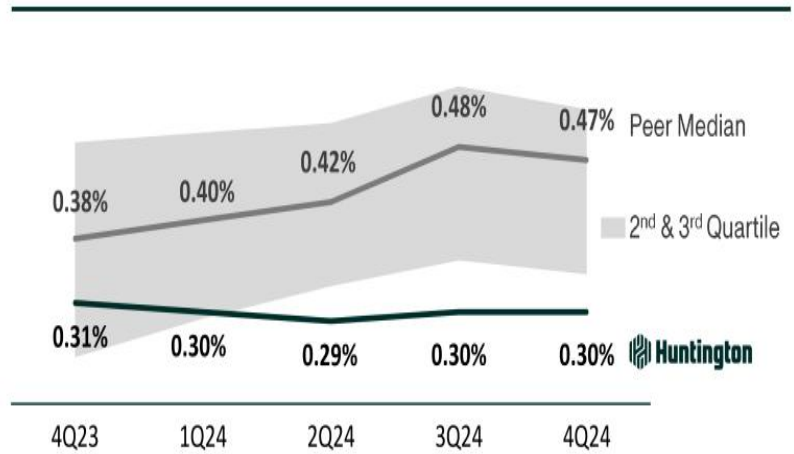
- Prime, super-prime focus with ~770 weighted average FICO
- Over 95% of book is secured (Residential Mortgage, Home Equity, Auto)

Commercial – 56% of total loans

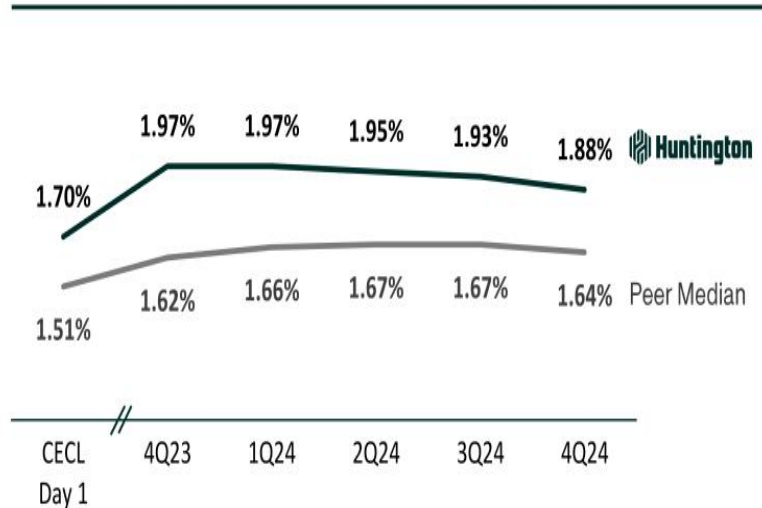
- Breadth of industry verticals and diverse geographic footprint supported by disciplined client selection
- CRE concentration is lowest quartile² (8.5% of total loans) supported by highest quartile² reserve (4.3%)
- Multifamily: 3.4% of total loans
- Industrial: 1.2% of total loans
- Office: 1.2% of total loans

Consistent Top-tier Credit Performance

Net Charge-off Ratio¹



Allowance for Credit Losses (ACL) % of Loans¹



Driving Increasing Fee Income and Profitability

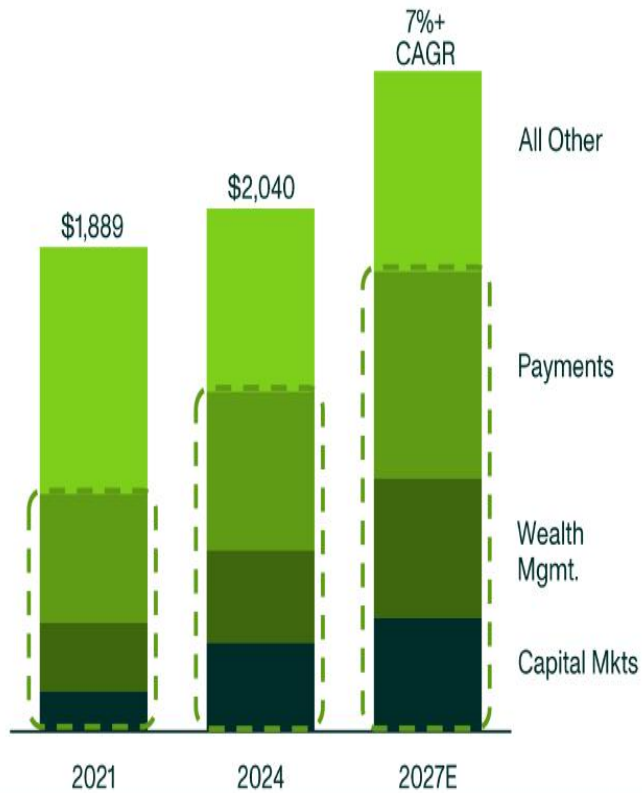
Noninterest Income (\$M)

Strategic Value

- Deepen customer relationships
- Differentiated advice and expertise

Financial Value

- High ROE
- Recurring revenues



Payments

- Adding new capabilities / revenue levers
- Deepening customer penetration
- Continually offering new services

2030 Goal

9%+ CAGR

Wealth Management

- Leading with advice and guidance
- Expanding advisory relationships
- Gathering AUM with a focus on planning

2030 Goal

10%+ CAGR

Capital Markets

- Supporting commercial banking activities
- Deepening Capstone advisory
- Leveraging platform to grow new businesses

2030 Goal

11%+ CAGR

Growth of fees as a % of total revenue supports strong ROTCE

Payments | Driving Growth in Card & TM

Treasury Management

- TM penetration continues to increase through deepening efforts
- Vertically aligned segment specific solutions and expertise
- Embedding into client workflows
- Accelerating customer centered innovation and leveraging strategic partnerships

Commercial Payments Revenues (Inc. TM)

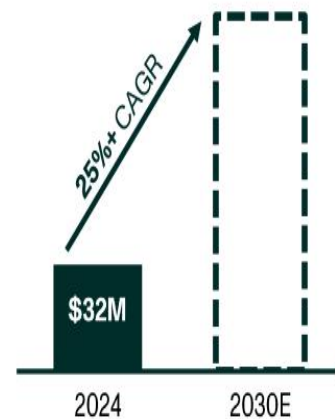


2030 Goal

10%+ CAGR TM Fee Growth¹

Merchant Acquiring

>4X Revenue Growth



- Brought operating model in-house 4Q24
- Enhancing customer experience
- Deepening customer relationships
- Embedding seamlessly with additional banking product sets
- Realizing significant opportunity across regional banking and middle market customers

Card

- Sustained volume growth across debit card franchise & deeper penetration of credit card
- Launched secured card 1Q24
- #1 customer trust ranking²
- #3 MasterCard Debit Issuer
- Top 3 in unaided brand awareness in core markets³

Credit Card Acquisition⁴



2030 Goal

12%+ CAGR Credit Card Revenue

9%+ Payments Revenue CAGR Through 2030

2025 Management Focus

Executing
Organic
Growth

Drive
Revenue

Rigorous
Risk
Management

Powering PPNR expansion through 2025

Notes

Slide 6:

- (1) Source: S&P Global Market Intelligence and filings - Peers include CFG, CMA, FITB, KEY, MTB, PNC, RF, TFC, USB, ZION
- (2) New initiatives include North and South Carolina, Texas, Fund Finance, Healthcare Asset-based Lending, Native American Financial Services

Slide 7:

- (1) Source: S&P Global Market Intelligence and filings - Peers include CFG, CMA, FITB, KEY, MTB, PNC, RF, TFC, USB, ZION
- (2) Source: Company 2024 Annual Report on Form 10Ks. Includes publicly listed US-based banks with >\$50 billion in assets as of 4Q24 if data was available for both the CRE concentration and CRE reserve ratio. Excludes BHC's primarily classified as card issuers.

Slide 9:

- (1) Includes revenue growth from new merchant operating model
- (2) 2025 Greenwich Awards, including for U.S. Small Business and Middle Market Banking. For Greenwich Awards, visit [greenwich.com](https://www.greenwich.com)
- (3) Peers include FITB, PNC, USB, KEY
- (4) Credit Card Acquisition new accounts per year

