

**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) June 11, 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 (§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 2025 Morgan Stanley US Financials Conference on Wednesday, June 11, 2025. 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: June 11, 2025

By: /s/ Zachary Wasserman

Zachary Wasserman

Chief Financial Officer



2025 Morgan Stanley US Financials Conference

Welcome.

June 11, 2025

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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.

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. See also the other reports filed with the SEC, including discussions under the “Forward-Looking Statements” and “Risk Factors” sections of Huntington’s Annual Report on Form 10-K for the year ended December 31, 2024 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, as filed with the SEC and available on its website at www.sec.gov.

Our Vision

To Be the Leading
**People-First,
Customer-Centered**
Bank in the
Country

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

Key Messages

1

Delivering on organic growth strategies with sustained momentum supported by purposefully diversified customer base

2

Driving robust profit growth reflective of expanded net interest margin, higher fee revenues, and efficient expense management

3

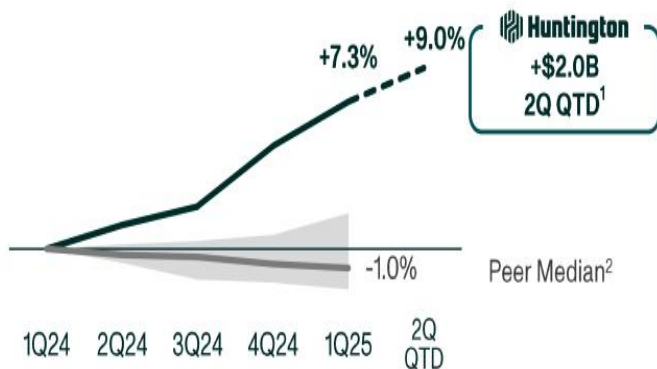
Achieving strong credit performance through disciplined client selection and rigorous portfolio management, aligned with our aggregate moderate-to-low risk appetite

4

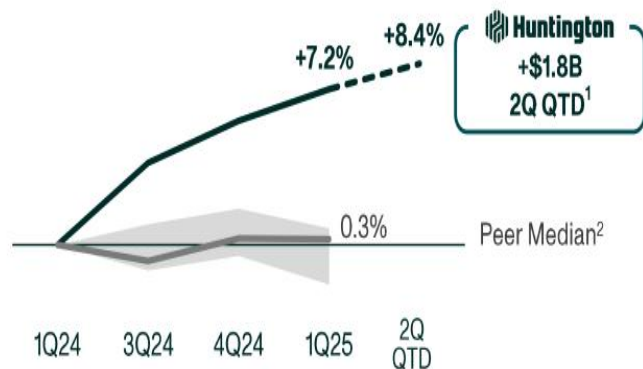
Positioned to outperform through a range of potential economic scenarios with leading liquidity coverage, robust capital and reserves

Peer Leading Organic Growth

Cumulative Growth Rate of Average Loans



Cumulative Growth Rate of Average Deposits

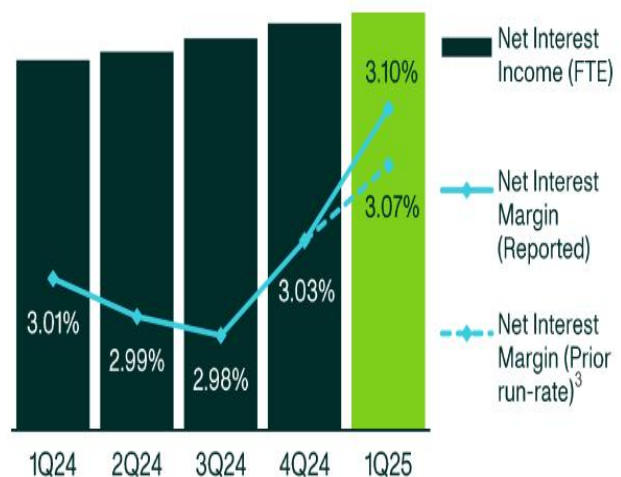


Driving High-Quality Earnings Growth

Disciplined Risk Framework

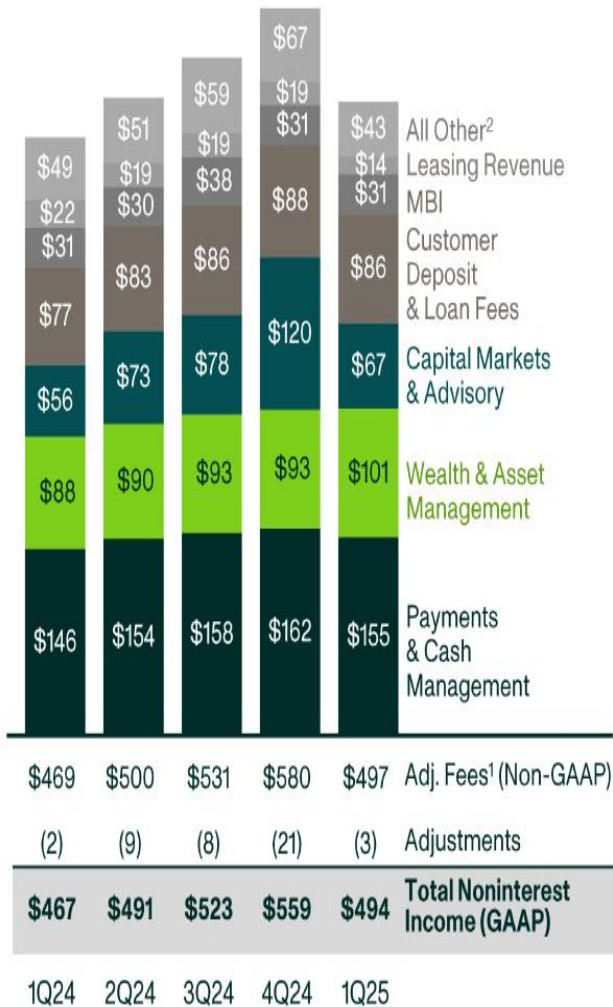
- Consistent application of foundational Huntington risk standards to both core and new initiative loan production
- Portfolio is diversified across products and relationships, built upon rigorous client selection and underwriting standards, and subject to strict concentration limits
- Top-tier credit team supports highly experienced bankers throughout Huntington markets

Robust 2025 Net Interest Income



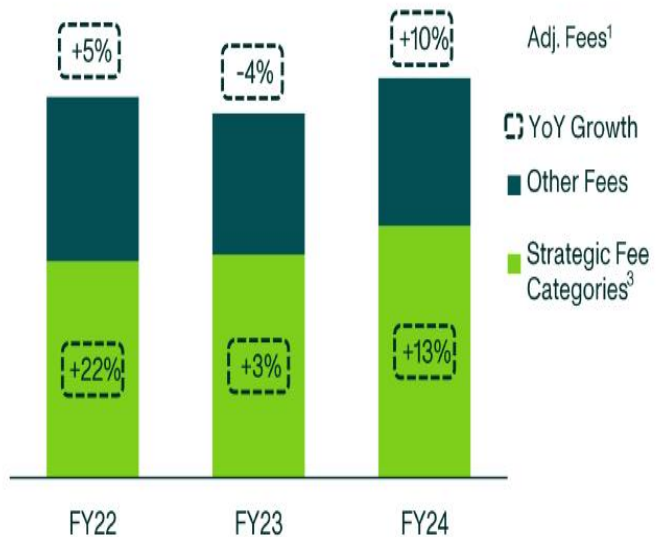
Noninterest Income | Diversified Fee Revenues

Total Adj. Noninterest Income¹ By Category



Powerful Trends in Strategic Fee Categories

- Strategic fee categories are tracking to high single digit YoY growth
- Payments reflective of deepening efforts in TM, merchant acquiring, and continued growth in card
- Wealth supported by continued household and AUM growth
- Capital markets benefitting from commercial loan activity including syndications



Note: \$ in millions unless otherwise noted; see notes on slide 12; see reconciliation (non-interest income) on slide 11

2025 Morgan Stanley US Financials Conference | 6

Top Tier Asset Quality and Reserve Profile

Disciplined Client Selection and Underwriting

Consumer – 43% of total loans

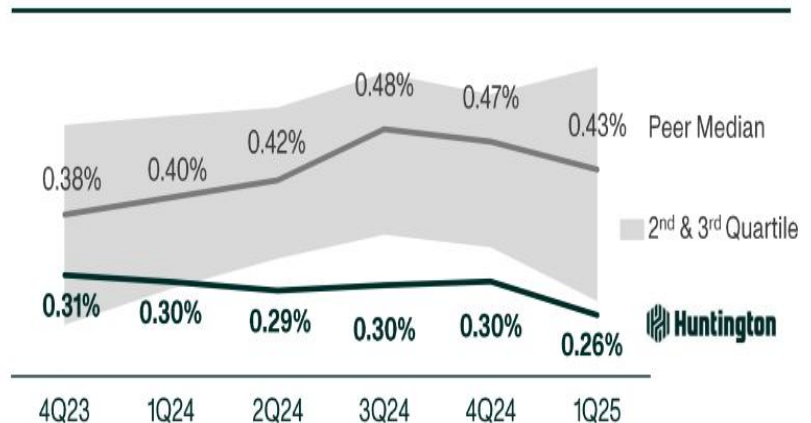
- Prime, super-prime focus with ~770 weighted average FICO
- Over 95% of book is secured (Residential Mortgage, Home Equity, Auto)

Commercial – 57% of total loans

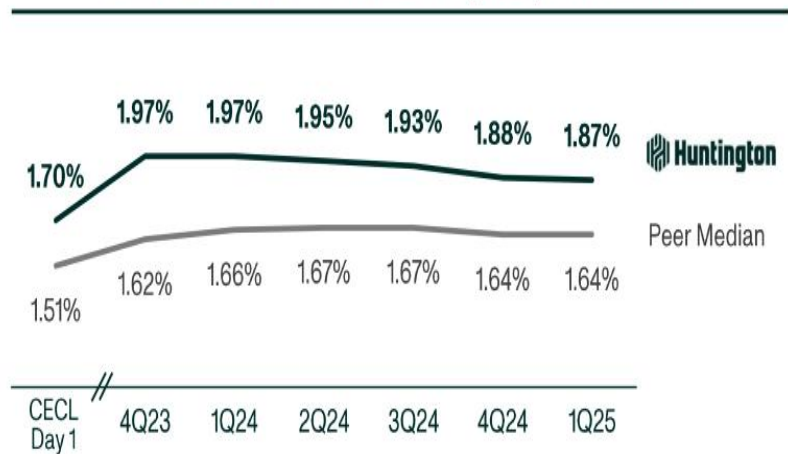
- Breadth of industry verticals and diverse geographic footprint supported by disciplined client selection
- CRE concentration is among lowest (8.3% of total loans) supported by highest quartile² reserve (4.0%)
- Multifamily: 3.2% of total loans
- Industrial: 1.3% of total loans
- Office: 1.2% of total loans

Consistent Top-Tier Credit Performance

Net Charge-off Ratio¹

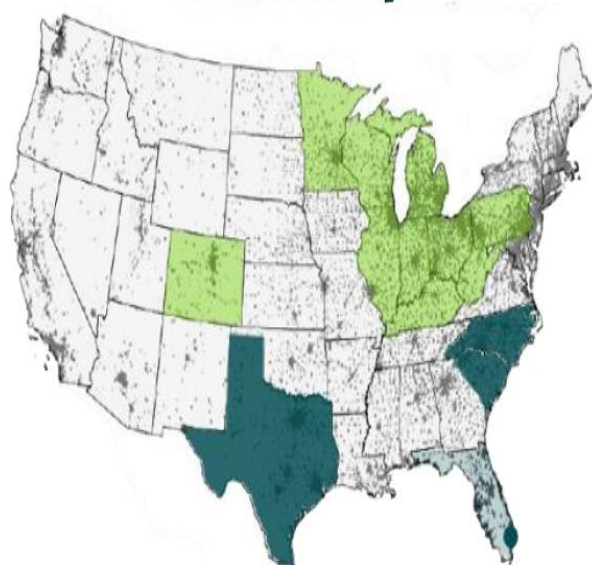


Allowance for Credit Losses (ACL) % of Loans¹



Growth Objectives Drive Core and Expansion Initiatives

National Expertise with Local Delivery



- National Footprint
- Core Geographies
- New Geographies
- Business or Consumer Relationships

Building on Position of Strength

Expanding Capabilities and Expertise

New Commercial Verticals

- Fund Finance
- National Deposits
- Mortgage Servicing
 - Deposits
 - Lending
- Aerospace & Defense
- FIG
- Native American Financial Services

Expanded Local Banking Focus



Florida



Branch Expansion

- Accelerating NC and SC retail strategy
- Opening 55 branches over next 3 years

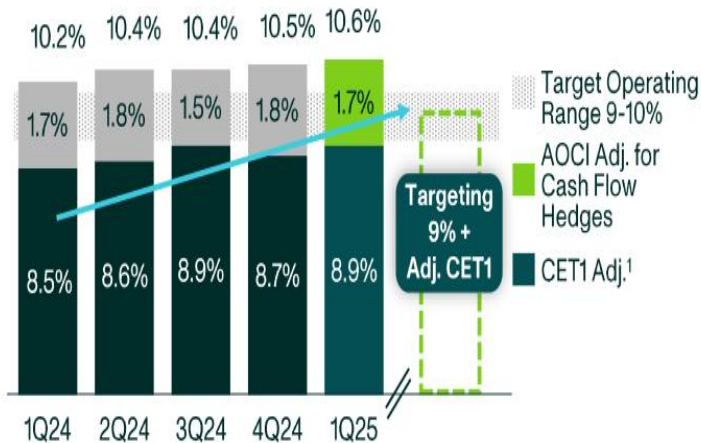
Fee Income Opportunities

- Payments
- Wealth Management
- Capital Markets
 - Financial Sponsors Group
 - DCM & ECM

Driving Growth via Share Gains and Executional Outperformance

Earnings Growth Supports Capital Priorities

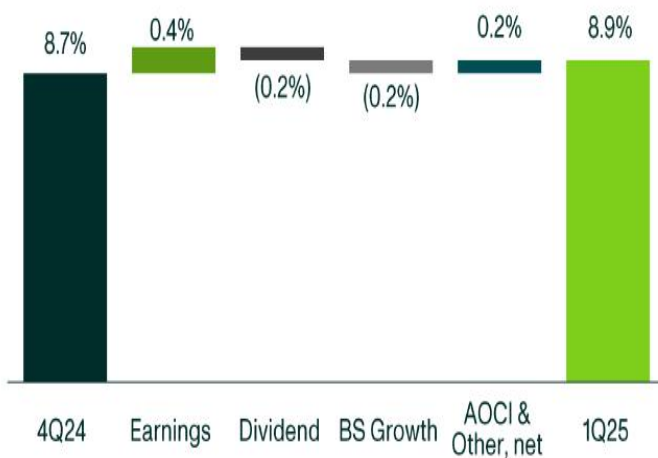
CET1 Ratio



Capital Growth Outlook

- **~40-50bps of CET1 per quarter from earnings**
 - ~20bps funds 46% payout ratio (4.3% yield)
 - ~20bps funds organic growth
 - ~5-10bps of core, net accretion (ex AOCI) per quarter
- **Capital priorities unchanged:**
 - Fund high return organic growth
 - Support the dividend
 - Opportunistic share repurchases or other actions
- **Executed \$0.9B corporate bond repositioning**
 - 2Q25: -3c to EPS, +6bps adj. CET1
 - ~\$20M expected incremental annual revenue run rate
 - FY26: +1bp NIM, approx. +1c EPS, ROTCE +10bps

Adjusted CET1 Ratio Drivers



Tangible Book Value (TBV) per Share



2025 Management Focus



**Executing
Organic
Growth**

**Drive
Revenue**

**Rigorous
Risk
Management**

Driving Value Through Accelerated TBV Accretion and Expanding Long-Term Returns

Non-GAAP Reconciliation

Adjusted Noninterest Income and Adjusted CET1

(\$ in millions)	FY21	FY22	FY23	FY24	1Q24	2Q24	3Q24	4Q24	1Q25
Total Noninterest Income (GAAP)	\$1,889	\$1,981	\$1,921	\$2,040	\$467	\$491	\$523	\$559	\$494
Net (Loss) on sale of securities	-	-	(7)	(21)	-	-	-	(21)	-
Net Gain on sale on sale of business line	-	-	57	-	-	-	-	-	-
Mark-to-market on pay-fixed swaptions	-	-	(24)	-	-	-	-	-	-
CRTs	-	-	(2)	(19)	(2)	(9)	(8)	-	(3)
Adjusted Noninterest Income (Non-GAAP)	\$1,889	\$1,981	\$1,897	\$2,080	\$469	\$500	\$531	\$580	\$497
YoY Growth Rate		+5%	-4%	+10%					

CET1 – AOCI Impact (\$ in millions)	1Q24	2Q24	3Q24	4Q24	1Q25
Common Equity Tier 1 (A)	\$14,283	\$14,521	\$14,803	\$15,127	\$15,269
Add: accumulated other comprehensive income (loss) (AOCI)	(2,879)	(2,911)	(2,104)	(2,866)	(2,422)
Less: cash flow hedge	(436)	(399)	(39)	(267)	(90)
Adjusted Common Equity Tier 1 (B)	\$11,840	\$12,009	\$12,738	\$12,528	\$12,937
Risk Weighted Assets (C)	\$139,622	\$139,374	\$142,543	\$143,664	\$144,632
Common Equity Tier 1 ratio (A/C)	10.2%	10.4%	10.4%	10.5%	10.6%
Adjusted CET1 Ratio (B/C)	8.5%	8.6%	8.9%	8.7%	8.9%
AOCI impact adjusted for cash flow hedges on loan portfolio	1.7%	1.8%	1.5%	1.8%	1.7%

Notes

Slide 5:

- (1) Average second quarter to date balances as of 5/31/2025
- (2) Source: S&P Global Market Intelligence and filings - Peers include CFG, CMA, FITB, KEY, MTB, PNC, RF, TFC, USB, ZION
- (3) Excludes increased interest recoveries and other

Slide 6:

- (1) Non-GAAP; excludes effect of MTM on PF Swaptions and CRTs ("Credit Risk Transfers"), loss on sale of securities, and gain on sale of business line
- (2) Includes Insurance Income and other
- (3) "Strategic Fee Categories" include Payments & Cash Management, Wealth & Asset Management, and Capital Markets & Advisory.

Slide 7:

- (1) Source: S&P Global Market Intelligence and filings - Peers include CFG, CMA, FITB, KEY, MTB, PNC, RF, TFC, USB, ZION

